

GODFREY PHILLIPS INDIA LIMITED

Registered Office:

'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai - 400 033
CIN: L16004MH1936PLC008587
Email : isc-gpi@modi.com Website : www.godfreyphillips.com



GODFREY PHILLIPS
— INDIA LIMITED —

NOTICE

NOTICE is hereby given that the **Seventy-Eighth Annual General Meeting** of Godfrey Phillips India Limited will be held at **Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021** on **Tuesday, the 29th September, 2015** at **03:00 P.M.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.
2. To declare dividend on Equity Shares for the year ended 31st March, 2015.
3. To appoint a director in place of Mr. Samir Kumar Modi (DIN 00029554) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. R. Ramamurthy (DIN 00030463) who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 015125N), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration plus applicable service tax and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Special Business:

To consider and if thought fit, to pass the following Resolutions with or without modification(s):

6. As an Ordinary Resolution

"RESOLVED THAT Mr. Atul Kumar Gupta (DIN 01734070), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and whose term of office expires at the ensuing Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act read with clause 49 of the Listing Agreement and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director in accordance with Sections 149, 150, 152 read with Schedule VI and other applicable provisions of the Act and corresponding Rules formed thereunder, to hold office for a term of 5 (five) consecutive years up to the conclusion of 83rd Annual General Meeting of the Company in the calendar year 2020 and shall not be liable to retire by rotation."

7. As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 and the



Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number - 00239), appointed as Cost Auditors for conducting audit of the cost accounting records of 'Tea' business of the Company for the Financial Year ending 31st March, 2016, be paid a remuneration, not exceeding Rs.2.50 lacs (Two lacs fifty thousand only) plus service tax as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit."

8. As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and in modification of resolution passed in this regard in the Annual General Meeting held on 19th September, 2013, the Company hereby approves re-appointment of Mr. Samir Kumar Modi (DIN 00029554) as an Executive Director of the Company for a period of three years with effect from 1st October, 2015 upon the principal terms and conditions as set out in the Explanatory Statement annexed to this Notice and also in the draft letter of appointment proposed to be issued by the Company to Mr. Samir Kumar Modi, a copy whereof duly initialed by the Chairman for the purposes of identification, is placed before the meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. Samir Kumar Modi, as minimum remuneration, in the event of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. Samir Kumar Modi, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

9. As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force), the Company hereby approves re-appointment of Mr. K.K. Modi (DIN 00029407), as Managing Director of the Company for a period of three years with effect from 14th August 2015, upon the principal terms and conditions, as set out in the Explanatory Statement annexed hereto and also in the draft letter of appointment proposed to be issued by the Company to Mr. K.K. Modi, a copy whereof duly initialed by the Chairman for the purpose of identification, is placed before the meeting.

Provided that the amount of remuneration by way of salary and commission payable to Mr. K.K. Modi in terms of his appointment hereinabove including the remuneration received by him from Indofil Industries Limited as Managing Director shall not exceed 5% of the net profits of the Company as computed in the manner laid down under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. K.K. Modi as minimum remuneration, in the event of absence or inadequacy of profits of the Company in any financial year during his term of office.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. K.K. Modi, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

10. As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves re-appointment of Mr. R. Ramamurthy (DIN 00030463), as a Whole-time Director of the Company for a period of three years with effect from 14th August 2015, upon the principal terms and conditions set out in the Explanatory Statement annexed hereto and also in the draft letter of appointment proposed to be issued by the Company to Mr. R. Ramamurthy, a copy whereof duly initialed by the Chairman for the purpose of identification, is placed before the meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. R. Ramamurthy as minimum remuneration, in case of absence or inadequacy of profits of the Company in any financial year during his term of office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and remuneration as it may deem fit and as may be acceptable to Mr. R. Ramamurthy, subject to the remuneration not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

11. As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association, a copy whereof is placed before this meeting duly initialed by the Chairman for the purpose of identification, be and is hereby adopted by the Company in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorized to file the necessary returns with Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

New Delhi : August 14, 2015

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

**By order of the Board
for Godfrey Phillips India Limited**

Sanjay Gupta
Company Secretary
Membership No.7545



Notes:

