



GODFREY PHILLIPS INDIA LIMITED

CIN: L16004MH1936PLC008587

Regd. office: 'Macropolo Building', Ground Floor, Next to
Kala Chowky Post Office, Dr. Babasaheb Ambedkar Road, Lalbaug,
Mumbai - 400 033. Phone: 022-6195 2300/ Fax : 022-6195 2319
Corp. office: 49, Community Centre, Friends Colony, New Delhi 110025
Phone: 011- 26832155, 26840148
Email: isc-gpi@modi.com / Website: www.godfreyphillips.com

NOTICE

NOTICE IS HEREBY GIVEN THAT the 79th Annual General Meeting ("AGM") of the members of Godfrey Phillips India Limited will be held on Monday, September 26, 2016 at 3:00 P.M. at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai - 400 021, to transact the businesses as set out in the Notice convening the AGM.

The Notice of the AGM, Annual Report, Proxy Form and Attendance Slip have been sent in electronic form to those members whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participants, unless the Members have requested for hard copy of the same. Physical copies have been dispatched through permitted mode to all other members. The Company has completed all dispatches through e-mail and other permitted modes on Friday, September 2, 2016.

Member may note that the Annual Report, AGM Notice inter alia indicating the process and manner of e-Voting process, Proxy Form and Attendance Slip are available on Company's website www.godfreyphillips.com and can also be obtained from Registered and Corporate Office of the Company.

Documents referred to in the AGM Notice will be available for inspection by the members of the Company at the Registered and Corporate Office of the Company during office hours on all working days upto the date of the AGM.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means and business may be transacted through remote e-voting facility provided by National Securities Depository Limited (NSDL). The remote e-voting period commences from Friday 23rd September, 2016 at 9 a.m. and ends on Sunday 25th September, 2016 at 5.00 p.m. The remote e-voting shall be disabled thereafter.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2016. Members holding shares either in physical or in dematerialised form, on the said cut-off date, are eligible to avail the facility of remote e-voting or voting at AGM. Any person, who acquires shares of the Company after dispatch of AGM Notice and holds such shares as of the cut-off date i.e. 19th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

At the AGM, facility for voting through ballot paper shall be made available and only the Members as on the "cut-off date" i.e. 19th September, 2016, who have not cast their votes by remote e-voting, shall be entitled to exercise their rights to vote at the AGM through ballot paper. The members who have cast their votes through electronic means prior to the AGM may still attend the AGM but shall not be entitled to cast their votes again.

The Notice of AGM containing, inter-alia, the procedure of e-voting is available on the Company's website www.godfreyphillips.com and on NSDL's website <https://www.evoting.nsdl.com>.

In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) and e-voting user manual available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the toll free no.: 1800-222-990 or contact Mr. Santanu Mukhopadhyay, Assistant Vice President, Link Intime India Pvt. Ltd, at C- 13 Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai- 400078 or at his Tel: 022-25946970 or at his designated e-mail id Santanu.mukhopadhyay@linkintime.co.in.

Notice is further given pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (LODR) Regulations, 2015 that the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive) for the purpose of AGM and to ascertain the names of the Members who would be entitled to receive dividend, if declared, for the financial year ended March 31, 2016.

for Godfrey Phillips India Limited

Sd/-

Sanjay Gupta
Company Secretary
(M.No. 7545)

Date: 3rd September, 2016