

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L16004MH1936PLC008587

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	GODFREY PHILLIPS INDIA LIMITED	GODFREY PHILLIPS INDIA LIMITED
Registered office address	'Macropolo Building', Ground Floor, next to Kala Chowky P.O., Dr. Babasaheb Ambedkar Road,, Lalbaug,NA,Mumbai,Mumbai City,Maharashtra,India,400033	'Macropolo Building', Ground Floor, next to Kala Chowky P.O., Dr. Babasaheb Ambedkar Road,, Lalbaug,NA,Mumbai,Mumbai City,Maharashtra,India,400033
Latitude details	18.993081	18.993081
Longitude details	72.836533	72.836533

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photo of Regd office.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****8K

(c) *e-mail ID of the company

*****odfreyphillips.co.in

(d) *Telephone number with STD code

02*****21

(e) Website	<div style="border: 1px solid black; padding: 2px;">www.godfreyphillips.co.in</div>											
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">03/12/1936</div>											
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	<div style="border: 1px solid black; padding: 2px;">Public company</div>											
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>											
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	<div style="border: 1px solid black; padding: 2px;">Indian Non-Government company</div>											
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No											
(b) Details of stock exchanges where shares are listed												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)	2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
S. No.	Stock Exchange Name	Code										
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)										
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)										
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px; width: 100px;">1</div>											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67190MH1999PTC118368</td> <td style="text-align: center;">MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,,Mumbai,Mumbai City,Maharashtra,India,400083</td> <td style="text-align: center;">INR000004058</td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058	
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ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No											
(b) If yes, date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">04/09/2025</div>											
(c) Due date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>											
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No											

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

3

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	12	Manufacture of Tobacco products	68.33
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	46	Wholesale trade, except of motor vehicles and motorcycleS	30.65
3	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	47	Retail trade, except of motor vehicles and motorcycles	1.02

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

8

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U16000MH1964PLC013915		INTERNATIONAL TOBACCO COMPANY LIMITED	Subsidiary	100
2	U74899DL1984PLC017448		CHASE INVESTMENTS LIMITED	Subsidiary	100

3	U70100MH1988PLC046854		UNIQUE SPACE DEVELOPERS LIMITED	Subsidiary	66.67
4	U74899DL1973PLC006528		FRIENDLY REALITY PROJECTS LIMITED	Subsidiary	92.2
5	U45200DL2006PLC156832		RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED	Subsidiary	92.2
6	U74999DL1996PTC080090		KKM MANAGEMENT CENTRE PRIVATE LIMITED	Associate	36.75
7	U51909DL2009PTC189517		IPM INDIA WHOLESALE TRADING PRIVATE LIMITED	Associate	24.8
8	U68100MH2024PLC437137		WHITE HORSE REALTY LIMITED	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL
(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	122000000.00	51993920.00	51993920.00	51993920.00
Total amount of equity shares (in rupees)	244000000.00	103987840.00	103987840.00	103987840.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Share Capital				
Number of equity shares	122000000	51993920	51993920	51993920
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	244000000.00	103987840.00	103987840	103987840

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	60000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	6000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Share Capital				
Number of preference shares	60000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	6000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	411102	51582818	51993920.00	103987840	103987840	
Increase during the year	0.00	85486.00	85486.00	170972.00	170972.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div>Demat</div>	0	85486	85486.00	170972	170972	
Decrease during the year	85486.00	0.00	85486.00	170972.00	170972.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div>Demat</div>	85486	0	85486.00	170972	170972	
At the end of the year	325616.00	51668304.00	51993920.00	103987840.00	103987840.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE260B01028

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		<div></div>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

68666433006

ii * Net worth of the Company

44091111120

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	24200	0.05	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	35956899	69.16	0	0.00
10	Others				
	Trust	1756380	3.38	0	0.00
	Total	37737479.00	72.59	0.00	0

Total number of shareholders (promoters)

27

B Public/Other than promoters

S. No	Category	Equity	Preference
-------	----------	--------	------------

		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6281636	12.08	0	0.00
	(ii) Non-resident Indian (NRI)	256258	0.49	0	0.00
	(iii) Foreign national (other than NRI)	455	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	24000	0.05	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	23939	0.05	0	0.00
4	Banks	24900	0.05	0	0.00
5	Financial institutions	94329	0.18	0	0.00
6	Foreign institutional investors	5057305	9.73	0	0.00
7	Mutual funds	1563978	3.01	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	201006	0.39	0	0.00
10	Others	728635	1.40	0	0.00
	Others				
	Total	14256441.00	27.43	0.00	0