1. The Register of Members and Share Transfer Register of the Company shall remain closed from September 23, 2015 to September 29, 2015 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2015.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxy Form, in order to be effective, shall be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is annexed to this Notice. Proxy forms submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Dividend when declared, will be paid from October 3, 2015 to those members of the Company whose names appear on the Register of Members on September 29, 2015 after giving effect to all the valid transfers in physical form lodged on or before the close of business hours on 22nd September, 2015. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as at the close of business hours on 22nd September, 2015 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
4. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialize their shareholding to avoid any inconvenience.
5. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, bank details, ECS mandate, nominations, power of attorney, email ID etc. to their depository participants only and not to the Company or its Registrars and Transfer Agents. The said intimation will be automatically reflected in the Company's records.
6. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, all unpaid or unclaimed dividends for the financial years 1993-94 have been transferred to the General Revenue Account of the Central Government. Further, pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2006-07 have already been transferred by the Company to the credit of the Investor Education & Protection Fund established by the Central Government. Unclaimed dividend for the financial years 2007-08 and 2008-09 would become due for transfer sometime in October, 2015 and October, 2016, respectively.

Members are requested to write to the Registrars and Transfer Agents of the Company to obtain payment of any dividend which might be lying unclaimed in their account with the Company before those are transferred to the Investor Education & Protection Fund referred to as above.

7. Members may please note that the Registrars & Transfer Agents (RTA) of the Company, M/s. SHAREPRO SERVICES (INDIA) PVT. LTD. operate from their office at 13 AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072 and members are requested to contact them for any investor related services in respect of the Company at this address or at their Investors' Relation Centre located at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai – 400 021. Their telephone and fax nos. and e-mail address are as under :

Main Office at Andheri (E), Mumbai
Tel. No.: 022-67720300, 67720400
Fax No. : 022-28591568
e-mail: sharepro@shareproservices.com

Investors' Relation Centre at Nariman Point,
Mumbai
Tel. No. : 022-66134700
e-mail: sharepro@shareproservices.com

8. The Statement of Profit and Loss for the financial year ended 31st March, 2015, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet, are available for inspection by Members at the Registered Office and Corporate



Office of the Company between 11:00 a.m. and 1:00 p.m. on working days up to the date of this AGM. Members may also visit the Company's website www.godfreyphillips.com for viewing various financial information including the quarterly results and annual report of the Company.

As a part of its 'Green initiative' in the Corporate Governance and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules issued thereunder, companies can serve annual report and other communications through electronic mode to those shareholders who have registered their e-mail address either with the company or with its depository participant. Therefore, electronic copy of the annual report along with the Notice is being sent to all those members whose e-mail addresses are registered with the Company/Depository Participant unless a member has requested for a physical copy of the same.

9. Vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013, the SEBI has instructed all the companies to use electronic mode of payment to the investors. Companies whose securities are listed on Stock Exchanges are directed to use, either directly or through their RTI & STA, any Reserve Bank of India approved electronic mode of payment such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT etc.

Members, who have not yet submitted their requisite bank account details, are once again requested to kindly provide these details latest by 15th September, 2015, by quoting their reference folio number(s) if shares are held in physical form.

If shares are held in dematerialised form, Members may kindly provide the requisite bank account details to their Depository Participant to ensure that dividend payment is correctly credited to their account.

10. Brief resume of the Directors proposed to be appointed/re-appointed containing details such as nature of their expertise in specific functional areas, names of the Companies in which they hold directorships of the Board and memberships/chairmanships of the Committee(s), shareholding and relationship between directors inter-se, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, forms a part of this Notice and have also been given in the Corporate Governance Report for the year ended 31st March, 2015. The Directors concerned have furnished requisite consents/declarations for their appointment/re-appointment.
11. The Securities and Exchange Board of India (SEBI) has directed that it shall be mandatory to furnish a copy of the PAN card to the Companies/ or its RTA for registration of transfer/transmission/transposition of shares in relation to the securities market transaction and off market/private market transaction in physical form. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of the PAN card along with their request for registration of transfer /transmission/transposition of shares sent by them.
12. The address of the registered office of Company is as detailed hereunder:

Godfrey Phillips India Limited

'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai - 400 033

Telephone No.: 022- 61952300 Fax No.: 022 – 61952319

- 13. Voting through electronic means :** Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at this Annual General Meeting.

