

GODFREY PHILLIPS INDIA LIMITED

Registered Office:
'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033
CIN: L16004MH1936PLC008587
Email : isc-gpi@modi-ent.com Website : www.godfreyphillips.com



NOTICE

NOTICE is hereby given that the **Eighty Fourth Annual General Meeting of Godfrey Phillips India Limited will be held on Thursday, the 05th August, 2021 at 11:30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)** 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, 2021, the reports of the Board of Directors and Auditors thereon; and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

And

- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 along with the Auditors report thereon and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To declare dividend on Equity Shares for the year ended 31st March, 2021 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT a dividend at the rate of Rs. 24/- (Twenty Four rupees only) per equity share of Rs. 2/- (Two rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2021 and the same be paid out of the profits of the Company.”

3. To appoint a director in place of Mr. Samir Modi (DIN 00029554) who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Samir Modi (DIN 00029554) who retires by rotation at this meeting and being eligible, be and is hereby re-appointed as a director of the Company.”

Special Business:

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

4. As an Ordinary Resolution

“RESOLVED THAT Mr. Sumant Bharadwaj (DIN 08970744) who was appointed effective 13th February, 2021 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 (AGM) and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation in accordance with Sections 149, 150 and 152 of the



Companies Act, 2013 and all other applicable provisions of the Act and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years till 12th February, 2026.”

5. 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 Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 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. Samir Modi (DIN 00029554) as an Executive Director of the Company for a period of Five years with effect from 1st October, 2021 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 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 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 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.”

6. As an Ordinary Resolution

“RESOLVED THAT the vacancy caused by the retirement by rotation of Mr. Ruchir Kumar Modi (DIN 07174133), be not filled by the Company for the time being.”

New Delhi : 25th June, 2021

REGISTERED OFFICE:

‘Macropolo Building’, Ground Floor,
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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 (collectively referred to as 'the MCA Circulars') and SEBI Circulars dated 12th May, 2020 and 15th January, 2021 permitted the holding of the Eighty Fourth Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations) and the MCA circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are requested to send, a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend the AGM through VC/OAVM on their behalf and vote through remote e-voting. The Resolution shall be sent to the Scrutinizer by email through its registered email address to scrutinizergpi@gmail.com.
4. Link Intime India Pvt. Limited (LIPL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
5. Members may join the AGM through VC/ OAVM by following the procedure which shall be kept open for the Members from 11:15 a.m. i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM 15 minutes after the scheduled time to start the AGM. The detailed instructions for participating in the AGM through VC/OAVM are given as a separate attachment to this Notice.
6. Members may note that the VC/OAVM provided by Link Intime, allows participation of 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Dividend when declared, will be paid from 10th August, 2021 to those members of the Company whose names appear on the Register of Members on 29th July, 2021 after giving effect to all the valid transfers in physical form in process and re-lodged on or before the close of business hours on 29th July, 2021. 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 29th July, 2021 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
9. The Register of Members and Share Transfer Register of the Company shall remain closed from 30th July, 2021 to 05th August, 2021 (both days inclusive) for the purpose of AGM.
10. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of Items 4,5,and 6 is annexed to the Notice of the meeting.
11. The Securities and Exchange Board of India (the SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
12. 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 RTA. The said intimation will be automatically reflected in the Company's records.

13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the AGM held on 15th September, 2017 for a period of five years.
14. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

The Company is in the process of sending a separate communication regarding Dividend Distribution Tax to all such Members at their registered e-mail address in this regard which will be also uploaded on the Company's website at <https://www.godfreyphillips.com/company/investor-relation/financials/investor-information/>.

- 15 (a) Pursuant to the provisions of Section 205A(5) of the erstwhile 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 erstwhile Companies Act, 1956 and Section 124(5) of Companies Act, 2013 as amended, all unpaid or unclaimed dividends for the financial years 1994-95 to 2012-13 have already been transferred by the Company to the credit of the Investor Education & Protection Fund (IEPF) established by the Central Government.

Details of unpaid and unclaimed dividends up to 31st March, 2020 are uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

Further the details of unpaid and unclaimed dividends lying with the Company as on 31st May, 2021 are uploaded on the website of the Company and can be accessed <https://www.godfreyphillips.com/wp-content/uploads/2021/06/Unclaimed-Dividend-FY-2013-14-to-2019-20-as-on-31.05.2021.pdf>.

- (b) Pursuant to the provisions of Section 124 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31st March, 2014 and onwards, which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to IEPF within a period of 30 days after expiry of the 7 year period.

