**Transcript of the 88th Annual General Meeting ("AGM") of Godfrey Phillips India Limited held on 4th September 2025 at 2.30 PM (IST) through video conference/other audio visual means**

**Moderator MUFG Intime:**

Good afternoon, everyone.

A very warm welcome to all the panel members and shareholders for the 88th Annual General Meeting of Godfrey Phillips India Limited. We have the requisite quorum in place. I now hand over the proceedings to the Company Secretary. Over to you sir.

**Company Secretary:**

Very Good afternoon, I am Pumit Chellaramani, Company Secretary of Godfrey Phillips India Limited.

A very warm welcome to the Chairperson, the esteemed Board Members, the Auditors, all the shareholders and my dear colleagues who have joined us today, at the 88th Annual General Meeting of Godfrey Phillips India Limited through Video Conferencing.

The Ministry of Corporate Affairs, vide its various circulars, has permitted the holding of the Annual General Meeting through VC or Other Audio Video Means without the physical presence of the shareholders at a common venue.

In compliance with the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the MCA circulars, issued from time to time, the AGM of the Company is being held through VC. The deemed venue for the AGM is the Registered Office of the Company.

Before commencing our official proceedings, I would like to inform all the attendees that:
1. All shareholders who have joined this meeting are by default placed on mute mode to avoid any disturbance from background and to ensure smooth conduct of the meeting.
2. The Company had provided a designated e-mail id inviting shareholders to register themselves as speakers at the AGM and to post their questions, if any.

Upon commencement of the question & answer session, the moderator will announce one-by-one, the name of speaker shareholders, based on the serial number allotted to them. The speaker shareholder, if present, will thereafter be unmuted by the moderator. Those who could not register themselves as speakers or send questions in time, are free to get in touch with the Company through email for seeking answer to their questions in due course of time. If any speaker shareholder is not able to join through video for any reason, then he/she can join through the audio mode. The speaker shareholders are advised to use headphones for clear audio and switch-off other background applications. If there is any connectivity issue from speaker's end, the moderator will request the next speaker to join the meeting and the previous speaker will be allowed to join later on. We would request the speaker shareholders to kindly limit their speech to 3 minutes.

The facility for voting through electronic voting system will also be made available during the AGM and shareholders attending the Meeting who have not cast their vote earlier by remote e-voting, will be able to vote at the AGM through e-voting system.

I now request our respected Chairperson Dr. Bina Modi to formally declare the meeting to order.
**Chairperson:**

I welcome the shareholders at the 88th Annual General Meeting of the Company and the quorum being present, I declare the meeting to order.

**Company Secretary:**

I will now introduce the panelists in this meeting.

We have our Chairperson and Managing Director, Dr Bina Modi. She is also the Chairperson of Corporate Social Responsibility (CSR) Committee of the Company. Sitting to the right of her are Ms. Charu Modi, Executive Director; Mrs. Nirmala Bagri - Independent Director and Chairperson of Stakeholders and Relationship Committee; Mr. Sharad Aggarwal, Functional CEO & Whole-time Director and Chairman of ESG Committee, Mr. Sunil Agrawal - Executive Vice-President and Mr. Vishal Dhariwal - Chief Financial Officer. Sitting to the left of Chairperson are Mr. Sumant Bharadwaj – Independent Director and Mr. Avtar Singh Monga - Independent Director and Chairman of Audit Committee.

Those attending through VC are Mr. Subramanian Lakshminarayanan, Independent Director and Chairman of Nomination and Remuneration Committee and Risk Management Committee; Mr. Ajay Vohra, Independent Director; Mr. Paul Janelle, Non-Executive Director; Mr. Naman Agarwal and Mr. Keshav Ladha, representatives of Statutory Auditors; Mr. Rupesh Agarwal, representative of Secretarial Auditors and Mr. V. Ramachandran, Scrutinizer.

Now, I request the meeting to take the notice convening the meeting, the Directors' Report and the audited financial statements, as read.

I also request the meeting to take the statutory auditors' report and the secretarial auditors' report, as read, since there are no qualifications or adverse remarks, and these reports are forming part of the Annual Report sent to the Shareholders. The statutory registers and other inspection documents are open and accessible for electronic inspection during the meeting to any person entitled to attend the meeting. Now I hand over to the Chairperson for her address.

**Chairperson:**

Good afternoon.

It is my pleasure to extend a warm welcome to all our shareholders, esteemed members of the Board, our management team, and our dedicated associates present here today for the 88th Annual General Meeting of the Company.

To be able to address you once again is a privilege. Your steadfast trust has been the foundation of our resilience and our progress, and I am grateful for your continued support and confidence bestowed on us year after year.