The facility for voting through ballot papers will also be provided at the Annual General Meeting. The Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting. Complete instructions for remote e-voting including details of login ID, process and manner for generating or receiving the password and for casting vote in a secure manner is given in the remote e-voting Form annexed to this Notice.

Members are requested to bring their copy of Annual Report along with them at the Annual General Meeting. No copies of the report will be distributed at the meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Atul Kumar Gupta as an Additional Director on 20th June, 2015, who will hold office up to the ensuing Annual General Meeting. The Company has received a Notice in writing along with a requisite deposit from a member proposing candidature of Mr. Atul Kumar Gupta for appointment as an Independent Director in the Company.

In the opinion of the Board, Mr. Atul Kumar Gupta fulfills the criteria specified under Companies Act, 2013 and Clause 49 of the Listing Agreement, for being appointed as an Independent Director of the Company and accordingly the Board recommends his appointment by members as per the Resolution set out in Item No. 6.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Atul Kumar Gupta himself, is concerned or interested in this Resolution.

A brief Profile of Mr. Atul Kumar Gupta

Name of the Director	Atul Kumar Gupta
Director Identification Number	01734070
Date of joining the Board	20/06/2015
Qualification	M.Sc. (Physics) from Allahabad University Masters in Social Sciences (Development Administration) from University of Birmingham, U.K.
Profile of the Director	<ul style="list-style-type: none">- Retired IAS Officer (worked as Chief Secretary to the Govt. of U.P. from May 2008 to March 2011)- Also chaired the 4th State Finance Commission of U.P. from Dec 2011 to Dec 2014.- Also worked as Infrastructure and Industrial Development Commissioner and Principal Secretary to the State Govt., prior to elevation as Chief Secretary.
Directorships and Committee memberships in other companies*	<ol style="list-style-type: none">1. The Pradeshia Industrial and Investment Corporation Uttar Pradesh Limited.2. Yash Papers Limited (also a member of Audit Committee)
Number of Shares held in Company	Nil
Age	64 years

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Shareholders/Investors Grievances Committee (excluding private companies).

Item No. 7

On the recommendation of the Audit Committee, the Board of Directors of the Company approved the appointment of M/s. Chandra Wadhwa & Co., Cost Accountants, as Cost Auditors to conduct the audit of the Cost Accounting Records of 'Tea' business of the Company for the financial year 2015-16.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2015-16 as set out in the Resolution for the aforesaid services.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution.

The Board of Directors recommends the Resolution set out at Item No. 7 of the Notice for approval by the Members.



Item No. 8

At the Annual General Meeting held on 19th September, 2013 the shareholders of the Company had re-appointed Mr. Samir Kumar Modi as an Executive Director in the Company for a period of three years with effect from 1st September, 2013. His present tenure shall expire on 31st August, 2016.

As per first proviso to Section 196(2) of the Companies Act, 2013, the re-appointment of Whole-time director can be made during one year before the expiry of his term. Accordingly, the Board of Directors of your company recommended the re-appointment of Mr. Samir Kumar Modi as Executive Director in the Company for a period of three years with effect from 1st October, 2015.

Considering the general increase in the cost of living and the current scale of operations of the Company in which his involvement in guiding and mentoring new business interests of the Company has become very vital, the Board of Directors has also recommended increase in his current compensation with effect from 1st October, 2015.

Copy of the draft letter of appointment to be issued to Mr. Samir Kumar Modi is open for inspection by any member of the Company at the Registered Office and Corporate Office of the Company during the business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives except Mr. K.K. Modi, Mrs. Bina Modi and Mr. Samir Kumar Modi himself, is deemed to be concerned or interested in the proposed resolution.

The Board recommends the resolution as set out at item 8 of the Notice for your approval.