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's RTA at their address given herein below, quoting their folio number/DP ID and Client ID.

- (c) Members are informed that the unclaimed dividend for the financial year 31st March, 2014 shall be transferred to the IEPF somewhere in November, 2021. The Company is in the process of sending reminders to all such Members at their registered address in this regard.

Further, Members who have not encashed/claimed their dividends in the last seven (7) consecutive years from 2013-14 will be notified in due course to claim the same before the cut off date as will be mentioned in the reminder letter. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules.

16. (a) Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has, during financial year 2020-21, transferred to the IEPF Authority all shares for the Base Year 2012-13 in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more in November, 2020. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link- www.iepf.gov.in.
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members are advised to visit the weblink: <http://iepf.gov.in/IEPF/refund.html> or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.



17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
18. Members may please note that the Company's RTA, M/s. LINK INTIME INDIA PVT. LTD., operate from their office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and Members are requested to contact them for any investor related services in respect of the Company at this address or at their Delhi office located at Noble Heights, 1st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi - 110058. Their telephone and fax nos. and e-mail address are as under :

Link Intime India Pvt. Limited C-101, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai – 400083	Delhi office at : Noble Heights, 1 st Floor, Plot NH2 C-1 Block LSC Near Savitri Market, Janakpuri, New Delhi
Telephone No: 022-49186270 Fax: 022-49186060 E-mail id: rnt.helpdesk@linkintime.co.in	Tel. No. : 011- 41410592 Fax No : 011- 41410591 e-mail: delhi@linkintime.co.in

19. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed under the Companies Act, 2013 can be obtained from the RTA.
20. The Statement of Profit and Loss for the financial year ended 31st March, 2021, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents mentioned in this notice, 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.
21. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
22. 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 Regulation 36(3) of the Listing Regulations have been given in the Corporate Governance Report and shall be deemed to form part of this Notice. The Directors concerned have furnished requisite consents/declarations for their appointment/re-appointment.
23. The address of the registered office of Company is as detailed hereunder:
Godfrey Phillips India Limited
'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033
Telephone No. : 022 - 61952300
Fax No. : 022 - 61952319
24. **Voting through electronic means:** Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 44 of the Listing Regulations, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all items of business set forth in this Notice. The detailed instructions for e-voting are given as a part of this Notice. Members who have cast their vote by remote e-voting prior to the Eighty Fourth Annual General Meeting may also participate in the AGM through VC/OAVM but shall not be entitled to cast



- their vote again. Only those Members, who will be present in the AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM by following the same procedure as in the remote e-voting.
25. The Company has appointed Mr. V Ramachandran (CP No.4731), Proprietor V. R. Associates, Company Secretaries, who, in the opinion of the Board are duly qualified persons, as a Scrutinizer who will scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of 48 hours from the date of conclusion of the Meeting, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company and the result of the same will be disclosed forthwith. The Company has appointed Link Intime for the purpose of facilitating the electronic voting.
 26. In compliance with the MCA Circulars and the SEBI circular dated 12th May, 2020 and 15th January, 2021 Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report for 2020-21 will also be available on the Company's website <https://www.godfreyphillips.com/> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of Link Intime India Private Limited, at <https://instavote.linkintime.co.in>.
 27. Members holding shares in physical form should inform the Link Intime, RTA of any change in their registered address, mandate/ bank details/e-mail address by submitting their details on https://linkintime.co.in/emailreg/email_register.html. Similarly, Members holding shares in electronic form should inform their Depository Participants (DP) of any change in their registered address, mandate/ bank details/e-mail address.
 28. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
 29. The e-voting period commences on Monday, 2nd August, 2021 (9:00 A.M. IST) and ends on Wednesday, 4th August, 2021 (5:00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Thursday, 29th July, 2021 may cast their votes electronically. The e-voting module will be disabled by Link Intime for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Thursday, 29th July, 2021.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the 84th AGM (including e-voting in the 84th AGM) may contact Mr. Rajiv Ranjan (Assistant Vice-President) at the designated email ID: rajiv.ranjan@linkintime.co.in or contact at 022-49186000.
 30. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in

However, if he / she is already registered with LIPL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.



INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode can vote through their Demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode/ Physical mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with National Securities Depositories Limited (NSDL)	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name "Godfrey Phillips India Limited" or e-Voting service provider name "LinkIntime" and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name "Godfrey Phillips India Limited" or e-Voting service provider name "LinkIntime" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with Central Depository Services Limited (CDSL)	<ul style="list-style-type: none"> Existing user who <u>have opted</u> for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name "LinkIntime" to cast your vote. If the user is <u>not registered</u> for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.