Our founder led this company for four decades with his rare vision and unwavering integrity. His principles continue to guide our decisions, and his values remain deeply woven into the fabric of this enterprise particularly on occasions such as this. He firmly believed that you all are the backbone of GPI and together, we can grow from strength to strength.

I take great pride in carrying the torch of his legacy.

Today, the world around us is in a flux: a time of significant disruption, but also one of remarkable opportunity. The world today brings both Concern and Hope together. We are witnessing three broad trends that shape our context today. First, the headwinds: geopolitical conflicts, environmental fragility, accelerated climate crisis, and food security concerns. These issues touch every economy and every country. Second, the enormous potential of digital technology and Artificial Intelligence. These forces are not just reshaping the very nature of how business is conceived, produced, and delivered but also reshaping the future of humanity. Third, amid this turbulence, India has emerged as a beacon of steady growth. With a GDP consistently above 6%, and a reform-driven, forward-leaning governance model, our nation is on the path to becoming the world's third-largest economy. We are proud that your company plays its role in this transformation.

In the face of a challenging environment and muted domestic demand, I am pleased to report that your company delivered a strong performance in financial year 2024–25. Gross sales (including duties and taxes) reached ₹ 14,480 crore, reflecting a 34% year-on-year growth. Consolidated net profit after tax from continuing operations rose to ₹ 1,153 crore — numbers that speak about resilience and disciplined execution. The tobacco segment remains our cornerstone, contributing 99% of sales, including ₹ 2,120 crore from our international business operations. Our cigarette business has demonstrated steady growth, supported by premiumisation and innovation in product portfolio, and a stable tax regime that has helped recover share from illicit trade.

Looking ahead, we are entering new markets, expanding customer base for our unmanufactured tobacco exports, and exploring opportunities to monetise certain assets — all to unlock greater value.

Our share price has been at an all-time high — a quiet affirmation of the direction we have chosen.

Reflecting this strong performance, the Board has recommended a dividend of ₹ 95 per share, including the interim dividend of ₹ 35 per share paid earlier, for the financial year 2024-25 which is higher by 70% as compared to dividend of ₹ 56 per share for the last financial year.

In our continuous endeavour to reward the shareholders, the Board of Directors, last year, had proposed issuance of bonus shares to its shareholders in the ratio of 2 new shares for every 1 share held. Owing to the requirements of certain regulatory clarifications, the implementation of the said proposal was put on hold. However, I am glad to announce that the required clarifications are in place now and the Board has already approved issuance of bonus shares on 4th August 2025, which is now a subject matter of your approval. With this, we aim to broaden our shareholders base and improve market liquidity of our shares. We are committed to enhance the shareholders' value and this is just a step in that direction.

It gives me great pride to share that Godfrey Phillips India has been recognised as "A Great Place to Work" for the seventh year in a row. This honour reflects not just our policies, but our people, their spirit, their dignity, and their commitment to excellence. Our focus on Diversity, Equity, and Inclusion remains central to how we lead and govern. At Godfrey Phillips India, we have always believed that business cannot operate in a vacuum. It must operate with consciousness and conscience.

In today's world, ESG is a commitment to our planet, to the people we impact, and to the generations that will follow us. Your company has taken this responsibility seriously. And our journey has shown measurable progress. This year, I am proud to share that your Company made a significant leap in the Dow Jones Sustainability Index, climbing from a score of 43 to 64. It is a reflection of focused effort, detailed introspection, and systemic change. We know there is still a long way to go. And we are committed to walking that path with diligence and sincerity.

At the grassroots level, we continue to place our energy where it is needed most. Water security and climate resilience have become two of the most pressing issues for our on-ground communities, especially for our tobacco farmers. We have expanded our reach to over 800 villages, where we are working closely with communities to identify critical needs and co-create sustainable solutions. Whether it is through improved irrigation methods, alternate crop cycles, or climate-resilient farming practices, our goal is clear: to enable better livelihoods and dignified living conditions that are in harmony with the environment.

This year also marked the beginning of one of our most ambitious and meaningful CSR initiatives yet. We undertook a massive health screening programme targeting the community of over 1,000 daily traders, hawkers and their families in Delhi, Mumbai, Jammu, and Ahmedabad. Through this initiative, we tested individuals and their families on over 100 health parameters, giving them access to medical attention, information, and early intervention. The response has been overwhelming. We are now preparing to take this initiative to more geographies.

In keeping with Shri K.K. Modi's enduring vision, we continue to strengthen our governance framework and are deeply committed that your company is run professionally and efficiently. We are enhancing the Board representation and refreshing our Board committees, ensuring that our leadership remains both agile and accountable.

