

Godfrey Phillips India Limited
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www.godfreyphillips.com

isc-gpi@modi.com

26th September, 2018

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

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

Reg.: Voting Results and Consolidated Scrutinizer's Report of 81st Annual General Meeting

Dear Sirs,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations)", we hereby enclose the voting results of 81st Annual General Meeting held on Tuesday, 25th September, 2018 at 3:15 p.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For GODFREY PHILLIPS INDIA LIMITED

SANJAY GUPTA Company Secretary

Encl.: As above

Shares held Polled Shares Favour Shares Polled Shares Polled Polled Polled Polled Polled Postal Ballot Polled Polled				Deta	ils of voting re	esults			
September, 2018 being the cut off date for reckoning the voting rights of the shareholders 20958	Date of AGM					25th Sep	otember, 2018		
Promoters and Promoter Group Public Shareholders Promoter and Promoter P	September, 2018 being the	cut off date fo					20958	*	
No. of Voting Politic Institutions Politi	Promoters and Promoter G		geither in:						
Sist March, 2018, 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, 2018. Whether promoter group are interested in the agenda/resolution? Category	meeting through video con Promoters and Promoter G	ferencing:	g either in the			Not	агтanged		
Category Mode of Voting No. of No. of Shares held shares held Total Total Public Institutions Public Non Institutions Postal Ballot Total Public Non Institutions Postal Ballot Public Non Institutions Postal Ballot Postal Ballot Postal Ballot Total Tota			nterested in	31st March, 2	018, the reports of the	e Board of Dire	tors and Aud for the finan	itors thereon; and (b	the Audited
Promoter and Promoter Group Polt 37534786 Postal Ballot Total Total Polt Total Polt Polt Polt Total Polt Total Polt Total Polt Total Polt Postal Ballot Total Polt Polt Polt Polt Polt Polt Polt Postal Ballot Total Postal Ballot Polt Postal Ballot Postal					on outstanding	Votes – in	No. of Votes	favour on votes	% of Votes agains on votes polled
Promoter and Promoter Foli 37534786 0 0.0000 0 0 0.0000 0 0			[1]						[7]={[5]/[2]}*100
Promoter and Promoter Group 37534786 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0									0.0000
Public Institutions			37534786						
Public Institutions Postal Ballot Total E-Voting Poll Public Non Institutions Postal Ballot Postal Ballot Total Postal Ballot Total E-Voting Poll Postal Ballot Total Do 0.0000 0 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		Total		37229805	99.1875	37229805	0	100.0000	0.0000
Public Institutions Postal Ballot Total E-Voting Poll Public Non Institutions Postal Ballot Total Do 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0.0000 0 0 0 0 0 0 0.0000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		E-Voting		5894381	82.6644	5894381		100.0000	0.0000
Postal Ballot Total S894381 82.6644 5894381 0 100.0000 0 0 0 0 0 0 0 0		Poll			0.0000	0	0	0.0000	0.0000
E-Voting 12141 0.1657 12141 0 100.0000 0 0 0 0 0 0 0 0	Public Institutions		7130497	0					
Public Non Institutions Postal Ballot 0 0.0000 0 0 0.0000 0 0						-			
Public Non Institutions 7328637 0 0.0000 0 0 0.0000 0	(4)								
Postal Ballot 0 0.0000 0 0 0.0000 0	5 1 P At 1 - 1 - 1 - 1	Poll	70000		0.0890	6523	0	100.0000	0.0000
17 (CE) 1 70 E/7 5 7 F/7 1 70 E/7 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Public Non Institutions	1	7328637	0	THE RESERVE AND ADDRESS OF THE PARTY OF THE				
		Total	F42005	18664	1.04.11	18664	0	100.0000	