<p>Individual Shareholders (holding securities in demat mode) & login through their Depository Participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name “Godfrey Phillips India Limited” or e-Voting service provider name “LinkInTime” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon for ‘Godfrey Phillips India Limited’/ Event Number 210136. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.



- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in Demat mode:

In case shareholders/ members holding securities in Demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in> under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>.

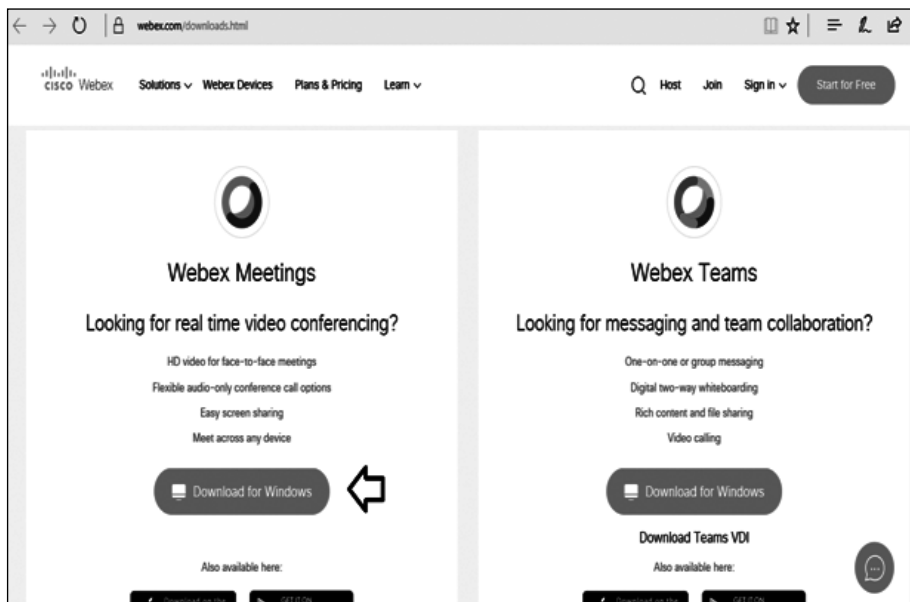
- ▶ Select the **“Company”** and **‘Event Date’** and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/members holding shares in **physical form** shall provide Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
- C. Mobile No.**
- D. Email ID**
- ▶ Click **“Go to Meeting”** (You are now registered for InstaMeet and your attendance is marked for the meeting).

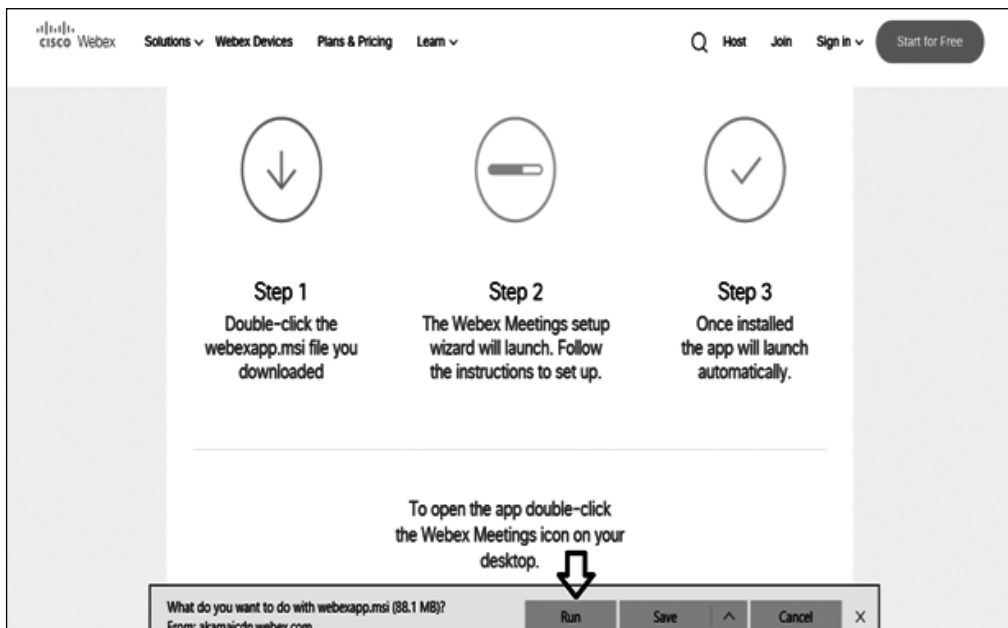
Please refer below instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