Brief profile of Mr. Samir Kumar Modi is as follows:

Name of the Director	Mr. Samir Kumar Modi@
Director Identification Number	00029554
Date of joining the Board	11/01/1994
Qualification	B.A. from Delhi University
Profile of the Director	During initial years of his career, he worked with Phillip Morris Inc. for 2 years. He has been associated with the Company as Whole-time/ Executive Director since January 1994. Apart from guiding various initiatives of the Company, he has been instrumental in promoting various businesses in the field of multi-level marketing, cosmetics, retail chain, etc. and also actively associated with an NGO working towards prevention of spread of HIV and AIDS.
Directorships and Committee memberships in other companies*	<ol style="list-style-type: none"> 1. Indian Cricket League Limited 2. Indofil Industries Limited 3. MEN Interactive Network Limited 4. Modi Entertainment Limited 5. Modern Home Care Products Limited 6. Modicare Limited (also a member of Audit Committee) 7. Success Principles India Limited
Number of Shares held in Company	2000
Age	45 years

@ Son of Mr. K.K. Modi and Mrs. Bina Modi

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Shareholders/Investors Grievances Committee (excluding private companies).

The details of his last drawn remuneration and the number of Board Meetings attended by him during the previous year, forms part of the Corporate Governance Report for the year ended 31st March, 2015.



Principal terms and conditions of his appointment are as follows:

Duties and Powers	Mr. Samir Kumar Modi will carry out such duties and exercise such powers as may be entrusted to him by the Managing Director and/or Board of Directors of the Company from time to time.
Remuneration	Mr. Samir Kumar Modi will be entitled to the following emoluments, benefits and perquisites subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013 and Schedule V thereto :
a. Salary	Rs. 20 lacs per month.
b. Commission	Commission @ 1% of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013 subject to a ceiling of Rs.100 lacs per annum.
c. Perquisites	He shall be entitled to the following perquisites/benefits: <ol style="list-style-type: none">1. Rent free, furnished accommodation owned/leased by the Company or house rent allowance in lieu thereof as per rules of the Company.2. Re-imbursement of expenses on actuals pertaining to gas, electricity, water and other expenses for upkeep, maintenance and security of residential accommodation.3. Two personal attendants.4. Contribution to Provident Fund and Superannuation Fund (with option for an allowance in lieu of Superannuation fund contribution as per Company's Rules) up to such limits as may be prescribed under the Income-tax Act and the Rules made thereunder for this purpose.5. Medical Expenses: Re-imbursement of all expenses including mediclaim insurance premium incurred for self and members of his family, at actuals.6. Club Fees: Fees of club subject to a maximum of two clubs.7. Leave Travel Concession: For self and family in accordance with rules of the Company.8. Gratuity at the time of retirement / cessation of service as per rules of the Company.9. Leave and encashment of unavailed leave, as per rules of the Company.10. Company maintained chauffeur driven car for use on Company's business and personal purposes.11. Fees for credit cards.12. Personal Accident Insurance Premium as per rules of the Company.13. Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility.14. Re-imbursement of entertainment, travelling and other expenses incurred for the business of the Company as per rules of the Company.15. Re-imbursement of expenses incurred in connection with transfer as per rules of the Company.

Provided, however, that the salary, commission and monetary value of perquisites shall not exceed overall ceiling of Rs.500 lacs per annum. For the purposes of this ceiling, perquisites shall be valued as per provisions of Income-tax Act/Rules, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Samir Kumar Modi, the Company has no profits or its profits are inadequate, his remuneration will be governed by the ceiling provided in Schedule V to the Companies Act, 2013, for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.



During the tenure of his appointment, he will not be entitled to any sitting fees for attending the meetings of the Board of Directors of the Company or any committee thereof.

The appointment as aforesaid may be terminated by either party giving to the other three calendar months' notice in writing.

Item No. 9

Mr. K.K. Modi was re-appointed as Managing Director of the Company for a period of 3 years with effect from 14th August, 2012 and his present term shall expire on 14th August, 2015.

On recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors of the Company, in its meeting held on 31st July, 2015, has re-appointed him for a further period of 3 years with effect from 14th August, 2015.

