



## GODFREY PHILLIPS INDIA LIMITED

Registered Office:

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

CIN: L16004MH1936PLC008587

Email: [isc@godfreyphillips.co.in](mailto:isc@godfreyphillips.co.in) Website: [www.godfreyphillips.co.in](http://www.godfreyphillips.co.in)

[Tel.: +91 11 26832155, 61119350](tel:+911126832155)

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable laws]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (the “**SEBI Listing Regulations**”), General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020, General Circular No. 10/2021 dated 23 June 2021, General Circular No. 20/2021 dated 8 December 2021, General Circular No. 03/2022 dated 5 May 2022, General Circular No. 11/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by Securities and Exchange Board of India, the resolution set out below is proposed to be passed by the Members of Godfrey Phillips India Limited (the “**Company**”) through Postal Ballot, by way of remote e-voting (“**e-Voting**”) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”), is annexed hereto for your consideration.

The Company has engaged the services of MUFG Intime India Private Limited (“**MUFG Intime**”) for facilitating e-Voting to enable the Members to cast their votes electronically. The e-Voting will commence **on Saturday, 8 March 2025 (9:00 A.M. (IST)) and end on Sunday, 6 April 2025 (5:00 P.M. (IST))**.

Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolution.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, on 13 February 2025, has appointed Mr. V Ramachandran (CP No. 4731), Proprietor V.R. Associates, Company Secretaries, as the Scrutinizer for scrutinizing the Postal Ballot (e-Voting process) in a fair and transparent manner.

The Scrutinizer will submit the results of the e-Voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-Voting, who shall counter sign the same. The Postal Ballot (e-Voting process) results will be submitted within 2 (two) working days from conclusion of the e-Voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.godfreyphillips.co.in](http://www.godfreyphillips.co.in), on the website of the MUFG Intime at <https://instavote.linkintime.co.in/> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-Voting, by the requisite majority of Members by means of Postal Ballot, *i.e.*, on **Sunday, 6 April 2025**.

#### **SPECIAL BUSINESS:**

1. To approve material related party transaction(s) between the Company and Philip Morris Products S.A., Switzerland (“**PMPSA**”) and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zc) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable laws and regulations / statutory provisions, if any, the Company’s Policy on Related Party Transactions, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (“**Board**”),

which expression shall also include a committee thereof, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/ other concerned bodies, the approval of the Members of the Company be and is hereby accorded to the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), with Philip Morris Products S.A., Switzerland, a 'Related Party' of the Company, on such terms and conditions as detailed in the explanatory statement to this resolution, for sale/export of unmanufactured tobacco on an arm's length basis and in the ordinary course of business, for an aggregate value not exceeding Rs. 1,750 Crore in the financial year 2025-26.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, to undertake, do and perform all such acts, deeds, matters and things and to finalize, and/or execute all such deeds, documents, contracts, arrangements, agreements, and writings, as may be necessary, proper, desirable and expedient in its absolute discretion including, without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution, to seek necessary approvals from the authorities, to settle all such issues, questions, difficulties or doubts, whatsoever, that may arise and to take all such decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary, or any other Officer / Authorized Representative of the Company, in order to give effect to this resolution.”

**Place: New Delhi**

**Date: 4 March 2025**

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

**REGISTERED OFFICE:**

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

**Punit Kumar Chellaramani  
Company Secretary & Compliance Officer**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder, setting out the material facts and reasons for the proposed ordinary resolution, is annexed herein below along with this Notice for your consideration. Reasonable efforts have been made to ensure proper remote e-Voting by all the Members of the Company as on the cut-off date. The Explanatory Statement forms part of this Notice.
2. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the Notice above is sought to be passed through e-Voting process.
3. This Notice is being sent only by email to those Members who have registered their email addresses with their Depository Participant(s) (“DPs”) or with MUFG Intime India Private Limited (‘RTA’) and whose names appear in the Register of Members/ List of Beneficial Owners as received from RTA or Depositories, *i.e.*, National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **3 March 2025** (“Cut-off date”) in accordance with the provisions of the Act read with Rules made thereunder and MCA Circulars.
4. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners, as on the Cut-off Date, shall be eligible for casting their votes through remote e-Voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only. It is, however, clarified that all Members of the Company as on the Cut-off Date shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.
5. With respect to Item No. 1 relating to approval of material related party transaction, no related party should vote to approve the aforementioned resolution.
6. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Rules and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer e-Voting facility to all the Members of the Company. The Company has appointed MUFG Intime for facilitating e-Voting to enable the Members to cast their votes electronically.
7. The resolution, if passed by requisite majority, shall be deemed to have been passed on **Sunday, 6 April 2025**, *i.e.*, the last date specified for e-Voting.
8. The Notice is also placed on the website of the Company, *i.e.*, [www.godfreyphillips.co.in](http://www.godfreyphillips.co.in) and the website of MUFG Intime, *i.e.*, <https://instavote.linkintime.co.in/>. Copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).