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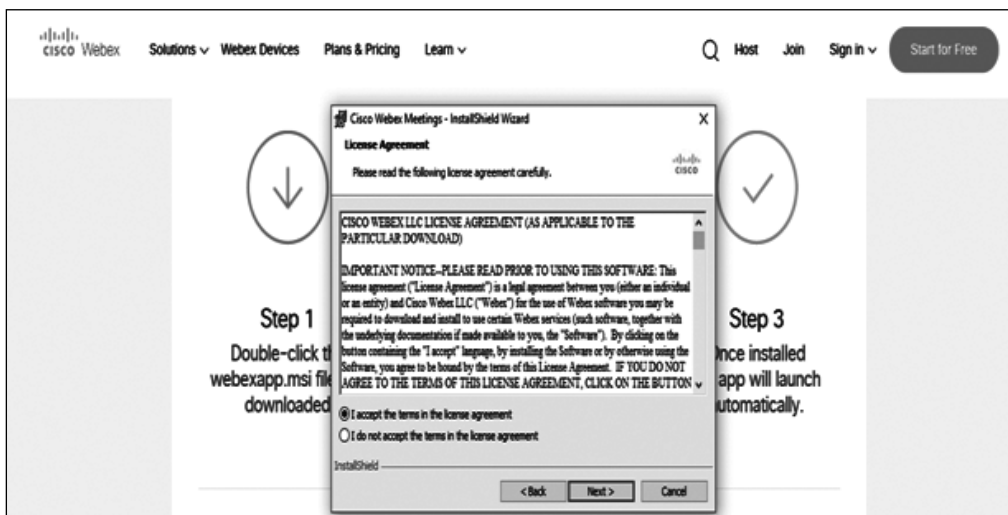
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Cisco Webex Meetings - InstallShield Wizard

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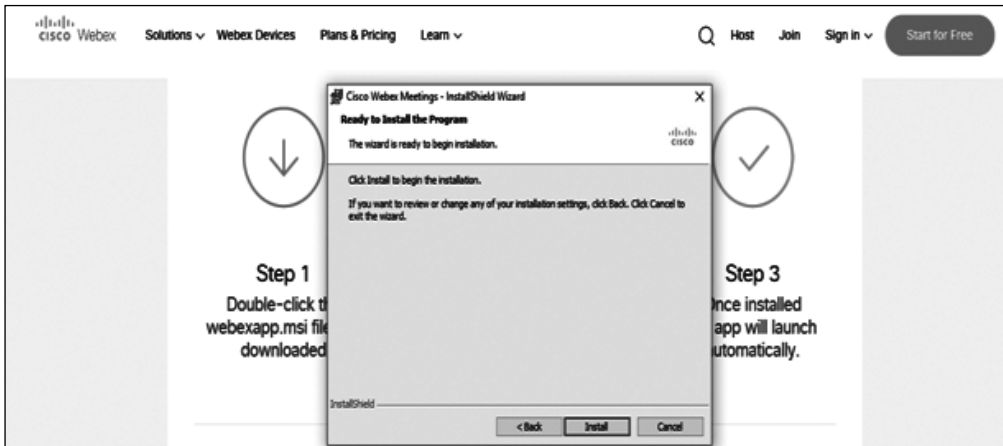
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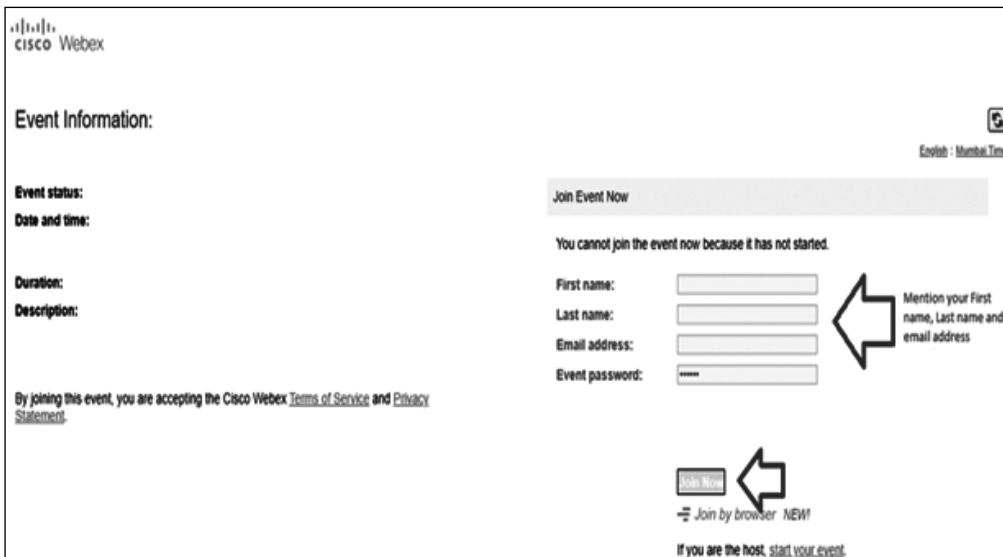


