



GODFREY PHILLIPS
—INDIA LIMITED—

GODFREY PHILLIPS INDIA LIMITED

Registered Office:

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

CIN: L16004MH1936PLC008587

Email: isc@godfreyphillips.co.in Website: www.godfreyphillips.co.in

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

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

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

The Company has engaged the services of MUFG Intime India Private Limited (“**MUFG Intime**”) for facilitating e-Voting to enable the Members to cast their votes electronically. The e-Voting will

commence on **Friday, 30 May 2025 (9:00 A.M. (IST)) and end on Saturday, 28 June 2025 (5:00 P.M. (IST))**.

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, on 15th May 2025, has appointed Mr. V Ramachandran (CP No. 4731), Proprietor V.R. Associates, Company Secretaries, as the Scrutinizer for scrutinizing the Postal Ballot (e-Voting process) in a fair and transparent manner.

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

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

The proposed resolution, if approved by the requisite majority of Members by means of Postal Ballot, will be taken as having duly passed on the last date specified for e-Voting *i.e.* on **Saturday, 28 June 2025**.

SPECIAL BUSINESS:

1. To appoint Mr. Paul Janelle (DIN: 03489805) as a Director (Non-Executive and Non-Independent) of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Paul Janelle (DIN: 03489805), who was appointed by the Board of Directors on recommendation of the Nomination and Remuneration Committee as an Additional Director (Non-Executive and Non-Independent) of the Company, with effect from 16 May 2025, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and holds office up to the date next Annual General Meeting or for the period ending with three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the

Company, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be considered necessary in passing of the said resolution.”

Place: New Delhi
Date: 26 May 2025

By order of the Board
for Godfrey Phillips India Limited

REGISTERED OFFICE:

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

Pumit Kumar Chellaramani
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder, setting out the material facts and reasons for the proposed resolution, is annexed herein below along with this Notice for your consideration. Reasonable efforts have been made to ensure proper remote e-Voting by all the Members of the Company as on the cut-off date. The Explanatory Statement forms part of this Notice.

2. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the Notice above is sought to be passed through e-Voting process.

3. This Notice is being sent only by email to those Members who have registered their email addresses with their Depository Participant(s) (“DPs”) or with MUFG Intime India Private Limited (“RTA”) and whose names appear in the Register of Members/ List of Beneficial Owners as received from RTA or Depositories, *i.e.*, National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **23 May 2025** (“Cut-off date”) in accordance with the provisions of the Act read with Rules made thereunder and MCA Circulars.

4. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners, as on the Cut-off Date, shall be eligible for casting their votes through remote e-Voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only. It is, however, clarified that all Members of the Company as on the Cut-off Date shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.

5. In compliance with the provisions of Section 108 and Section 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Rules and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer e-Voting facility to all the Members of the Company. The Company has appointed MUFG Intime for facilitating e-Voting to enable the Members to cast their votes electronically.

6. The resolution, if passed by requisite majority, shall be deemed to have been passed on **Saturday, 28 June 2025**, *i.e.*, the last date specified for e-Voting.

7. The Notice is also placed on the website of the Company, *i.e.*, www.godfreyphillips.co.in and the website of MUFG Intime, *i.e.*, <https://instavote.linkintime.co.in/>. Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

8. The Members whose e-mail addresses are not registered with the Company/Depositories/RTA, are requested to get the same registered/ updated. The Members holding shares in dematerialised form can get their e-mail addresses registered by contacting their respective Depository Participant and the

Members holding shares in physical form may get their email addresses registered with RTA by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as name, folio number, certificate number, PAN, mobile number and email ID and also upload the image of PAN, Aadhaar card, share certificate & Form ISR-1, ISR-2 in pdf or jpeg format (up to 1 MB). On submission of the shareholder's details, an OTP will be received by the shareholder which needs to be entered in the link for verification or contact the Company's RTA at rnt.helpdesk@in.mpms.mufg.com for assistance in this regard.

9. All the material documents referred to in this Notice will be available for inspection electronically by the Members from the date of circulation of this Notice until the last date of e-Voting. Members seeking to inspect such documents can send an email to isc@godfreyphillips.co.in.