Our strategic partnership with Philip Morris International continues to deepen. We are taking steps to fully leverage this alliance, including the induction of PMI nominees to our Board, as we continue to broaden our global perspective.

As I conclude, I wish to express my sincere gratitude to our employees, for their dedication; to our management, for their leadership; to the Board, for its guidance; to all our partners, farmers, bankers, and regulatory authorities, for their trust. And most of all, to you — my dear shareholders. Your confidence in us is both a responsibility and an honour. We will continue to uphold the values that define us and pursue growth with the same quiet determination that has brought us here.

The journey is far from over — and we look ahead with courage, clarity, and conviction.

Thank you.

**Company Secretary:**

Thank you, Ma'am!

As per the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided to its Members, the facility to exercise their vote through electronic means i.e. 'remote e-voting' on all the resolutions proposed to be passed at this Annual General Meeting. The e-voting period had started on 1$^{st}$ September 2025 and ended on 3$^{rd}$ September 2025 at 5.00 p.m. Since it is obligatory to provide similar voting rights to the members present at the meeting, to vote in proportion to the shares held by them, the e-voting window for those shareholders who could not cast their votes previously, has been already enabled. Mr. V. Ramachandran, Proprietor, V. R. Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process.

Now we move on to the first Item of the Notice i.e., Ordinary resolution for (a) adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, the reports of the Board of Directors and Auditors thereon; and (b) adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 and the report of Auditors thereon.

The shareholders who are registered as speakers will be allowed to speak/ raise their questions within the time limit of 3 minutes per speaker, when their respective names and serial number allotted to them is called out by the Moderator.
Moderator, please take over.

**Moderator MUFG Intime (Ms. Sarita):**

Thank you, Sir. I would like to invite our speaker number one, Mr. Badri Vishal Bajaj. Sir, you are on the panel, please enable your video and ask your question.

**Badri Vishal Bajaj:**

Good afternoon! Respected Chairperson, Dr Bina Modi ji, I am Badri Vishal Bajaj from Hyderabad.

Your fantastic speech about the Company's all fronts is commendable. No front was left alone, where your attention is not being given to. This has taken the Company ahead, as per planned. The market cap has reached Rs. 55,000 crores. The shareholders are benefitted on all the fronts whether be it the bonus or the dividend. The earnings as shown during FY 25 and first quarter of FY 26 was at lifetime high. Congratulations Dr. Bina ji, keep it up. Now, I want a view/ opinion from you on our competitor VST where about 25% stake is held by Mr. Damani and Mr. Aditya Gooptu, ex-GPI, was MD and now Mr. Sanjay Wali, another ex-GPI, is WTD and that its profits and shareholder value is going down. In India since 1999, no new licenses have been issued in tobacco / cigarette sector, can GPI take over VST in order to grow in size? That is my observation. What is your view on this? Thank you very much. Keep it up. Thank you.

**Moderator MUFG Intime:**

Thank you, Sir. Now I invite our speaker number two, Ms. Celestine Mascarenhas.

Ma'am, you are in the panel, please enable your video and ask your question.

**Celestine Elizabeth Mascarenhas:**

Madam Bina Modi, ED Madam Charu Modi, other esteemed directors on the Board And my fellow shareholders in this VC meet, I am C E Mascarenhas speaking from Mumbai. First of all, I thank the Company Secretary, Mr. Pumit Kumar Chellaramani, and his team for sending me the annual report and also registering me as a speaker, at my request and giving me this beautiful platform to express myself. Also, big thanks to the Link Intime. Thank you so much.

Our annual report is full of information, facts and figures - self-explanatory and at the same time, adhering to all the norms of corporate governance. Our working is good. A good dividend of Rs. 95 per share, which I feel this is the highest ever and reward in form of two bonus shares for every one share held. Market price of share going above Rs. 10,000 plus, what more can I ask from this Company?

Madams, you both like (Goddess) Lakshmi, have done wonders Madam. It is so nice to see my company shining every day and let this shine remain in the times to come. I'm very happy with the good CSR work. Also, ESG and sustainable report is also good. So, madam, I have only one request. Could you please arrange a plant visit to Rabale factory which is very close to Mumbai. I have no questions, because I have full faith in the management, and I know this management will definitely reward the shareholders from time to time. Thank you very much. I wish you a very good health as with good health, the wealth will grow.

Wish you very happy festive seasons. Ganesha Chaturthi festival is going on currently. I pray to Ganesha to bless our Company hundred folds. So that from here it doubles and still more with this. Thank you very much for giving me this opportunity to speak. Thank you once again. Now I give it to Mr. Aloysius.