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:





Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- 1 Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. which should reach the Company's email address scrutinizergpi@gmail.com on or before Thursday, 29th July, 2021. Questions received by the Company on the aforementioned e-mail ID shall only be taken up during the Meeting and replied by the Company suitably.
- 2 Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. which should reach the Company's email address scrutinizergpi@gmail.com on or before Thursday, 29th July, 2021. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM. Speakers are requested to submit their questions at the time of registration to enable the Company to respond appropriately.

The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM.

- 3 Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
- 4 Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
- 5 Please remember 'speaking serial number' and start your conversation with panellist by switching on audio of your device.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility



and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



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

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 13th February, 2021, appointed Mr. Sumant Bharadwaj as an Additional Director to serve as a Non-Executive Independent Director of the Company w.e.f. 13th February, 2021, who will hold office up to the ensuing Annual General Meeting (AGM). In the opinion of the Board, Mr. Sumant Bharadwaj fulfills the criteria specified under the Companies Act, 2013, Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, for being appointed as a Non-Executive Independent Director of the Company.

Requisite Notice under Section 160 of the Act proposing appointment of Mr. Sumant Bharadwaj has been received by the Company, and consent has been filed by Mr. Sumant Bharadwaj pursuant to Section 152 of the Companies Act, 2013. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Further, during his tenure of appointment he shall be eligible for sitting fee for attending the meetings of Board and Committees as member, if any.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

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

Your Directors recommend the resolution for your approval.

Brief profile of Mr. Sumant Bharadwaj is as follows:

Name of the Director	Mr. Sumant Bharadwaj
Director Identification Number	08970744
Date of joining the Board	13/02/2021
Qualification	M.A., LL.B., PH.D.
Profile of the Director	- Advocate by profession and partner in a firm "Legal Remedy". - He holds membership of the following associations: <ul style="list-style-type: none">• Bar Council of Delhi• Supreme Court Bar Association• Lawyers Committee of USA• Amnesty International• Bar Association of India• Steering Committee India, International Association for Religious Freedom, Frankfurt, Germany
Directorships and Committee memberships in other companies*	Nil
Number of Shares held in the Company	Nil

*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 Stakeholders' Relationship Committee (excluding private companies).



Item No. 5

Mr. Samir Modi is retiring by rotation at this Annual General Meeting. The Nomination and Remuneration committee and the Board at their meetings held on 25th June, 2021 have recommended re appointment of Mr. Samir Modi.

At the Annual General Meeting held on 25th September, 2018 the shareholders of the Company had re-appointed Mr. Samir Modi as an Executive Director in the Company for a period of three years with effect from 1st October, 2018. His present tenure shall expire on 30th September, 2021.

On the 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 25th June, 2021, has re-appointed him as an Executive Director for a further period of 5 (five) years with effect from 1st October, 2021.

Copy of the draft letter of appointment to be issued to Mr. Samir 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 and/or their relatives except Dr. Bina Modi, Mr. Samir Modi himself and Mr. Ruchir Kumar Modi is deemed to be concerned or interested in the proposed resolution.

Further, pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity: Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

Mr. Samir Modi is also a member of the promoter group and the remuneration to be paid to him shall exceed the aforementioned limits. Therefore, according to the above Regulation, approval of members is sought by way of special resolution with respect to re-appointment of Mr. Samir Modi.

The Board recommends the resolution as set out at item 5 of the Notice for your approval.