10. E-Voting period commences on **Friday, 30 May 2025 (9:00 A.M. (IST)) and end on Saturday, 28 June 2025 (5:00 P.M. (IST))**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, *i.e.*, **23 May 2025** may cast their votes electronically. The e-Voting module will be disabled by MUFG Intime for voting thereafter. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Cut-off Date. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

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

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"

- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

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

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

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

Individual Shareholders holding securities in demat mode with CDSL

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

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

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
Click on New System Myeasi Tab
- b) Login with existing my easi username and password
- c) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

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

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

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

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

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

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

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

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

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

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

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

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

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

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

C. DOB/DOI:

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

D. Bank Account Number:

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

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

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

- ❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code

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

Shareholders who have registered for INSTAVOTE facility:

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

A. User ID: Enter your User ID

B. Password: Enter your Password

- C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
- d) Cast your vote electronically:
- A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
 - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

STEP 2 – Investor Mapping

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

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

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

STEP 3 – Voting through remote e-voting

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

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

Helpdesk:

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

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

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

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

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

User ID:

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

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

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

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

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

Item No.1

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company, at its meeting held on 15 May 2025, had appointed Mr. Paul Janelle as an Additional Director (Non-Executive and Non-Independent) of the Company representing the interests of Philip Morris Global Brands Inc., foreign promoter of the Company, with effect from 16 May 2025, whose period of office is liable to determination by retirement of directors by rotation.

The Board noted that Mr. Paul Janelle has 25+ years of experience with Philip Morris International (PMI) with expertise in general management, finance, strategy, and business development and extensive international experience. Accordingly, the Board is of the view that his understanding of the tobacco business would add value and provide meaningful insights to the Company. Accordingly, the Board, on recommendation of Nomination and Remuneration Committee, has determined that the appointment of Mr. Janelle as Director would be beneficial to the Company.

The Company has received his consent to act as Director along with the statutory disclosures/declarations viz; Form DIR-2, DIR-8, MBP-1 etc. from Mr. Janelle and a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature to the office of a Director. Further, Mr. Paul Janelle is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is also not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the approval of the members must be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of members is sought for passing the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice.

The brief profile and other relevant information as required under the SEBI Listing Regulations and the Secretarial Standards are provided as annexure to this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Paul Janelle himself, is deemed to be concerned or interested, financially or otherwise in the aforesaid resolution.

The Board recommends the Ordinary Resolution set out in Item No. 1 of this Postal Ballot Notice for approval by the members.

Place: New Delhi
Date: 26 May 2025

By order of the Board
for Godfrey Phillips India Limited

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

Punit Kumar Chellaramani
Company Secretary & Compliance Officer

**Details of the Director seeking appointment/re-appointment
(In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2
on General Meetings)**

Name of Director	Mr. Paul Janelle
Director Identification Number (DIN)	03489805
Age	60 Years
Date of joining the Board	16 May 2025
Brief Resume/Expertise in specific functional areas	Mr. Paul Janelle is a seasoned business executive with over 25+ years of experience with Philip Morris International (PMI). His expertise lies in general management, finance, strategy, and business development and he has led large, complex businesses as well as small start-ups. He had an extensive international experience in Czechia, Hong Kong, Indonesia, Russia, and Switzerland.
Relationship inter-se between Directors	Not related to any Director of the Company.
Qualifications	Master of Business Administration from Webster University Bachelor of Business Administration from University of Ottawa Bachelor of Science from University of Ottawa
Directorships held in other companies	Nil
Committee position held in other companies	Nil
Name of the listed entities from which the person has resigned in the past three years.	Nil
Remuneration drawn during FY 2024-25	Not Applicable
Remuneration Proposed to be paid	During the tenure of his appointment as a Director, he will be entitled to sitting fees for attending the meetings of the Board and its Committees, if any, as approved by the Board of Directors, along with reimbursement of expenses, if any, for attending the meetings of the Board and its Committees and other meetings.
No. of meetings of the Board attended during FY 2024-25	Not Applicable
No. of Shares held in the Company.	Nil