Total number of shareholders (other than promoters)

74971

Total number of shareholders (Promoters + Public/Other than promoters)

74998.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	14179
2	Individual - Male	58815
3	Individual - Transgender	0
4	Other than individuals	2004
	Total	74998.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACADIAN ACWI EX US SMALL-CAP FUND LLC	United States	01/04/2024	United States	1795	0.01
BNP PARIBAS FINANCIAL MARKETS - ODI	France	01/04/2024	France	247	0.01
BOFA SECURITIES EUROPE SA - ODI	France	01/04/2024	France	303	0.01
COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	United States	01/04/2024	United States	10475	0.02
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	Mauritius	01/04/2024	Mauritius	2261	0.01
DFA INTERNATIONAL VECTOR EQUITY FUND	Canada	01/04/2024	Canada	2938	0.01
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	United States	01/04/2024	United States	21512	0.04
FLORIDA RETIREMENT SYSTEM.- ACADIAN ASSET MANAGEMENT, INC	United States	01/04/2024	United States	12860	0.02
INVESTEC BANK PLC	United Kingdom	01/04/2024	United Kingdom	317	0.01

JOHN HANCOCK TRUST COMPANY COLLECTIVE INVESTMENT TRUST - JOHN HANCOCK EMERGING MARKETS EQUITY TRUST	United States	01/04/2024	United States	1428	0.01
JUPITER INDIA FUND	United Kingdom	01/04/2024	United Kingdom	2122508	4.08
MISSOURI EDUCATION PENSION TRUST MANAGED BY ACADIAN ASSET MANAGEMENT LLC	United States	01/04/2024	United States	2061	0.01
1199 SEIU HEALTH CARE EMPLOYEES PENSION FUND	United States	01/04/2024	United States	2960	0.01
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	United States	01/04/2024	United States	14181	0.02
ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	United States	01/04/2024	United States	2001	0.01
ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	Ireland	01/04/2024	Ireland	3135	0.01
LSV INDIA EQUITY FUND, LP	United States	01/04/2024	United States	3700	0.01
MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	Singapore	01/04/2024	Singapore	385	0.01
NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	United States	01/04/2024	United States	4682	0.01
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	United States	01/04/2024	United States	24940	0.05
SOCIETE GENERALE - ODI	France	01/04/2024	France	7166	0.01

SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPARTAN TOTAL INTERNATIONAL INDEX POOL	United States	01/04/2024	United States	770	0.01
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	United States	01/04/2024	United States	1207	0.01
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	United States	01/04/2024	United States	3040	0.01
ABU DHABI INVESTMENT AUTHORITY - MONSOON	United Arab Emirates	01/04/2024	United Arab Emirates	58778	0.11

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	27	27
Members (other than promoters)	38466	74971
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	2	0	0.01	0

B Non-Promoter	1	6	1	6	0.06	0.00
i Non-Independent	1	0	1	0	0.06	0
ii Independent	0	6	0	6	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	6	3	6	0.07	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
BINA MODI	00048606	Managing Director	3000	
BINA MODI	AAPPM4174L	CEO	3000	
CHARU MODI	00029625	Whole-time director	10	
SHARAD AGGARWAL	07438861	Whole-time director	36000	
ATUL KUMAR GUPTA	01734070	Director	0	19/06/2025
NIRMALA BAGRI	01081867	Director	0	
LAKSHMINARAYANAN SUBRAMANIAN	02808698	Director	0	
AJAY VOHRA	00012136	Director	0	
AVTAR SINGH MONGA	00418477	Director	0	
SUMANT BHARADWAJ	08970744	Director	0	

VISHAL DHARIWAL	AHWPD0776D	CFO	20000	
PUMIT KUMAR CHELLARAMANI	AHFPC0207M	Company Secretary	1500	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
CHARU MODI	00029625	Additional Director	06/07/2024	Appointment
CHARU MODI	00029625	Whole-time director	07/09/2024	Change in designation
LALIT BHASIN	00001607	Director	06/09/2024	Cessation
SAMIR KRISHAN MODI	00029554	Whole-time director	06/09/2024	Cessation
AVTAR SINGH MONGA	00418477	Additional Director	12/11/2024	Appointment
AVTAR SINGH MONGA	00418477	Director	19/12/2024	Change in designation
SANJAY KUMAR GUPTA	AAAPG1042Q	Company Secretary	11/11/2024	Cessation
PUMIT KUMAR CHELLARAMANI	AHFPC0207M	Company Secretary	12/11/2024	Appointment
SUNIL AGGARWAL	AACPA5574F	CFO	28/02/2025	Cessation
VISHAL DHARIWAL	AHWPD0776D	CFO	01/03/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	06/09/2024	57192	84	72.95