Brief profile of Mr. Samir Modi is as follows:

Name of the Director	Mr. Samir Modi [®]
Director Identification Number	00029554
Date of joining the Board	11/01/1994
Qualification	B.A. from Delhi University, Owner / President Management Programme from Harvard 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 Executive Director since January 1994. Apart from guiding various initiatives of the Company, he has been instrumental in setting up 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 and empowerment of marginalized sections of the Society. He is known for innovative leadership and marketing skills.
Directorships and Committee memberships in other companies*	<ol style="list-style-type: none"> 1. Indian Cricket League Limited 2. Indofil Industries Limited 3. Modern Home Care Products Limited 4. Modicare Limited 5. Success Principles India Limited
Number of Shares held in Company	2000
Age	48 years

[®]Son of Late Mr. K.K. Modi and Dr. 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 Stakeholders' Relationship 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, 2021.

Principal terms and conditions of his remuneration are as follows:

Duties and Powers	Mr. Samir 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.
Commission	Mr. Samir Modi will be entitled to a Commission @ 5% of the net profits of the Company for each financial year or such lower % of profit if considered appropriate by the Board from time to time, as computed in the manner laid down under Sections 198 and other applicable provisions of the Companies Act, 2013 minus the amounts on account of salary, allowances, perquisites and benefits of personal nature, if any, forming part of his salary and as detailed below. The Commission as above will be paid @ Rupees one crore per quarter at the close of each quarter for the financial year and the balance, if any, will be paid or excess, if any, will be recovered after audited accounts of the said financial year are available.
Salary	Rs.20 lakhs per month, subject to revision upwards as may be permitted under the Companies Act, 2013 and/or any amendment thereof and/or as may be approved by the Board including the Nomination & Remuneration Committee of the Board.
Perquisites/ Benefits/ Allowances/ Facilities	He shall be entitled to the following perquisites/benefits/allowances/facilities: <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-imbusement 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 the 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-imbusement 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 encashment of unavailed leave, as per rules of the Company.10. Company maintained chauffer driven car for use on Company's business and personal purposes.11. Fees for credit card(s).12. Group Personal Accident Insurance and Group Term Insurance Premiums as per rules of the Company.



Provided that he shall also be entitled to Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility, Re-imbursement of all the actual expenses including entertainment and travelling incurred during the course of the Company's business as per rules of the Company and Re-imbursement of expenses incurred in connection with transfer as per rules of the Company.

Provided that the aggregate of the Salary, Commission, Perquisites, Benefits, Allowances and Facilities, etc. payable to Mr. Samir Modi shall be subject to overall ceiling of 5% of the net profits for one such managerial personnel and 10% of the net profits for all the managerial personnel in case of more than one such managerial personnel, as computed in accordance with the relevant provisions of the Companies Act, 2013.

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Samir 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 or any Committee thereof.

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

Your Directors recommend the resolution for your approval.

Item No. 6

Mr. Ruchir Kumar Modi was appointed as a Non-Executive Director (liable to retire by rotation) by the Board on March 19, 2016 and by the Members at the annual general meeting held on September 26, 2016. Mr. Ruchir Kumar Modi, retired by rotation and was re-appointed by the Members in the annual general meeting held on September 23, 2019. In accordance with the provisions of Section 152 of the Companies Act, 2013, read together with the Articles of Association of the Company, Mr. Ruchir Kumar Modi is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

The Nomination and Remuneration Committee of the Company ("NRC"), at its meeting held on June 25, 2021 considered Mr. Ruchir Kumar Modi's offer to be re-appointed as a director. In course of the detailed deliberations, the NRC considered various aspects about Mr. Ruchir Kumar Modi such as the repeated concerns raised by the Board on his conduct in past being unbecoming of a director of the Company, his performance evaluation for the year carried out by the independent directors and various actions taken by him, including leveling unsubstantiated allegations against the Company and its officials, being in conflict with the interests of the Company and accordingly, recommended against his re-appointment as a director keeping in view the interest of the Company and its stakeholders. Thereafter, the Board in its meeting held on June 25, 2021 considered the recommendation of the NRC and after discussions, accepted the same. The Board further resolved that, subject to approval of the shareholders at the ensuing Annual General Meeting, the vacancy caused by the retirement by rotation of Mr. Ruchir Kumar Modi be not filled by the Company for the time being.



GODFREY PHILLIPS
—INDIA LIMITED—

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

Your Directors recommend the resolution for your approval.

New Delhi : 25th June, 2021

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

REGISTERED OFFICE:

'Macropolo Building', Ground Floor,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Sanjay Gupta
Company Secretary
Membership No. 7545