			Godfrey	Godfrey Phillips India Limited	Limited			
Recolution Recuired : (Ordinary)	lvien		2 - To declare	To declare dividend on Equity Shares of the Company for the Year ended 31st March, 2018.	ares of the Con	npany for the Y	ear ended 31st Marc	h, 2018.
Whether promoter/ promoter group are interested in	oter group are in	iterested in				No		
Category	Mode of			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
and the		shares held	polled	shares	- in favour	-Against	polled	on votes polled
		E	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		37229805	99.1875	37229805	0	100.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		37534786						
Group	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
	E-Voting		5909443	82.8756	5909443	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		7130497						
	Postal Bailot		0	0.0000	0	0	00000	0.0000
	Total		5909443	82.8756	5909443	0	100.000	
	F-Voting		12229	0.1669	12141	88	99.2804	
	Poll		6523	0.0890	6523	0	100.000	0.0000
Public Non Institutions		7328637		טטטט ט	•	0	0.0000	0.0000
	Postal Ballot		18752		18664	8	99.5307	0.4693
	lotal	51993920	431	00	431	88	8666'66	0.0002
Total		21000000						



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			Godfrey	Godfrey Phillips India Limited	Limited			
Resolution Required : (Ordinary)	inary)		3 - To appoint eligible, offers	- To appoint a director in place of Mr. R.A .Shah (DIN 00009851) who retires by rotation and being ligible, offers himself for re-appointment.	Mr. R.A .Shah Itment.	(DIN 00009851)	who retires by rotati	on and being
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are i	nterested in				No		
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
Promoter and Dromoter	Poli		0	0.0000	0	0	0.0000	0.0000
Group		37534786						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
	E-Voting		5909443	82.8756	5268580	640863	89.1553	10.8447
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		7130497						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5909443	82.8756	5268580	640863	89.1553	10.8447
	E-Voting		12141	0.1657	12141	0	100.0000	0.0000
	Poll		6523	0.0890	6523	0	100.0000	0.0000
Public Non Institutions		7328637						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18664	0.2547	18664	0	100.0000	0.0000
Total		51993920	43157912	83.0057	42517049	640863	98.5151	1.4849



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			Godfrey	Godfrey Phillips India Limited	Limited			
Recolution Required (Ordinary)	narv]		4 - To appoint eligible, offers	4 - To appoint a director in place of Mrs. Bina Modi (DIN 00048606) who retires by rotation and being elizible. offers herself for re-appointment	Mrs. Bina Mod tment	i (DIN 0004860	6) who retires by rota	stion and being
Whether promoter/ promoter group are interested in	ter group are in	nterested in				No	=	
Category	Mode of			% of Votes Dolled	3		% of Votes in	
	Voting	No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		37534786						
dno	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
	E-Voting		5909443	82.8756	5259261	650182	88.9976	11.0024
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		7130497						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5909443	82.8756	5259261	650182	88.9976	11.0024
	E-Voting		12141	0.1657	4301	7840	35.4254	64.5746
	Poll		6523	0.0890	6523	0	100.000	0.0000
Public Non Institutions		7328637					0000	0000
	Postal Ballot		0	0.0000	ס			ľ
	Total		18664	0.2547	10824	7840		4
Total		51993920	43157912	83.0057	42499890	658022	98.4753	1.5247





			Godfrey	Sodfrey Phillips India Limited	Limited			
			5 - To re-appoi	To re-appoint Mr. K. K Modi (DIN 00029407) as Managing Director for a period of three years	IN 00029407) a	s Managing Di	rector for a period of	three years
Resolution Required: (Special)	cia!)		епестие тгот	effective from 14th August, 2018.				
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are in	nterested in				No		
Category	Mode of			= = = = = = = = = = = = = = = = = = = =			2: 204 M 30 /0	
	Voting			% of Votes Polled		26 17 26 21	% or votes in	% of Wotes sezinst
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes - in favour - Against	No. of Votes -Against	ravour on votes	% or votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		37229805	99.1875	37229805	0	100.000	0.0000
	Poll		0	0.0000	0	0	0.000	0.0000
Promoter and Promoter		37534786						1
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.000	0.0000
	E-Voting		5909443	82.8756	5909443	0	100.000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		7130497						
	Postal Ballot		0	0.000	0	0	0.0000	
	Total		5909443	82.8756	5909443	0	100.000	
	E-Voting		12141	0.1657	12141	0	100.000	
	Poll		6523	0.0890	6523	0	100.000	0.0000
Public Non Institutions		7328637	C	00000	C	0	0.0000	0.0000
- Agency	Total		18664		1866	0	100.000	0.0000
Total		51993920	43157912	83.0057	43157912	0	100.000	0.0000
- Oral								