9. The Members whose e-mail addresses are not registered with the Company/Depositories/RTA, are requested to get the same registered/ updated. The Members holding shares in dematerialised form can get their e-mail addresses registered by contacting their respective Depository Participant and the Members holding shares in physical form may get their email addresses registered with RTA by clicking the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html) and follow the registration process as guided therein. The Members are requested to provide details such as name, folio number, certificate number, PAN, mobile number and email ID and also upload the image of PAN, Aadhaar card, share certificate & Form ISR-1, ISR-2 in pdf or jpeg format (up to 1 MB). On submission of the shareholder's details, an OTP will be received by the shareholder which needs to be entered in the link for verification or contact the Company's RTA at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com) for assistance in this regard.

10. All the material documents referred to in this Notice will be available for inspection electronically by the Members from the date of circulation of this Notice until the last date of e-Voting. Members seeking to inspect such documents can send an email to [isc@godfreyphillips.co.in](mailto:isc@godfreyphillips.co.in). Further, Company's Policy on Related Party Transactions is available on the website of the Company.

11. E-Voting period commences on **Saturday, 8 March 2025 (9:00 A.M. (IST)) and end on Sunday, 6 April 2025 (5:00 P.M. (IST))**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, *i.e.*, **3 March 2025** may cast their votes electronically. The e-Voting module will be disabled by MUFG Intime for voting thereafter. 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. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions and other information for Members relating to e-Voting are given as under:

#### **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode is given below:

## **Individual Shareholders holding securities in demat mode with NSDL**

### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

#### **Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with CDSL**

### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).  
Click on New System Myeasi Tab
- b) Login with existing my easi username and password
- c) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



## **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ 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).

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”



d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).
- E. 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.

**Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **“Sign Up”** under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under **“On-going Events”**.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) 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).
- f) 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.

**OR**

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the **“Notification for e-voting”**.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

## Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### User ID:

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab

- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

As required by Sections 102(1) and 110 of the Act and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November 2021, the following Statement sets out material facts relating to the business set out in the Notice.

**Item No. 1:** To approve material related party transaction(s) between the Company and Philip Morris Products S.A., Switzerland (a related party of the Company) (“**PMPSA**”)

### **Contextual information relating to the related party transaction:**

In terms of Regulation 23 of the SEBI Listing Regulations, any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower (“**Material Related Party Transactions**” or “**Material RPT**”). A Material RPT requires prior approval of the Members, by means of an Ordinary Resolution, even if such transaction(s) is/are in the ordinary course of business and/or on an arm’s length basis, and no related party shall vote to approve such resolution.

Under the agreement executed between the Company and PMPSA for sale/ export of unmanufactured tobacco in April 2012 (“**Agreement**”), the Company has been exporting unmanufactured tobacco to PMPSA since April 2012. The Company has also been regularly undertaking wholesale trading of unmanufactured tobacco to third parties. For the financial year 2025-26, the related party transaction between the Company and PMPSA for sale / export of unmanufactured tobacco is proposed to be for an aggregate amount not exceeding Rs. 1,750 Crore (“**Unmanufactured Tobacco RPT**”), which will exceed the thresholds for Material RPT prescribed under the SEBI Listing Regulations. In view of the same, the approval of the Members of the Company is being sought by way of an Ordinary Resolution as set out at Item no. 1 of the Notice.