B BOARD MEETINGS

*Number of meetings held

9

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2024	9	9	100
2	30/05/2024	9	9	100
3	01/06/2024	9	7	77.78
4	06/07/2024	9	9	100
5	07/08/2024	10	10	100
6	20/09/2024	8	8	100
7	11/11/2024	8	8	100
8	19/11/2024	9	9	100
9	13/02/2025	9	9	100

C COMMITTEE MEETINGS

Number of meetings held

16

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/04/2024	4	4	100
2	Audit Committee	30/05/2024	4	4	100
3	Audit Committee	07/08/2024	4	4	100
4	Audit Committee	11/11/2024	3	3	100
5	Audit Committee	13/02/2025	3	3	100
6	Nomination and Remuneration Committee	24/04/2024	3	3	100

7	Nomination and Remuneration Committee	30/05/2024	3	3	100
8	Nomination and Remuneration Committee	28/06/2024	3	3	100
9	Nomination and Remuneration Committee	07/08/2024	4	4	100
10	Nomination and Remuneration Committee	11/11/2024	3	3	100
11	Nomination and Remuneration Committee	13/02/2025	3	3	100
12	Stakeholders Relationship Committee	07/08/2024	3	3	100
13	Corporate Social Responsibility Committee	30/05/2024	3	3	100
14	ESG Committee	30/05/2024	4	4	100
15	Risk Management Committee	12/04/2024	4	4	100
16	Risk Management Committee	04/11/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								04/09/2025 (Y/N/NA)
1	BINA MODI	9	9	100	7	7	100	Yes
2	CHARU MODI	5	5	100	0	0	0	Yes
3	SHARAD AGGARWAL	9	9	100	3	3	100	Yes
4	ATUL KUMAR GUPTA	9	9	100	9	9	100	Not applicable
5	NIRMALA BAGRI	9	9	100	12	12	100	Yes

6	LAKSHMINARAYANAN SUBRAMANIAN	9	9	100	4	4	100	Yes
7	AJAY VOHRA	9	8	88	0	0	0	Yes
8	AVTAR SINGH MONGA	2	2	100	0	0	0	Yes
9	SUMANT BHARADWAJ	9	9	100	6	6	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	BINA MODI	Managing Director	0	448625448	0	1966265	450591713.00
2	CHARU MODI	Whole-time director	13600000	403107282	0	13218116	429925398.00
3	SAMIR KRISHAN MODI	Whole-time director	10400000	200889053	0	44577263	255866316.00
4	SHARAD AGGARWAL	Whole-time director	97918906	0	262631519	11745789	372296214.00
	Total		121918906.00	1052621783.00	262631519.00	71507433.00	1508679641.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SUNIL AGGARWAL	CFO	21353083	0	91191500	4501679	117046262.00
2	VISHAL DHARIWAL	CFO	1548217	0	0	495285	2043502.00
3	SANJAY KUMAR GUPTA	Company Secretary	12542495	0	0	1881306	14423801.00
4	PUMIT KUMAR CHELLARAMANI	Company Secretary	2551961	0	9989442	199288	12740691.00
	Total		37995756.00	0.00	101180942.00	7077558.00	146254256.00

C *Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	LALIT BHASIN	Director	0	0	0	1600000	1600000.00
2	ATUL KUMAR GUPTA	Director	0	0	0	1900000	1900000.00
3	NIRMALA BAGRI	Director	0	0	0	2200000	2200000.00
4	SUMANT BHARADWAJ	Director	0	0	0	1600000	1600000.00
5	LAKSHMINARAYAN AN SUBRAMANIAN	Director	0	0	0	1300000	1300000.00
6	AJAY VOHRA	Director	0	0	0	800000	800000.00
7	AVTAR SINGH MONGA	Director	0	0	0	300000	300000.00
	Total		0.00	0.00	0.00	9700000.00	9700000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

74998

XIV Attachments

(a) List of share holders, debenture holders

Godfrey Philips MGT 7.xlsm

(b) Optional Attachment(s), if any

FII_FPI details_Form.pdf
Clarification Letter.pdf
MGT-8_GPIL_2024-25.pdf
Declaration of Authorised
Person.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

GODFREY PHILLIPS INDIA
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Rupesh Agarwal

Date (DD/MM/YYYY)