**Aloysius Mascarenhas**

Hello, I'm the next speaker in the queue. Can I proceed?

**Moderator MUFG Intime:**

Yes Sir, you can proceed.

**Aloysius Mascarenhas**

Respected Chairperson, distinguished members of the Board and my fellow shareholders. Good evening to you all. My name is Aloysius Mascarenhas and I'm a proud shareholder of this prestigious Company, which is rewarding the shareholders year-after-year with higher dividends. And now with two shares for one share held as bonus – it's very good. It's really worth keeping these shares in our portfolio.

I endorse the point of the previous shareholder, as I would also like to visit our factory (Rabale) because seeing is believing and it gives the economic value to the Company. Rest I don't want to speak anything more. I end my speech wishing you personally, all the board members and more importantly all the employees, all the very best in the days and years to come with this thank you very much for patient hearing. Good health, good luck and goodbye.

**Moderator MUFG Intime:**

Thank you, Sir. I now invite our speaker number four Ms. HS Patel. Ma'am, you are in the panel, please enable your video and ask your question.

**HS Patel:**

Respected Chairperson, Dr. Bina Modi, Ms. Charu Modi and other eminent Directors on the Board. Good afternoon to all of you. Thank you, Mr. Dhariwal, CFO of our Company for giving such good financial results. And thank you very much Mr. Pumit Kumar. I'm also thankful for the help given by Mr. Ashutosh Sinha and Mr. Ghanshyam. Thank you, Sarita from Link Intime.

This is the 88$^{th}$ AGM and today our share price quoted is almost Rs. 10,244. It is excellent on the part of Godfrey Philips to give us a dividend of ₹95. We are all very happy for that.

So, we have been a very major player in the domestic cigarettes sector. I have a few questions. We are into / have entered into three segments from 2019, that is Tea, Confectionary and Pan Masala. It's right from 2019. So, what are the various items in the Tea and in the confectionary if you can let me know, what is the Capex for these three products, how much have we invested in tea, confectionary in pan masala, and how much is the revenue from them in 2024-25.

Your revenue margin has increased considerably. Will this trend continue? It's really very good. The sin tax proposal by the government on tobacco; how will it impact on our revenue margin? Marlboro brand is from Philip Morris, which holds a 25 % stake in our Company. How much do we pay them? Our competitors are ITC, Golden Tobacco and VST and, still we have been able stay on the top. Our market cap is high and I'm really very grateful. I congratulate all your people for having good awards and accolades, especially the gold medal at IRIM.

Madam, we are giving very good rewards to the people who have done very good at the work front. I'm really very much pleased with it. Very good brand. I'm very proud to be a shareholder of this company. Good CSR practice that you are doing, especially for the people who have done very good at the forefront.

Well, I support all your resolutions. Thank you for giving us a dividend and plus you're giving us a bonus at 2:1, i.e., for every one share we are having, we are getting two shares. Thank you so much, madam. I can expand my portfolio also.

I congratulate all for this good job that you'll have done by giving good results. Only I just wanted to say that please do not split the shares. Let our share remain competitive and let our share price increase. Of course, I wish that like MRF which is having high share price, our Company also reaches to that height. Please do not split the share. On dividend, why not utilize this amount for increasing the benefits in our Company. I wish all the best for the Company.

All the people have done very well. Thank you very much and I support all your resolutions. This is Mrs. Patel from Mumbai.

**Moderator MUFG Intime**

Thank you, Ma'am. Now I invite our speaker number five, Mr. Himanshu Trivedi. Sir, you are in the panel, please enable your video and ask your question.

**Himanshu Trivedi**

Hello. Respected Chairperson Dr. Bina Modi, other Board of Directors, I'am Himanshu Trivedi, from Vadodara, Gujrat.

First of all, I am thankful to the CS, Mr. Pumit Kumar Chellaramani and CFO, Mr. Vishal Dhariwal, as both of them had asked for my queries well in advance; so, I am very grateful to both of them.

I'm again thankful to Company Secretary for sending me the soft copy of the Annual Report well in advance, where information is accurate and is easy to follow. So, I'm thankful to you and your entire secretarial team. Annual Report is nicely prepared with all corporate governance requirements well covered in it.

I do not have many questions because I have full faith on Board, their resolutions, and their working. I support all the resolutions / items. I have sent my all questions and queries through email well in advance and have got all the answers, so I have no more question from my side.

I wish you good luck and bright future for coming times. Thank you for allowing me to speak.

**Moderator MUFG Intime**

Thank you, Sir. Now I invite our speaker number six, Ms. Lekha Shah. Ma'am, you are in the panel, please enable your video and ask your question.