Mr. Modi is currently holding the position of Managing Director in Indofil Industries Limited and has been receiving remuneration as such. He is, therefore, being re-appointed as Managing Director of the Company after due compliance with the provisions of Section 203 of the Companies Act, 2013.

As Mr. Modi has attained the age of more than 74 years, your approval for his re-appointment is being sought for by a Special Resolution pursuant to the requirement of Section 196 read with Schedule V to the Companies Act, 2013.

Copy of the draft letter of appointment to be issued to Mr. K.K. Modi, Managing Director, is open for inspection by any member of the Company at its Registered Office and Corporate Office during business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives except Mr. K.K. Modi himself, Mrs. Bina Modi and Mr. Samir Kumar Modi, are deemed to be concerned or interested in the proposed resolution.

The Board recommends the resolution as set out at Item No. 9 of the notice for your approval.

Brief profile of Mr. K.K. Modi is as follows:

Name of the Director	Mr. K.K. Modi@
Director Identification Number	00029407
Date of joining the Board	05/11/1979
Qualification	B.Sc., Advanced Management Programme from Harvard Business School
Profile of the Director	Mr. K. K. Modi is a well known industrialist who has made a significant contribution to the Indian Industry. Mr. Modi held numerous positions in the industry, trade, education and charitable organizations including as the president of FICCI and PHDCCI. Mr. Modi has been a driving force in the Company and has been responsible for revamping the organization, bringing new talent, upgrading and enhancing the manufacturing facilities and making substantial investments in building brands.
Directorships and Committee memberships in other companies*	1. Good Investment (India) Ltd. 2. Indofil Industries Ltd. 3. Modi Industries Ltd. 4. Modicare Ltd. (also chairman of its Audit Committee) 5. Modi Spinning and Weaving Mills Company Ltd. 6. Premium Merchants Ltd.
Number of Shares held in Company	2000
Age	74 years

@ Husband of Mrs. Bina Modi and Father of Mr. Samir Kumar Modi

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Shareholders/Investors Grievances Committee (excluding private companies).



The details of his last drawn remuneration and the number of Board Meetings attended by him during the previous year, forms part of the Corporate Governance Report for the year ended 31st March, 2015.

The draft of the fresh letter of appointment to be issued by the Company to Mr. K.K. Modi, contains the following principal terms and conditions:

Duties and Powers	Subject to the supervision and control of the Board of Directors, Mr. K. K. Modi will be carrying out such duties and exercise such powers as may be entrusted to him by the Board of Directors of the Company from time to time.
Remuneration	Mr. K.K. Modi will be entitled to the following emoluments subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013 and Schedule V hereto:
a. Consolidated Salary	Rs.40 lacs per month.
b. Commission	Commission @ 2% of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013 subject to a ceiling of Rs.400 lacs per annum.
c. Other Benefits	(i) Company maintained car with driver for use for the Company's business and personal purposes. (ii) Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility. (iii) Reimbursement of all the actual expenses including on entertainment and travelling, incurred during the course of the Company's business.

The appointment as aforesaid may be terminated by either party giving to the other six calendar months' notice in writing.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. K.K. Modi, the Company has no profits or its profits are inadequate, his remuneration will be governed by the ceilings provided in Schedule V to the Companies Act, 2013, for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.

During the tenure of his appointment, he will not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

The amount of remuneration by way of salary and commission including the remuneration received by him from Indofil Industries Limited as Managing Director shall not exceed 5% of the net profits of the Company as computed in the manner laid down under Section 198 of the Companies Act, 2013.

Item No. 10

Mr. R. Ramamurthy was appointed as a Whole-time Director of the Company for a period of three years with effect from 14th August, 2012 and his present term will expire on 14th August, 2015.

Based on recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors of the Company in its meeting held on 31st July, 2015, re-appointed him for a further period of three years w.e.f. 14th August, 2015.

The draft letter of appointment to be issued to Mr. R. Ramamurthy, Whole-time Director, is open for inspection by any member of the Company at the Registered Office and Corporate Office of the Company during the business hours on any working day. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

As Mr. R. Ramamurthy has attained the age of more than 71 years, your approval for his re-appointment is being sought for by a Special Resolution as per requirements of Section 196(3) read with Schedule V to the Companies Act, 2013.