15/05/2025

Place

New Delhi

Whether associate or fellow:



Associate



Fellow

Certificate of practice number

5*7*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

21331

* (b) Name of the Designated Person

PUMIT KUMAR CHELLARAMANI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 33 dated* (DD/MM/YYYY) 16/08/2016 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*4*8*6*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*3*1

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB8484239

eForm filing date (DD/MM/YYYY)

29/10/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of M/s Godfrey Phillips India Limited (herein after referred to as "**the Company**") as required to be maintained under the Companies Act, 2013 (herein after referred to as "**the Act**") and the rules made there under for the financial year ended on March 31, 2025 ("**Period under review**"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

During the Period under review, the Company was not required to file any forms and returns to the Regional Director, Central Government, Tribunal, Court or other authorities except to Investor Education and Protection Fund Authority.

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members/ Security holders, as the case may be.

During the period under review, the Company does not have any other security holder and accordingly no register is maintained for such security holders.

6. advances/ loans to its directors and/ or persons or firms or companies referred in section 185 of the Act;

During the Period under review, the Company has not made advances/loan to its directors and/ or persons or firms or companies referred in Section 185 of the Act.



Page 1 of 3

7. contracts/ arrangements with related parties as specified in section 188 of the Act;

During the Period under review, the Company has entered into transactions with related parties pursuant to Section 2(76) read with Section 188 of the Companies Act, 2013, in the ordinary course of business and at arm's length basis, therefore, provisions of Section 188 of the Act are not attracted

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the Period under review, the Company has not made any

- *issue or allotment of securities;*
- *transfer or transmission of securities;*
- *buy back of securities;*
- *redemption of preference shares or debentures;*
- *alteration or reduction of share capital;*
- *conversion of shares/ securities.*

and consequently no security certificate was issued.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

During the Period under review, the Company has not kept in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

During the Period under review, the Company was not required to transfer any other amount, as applicable, except unpaid/ unclaimed dividend to Investor Education and Protection Fund in accordance with Section 124 and 125 of the Act and the same has been deposited.

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the Period under the review, there was no filling up of casual vacancies of the Directors and Key Managerial Personnel.

13. appointment/ re-appointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

During the Period under review, the Company has not made any appointment, re-appointment or filling up of casual vacancies of auditors as per the provisions of section 139 of the Act.



14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

During the Period under review, the Company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act.

15. acceptance/ renewal/ repayment of deposits;

During the Period under review, the Company has not made any acceptance/ renewal/ repayment of deposits.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the Period under review, the Company has not made any borrowings from its directors, members, public financial institutions and others and was not required to create/satisfy any charge in that respect.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;


During the Period under review, the Company has not made any alteration to the provision of the Memorandum and Articles of Association of the Company

For Chandrasekaran Associates

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 6689/2025


Rupesh Agarwal
Managing Partner

Membership No. A16302

Certificate of Practice No. 5673

UDIN: A016302G000316250

Date: 15.05.2025

Place: Delhi

Godfrey Phillips India Limited

Details in respect of shares held by or on behalf of the FIIs/ FPIs as on 31st March 2025

