

DECLARATION OF THE RESULT OF POSTAL BALLOT

The Board of Directors of the Company vide its resolution dated 29th January, 2011 decided to conduct Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001, for seeking the approval of the Members of the Company in respect of a Special Resolution, pertaining to payment of such sum to its non-executive director, Mr. Lalit Kumar Modi, by way of commission pursuant to Section 309(4)(b) & other applicable provisions, if any, of the Companies Act, 1956 as specified in the notice of postal ballot dated 29th January, 2011 read with the Explanatory Statement attached thereto. The duly completed postal ballot forms were to be received by the close of working hours on 16th April, 2011.

Mr. Sandeep Gandhi of M/s. Sandeep Gandhi & Co., Practicing Company Secretaries, Mumbai, who was appointed as independent Scrutinizer for the Postal Ballot, has submitted his report dated 26th April, 2011.

Based on the scrutinizers report dated 26th April, 2011, the result of the Postal Ballot is declared as under:


| Particulars | No. of Ballot Forms | No. of Shares | Percentage (%) |
|---|---------------------|---------------|----------------|
| Total Postal Ballot forms received | 762 | 84,42,243 | 81.18% |
| Less : Invalid Postal Ballot forms | 65 | 5,538 | 0.05% |
| Net Valid Postal Ballot forms | 697 | 84,36,705 | 81.13% |
| Postal Ballot forms with assent for the Resolution | 504 | 83,97,472 | 99.53% |
| Postal Ballot forms with dissent for the Resolution | 193 | 39,233 | 0.47% |

The Special Resolution as set out in the notice dated 29th January, 2011 has therefore been approved and considered as passed by the shareholders with the overwhelming requisite majority.

By the order of the Board
of Godfrey Phillips India Limited

Dated : 28th April, 2011

**REGISTERED OFFICE :
Chakala, Andheri (E), Mumbai – 400 099**



SANJAY GUPTA

Company Secretary &
Compliance Officer

SCRUTINIZER'S REPORT

To,

Mr. R. Ramamurthy - Whole time Director

Godfrey Phillips India Limited

Chakala, Andheri (East)

Mumbai – 400 099

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 29th January 2011 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under :
 - 2.1 The Company has completed on 17th March, 2011 the dispatch of postal ballot forms alongwith postage prepaid business reply envelop to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on 11th March, 2011.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in registers separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot boxes were opened on 18th April, 2011 in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 11th March, 2011.



Sandeep Gandhi

B.Com., ACS, LL.B. (Gen.)
Tel.: (R) 2836 0859

SANDEEP GANDHI & CO.

COMPANY SECRETARIES

3, Vasant Vihar, 17, New Nagardas X Road,
Andheri (East), Mumbai - 400 069.
Tel.: (O) : 2836 0152 (M) : 9820715730
e-mail : gandhiin@vsnl.com

- 2.6 All postal ballot forms received upto the close of working hours on 16th April, 2011 being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.7 Envelopes containing postal ballot forms received after 16th April, 2011 were not considered for my scrutiny. Such envelopes aggregate to 9 vide serial number 1 to 9. These envelopes were not opened and they are separately kept.
- 2.8 Envelopes Containing postal ballot forms returned undelivered aggregated to 836 (eight hundred thirty six) vide serial number 1 to 836. These envelopes were also not opened and they are separately kept.
- 2.9 I did not find any defaced or mutilated ballot paper.
3. A summary of the postal ballot forms received is given below:

| Particulars | No. of postal ballot forms | No. of shares | % of total paid up Equity capital |
|---|----------------------------|---------------|-----------------------------------|
| (a) Total postal ballot forms received | 762 | 84,42,243 | 81.18 % |
| (b) Less: Invalid postal ballot forms (as per Postal Ballot Register) | 65 | 5,538 | 0.05 % |
| (c) Net valid postal ballot forms (as per Postal Ballot Register) | 697 | 84,36,705 | 81.13 % |
| (d) Postal ballot forms with assent for the Resolution | 504 | 83,97,472 | 99.53% |
| (e) Postal ballot forms with dissent for the Resolution. | 193 | 39,233 | 0.47 % |



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4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. Vivek Bhatt, Senior Manager Accounts, authorized by Mr. Sanjay Gupta – Company Secretary of the Company.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours Truly,



S. Gandhi

(Sandeep Gandhi)

Scrutinizer

Practicing Company Secretary

Membership No: ACS 8311

C.P. NO: 4811

Place: Mumbai

Dated: 26th April 2011