Except Mr. R. Ramamurthy himself, none of the other Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in this Resolution.

The Board recommends the resolution as set out at Item No. 10 of the notice for your approval.

Brief Resume of Mr. R. Ramamurthy:

Name of the Director	Mr. R. Ramamurthy
Director Identification Number	00030463
Date of joining the Board	14/08/2009
Qualification	B.A (Eco.), B.L. from Madras University, CS (Inter)
Profile of the Director	He has over 35 years of rich experience in the legal field with expertise in indirect tax matters.
Directorships and Committee memberships in other companies*	1. Good Investment (India) Ltd. 2. Rajputana Infrastructure Corporate Ltd. 3. Quick Investment (India) Ltd. 4. Premium Bidi Company Ltd. 5. Modicare Ltd. 6. Mysore Polymers And Rubber Products Ltd.
Number of Shares held in Company	500
Age	71 years

* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Shareholders/Investors Grievances Committee (excluding private companies).

The details of his last drawn remuneration and the number of Board Meetings attended by him during the previous year, forms part of the Corporate Governance Report for the year ended 31st March, 2015.

The principal terms and conditions of his re-appointment are set out below:

a. Duties and Powers	Subject to the supervision and control of the Board of Directors, Mr. R. Ramamurthy, Whole-time Director, will be carrying out such duties and exercise such powers as may be entrusted to him by the Board of Directors of the Company from time to time.
b. Consolidated Salary	Rs. 14 lacs per month
c. Other benefits	(i) Company maintained car with driver for use for the Company's business and personal purposes. (ii) Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility. (iii) Reimbursement of all the actual expenses including on entertainment and travelling, incurred during the course of the Company's business.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. R. Ramamurthy, the Company has no profits or its profits are inadequate, his remuneration will be governed by the ceilings provided in Schedule V to the Companies Act, 2013 for minimum remuneration unless permission from the Central Government, if required, is obtained for paying more.

The appointment as aforesaid may be terminated by either party giving to the other three calendar months' notice in writing.

During the tenure of his appointment, he will not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company.



GODFREY PHILLIPS
—INDIA LIMITED—

Item No. 11

The existing Articles of Association of the Company were originally adopted when the Company was incorporated under the Companies Act, 1913. These were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make them compatible with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed Articles of Association of the Company shall be available for inspection at the Registered Office as well as at the Corporate Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested in this Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

New Delhi : August 14, 2015

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

**By order of the Board
for Godfrey Phillips India Limited**

Sanjay Gupta
Company Secretary
Membership No.7545



GODFREY PHILLIPS
—INDIA LIMITED—

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Godfrey Phillips India Limited

CIN: L16004MH1936PLC008587

Registered Office: 'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
Phone: 022-61952300 Fax: 022-61952319 Email :jsc-gpi@modi.com Website : www.godfreyphillips.com

Name of the Member(s)	
Registered address	
Email ID	
Folio No./ Client ID	
DP ID	No. of Shares

I/We, being the member(s) of..... shares of the above named Company, hereby appoint:

1. Name		Signature	
Address			
Email ID			
Or failing him/her			
2. Name		Signature	
Address			
Email ID			
Or failing him/her			
3. Name		Signature	
Address			
Email ID			

As my/ our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 78th Annual General Meeting of the Company, to be held on Tuesday, 29th September, 2015 at 03:00 p.m. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
	Ordinary Business		
1.	a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2015, the reports of the Board of Directors and Auditors thereon; and b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2015.		
2.	Declaration of dividend on equity shares.		
3.	Appointment of Mr. Samir Kumar Modi, who retires by rotation, and being eligible, offers himself for re-appointment.		
4.	Re-appointment of Mr. R. Ramamurthy, who retires by rotation, and being eligible, offers himself for re-appointment.		
5.	Ratification of appointment of Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16.		
	Special Business		
6.	Appointment of Mr. Atul Kumar Gupta as an Independent Director.		
7.	Ratification of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2015-16.		
8.	Re-appointment of Mr. Samir Kumar Modi as Executive Director.		
9.	Re-appointment of Mr. K.K. Modi as Managing Director.		
10.	Re-appointment of Mr. R. Ramamurthy as Whole-time Director.		
11.	Adoption of new set of Articles of Association.		