Sr. No	Name Of FII/FPI	Address	Country Of Incorporation	Date of Incorporation	No. of Shares	% of share holding
1	ACADIAN ACWI EX US SMALL-CAP FUND LLC	United States	United States	-	1795	0.0035
2	BNP PARIBAS FINANCIAL MARKETS - ODI	France	France	-	247	0.0005
3	BOFA SECURITIES EUROPE SA - ODI	France	France	-	303	0.0006
4	COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	United States	United States	-	10475	0.0201
5	COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	Mauritius	Mauritius	-	2261	0.0043
6	DFA INTERNATIONAL VECTOR EQUITY FUND	Canada	Canada	-	2938	0.0057
7	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	United States	United States	-	21512	0.0414
8	FLORIDA RETIREMENT SYSTEM.- ACADIAN ASSET MANAGEMENT, INC	United States	United States	-	12860	0.0247
9	INVESTEC BANK PLC	United Kingdom	United Kingdom	-	317	0.0006
10	JOHN HANCOCK TRUST COMPANY COLLECTIVE INVESTMENT TRUST - JOHN HANCOCK EMERGING MARKETS EQUITY TRUST	United States	United States	-	1428	0.0027
11	JUPITER INDIA FUND	United Kingdom	United Kingdom	-	2122508	4.0822
12	MISSOURI EDUCATION PENSION TRUST MANAGED BY ACADIAN ASSET MANAGEMENT LLC	United States	United States	-	2061	0.004
13	1199 SEIU HEALTH CARE EMPLOYEES PENSION FUND	United States	United States	-	2960	0.0057
14	DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	United States	United States	-	14181	0.0273
15	ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF	United States	United States	-	2001	0.0038
16	ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	Ireland	Ireland	-	3135	0.006
17	LSV INDIA EQUITY FUND, LP	United States	United States	-	3700	0.0071
18	MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	Singapore	Singapore	-	385	0.0007
19	NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	United States	United States	-	4682	0.009
20	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	United States	United States	-	24940	0.048
21	SOCIETE GENERALE - ODI	France	France	-	7166	0.0138
22	SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS SPARTAN TOTAL INTERNATIONAL INDEX POOL	United States	United States	-	770	0.0015
23	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS MANAGED BY DIMENSIONAL FUND ADVISORS LP	United States	United States	-	1207	0.0023
24	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	United States	United States	-	3040	0.0058
25	ABU DHABI INVESTMENT AUTHORITY - MONSOON	United Arab Emirates	United Arab Emirates	-	58778	0.113
26	ALASKA PERMANENT FUND	United States	United States	-	1594	0.0031
27	BNYM MELLON CF SL ACWI EX-U.S IMI FUND	United States	United States	-	69	0.0001
28	EMA-FONDS	Germany	Germany	-	318	0.0006
29	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	United Kingdom	United Kingdom	-	5334	0.0103
30	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	United States	United States	-	1723	0.0033

31	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	United States	United States	-	49575	0.0953
32	FIDELITY RUTLAND SQUARE TRUST II STRATEGIC ADVISERS EMERGING MARKETS FUND AS MANAGED BY ACADIAN ASSET MANAGEMENT LLC	United States	United States	-	2150	0.0041
33	ISHARES MSCI EM SMALL CAP UCITS ETF	Ireland	Ireland	-	3165	0.0061
34	LEGAL & GENERAL EMERGING MARKETS EX CHINA SMALL CAP COLLECTIVE INVESTMENT TRUST FUND	United Kingdom	United Kingdom	-	3111	0.006
35	NEW YORK STATE COMMON RETIREMENT FUND	United States	United States	-	29169	0.0561
36	SA EMERGING MARKETS VALUE FUND	United States	United States	-	794	0.0015
37	ACADIAN EMERGING MARKETS PORTFOLIO	United States	United States	-	566	0.0011
38	BVK PERSONALVORSORGE DES KANTONS ZURICH	Switzerland	Switzerland	-	1168	0.0022
39	DIMENSIONAL EMERGING MARKETS VALUE FUND	United States	United States	-	57575	0.1107
40	FLORIDA RETIREMENT SYSTEM - WELLINGTON MANAGEMENT COMPANY LLP	United States	United States	-	10600	0.0204
41	FUNDPARTNER SOLUTIONS (SUISSE) S.A.-RP - FONDS INSTITUTIONNEL - ACTIONS MARCHES EMERGENTS	Luxembourg	Luxembourg	-	4600	0.0088
42	PEOPLE'S BANK OF CHINA	China	China	-	1368	0.0026
43	SAMSUNG ASIA DIVIDEND SECURITIES MASTER INVESTMENT TRUST (EQUITY)	South Korea	South Korea	-	1500	0.0029
44	SAMSUNG INDIA SECURITIES MASTER INVESTMENT TRUST EQUITY	South Korea	South Korea	-	87929	0.1691
45	STATE STREET ACTIVE EMERGING MARKETS SECURITIES LENDING FUND	United States	United States	-	608	0.0012
46	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	United States	United States	-	45867	0.0882
47	VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX FUND	United Kingdom	United Kingdom	-	2002	0.0039
48	TEACHER RETIREMENT SYSTEM OF TEXAS - SELF MANAGED 34	United States	United States	-	4983	0.0096
49	THE JUPITER GLOBAL FUND-JUPITER INDIA SELECT	Luxembourg	Luxembourg	-	735286	1.4142
50	UI BVK KAPITALVERWALTUNGSGESELLSCHAFT MBH ON BEHALF OF BAYVK A2- FONDS	Germany	Germany	-	45868	0.0882
51	VANGUARD TOTAL WORLD STOCK INDEX FUND	United States	United States	-	8534	0.0164
52	WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	Mauritius	Mauritius	-	33954	0.0653
53	WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	Ireland	Ireland	-	1327	0.0026
54	NUVAMA INDIA OPPORTUNITIES FUND - CLASS C	Mauritius	Mauritius	-	17	0
55	PUB EQUITIES EMERGING MARKETS 1	Switzerland	Switzerland	-	490	0.0009
56	SAMSUNG YELLOW UMBRELLA GLOBAL PRIVATE INVESTMENT TRUST KZ-32	South Korea	South Korea	-	5000	0.0096
57	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANYY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	Ireland	Ireland	-	3260	0.0063
58	STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND	United States	United States	-	31128	0.0599
59	TANTALLON INDIA FUND	Mauritius	Mauritius	-	13000	0.025