The Company’s Management has provided the Audit Committee with relevant details of the proposed Unmanufactured Tobacco RPT during financial year 2025-26, including rationale, material terms and the basis of pricing as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November 2021 (refer to the ‘*Background of the Unmanufactured Tobacco RPT*’, ‘*Rationale for the Unmanufactured Tobacco RPT*’ and ‘*Arm’s Length Assessment*’ below for more details). The Audit Committee, after reviewing all necessary information, has granted its approval to the Unmanufactured Tobacco RPT in the ordinary course of business and on an arm’s length basis at its meeting held on 13 February 2025, subject to approval by Members. The Audit Committee has concluded that the said

Unmanufactured Tobacco RPT is on an arm's length basis and is in the ordinary course of business of the Company.

Subsequently, the Board, at its meeting held on 13 February 2025, has approved the Unmanufactured Tobacco RPT, subject to approval of the Members and any governmental / regulatory authority.

### **Background of the Unmanufactured Tobacco RPT:**

The Company is engaged in the business of, *inter alia*, wholesale trading of unmanufactured tobacco. This business contributes to a significant revenue of the Company (refer to the '*Rationale for the Unmanufactured Tobacco RPT*' below for details).

In the Company's annual general meeting held on 1 September 2023, Resolution No. 6 for approval of a material related party transaction between the Company and PMPSA, for the sale/export of unmanufactured tobacco by the Company to PMPSA for an aggregate value not exceeding Rs. 1000 Crore in a financial year, was placed for approval of the Members of the Company. The said Resolution, however, was not passed with the requisite majority of public shareholders of the Company. Certain proxy advisory firms advised voting against this Resolution owing to the notion that the approval is being sought for perpetuity.

Subsequently, the Company placed a revised proposal for the transaction between the Company and PMPSA for approval by the Members by way of Postal Ballot notice dated 3 November 2023 for an aggregate value not exceeding Rs. 600 Crore in financial year 2023-24. The said resolution addressed the concerns raised by the proxy advisors. It received the support of the proxy advisors. However, the said Resolution was again not passed with the requisite majority of public shareholders of the Company.

In light of the proposed Material RPT between the Company and PMPSA not having been approved for financial year 2023-24, the Company's overall revenue and profitability were impacted. The Management is of the view that the Unmanufactured Tobacco RPT will strengthen the Company's performance from a long term perspective and enable it to ultimately create value for its members by furthering their best interests. Therefore, the current Resolution is being presented to the Members for their due consideration and approval of the Material RPT. The Material RPT is for a fixed tenure, *i.e.*, financial year 2025-26.

### **Rationale for the Unmanufactured Tobacco RPT:**

Trading in unmanufactured tobacco is one of the key businesses undertaken by the Company, and it earns significant revenue from domestic sale of unmanufactured tobacco as well as its export.

In the financial year 2023-24, the export value of unmanufactured tobacco amounted to Rs. 1205.15 crore and in financial year 2022-23 the corresponding value was Rs. 773.27 crores.

To cater to its export business segment, the Company had executed the Agreement in April 2012 with PMPSA and continues to supply unmanufactured tobacco to PMPSA as per their agreed arrangement in the ordinary course of business and on an arm's length basis. Subject to business exigencies, the operations of the Company are expected to expand in the forthcoming financial year 2025-26 due to increasing demand of tobacco products. Consequently, the exports to PMPSA are also projected to increase considerably in comparison to the previous financial year(s). It is in this context that the transactions between the Company and PMPSA is reasonably expected to increase to an aggregate amount not exceeding Rs. 1,750 Crore in financial year 2025-26.

The Management believes that due to back-to-back demand of unmanufactured tobacco in domestic and export regions and the overall positive outlook of the segment, at this juncture, the proposed Unmanufactured Tobacco RPT will contribute to the revenue growth and profitability of the Company in financial year 2025-26 and is, therefore, in the interest of its members and other stakeholders.

#### **Arm's Length Assessment:**

In order to sustain business operations, the Company regularly executes/may execute such transactions with the related party which are in the ordinary course of business, at arm's length and in the interest of the Company. These transactions are proposed considering the complementary nature, competency, strength, optimal utilization of its resources by the related parties, which is in the best interest of the Company.