Signed this..... day of 2015

Signature of Member

Affix
Revenue
Stamp

Signature of Proxy

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
- A person can act as a proxy on behalf of Members, not exceeding fifty, and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

* It is optional to put an '✓' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she deems appropriate.



GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited

CIN: L16004MH1936PLC008587

Registered Office: 'Macropolo Building', Ground Floor, Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
Phone: 022-61952300 Fax: 022-61952319
Email : isc-gpi@modi.com Website : www.godfreyphillips.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
(Joint Shareholders may obtain additional slip at the Venue of the meeting)

No. of shares held :

Registered Folio No./ DP ID/ Client ID:

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the 78th Annual General Meeting of the Company to be held on Tuesday,
29th September, 2015 at 03:00 p.m. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to
Sachivalaya Gymkhana), Mumbai – 400 021

.....

Name of the Member/Proxy
(in BLOCK letters)

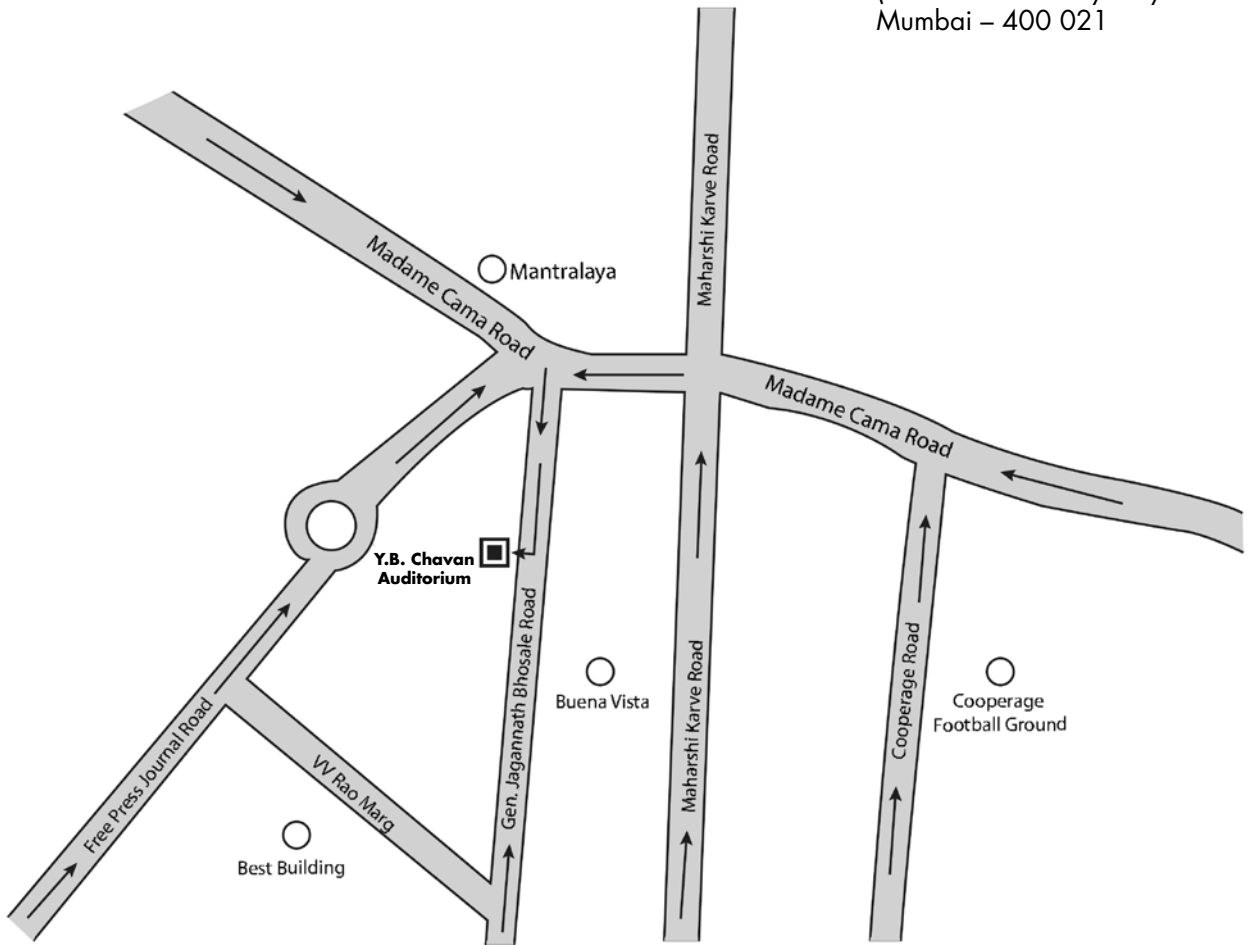
.....