60	TEACHER RETIREMENT SYSTEM OF TEXAS - SELF MANAGED 33	United States	United States	-	1842	0.0035
61	THE PRUDENTIAL INVESTMENT PORTFOLIOS, INC. - PGIM BALANCED FUND	United States	United States	-	564	0.0011
62	VIRGINIA RETIREMENT SYSTEM	United States	United States	-	4141	0.008
63	WISDOMTREE EMERGING MARKETS EX-CHINA FUND	United States	United States	-	161	0.0003
64	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	United States	United States	-	4767	0.0092
65	STICHTING SHELL PENSIOENFONDS	Netherlands	Netherlands	-	6439	0.0124
66	TEACHER RETIREMENT SYSTEM OF TEXAS - SELF MANAGED 3	United States	United States	-	934	0.0018
67	TRANS EXT GLOBAL EMRG MKTS	United Kingdom	United Kingdom	-	109	0.0002
68	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	United States	United States	-	16309	0.0314
69	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	United States	United States	-	197909	0.3806
70	ALLIANZ GLOBAL INVESTORS GMBH ACTING ON BEHALF OF ALLIANZGI-FONDS DSPT	Luxembourg	Luxembourg	-	2648	0.0051
71	CITY OF NEW YORK GROUP TRUST	United States	United States	-	48951	0.0941
72	COEUS GLOBAL OPPORTUNITIES FUND	Mauritius	Mauritius	-	15000	0.0288
73	EMERGING MARKETS LARGE CAP CORE EQUITY III FUND OF DIMENSIONAL FUNDS PLC	Ireland	Ireland	-	273	0.0005
74	INTERNATIONAL MONETARY FUND	United States	United States	-	312	0.0006
75	ISHARES MSCI INDIA SMALL-CAP ETF	United States	United States	-	28154	0.0541
76	LEGAL & GENERAL UCITS ETF PLC -L&G GERD KOMMER MULTIFACTOR EQUITY UCITS ETF	Ireland	Ireland	-	252	0.0005
77	NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	United States	United States	-	9615	0.0185
78	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	United States	United States	-	368	0.0007
79	QUADRATURE CAPITAL VECTOR SP LIMITED	Cayman Islands	Cayman Islands	-	2244	0.0043
80	ROTHKO EMERGING MARKETS ALL CAP EQUITY FUND, L.P.	United States	United States	-	1094	0.0021
81	ROTHKO EMERGING MARKETS SMALL CAP EQUITY FUND, L.P.	United States	United States	-	3136	0.006
82	BUMA-UNIVERSAL-FONDS I	Germany	Germany	-	45752	0.088
83	CI WISDOMTREE EMERGING MARKETS DIVIDEND INDEX ETF	Canada	Canada	-	100	0.0002
84	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	United States	United States	-	135503	0.2606
85	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	Ireland	Ireland	-	5614	0.0108
86	FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	United States	United States	-	5562	0.0107
87	FLORIDA RETIREMENT SYSTEM - ALLSPRING GLOBAL INVESTMENTS, LLC (EMSC)	United States	United States	-	25337	0.0487
88	ISHARES CORE MSCI EM IMI UCITS ETF	Ireland	Ireland	-	42206	0.0812
89	ISHARES CORE MSCI EMERGING MARKETS ETF	United States	United States	-	125395	0.2412

