

4th March 2025

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
SCRIP CODE: 500163

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400051
SYMBOL: GODFRYPHLP

Sub.: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, as amended by SEBI Circular dated 31st December 2024, we write to provide the details of an administrative warning received from the Securities and Exchange Board of India (SEBI), vide letter dated 3rd March 2025 received through email at 3.51 P.M. on 3rd March 2025, as per enclosed **Annexure-A**.

Copy of the warning letter is enclosed as **Annexure-B**.

Kindly take the above on records.

Thanking you,
Yours Faithfully,
For Godfrey Phillips India Limited

Punit Kumar Chellaramani
Company Secretary & Compliance Officer

Encl.: As above

Annexure-A

Sr. No	Particulars of information that is required to be provided	Details
1.	Name of the authority	Securities and Exchange Board of India (“SEBI”)
2.	Nature and details of the action(s) taken, initiated or order(s) passed	The Company has received an administrative warning from the SEBI vide its letter dated 3 rd March 2025, for alleged violation of the SEBI Listing Regulations by not disclosing / mentioning the specific tenure of the proposed material related party transaction(s) in the explanatory statement to the ordinary resolution, for which approval of the shareholders was being sought in the Notice for the 86 th Annual General Meeting of the Company.
3.	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	3 rd March 2025
4.	Details of the violation(s) / contravention(s) committed or alleged to be committed	SEBI has alleged that the Company has violated Regulations 4(1)(d), (e), (g), (h) and (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 r/w Section III-B of Chapter III of SEBI Master Circular dated 11 th November 2024.
5.	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.	The warning letter does not have any impact on the financials, operations, or other activities of the Company. It may be pertinent to note that the subject resolution was not approved by the shareholders at the 86 th AGM and therefore, was not implemented by the Company.



भारतीय प्रतिभूति और विनियम बोर्ड
Securities and Exchange Board of India

General Manager
Corporation Finance Department
Division of Supervision, Enforcement & Complaints-4
Phone: +91 22 2644 1204
Email: dipanjanm@sebi.gov.in

SEBI/HO/CFD/CFD-SEC-4/P/OW/2025/0000006661/1

March 3, 2025

GODFREY PHILLIPS INDIA LIMITED

Macropolo Building, Ground Floor,
Next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai – 400033.

Kind Attention: Mr. Punit Kumar Chellaramani, Compliance Officer

Dear Sir,

Sub: Administrative Warning

1. This is with reference to the resolution on material related party transactions (“RPTs”) placed by you at the 86th Annual General Meeting (“AGM”) of your shareholders held on September 1, 2023 for their approval.
2. Whereas SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 *inter alia* prescribed disclosure of “Tenure of the proposed transaction (particular tenure shall be specified)”, it is observed that you have, in the Notice for the 86th AGM, failed to disclose a specific tenure of the *proposed* transactions for which approval of the shareholders was being sought.
3. You are therefore observed to have violated Regulations 4(1)(d), (e), (g), (h) and (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section III-B of Chapter III of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.
4. The above violation has been viewed very seriously. You are hereby warned and advised to be careful in the future and to improve your compliance standards to avoid recurrence of such instances, failing which appropriate enforcement action may be initiated in accordance with the provisions of the Securities and Exchange Board of India Act, 1992 and the Rules and Regulations framed thereunder.



5. You are also advised to take corrective steps, place this communication and the corrective steps taken before your Board of Directors and disseminate a copy of this communication on the stock exchanges that you are listed on.

Yours faithfully,

Dipanjan Mitra

Copy to:

- (1) National Stock Exchange of India Ltd.
- (2) BSE Ltd.