**Lekha Shah**

Respected Chairperson Ma'am, the Board of Directors, and the fellow members, good afternoon and regards to everyone. I am Lekha Shah from Mumbai.

First of all, I would like to thank our Company Secretary for giving me this opportunity, with smooth process, where I'm able to talk in front of you all at the AGM. I'm delighted to say that I received the annual report in time and it is beautiful, full of collage and with facts and figures in place.

Chairperson Ma'am, your opening remarks were so insightful and comprehensive. You have already addressed everything that I had in mind. Ma'am on the occasion of Ganesh Chaturthi, I pray to Lord Ganesha, that He always showers his blessing upon you. I'm proud to be a shareholder of this Company. May all the upcoming festivals be filled with victory, and blessings Ma'am.

As a regular speaker shareholder, I would like to request you for the factory visit along with the other members present at the meeting. Ma'am, I hope the Company will continue the Video conference meeting in future also. So, I would like to say that I strongly and whole-heartedly support all the resolutions for today's meeting. Thank you, Ma'am.

**Moderator MUFG Intime:**

Thank You Ma'am. Speaker number seven Mr. Ajit Darda. Sir, you are on the panel, please enable your video and ask your question.

**Ajit Darda**

Hi! Good afternoon, all. I hope I'm audible. Thanks for the opportunity, Ma'am.

Firstly, I want to congratulate the management for the great performance under the visionary leadership of you, respected Ma'am. I just have two suggestions cum questions.

The 1$^{st}$ one is that we are already doing so much good in our existing business, but we have planned to enter into real estate development business as well, which is very capital intensive and highly competitive business. So, we should be very cautious or may be try to avoid this business and continue taking our existing business to the newer heights and 2$^{nd}$ question is ma'am, what is our current dividend payout policy?

And request the management to pay a little higher dividend or one-time special dividend, reason being we have such a high reserves and cash balances in our balance sheet, and thank you so much ma'am, and I support all the resolutions. Thank you so much, best of all.

**Moderator MUFG Intime:**

Thank You Sir. Now I invite, speaker number eight, Mr. Yusuf Rangwala. Sir, you are on the panel, please enable your video and ask your question.

**Yusuf Rangwala:**

Good afternoon! I hope you all can hear me. I would like to thank Madam for the Bonus shares and dividend of Rs. 95, including Rs. 35 interim dividend. Our main competition is ITC. We have a factory at Rabale, and many years have passed since a visit to factory was arranged. Please arrange a visit after the month of Diwali. The bonus of 2:1 is very excellent and handsome. I thank the secretarial team and the Company Secretary for their services. I thank the NSDL team as well. I wish everyone happy Ganesh Chaturthi. Thank You.

**Moderator MUFG Intime:**

Thank You Sir. Now I invite, speaker number nine, Mr. Gautam Tiwari. Sir, you are on the panel, please enable your video and ask your question.

**Gautam Tiwari:**

Very Good Afternoon! Warm regards to our popular CMD, Dr. Bina Modi. You have really done amazing and wonderful work by giving 2:1 bonus shares and dividend of Rs. 95 per share. Welcome and warm greetings to Ms. Charu Modi, ED; dignified Directors on the Board; CFO – Mr. Vishal Dhariwal, CS – Mr. Pumit Kumar Chellaramani, team GPI and fellow shareholders. I am Gautam Tiwari, shareholder from Mumbai.

Madam, secretarial investor services has always been exceptionally outstanding, harmonious, and cordial, for which I would like to really wish happy and healthy / wealthy post-retirement life to Mr. Sanjay Gupta and Mr. Vivek Bhatt.

Madam, Dr. Bina Modi ji, in fact you have done such a wonderful thing by declaring double bonus shares i.e. 2:1, unique in the history of corporates and good Rs. 95 dividend. There is absolutely nothing more which can be asked from our side. I value in what you have created for shareholders and have rewarded them year after year.

Madam since we are going to diversify soon to real estate business, I would like to request to please give details now or afterwards about the same. I would also like to know how many shares were transferred to government or IEPF during this year. I congratulate management and team for winning various awards and accolades and also for your best CSR activities being undertaken.

34 % year-on-year growth is quite commendable and is really good. I urge for a Rabale factory visit. I'm very sure you will do the needful. I support all resolutions and have already voted for each one. I also support the appointments and re-appointments of all Directors. We are the shareholders right from day one and we have unwavering trust confidence and faith in the management. Our lifetime continuous support is always assured.

I wish for each member a healthy, wealthy, prosperous life, and safe life along with bright future for the Company forever. And madam, I wish that may Lord Ganesha shower all the choicest blessings upon you and upon the Company for ever and ever.