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			Godfrey	Godfrey Phillips India Limited	Limited			
			6 - To re-appoi	6 - To re-appoint Mr. Samir Modi (DIN 00029554) as Executive Director and approving remuneration for a	JIN 00029554)	as Executive Di	rector and approving	remuneration for a
Resolution Required: (Special)	cial)		period of three	period of three years effective from 1st October, 2018.	1st October, 2	2018.		
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are i	nterested in				No		
Category	Mode of						1; T-/N 3- /0	
	Voting	;		% of Votes Poiled	A CANADA	A Coppe	% of Votes in	% of Votos against
		No. of shares held	No. of votes polled	on outstanding shares	No. or votes No. or votes - in favour Against	No. or votes -Against	ravour on votes	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
-	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		37534786						
Group	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		37229805	99.1875	37229805	0	100.000	
	E-Voting		5874443	82.3848	5871643	2800	99.9523	0.0477
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		7130497						
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		5874443	82.3848	5871643	2800	99.9523	
	E-Voting		12141	0.1657	12141	0	100.000	
	Poil	-	6523	0.0890	6523	0	100.0000	0.0000
Public Non Institutions		7328637			č	c	0000	0000 0
	Postal Bailot				0.00		100000	
	Total		18664	0.2547	18064	0		
Total		51993920	43122912	82.9384	43120112	2800	99.9935	0.0065





			Godfrey	Phillips India	Limited			
Resolution Required : (Spec	cial)		7 - To continu	e the directorship of	Mr. R. A. Shah(DIN 00009851	as Non-Executive Di	rector of the
Whether promoter/ promothe agenda/resolution?	oter group are i	nterested in				No		
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against
		[1]	[2]	[3]={[2]/[1]}*100	[4]	-Against [5]	[6]={[4]/[2]}*100	on votes polled [7]={[5]/[2]}*100
	E-Voting	[-]	37229805	99.1875	37229805	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	37534786	0	0.0000		0	0.0000	
	Total E-Voting		37229805 5909443	99.1875 82.8756	37229805 5265780	643663	100.0000 89.1079	0.0000 10.8921
	Poll		0	0.0000	5265780	043663	0.0000	0.0000
Public Institutions	Postal Ballot	7130497	0	0.0000	0	0	0.0000	0.0000
	Total		5909443	82.8756	5265780	643663	89.1079	10.8921
	E-Voting		12141	0.1657	12141	0	100.0000	0.0000
	Poll		6523	0.0890	6523	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	7328637	0 18664	0.0000 0.2547	0 18664	0	0.0000	
Total	Total	51993920	43157912	83.0057	42514249	643663	98.5086	





			Godfrey	Phillips India	Limited			
Resolution Required : (Spec	cial)		8 - To continue		Dr. Lalit Bhasin	(DIN 00001607	7) as Non-Executive a	nd Independent
Whether promoter/ promothe agenda/resolution?	ter group are i	nterested in				No		
Category	Mode of Voting			% of Votes Polled			% of Votes in	
		No. of shares held	No. of votes polled	on outstanding shares	No. of Votes - in favour	No. of Votes -Against	favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	37534786	0	0.0000		0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
	E-Voting		5874443	82.3848	386696	5487747	6.5827	93.4173
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	7130497	0	0.0000	0	0	0.0000	0.0000
	Total		5874443	82.3848	386696	5487747	6.5827	93.4173
	E-Voting		12141	0.1657	12141	0	100.0000	0.0000
	Poll		6523	0.0890	6523	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	7328637	0	0.0000	0	0	0.0000	0.0000
	Total	F4400555	18664	0.2547	18664	0	100.0000	0.0000
Total		51993920	43122912	82.9384	37635165	5487747	87.2742	12.7258