The price for Unmanufactured Tobacco RPT mentioned in this proposal shall be arrived on the basis of cost-plus mark-up method. Further, the transaction is at an arm's length basis, where prices and margins are benchmarked/ comparable with transactions entered into by the Company with third parties/ unrelated parties. The Audit Committee has assessed such factors in relation to the pricing and approved the Unmanufactured Tobacco RPT at its meeting held on 13 February 2025.

**Details of the Unmanufactured Tobacco RPT between the Company and PMPSA, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November 2021 and Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated 11 November 2024 are as follows:**



S. No.	Description	Details
1	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	PMPSA is a member entity of the group to which Philip Morris Global Brands Inc, USA (a promoter shareholder of the Company) belongs.  Nature of concern or interest is financial.
2	Type, material terms and particulars of the proposed transaction	The Company and Philip Morris International Management S.A. (which entity has since merged with PMPSA), had executed an agreement for sale/export of unmanufactured tobacco by the Company, on a non-exclusive basis, on arm's length pricing in April 2012 (" <b>Agreement</b> "). The Agreement sets out the general terms and conditions for sale/export of unmanufactured tobacco by the Company to PMPSA. The Agreement provides for automatic renewal for successive one-year periods unless either party provides to the other party written notice of the non-renewal of the Agreement.  It is proposed that the Company will continue to supply unmanufactured tobacco to PMPSA, under the overall framework of the Agreement on a non-exclusive basis, on arm's length pricing, subject to the aggregate value of the sale/export not exceeding Rs. 1,750 Crore in the financial year 2025-26.
3	Tenure of the proposed transactions	The approval of the Members is sought for the financial year 2025-26.
4	Value of the proposed transactions	Not exceeding Rs. 1,750 Crore in the financial year 2025-26.
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year that is represented by the value of the proposed transaction.	Since the Unmanufactured Tobacco RPT is proposed to be undertaken in financial year 2025-26, the financial year immediately prior to such transaction will be financial year 2024-25. The value of Unmanufactured Tobacco RPT

		<p>shall work out to be approximately 26% of the estimated annual consolidated turnover for the financial year 2024-25.</p> <p>However, the value of the Unmanufactured Tobacco RPT shall be approximately 33% of the annual consolidated turnover based on the audited financial statements of the Company for the financial year 2023-24.</p>
6	Justification for the proposed transactions	<p>The Company, in its ordinary course of business, is engaged in development, procurement and sale/export of unmanufactured tobacco to various entities over the last several years. The Company has since developed vast experience and capability in this area, enabling it to significantly increase its share of unmanufactured tobacco exports from India.</p> <p>The Company, over the years, has been carrying out the sale/export of unmanufactured tobacco to PMPSA and third parties (unrelated to the Company). The projected value of transactions with PMPSA during the financial year 2025-26 is expected to breach the materiality threshold as prescribed under Regulation 23 of the SEBI Listing Regulations and hence, approval of the Members is being sought.</p> <p>The increased value of transaction(s) under the Agreement are expected to further increase the turnover and profitability of the Company. It is pertinent to note that the said transaction(s) will be carried out on an arm's length pricing benchmarked with similar transactions to be carried out with unrelated parties with adjustments for commercial terms, as may be deemed necessary.</p> <p>Further, refer to the paragraphs on '<i>Contextual information relation to the related party transaction</i>', '<i>Background of the</i></p>

		<p><i>Unmanufactured Tobacco RPT</i>, ‘<i>Rationale for the Unmanufactured Tobacco RPT</i>’ and ‘<i>Arm’s Length Assessment</i>’ above in relation to the justification for the proposed transaction.</p> <p>Accordingly, the management is of the view that this Unmanufactured Tobacco RPT is in the best interest of the Company and its Members.</p>
7	Details of proposed transactions if relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	Not Applicable
8	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction.	Not Applicable
9	Any other information that may be relevant	All relevant information setting out material facts forms part of this Postal Ballot Notice.

None of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at above, for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no related party, whether or not party to the proposed transaction(s), shall vote to approve on the Ordinary Resolution set forth above.

**Place: New Delhi**  
**Date: 4 March 2025**

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

**REGISTERED OFFICE:**

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

**Punit Kumar Chellaramani**  
**Company Secretary & Compliance Officer**