*[Recited a poem in Hindi]*

All employees and all workers, all executives, officers, and all management team, I wish you all the best and a very bright future for the Company. Being a proud shareholder, I wish and pray. Even the services of our RTA i.e. Link Intime is very good, for which I congratulate each one of these relative departments precisely well. Thank you very much once again. Jai Hind!

**Moderator MUFG Intime:**

Thank You Sir. Now I invite, speaker number ten, Mr. Anil Mehta. Sir, you are on the panel, please enable your video and ask your question.

**Anil Mehta**

This is Anil Mehta here and I am calling from Mumbai. I just have one question. Looking into the trade war with the USA and the present military situation with our neighbouring country and also the present repo rate, how much growth can we expect in current FY 2025-26. With this we are supporting all the resolutions and thanks to the Secretarial Department for their co-operation and support. Thank you and all the best for the bright future of our Company. Please look after the plant visit. Thank you again.

**Moderator MUFG Intime:**

Thank You Sir. Our speaker number eleven Ms. Swechha Jain, and speaker number twelve Mr. Hardik Jain are currently not present in the panel. So, I invite our speaker number thirteen, Mr. Mustafa. Sir, you are in the panel, please enable your video and ask your question.

**Mustafa Khedwala**

I hope I am audible. Good afternoon to all the stakeholders of Godfrey Phillips.

The value creation during Dr. Bina Modi ji's Chairmanship has been remarkable, and one is rooting for the team and you Madam. We hope this is just the beginning of your long innings. The march of technology seems to be heading towards the IQOS and ZYN portfolio of Philip Morris. Does our agreement with Philip Morris cover these new-age products? And do we have any exclusive rights to make and distribute the same locally?

Ma'am, does the management see any viability in manufacturing these heat sticks and exporting them to the consuming markets of Philip Morris like Japan?

Madam one hopes that you can consider raising the dividend payout to at least 75 % of our annual cash flows. We are currently at some 50%, which is quite low compared to global contemporaries.

There's no Ozempic or equivalent weight loss drug for bloated balance sheets as yet, and I fear by accumulating too much cash, we may increase the chances of mis-allocating the capital in the future. Rest, thank you so much for your patient hearing and I wish you and the team members all the best.

**Moderator MUFG Intime:**

Thank You Sir. Our speaker number fourteen Ms. Anushree Gandhi. Ma'am, you are in the panel, please enable your video and ask your question.

Anushree Ma'am, you may please ask your questions. Anushree Ma'am.

It seems there is some connectivity issue. So, we move ahead with speaker number fifteen Mr. Ikshit. Sir, you are in the panel, please enable your video and ask your question.

**Ikshit Naredi**

Ma'am, I don't have any more questions, as all my questions have already been answered in the telephonic call, so thank you.

**Moderator MUFG Intime:**

Thank You Sir. Now I invite, our speaker number sixteen, Mr. Chetan Phalke. Sir, you are on the panel, please enable your video and ask your question.

**Chetan Phalke** *(from Trithan Capital Private Limited)*

Good afternoon! Can you hear me?

**Moderator MUFG Intime:**

Yes Sir, you are audible.

**Chetan Phalke**

Good afternoon and thank you for the opportunity. First of all, I'd like to congratulate the management for a stellar performance over the last few years under the leadership of Dr. Bina Modi. Godfrey has emerged as a fastest growing FMCG Company in the country under your leadership Ma'am. We are amongst top 200 profit-making companies in the listed universe now. And very soon we are headed towards top 150 profitable listed companies in the country. And additionally, the stock is also included in major indexes on the stock exchanges. So really happy to see the progress of the Company over the last five years and we hope this is going to be a long term journey and will continue to grow like this. Given this background ma'am, to further enhance our corporate governance, I'd like to request you into considering at least one long form investor interaction in a year because, of course your AGM and the quarterly presentations are very detailed and they are very helpful in understanding the course that the company is charting for itself, a detailed interaction once a year, if not via a quarterly conference call, but at least one long form investor interaction, either physical or a digital conference or a webinar can add a lot of value Ma'am. And additionally, ma'am, of course the other shareholders have raised this point earlier, but at the cost of repetition, can we have some clarity on our capital allocation policy, because our cash and investments are now well north of Rs.3000 crores and it is going to swell further given the pace at which we are growing. And how are we thinking about our reserves and dividend payouts or are we even thinking of a special one-time dividend as another shareholder pointed out. Also, Ma'am, there are these concerns related to our real estate plans. So, if you can just help us understand the plans for this subsidiary company and how much capital we are planning to commit towards this venture, it would be really helpful. I have e-mailed some of my remaining questions to your team. Thank you very much for the opportunity and my best wishes to the entire team.

