



GODFREY PHILLIPS
—INDIA LIMITED—

Omaxe Square
Plot No.14, Jasola District Centre
Jasola, New Delhi-110025 India.
Tel.: +91 11 2683 2155, 6111 9300
Fax: +91 11 4168 9102
www.godfreyphillips.com

isc-gpi@modi.com

6th January, 2020

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Fax No. : 022-26598237 / 38
NSE Symbol : GODFRYPHLP

The Manager
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Fax No. : 022-22721919, 3121
BSE Scrip Code : 500163

Reg.: Voting Results and Consolidated Scrutinizer's Report of Postal Ballot

Dear Sirs,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we hereby enclose the voting results and Consolidated Scrutinizer's Report of Postal Ballot for resolution relating to appointment of Dr. Bina Modi as President & Managing Director of the Company.

The aforesaid resolution has been passed through Postal Ballot and e-voting by Members by requisite majority.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **GODFREY PHILLIPS INDIA LIMITED**


SANJAY GUPTA
Company Secretary

Encl. : As above



Postal Ballot Voting Results								
Disclosure as per Regulation 44(3) of SEBI (LODR) Regulations, 2015								
Company Name		Godfrey Phillips India Limited						
Date of Postal Ballot Notice		November 14, 2019						
Voting:								
Start Date		December 7, 2019						
End Date		January 5, 2020						
Total No. of Shareholders as on Cut-off date- November 29, 2019		18587						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
No. of shareholders attended the meeting through Video Conferencing:		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
Resolution required: (Ordinary / Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Description of resolution considered		1 - To appoint Dr. Bina Modi (DIN 00048606) as President & Managing Director of the Company						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	37534786	24173770	64.4036	24173770	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		159000	0.4236	159000	0	100.0000	0.0000
	Total		24332770	64.8272	24332770	0	100.0000	0.0000
Public Institutions	E-Voting	7207128	6625229	91.9261	1734522	4890707	26.1806	73.8194
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6625229	91.9261	1734522	4890707	26.1806	73.8194
Public Non Institutions	E-Voting	7252006	380336	5.2446	252052	128284	66.2709	33.7291
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		98359	1.3563	97451	908	99.0769	0.9231
	Total		478695	6.6009	349503	129192	73.0116	26.9884
Total		51993920	31436694	60.4623	26416795	5019899	84.0317	15.9683



[Handwritten Signature]

V. R. ASSOCIATES

COMPANY SECRETARIES

Date: 6th January, 2020

To,
The Chairman
Godfrey Phillips India Limited

RESULTS OF POSTAL BALLOT/E-VOTING

SUB: COMBINED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND POSTAL BALLOT PROCESS CONDUCTED PURSUANT TO PROVISIONS OF SECTION 108, 110 OF COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, IN RESPECT OF THE PASSING OF THE RESOLUTION CONTAINED IN POSTAL BALLOT NOTICE DATED 14th NOVEMBER, 2019 OF GODFREY PHILLIPS INDIA LIMITED.

Dear Sirs,

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited ("the company") as per Board resolution dated 14th November, 2019 and Company's letter dated 15th November, 2019 pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of conducting the postal ballot voting (both e-voting and postal ballot voting) in fair and transparent manner in respect of passing of the resolution contained in Notice dated 14th November, 2019 and I, hereby submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. viz. www.evoting.nsdl.com. The company had uploaded the item of business to be transacted through e-voting and postal ballot on the website of NSDL as also its own website i.e. www.godfreyphillips.com.
- 3) NSDL had sent Postal Ballot Notices and forms by e-mail to 13521 members whose e-mail details were available with the depositories and the RTA. In respect of 5066 members for whom the e-mail details were not available, the postal ballot notice and physical forms along with self-addressed postage pre-paid envelope were sent by Speed Post. The Company completed the despatch of the said notices and other related documents to members on 6th December, 2019.



Resi.:
G5/3, Jal Padma, Bangur Nagar,
Goregaon (W), Mumbai 400 104.

Admn. Office:
31, Topiwala Center, - 1
Goregaon (W), Mumbai 400 062.

Tel.: 022 2877 4306
Mobile: +91 98214 47548
E-mail: cs.ram25@gmail.com

GST Reg. No. : 27ACSPV8251A127 • PAN : ACSPV8251A

- 4) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 5) The cut-off date for the purposes of identifying the members who will be entitled to vote on the resolution as set out in the Notice of Postal Ballot was 29th November, 2019 and as on that date there were 18587 members in the Company.
- 6) The Company had extended facility of remote e-voting to the members of the Company through NSDL and the remote e-voting period commenced on Saturday 7th December, 2019 at 9.00 a.m. and ended on Sunday 5th January, 2020 at 5.00 p.m.
- 7) As prescribed in Rule 22(3) of The Companies (Management and Administration) Rules, 2014, the company released an advertisement, in English in Economic Times and Marathi in Maharashtra Times on 7th December, 2019. The notice contained the details specified in said Rule 22(3) (a) to (g).
- 8) At the end of the voting portal on Sunday, 5th January, 2020, the voting portal was blocked forthwith. The same was unblocked on 5th January, 2020 in the presence of two witnesses viz. Ms. Pooja Sawarkar and Ms. Jayashree Ghorai .
- 9) All postal ballot forms received upto Sunday 5th January, 2020 being the last day fixed by the Company for receipt of forms were considered for my scrutiny. Envelopes received after Sunday 5th January, 2020 were not considered.
- 10) The postal ballot envelopes were opened from time to time, under my authority, and the last lot was opened on 6th January, 2020 in presence of two witnesses, viz. Ms. Pooja Sawarkar and Ms. Jayashree Ghorai.
- 11) With the support of the Registrar and Transfer Agent (RTA), the postal ballot forms were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signature registered with the RTA as provided by the depositories.
- 12) I found 4 invalid votes done via electronic means and 13 invalid ballot papers which were not counted for the results.
- 13) Particulars of all the postal ballot forms received from Members in physical form(s) and electronic voting report generated from NSDL's portal have been entered in a register maintained for the purpose.
- 14) The results of remote e-voting and the voting by postal ballot are as under:



SPECIAL RESOLUTION

To appoint Dr. Bina Modi (DIN 00048606) as President & Managing Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	142	26160344	83.2160
Voting by Postal Ballot	186	256451	0.8158
Total	328	26416795	84.0317

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	15	5018991	15.9654
Voting by Postal Ballot	8	908	0.0029
Total	23	5019899	15.9683
Total number of Valid votes casted under remote evoting and by poll			31436694

(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	4	6010
Voting by Postal Ballot	13	2296
Total	17	8306

Thank you.

Yours faithfully,
For V.R. Associates
Company Secretaries



V. Ramachandran
Proprietor
ACS 7731/ CP 4731
UDIN: A007731B000012516