90	LSV EMERGING MARKETS SMALL CAP EQUITY FUND, LP	United States	United States	-	16000	0.0308
91	PUB EQUITIES EMERGING MARKETS 2	Switzerland	Switzerland	-	4251	0.0082
92	SEI TRUST COMPANY, AS TRUSTEE ON BEHALF OF ACADIAN GLOBAL SMALL CAP EQUITY CIT FUND	United States	United States	-	17823	0.0343
93	STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	United States	United States	-	2050	0.0039
94	ACADIAN EMERGING MARKETS EQUITY II FUND,LLC	United States	United States	-	10096	0.0194
95	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	United States	United States	-	134644	0.259
96	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE328-ACADIAN ASSETMANAGEMENT INC.	United States	United States	-	11455	0.022
97	DFA INTERNATIONAL CORE EQUITY FUND	United States	United States	-	1938	0.0037
98	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	United States	United States	-	8557	0.0165
99	DIMENSIONAL EMERGING MARKETS EX CHINA CORE EQUITY ETF OF DIMENSIONAL ETF TRUST	United States	United States	-	496	0.001
100	DIMENSIONAL EMERGING MARKETS VALUE ETF OF DIMENSIONAL ETF TRUST	United States	United States	-	4125	0.0079
101	EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	United States	-	5515	0.0106
102	FUNDPARTNER SOLUTIONS (SUISSE) SA- TURICUM - AKTIEN - UND IMMOBILIENWERTSCHRIFTEN	Switzerland	Switzerland	-	928	0.0018
103	MERCER QIF FUND PLC-MERCER INVESTMENT FUND 1	Ireland	Ireland	-	1977	0.0038
104	MV SCIF MAURITIUS	Mauritius	Mauritius	-	7635	0.0147
105	PRUDENTIAL WORLD FUND, INC. - PGIM QUANT SOLUTIONS INTERNATIONAL EQUITY FUND	United States	United States	-	536	0.001
106	TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS - ACADIAN ASSET MANAGEMENT LLC - EM SMALL CAP	United States	United States	-	42556	0.0818
107	THE BOEING COMPANY EMPLOYEE SAVINGS PLANS MASTER TRUST	United States	United States	-	4574	0.0088
108	TSP CUSTOM EMERGING MARKETS SECURITIES LENDING FUND	United States	United States	-	5989	0.0115
109	WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND	Ireland	Ireland	-	28341	0.0545
110	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	United States	-	658	0.0013
111	SAMSUNG EMERGING ASIA SECURITIES MASTER INVESTMENT TRUST (EQUITY)	South Korea	South Korea	-	250	0.0005
112	SAMSUNG INDIA SMALL AND MID CAP FOCUS SECURITIES MASTER INVESTMENT TRUST(EQUITY)	South Korea	South Korea	-	50323	0.0968
113	SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF	United States	United States	-	3592	0.0069
114	THRIFT SAVINGS PLAN	United States	United States	-	31558	0.0607
115	WISDOMTREE INDIA EARNINGS FUND	United States	United States	-	2966	0.0057
116	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	United States	United States	-	5565	0.0107
117	QMA JP EMERGING MARKETS ALL CAP ONSHORE FUND, L.P.	United States	United States	-	13491	0.0259

118	SAMSUNG EMERGING DYNAMIC EQUITY MASTER INVESTMENT TRUST	South Korea	South Korea	-	500	0.001
119	STATE STREET ACTIVE EMERGING MARKETS NON-LENDING COMMON TRUST FUND	United States	United States	-	2479	0.0048
120	TEACHER RETIREMENT SYSTEM OF TEXAS- SELF MANAGED 40	United States	United States	-	45	0.0001
121	THE NORTH CAROLINA SUPPLEMENTAL RETIREMENT PLANS GROUP TRUST	United States	United States	-	1246	0.0024
122	ULLICO DIVERSIFIED INTERNATIONAL EQUITY FUND, L.P.	United States	United States	-	576	0.0011
123	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	United States	United States	-	102397	0.1969
124	WISDOMTREE GLOBAL EX-U.S. QUALITY DIVIDEND GROWTH FUND	United States	United States	-	6423	0.0124
125	BNYM MELLON DB SL ACWI EX-U.S. SMALL CAP FUND	United States	United States	-	115	0.0002
126	BUREAU OF LABOR FUNDS- LABOR PENSION FUND- ENHANCED GLOBAL EMERGING MARKETS DYNAMIC MULTI-FACTOR EQUITY-ROBECO INSTITUTIONAL ASSET MANAGEMENT B.V.-ERE59	Taiwan	Taiwan	-	3744	0.0072
127	CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED - ODI	Mauritius	Mauritius	-	309	0.0006
128	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	Ireland	Ireland	-	1063	0.002
129	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	United States	United States	-	7592	0.0146
130	EMERGING MARKETS TARGETED VALUE PORTFOLIO	Ireland	Ireland	-	2269	0.0044
131	GOLDMAN SACHS (SINGAPORE) PTE. - ODI	Singapore	Singapore	-	206	0.0004
132	GOLDMAN SACHS INVESTMENTS (MAURITIUS) I LTD	Mauritius	Mauritius	-	154	0.0003
133	LAZARD ASSET MANAGEMENT LLC	United States	United States	-	61	0.0001
134	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	United States	United States	-	3285	0.0063
135	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI ACWI IMI UCITS ETF	Ireland	Ireland	-	705	0.0014
136	STATE STREET EMERGING MARKETS SMALL CAP ACTIVE NON-LENDING QIB COMMON TRUST FUND	United States	United States	-	28501	0.0548
137	TEXAS MUNICIPAL RETIREMENT SYSTEM	United States	United States	-	1797	0.0035
138	UTAH STATE RETIREMENT SYSTEMS	United States	United States	-	1128	0.0022
139	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS	United States	United States	-	171532	0.3299
140	VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND	United States	United States	-	47599	0.0915
141	VIRGINIA RETIREMENT SYSTEM MANAGED BY ACADIAN ASSET MANAGEMENT	United States	United States	-	25717	0.0495