**Moderator MUFG Intime:**

Thank You Sir. Now I invite, our speaker number seventeen, Ms. Homayun. Ma'am, you are on the panel, please enable your video and ask your question.

**Homayun Beruz Pourdehi**

We are very old shareholders. I am Ms. Homayun Beruz, and I regularly attend your AGMs.

Now of course I'm not going to repeat what the previous shareholders have repeated about bonus shares and market cap and of course we are very happy about it. Want to ask just few general questions.

So which assets are you planning to monetize? We would just like to know. You must have some plans to monetize certain assets. Question number two is that are you exporting Pan Masala because we are worthy of an exporter, and we don’t get that in any other country. Number three is regarding you mentioning about the certain regions, certain places in India where the farmers are benefited under CSR, so which parts of India the farmers are being benefited. Of course, we know you are going to expand them. That's the question number three. Also, regarding splitting up shares, I just want to know that it is like another mini bonus, and it's beneficial to the shareholders. It increases the liquidity in the market, all that and we in our hand will have more shares than what we have.

And that's all I have to say. Really, we are very proud of our Company. Our cigarette brands are so old and so famous. I wish all of us, all the best, the Chairperson, all the Board Members, all the Employees. We are such a pleasure to be in touch and be a shareholder of our Godfrey Phillips.

Thank you very much.

**Moderator MUFG Intime:**

Thank You Ma’am. Now I invite, our speaker number eighteen, Mr. Bharat. Sir, you are on the panel, please enable your video and ask your question.

**Bharat Pratap Negandhi**

Respected Chairperson, the Board of Directors and my dear shareholders, my name is Bharat Negandhi and I am from Mumbai.

Firstly, I have received the Annual Report in time. The Report is very beautiful, authentic and transparent. I congratulate the Company Secretary Mr. Pumit and his team who had sent me the physical copy. I am not asking any question because my queries were answered to in advance. So, I fully support to pass all the resolutions and wish bright and healthy future of the Company.

I request that from last so many years there has been no factory visit. So, it is my humble request that this time those who are speaker shareholder, to be given a chance to visit Rabale factory. Thank you very much once again Mr. Pumit, Company Secretary, and team, they are very good in investor services, and very co-operative to the minority shareholders. So once again thank you for giving me opportunity to speak. Thank You!

**Moderator MUFG Intime:**

Thank You Sir. Now I invite our last speaker shareholder, speaker number nineteen, Mr. Hiranand Kotwani. Sir, you are on the panel, please enable your video and ask your question.

**Hiranand Kotwani**

Namaste to all and those who are listening to me. Thank you to the Company Secretary for giving me the last number to speak though I had e-mailed early. The Company is certainly good. I am old shareholder and currently there is no room to criticize. I used to come and criticize earlier and tell you where to improve. The earlier Company Secretary, very well-mannered person, once said that you are welcome to criticise us as this will help us improve. So certainly, it is the culture of the Company and hence it is functioning good. Even (Late) Mr. Modi was very nice and humble person.

No room to criticise certainly. I received copy of Balance Sheet through email. Company Secretary please send me the physical copy. I will need your Balance Sheet. I will go through it thoroughly as it’s close to my heart and its very dear Company. Again, congratulations to whole management. Thank you and good luck.

**Moderator MUFG Intime:**

Thank you, Sir. Chairperson Madam. With your permission, can I allow Ms. Anushree Gandhi to ask her question?

**Company Secretary**:

Yeah, please.

**Moderator MUFG Intime:**

Anushri ma'am, you are in the panel, please enable your video and ask your question.

Anushree Ma’am, you can please ask your question.

**Company Secretary:**

There is no response, so please go ahead.

**Moderator MUFG Intime:**

Thank You Sir. With this we complete our speaker shareholder queries. Over to you Sir.

**Company Secretary:**

I would now request our CFO Mr. Vishal Dhariwal, to respond to the questions raised by the speaker shareholders.

**Chief Financial Officer:**

Thank you. First of all, I'd like to thank all the speaker shareholders for their encouraging words, this really gives us a reason to strive for more. I'll try to answer most of the questions in terms of how they've been asked. So, first I'll take the dividend question. Our Dividend Policy is included at Page 29 of the Annual Report, which is minimum 25% of the distributable profits. Having said that, we have distributed close to 50% of the distributable profits. Your point to look into further increase in the distributable profits for the purpose of dividend, is well noted. Then there were questions around the business of tea, pan masala and confectionary. I would like to highlight that we've already exited tea and pan masala businesses because they were in loss making. Tea was exited in 2017-18 and Pan Masala was exited in the year 2022-23. Confectionary business is in profits, and we are continuing with that. The question was around the revenue figures, so we have Rs. 56 cr. revenue from confectionary business and another Rs. 23 cr. from distribution of Ferrero products. Both of them are profitable business for us.