9 - To continue the directorship of N Director of the Company. No. of votes polled shares [2] [3]={[2]/[1]}*100 37229805 99.1875 0 0.0000 37229805 99.1875 0 0.0000 5874443 82.3848 0 0.0000 5874443 82.3848 5874443 82.3848 0 0.0000 0 0.00000 0 0.00000 12141 0.1657 6523 0.00890				Godfrey	Godfrey Phillips India Limited	Limited			
Category Noting No. of votes Shares Shares held Poll Shares held Postal Ballot Poll No. of votes Shares Shares held Postal Ballot Postal Ballot Total Total Total Total Total Total Total The poll Total				9 - To continue	the directorship of N	dr. Anup N. Kol	thari (DIN 0029	4737) as Non-Executi	ive and Independent
E-Voting Sanas laterested in nda/resolution? Category No. of No. of votes on outstanding shares held polled shares held polled shares held polled shares held polled postal Ballot rer and Promoter No. of votes on outstanding shares held polled shares held polled shares held poll systems held poll systems held postal Ballot rer and Promoter rer and Postal Ballot rotal ballot rotal rot	ution Required : (Speci	al)		Director of the	Company.				
Category Mode of voting No. of votes No. of votes on outstanding shares % of Votes Polled shares Fe voting ter and Promoter Institutions E-Voting Poll 37534786 0.0000 Institutions Fe voting Poll 3723863 99.1875 Institutions Postal Ballot Poll 7130497 0 0.0000 Institutions Postal Ballot Poll 732863 0.0000 Institutions Poll 5874443 82.3848 Poll 7130497 0 0.0000 Non Institutions Postal Ballot Postal Ballot Postal Ballot 7328637 0.0800 Postal Ballot Dostal	her promoter/promot enda/resolution?	er group are ir	nterested in				No		
ter and Promoter E-Voting	Category	Mode of			hallod satoV to %			% of Votes in	
ter and Promoter Total Institutions Postal Ballot Fe-Voting Postal Ballot Total Non Institutions Postal Ballot E-Voting Postal Ballot Total Non Institutions Postal Ballot E-Voting Postal Ballot Total Non Institutions Postal Ballot Total Postal Ballot Total Tot		Voting	No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
ter and Promoter Total Institutions Postal Ballot Fe-Voting Institutions Postal Ballot Fe-Voting Poll Fe-Voting Poll Fe-Voting Poll Fe-Voting Poll Fe-Voting Poll Fe-Voting			shares held	polled	shares	- in favour	-Against	polled	on votes polled
ter and Promoter Institutions E-Voting Poll 37534786 Postal Ballot Postal Ballot Poll 37534786 Postal Ballot Postal Postal Ballot Postal Ballot Postal Ballot Postal Ballot Postal Ballot Postal Ballot Postal P			E	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
ter and Promoter Postal Ballot Postal Ballot		E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
ter and Promoter Postal Ballot 37534786 0 0 Total E-Voting Poll 7130497 0 Institutions Postal Ballot E-Voting Poll 7328637 0 Postal Ballot Postal Ballot Postal Ballot Total Total Postal Ballot Total To	_	Potl		0	0.0000	0	0	0.0000	0.0000
Postal Ballot 37229805 9	ter and Promoter		37534786						
Total 37229805 9 E-Voting 5874443 8 Poll 7130497 0 Total 5874443 8 E-Voting 12141 8 Foll 7328637 0 Postal Ballot 7328637 0 Total 18664 18664	0	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
E-Voting 5874443 8		Total		37229805	99.1875	37229805	0	100.0000	0.0000
Poll 7130497 0		E-Voting		5874443	82.3848	1020178	4854265	17.3664	∞
Postal Ballot T130497 0		Poll		0	0.0000	0	0	0.0000	0.0000
Postal Ballot 0 Total 5874443 8 E-Voting 12141 8 Poll 7328637 0 Postal Ballot 0 0 Total 18664 0			7130497						
Total 5874443 E-Voting 12141 Poll 6523 Postal Ballot 0 Total 18664		Postal Ballot		0	0.000	0	0	0.0000	
E-Voting 12141 Poll 6523 Postal Ballot 0 Total 18664		Total		5874443	82,3848	1020178	4854265	17.3664	00
Poll 6523 Postal Ballot 0 Total 18664		E-Voting		12141	0.1657	12141	0	100.000	
7328637 0 Postal Ballot 0 Total 18664		Poll		6523	0.0890	6523	0	100.000	0.0000
18664	c Non Institutions	Postal Ballot	7328637		0.0000	0	0	0.0000	0.000
		Total		18664	0.2547	18664	0	100.000	0.0000
43122912			51993920	43122912	82.9384	38268647	4854265	88.7432	11.2568