Signature of the Member/Proxy



Route map to the venue of the AGM

■ Y.B. Chavan Auditorium,
General Jagannath Bhosle Marg
(Next to Sachivalaya Gymkhana)
Mumbai – 400 021





GODFREY PHILLIPS INDIA LIMITED

CIN: L16004MH1936PLC008587

Regd.off.: '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
Email: isc-gpi@modi.com / Website: www.godfreyphillips.com

REMOTE E-VOTING FORM

(Pursuant to Section 108 of the Companies Act, 2013 Read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement)

Serial No.

Name of the sole / first
named Member :

Address :

Registered folio No./ DP & Client ID NO* :
(*applicable to investors
holding shares in dematerialised
form)

No. of Shares held :

Dear Member,

Sub : Voting through electronic means (Remote E-Voting)

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 Read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, Godfrey Phillips India Limited ("the Company") is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e 'remote e-voting' on resolutions proposed to be passed at the 78th Annual General Meeting scheduled to be held on Tuesday, September 29, 2015 at 3.00 p.m.

The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://www.evoting.nsdl.com/>

The remote e-voting particulars are set out below :

REMOTE ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

If you have already registered for e-voting, no password has been provided above. Kindly refer Instruction No. 'II' overleaf.

The e-voting facility will be available during the following voting period :

Commencement of Remote E-voting :	From 9 a.m. (IST) on September 26, 2015
End of Remote E-voting :	Upto 5 p.m. (IST) on September 28, 2015

The Remote E-voting will not be allowed beyond the aforesaid date and time. The E-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The cut-off date (i.e. the record date) for the purpose of remote e-voting is September 22, 2015.

This Communication forms an integral part of the Notice dated August 14, 2015 convening the 78th Annual General Meeting scheduled to be held on Tuesday, September 29, 2015 at 3.00 p.m.

Please read the instructions printed overleaf before exercising the vote.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.godfreyphillips.com/financials

By Order of the Board

August 14, 2015
New Delhi

Sanjay Gupta
Company Secretary
Membership No.: 7545

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions given below to cast their vote through remote e-voting :

Specific Instructions and process to be followed for remote e-voting:

- A.1. In case a Member receives an email from NSDL [for members whose email ids are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.
 - (vii) Select "EVEN" of "Godfrey Phillips India Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizergpi@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email ids are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the remote e-voting form for the Annual General Meeting :

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

General Instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members, available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800- 222-990.
- II. If you are already registered with NSDL for remote e-voting then you must use your existing user ID and password / PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. 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 September 22, 2015.
- V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or isc-gpi@modi.com or godfrey@shareproservices.com. However, if you are already registered with NSDL for remote e-voting then you must use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member can participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- VIII. Mr. V Ramachandran (CP No.4731), Proprietor V. R. Associates Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting (i.e. remote e-voting and physical voting at the Meeting) process in a fair and transparent manner.
- IX. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results shall be declared on or after the Annual General Meeting and once declared shall be alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.godfreyphillips.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National stock Exchange of India Limited & BSE Limited, Mumbai.
- XII. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 29, 2015**