Clarification with respect to Form MGT-7 of Financial Year 2024-25

1. In Point No. VI(A), the total number of Shareholders under Promoter Category has been shown as 27. However, in the Shareholding Pattern filed with Stock Exchanges (BSE & NSE) for the financial year ended 31st March 2025, the total number of Promoter and Promoter Group is appearing as 23, as there are 4 Promoter Group Shareholders with Nil Shareholding.
2. Three Shareholders falling under the Promoter category holds Shares in two Demat Accounts each. These three Shareholders holdings have been clubbed for the purpose of Shareholding Pattern as mentioned in point VI(A). Hence, we are considering the total number of Shareholders under Promoter category as 27.
3. The information presented under Point No. VI(B), pertaining to ***“Breakup of the total number of shareholders (Promoters + Other than promoters)”***, is based on the data provided by the Company’s Registrar and Transfer Agent (“RTA”).

As per RTA records, based on the Benpos data, there were total 74,994 shareholders as on 31st March 2025 comprising 14,179 shareholders under Female category, 30,280 shareholders under Male category and 2,000 shareholders under ‘other than individual’ category. As per the records, there are no gender specified for the remaining 28,535 shareholders.

The construct of Form MGT-7 mandatorily requires gender classification of all the shareholders. Therefore, in order to validate the e-form, 28,535 shareholders, for which no gender has been specified/made available, are clubbed in the Male category, resulting in a total of 58,815 shareholders being reported under the ***“Individual–Male”*** category in the e-form.

4. As Clause VI(C) of e-form permits a maximum of 25 entries under ***“Details of Foreign Institutional Investors (FIIs) holding shares of the Company”***, a comprehensive list of FIIs and FPIs has been provided as an optional attachment to the form.



The RTA records (based on Benpos) of such FPIs and FII does not contain the:

- 1) "Date of incorporation" and since there is no data available, the Company has mentioned the date of incorporation of all such investors as 01/04/2024 (as a dummy date), solely for the purpose of avoiding system validation errors.
- 2) "Concerned address in respective countries of incorporation" and in absence of foreign address available, the Company for the purpose of avoiding system validation errors, in the address field, has mentioned the country of incorporation.
5. During the financial year 2024-2025, resolutions were passed by way of Postal Ballot, the result of which was declared on 20th December 2024. Since, the attendance of members is not applicable in case of Postal Ballot, the Company is unable to provide the details under Point No. IX(A)- **Members/Class/Requisitioned/NCLT/Court convened Meetings.**
6. The remuneration details of Dr. Bina Modi, Managing Director and CEO of the Company have been disclosed under Point No. X(A) and are therefore not restated under Point No. X(B).

For Godfrey Phillips India Ltd.


Punit Kumar Chellaramani
Company Secretary

M. No.: A21331

Address: 14, Omaxe Square,
Jasola District Centre,
New Delhi 110025.



Date: 29 October 2025





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DESIGNATION OF PERSONNEL FOR PROVIDING INFORMATION ON BENEFICIAL INTEREST TO THE REGISTRAR OF COMPANIES.

Pursuant to the provisions of Section 9(4) of the Companies (Management and Administration) Rules, 2014, as amended, the Company Secretary of the Company is deemed to be designated as Authorised Person for furnishing and extending co-operation for providing information to the Registrar of Companies or any other authorised officer with respect to beneficial interest in the Shares of the Company.

For Godfrey Phillips India Ltd.

Punit Kumar Chellaramani
Company Secretary
M. No.: A21331

Address: 14, Omaxe Square,
Jasola District Centre,
New Delhi 110025.

Date: 29 October 2025



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