A Del

			Godfrey	Godfrey Phillips India Limited	Limited			
			10 - To continu	10 - To continue the directorship of Mrs. Bina Modi (DIN 00048606) as Non-Executive Director of the	Mrs. Bina Mod	ii (Din 0004860	6) as Non-Executive I	Director of the
Resolution Required: (Special)	cial)		Company.					
Whether promoter/ promoter group are interested in	oter group are in	nterested in				No		
Category	Mode of Voting			% of Votes Polled		I	% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled [2]	[3]={[2]/[1]}*100	[4]	-Agaillat.	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	3	37229805	99.1875	37229805	0	100.0000	0.0000
	Poll		0	0.0000	0	0	00000	0.0000
Promoter and Promoter		37534786						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
	F-Voting		5909443	82.8756	5268580	640863	89.1553	10.8447
	Poll		0	0.0000	0	0	00000	0.0000
Public Institutions		7130497		100				
	Postal Ballot		0	0.0000	0	O	0.0000	0.0000
	Total		5909443	82.8756	5268580	640863	89.1553	10.8447
	E-Voting		12141	0.1657	4273	7868	35.1948	64.8052
	Poli		6523	0.0890	6523	0	100.0000	0.0000
Public Non Institutions	Postal Ballot	7328637	0	0.0000	0	0	0.0000	0.0000
	Total		18664	0.2547	10796	7868	57.8440	42.1560
Total		51993920	43157912	83.0057	42509181	648731	98.4968	1.5032





			Godfrey	Godfrey Phillips India Limited	Limited			
			11 - To approv	1 - To approve continuation of remuneration to be paid to Mr. Ruchir Kumar Modi (DIN 07174133) till the	uneration to b	e paid to Mr. R	uchir Kumar Modi (D	IN 07174133) till the
Resolution Required : (Special)	cial)		expiry of his te	expiry of his tenure of remuneration i.e. till 30th June, 2019.	i.e. till 30th Ju	ine, 2019.		
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are i	nterested in				No		
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[5]}*100
	E-Voting		37229805	99.1875	37229805	0	100.0000	
	Poll		0	0.0000	0	0	0.000	0.0000
Promoter and Promoter		37534786						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
	E-Voting		5874443	82.3848	5749854	124589	97.8791	2.1209
	Poli		0	0.0000	0	0	0.0000	0.0000
Public Institutions		7130497						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5874443	82.3848	5749854	124589	97.8791	2.1209
	E-Voting		12141	0.1657	4273	7868	35.1948	
	Poll		6523	0.0890	6523	0	100.000	0.0000
Public Non Institutions		7328637				(0000
	Postal Ballot		0	0.0000	0	0		
	Total		18664	0.2547	10796	7868		4
Total		51993920	43122912	82.9384	42990455	132457	99.6928	0.3072
100								





V. R. ASSOCIATES

COMPANY SECRETARIES

26th September, 2018

COMBINED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND VOTING BY POLL CONDUCTED AT THE 81⁵⁷ AGM OF GODFREY PHILLIPS INDIA LIMITED HELD ON 25TH SEPTEMBER, 2018

To, The Chairman Godfrey Phillips India Limited

81st Annual General Meeting (AGM) of the Equity Shareholders of Godfrey Phillips India Limited held on Tuesday, the 25th September, 2018 at 3.15 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021.

Sub: Passing of resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended.

Dear Sirs.