There has been requests from most of the shareholders about the Rabale factory visit, so the point has been well noted. We will ensure that we plan for a factory visit. I would request Pumit to co-ordinate on that and take it forward. There was another request on the annual investor interaction meet. So again, point well noted; we will work around it and will definitely ensure that the interaction with the investors' increases.

Then there were questions around the allocation of capital and also with respect to some caution around real estate business considering the current state of real estate. I would like to apprise the shareholders that as many of you would be aware that we've already floated a wholly owned subsidiary company with a specific purpose to develop the Andheri land parcels, which is in Mumbai.

And again, there was a question around which asset currently we are looking at in terms of monetizing, so as a starter, this is the current approach to look after the Andheri land parcels. Right now, the project is in early stages, and we are trying to see if the relevant approvals are in place to further dwell into that. Once we have, more information, more visibility, we'll definitely apprise our shareholders.

Then there were questions around IQOS and other products and in terms of how the agreements with PMI work around that. So again, as a Company and since we are in this particular sector, we keep a close watch in terms of how these things evolve in terms of the regulatory requirements. As and when these things are taken up by the authorities /governments, as a Company we make sure that we are geared up and ready in terms of cashing on the opportunity. As and when these things develop, we will reach out to the shareholder group as well as the larger community.

There was a question in terms of how many shares were transferred to IEPF, so during the year, 36,666 equity shares were transferred. These shares related to financial year 2016-17 and also a dividend amount of Rs. 59 Lakh was transferred.

There was question in terms of competition. ITC, VST, happens to be our competition and there were questions around them like, acquisition etc. As a Company we are in this particular business, we are growing and we are always open to every opportunity, not restricted to only particular company. However, it also circles back to the allocation of capital, like where do we best allocate our capital and wherever we feel that there is a potential, we will definitely look around. We are not closed to anything.

Then there was question in terms of how we pay Marlboro, in terms of Philip Morris being our shareholder. Philip Morris being a shareholder is one thing; In terms of our arrangement with the Indian entity, we have a distribution as well as manufacturing agreements which work on a cost plus model and that is how we make money in terms of that particular brand in India.

Then there was another question around the sin tax proposal by Government. It is very recent as yesterday and what we understand that for now, our Company or the cigarette business per se is not getting impacted, but the Government will come up with greater details in terms of how things will pan out. We will have our strategies in place how to deal with that particular situation.

Physical copy request of Annual Report by Mr. Hiranand has been noted, and we will facilitate that.

With this I've attempted to cover most of the questions. The questions which were received on email were also responded to. For the sake of brevity, I'm not repeating them here.
Thank you, thank you once again.

**Company Secretary:**

Thank You for the answers.

The following items are forming part of Agenda as contained in the 88th Annual General Meeting Notice already circulated. These proposed resolutions have already been put up for e-voting.

Item No. 2 - Ordinary resolution to declare Final Dividend and confirm the payment of Interim Dividend on Equity Shares for the financial year ended 31st March 2025.

Item No.3 - Ordinary resolution for appointment of a director in place of Mr. Sharad Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 - Special resolution for re-appointment of Mr. Sumant Bharadwaj as an Independent Director of the Company, for second term of five consecutive years w.e.f. 13th February 2026.

Item No. 5 - Ordinary resolution for appointment of Chandrasekaran Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for five years.

Item No. 6 - Ordinary resolution to increase the Authorized Share Capital of the Company and consequent alteration in clause on Capital in the Memorandum of Association of the Company.

Item No. 7- Special resolution to issue Bonus Equity Shares in the ratio of 2:1 by capitalizing the reserves of the Company.

Item No. 8- Ordinary resolution to approve material related party transaction(s) between the Company and Philip Morris Products S.A., Switzerland.

Now, I, Handover the proceedings to the Chairperson for her closing remarks.

**Chairperson:**

I now authorize the Company Secretary and Mr. Sharad Aggarwal, Whole-time Director to declare the results of voting within two working days of the conclusion of this Annual General Meeting. The results along with Scrutinizer's Report shall be intimated to NSE and BSE and shall also be uploaded on Company's website www.godfreyphillips.co.in.

With this, I announce the closure of the 88th Annual General Meeting of the Company.

**Company Secretary:**

Over to you Moderator.

**Moderator MUFG Intime:**

Thank you, Sir. The meeting is now concluded. We have displayed the closing banner and voting lines are open for next 15 minutes. Now you may take exit from the panel.

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