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited ("the company) as per Board resolution dated 11th August, 2018 and Company's letter dated 14th August, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the voting by poll taken on all the resolutions at the annual general meeting of the shareholders of the Company held on Tuesday, the 25th September, 2018 at 3.15 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021 hereby submit my report as under:

The Company had extended facility of remote e-voting to the members of the Company through NSDL from Saturday, 22nd September, 2018 (9.00 a.m.) to Monday, 24th September, 2018 (5.00 p.m.).

Further, on 25th September, 2018 at the 81st AGM, ballot papers were distributed to the members present in person or by proxy to enable the members to vote who could not do the remote e-voting.

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. viz. www.evoting.nsdl.com. The company had uploaded all the items of business to be transacted at the AGM on the website of NSDL as also its own website i.e. www.godfreyphilips.com.
- 3) The cut off date for despatch of notice of the AGM was 17th August, 2018, and as on that date there were 21930 members in the Company. NSDL had sent notices of the AGM along with the annual report and e-voting details by e-mail to 15433 members whose e-mail details were available with the depositories and the RTA. In respect of 6497 members for whom the e-mail details were not available, the notices were sent by courier through DTDC Express Limited. The Company completed the despatch of notices to members on 1st September, 2018.

Resi.:

G5/3, Jal Padma, Bangur Nagar, Goregaon (W), Mumbaí 400 104.

GST Reg. No.: 27ACSPV8251A1Z7 PAN: ACSPV8251A

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

Tel.: 022 2877 4306

Mobile: +91 98214 47548 E-mail: cs.ram25@gmail.com



- 4) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 5) The cut-off date for the purposes of identifying the members who will be entitled to vote on the resolutions was 18th September, 2018.
- 6) The remote e-voting period commenced on Saturday, 22nd September, 2018 at 9.00 a.m. and ended on Monday, 24th September, 2018 at 5.00 p.m.
- 7) As prescribed in Rule 20(4)(v), the company released an advertisement, which was published more than 21 days before the date of the AGM, in English in Economic Times and Marathi in Maharashtra Times on 3rd September, 2018. The notice contained the details specified in Rule 20(4)(v) (a) to (h).
- 8) At the end of the voting portal on Monday, 24th September, 2018, the voting portal was blocked forthwith. The same was unblocked on 25th September, 2018 after voting process by poll was completed in the presence of two witnesses viz. Ms. Pooja Sawarkar and Ms. Amita Jadav.
- 9) At the venue of the 81st AGM of the Company held on 25th September, 2018, the facility to vote through polling paper was provided to those members present in the meeting but could not participate through remote e-voting.
- 10) After the time fixed for closing the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 11) The locked ballot box was subsequently opened in my presence along with two witnesses viz. Ms. Pooja Sawarkar and Ms. Amita Jadav and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorisations/ proxies lodged with the Company.
- 12) The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- 13) The results of remote e-voting and the voting by poll are as under:



Item No. 1:

ORDINARY RESOLUTION

- a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, 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 31st March, 2018.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	109	43136327	99.9849
Voting by Poll at AGM	24	6523	0.0151
Total	133	43142850	100.0000

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Voting by Poll at AGM	0	0	0.0000
Total	0	0	0.0000

	and the second s
Total number of Valid votes casted under remote evoting and by poll	43142850

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 2: ORDINARY RESOLUTION Declaration of dividend on equity shares.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	110	43151389	99.9847
Voting by Poll at AGM	24	6523	0.0151
Total	134	43157912	99.9998

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	88	0.0002
Voting by Poll at AGM	0	0	0.0000
Total	1	88	0.0002

Total number of Valid votes casted under remote evoting and by poll	43158000
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Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 3:

ORDINARY RESOLUTION

Re-appointment of Mr. R. A. Shah (DIN 00009851), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	68	42510526	98.5000
Voting by Poll at AGM	24	6523	0.0151
Total	92	42517049	98.5151

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	42	640863	1.4849
Voting by Poll at AGM	0	0	0.0000
Total	42	640863	1.4849

Total number of Valid votes casted under remote evoting and by poll	43157912
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Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	



Item No. 4: ORDINARY RESOLUTION

Re-appointment of Mrs. Bina Modi (DIN 00048606), who retires by rotation, and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	65	42493367	98.4602
Voting by Poll at AGM	24	6523	0.0151
Total	89	42499890	98.4753

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	45	658022	1.5247
Voting by Poll at AGM	0	0	0.0000
Total	45	658022	1.5247

Total number of Valid votes casted under remote evoting and by poll	43157912
	1,72,77,712

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	



Item No. 5: SPECIAL RESOLUTION

Re-appointment of Mr. K.K. Modi (DIN 00029407) as Managing Director for a period of three years effective from 14th August, 2018.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote E-voting	110	43151389	99.9849	
Voting by Poll at AGM	24	6523	0.0151	
Total	134	43157912	100.0000	

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0

50		
	Total number of Valid votes casted under remote evoting and by poll	43157912

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	



Item No. 6: SPECIAL RESOLUTION

Re-appointment of Mr. Samir Modi (DIN 00029554) as an Executive Director and approving remuneration for a period of three years effective from 1st October, 2018.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	107	43113589	99.9784
Voting by Poll at AGM	24	6523	0.0151
Total	131	43120112	99.9935

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	2800	0.0065
Voting by Poll at AGM	0	0	0.0000
Total	1	2800	0.0065

	Total number of Valid votes caste	d under remote	evoting and by poll	43122912
-				

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	



Item No. 7: SPECIAL RESOLUTION

To continue the directorship of Mr. R.A. Shah (DIN 00009851) as Non-Executive Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	67	42507726	98.4935
Voting by Poll at AGM	24	6523	0.0151
Total	91	42514249	98.5086

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	43	643663	1.4914
Voting by Poll at AGM	0	0	0.0000
Total	43	643663	1.4914

Total number of Valid vot	es casted under remote evoting and by poll	43157912

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 8: SPECIAL RESOLUTION

To continue the directorship of Dr. Lalit Bhasin (DIN 00001607) as Non-Executive and Independent Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	62	37628642	87.2590
Voting by Poll at AGM	24	6523	0.0151
Total	86	37635165	87.2742

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	46	5487747	12.7258
Voting by Poll at AGM	0	0	0.0000
Total	46	5487747	12.7258

Total number of Valid votes casted under remote evoting and by poll	43122912

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	



Item No. 9: SPECIAL RESOLUTION

To continue the directorship of Mr. Anup N. Kothari (DIN 00294737) as Non-Executive and Independent Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	103	38262124	88.7281
Voting by Poll at AGM	24	6523	0.0151
Total	127	38268647	88.7432

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	5	4854265	11.2568
Voting by Poll at AGM	0	0 *	0.0000
Total	5	4854265	11.2568

Total number of Valid votes casted under remote evoting and by poll	43122912
0 / 1	43122712

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them	
Remote E-voting	0	0	
Voting by Poll at AGM	0	0	
Total	0	0	



Item No. 10:

SPECIAL RESOLUTION

To continue the directorship of Mrs. Bina Modi (DIN 00048606) as Non-Executive Director of the Company.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	65	42502658	98.4817
Voting by Poll at AGM	24	6523	0.0151
Total	89	42509181	98.4968

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	45	648731	1.5032
Voting by Poll at AGM	0	0	0.0000
T'otal	45	648731	1.5032

Total number of Valid votes casted under remote evoting and by poll 431579
--

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 11: SPECIAL RESOLUTION

To approve continuation of remuneration to be paid to Mr. Ruchir Kumar Modi (DIN 07174133) till the expiry of his tenure of remuneration i.e. till 30th June, 2019.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	98	42983932	99.6777
Voting by Poll at AGM	24	6523	0.0151
Total	122	42990455	99.6928

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	132457	
Voting by Poll at AGM	0	0	0.0000
T'otal	10	132457	0.3072

Total number of Valid votes casted under remote evoting and by poll	43122912
	The state of the s

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



A compact disc (CD) containing the list of equity shareholders who voted "For", "Against" and those whose votes were declared as invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

Thank you.

Yours faithfully, For V.R. Associates

Company Secretaries

V. Ramachandran

Proprietor

ACS 7731/ CP 4731