



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

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

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (the “**SEBI Listing Regulations**”), General Circular No. 03/2025 dated 22 September 2025, issued by the Ministry of Corporate Affairs, Government of India read with other circulars issued for this purpose from time to time (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), 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 Wednesday, 11th February 2026 (9:00 A.M. (IST)) and end on Thursday, 12th March 2026 (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 30th January 2026, 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 MUG Intime at <https://instavote.linkintime.co.in/> and shall also be 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 **Thursday, 12th March 2026**.

SPECIAL BUSINESS:

1. To appoint Mr. Marco Mariotti (DIN: 11396596) 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. Marco Mariotti (DIN: 11396596), 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 1st February 2026 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: 30th January 2026

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

REGISTERED OFFICE:

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

**S/d
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 **Friday, 6th February 2026 (“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 **Thursday, 12th March 2026**, *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.muvg.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 **Wednesday, 11th February 2026 (9:00 A.M. (IST)) and end on Thursday, 12th March 2026 (5:00 P.M. (IST))**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, *i.e.*, **Friday, 6th February 2026** 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/0155 dated November 11, 2024, 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 - NSDL OTP based login

- Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>.
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.
- 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 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- 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.

Shareholders not registered for IDeAS facility:

- 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- 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.
- 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 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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) Post 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 securities 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:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 - A. User ID: Enter User ID
 - B. Password: Enter existing Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”.
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

| | | |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is Event No + Folio no., registered with the Company |

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. 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.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. 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).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

| | | |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is Event No + Folio no., registered with the Company |

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.

- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered_email_address.

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:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote

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."

- 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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 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
- Further Click on “**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.

General Instructions - Shareholders

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

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

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 30th January 2026, has appointed Mr. Marco Mariotti 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 1st February 2026, whose period of office is liable to determination by retirement of directors by rotation.

The Board noted that Mr. Marco Mariotti has over 25 years of experience in the tobacco industry, with expertise in general management, commercial operations, government affairs, finance, and business development. Accordingly, the Board is of the view that his understanding of the tobacco business would add value and provide meaningful insights to the Company. In view of the above, the Board, on recommendation of Nomination and Remuneration Committee, has determined that the appointment of Mr. Marco 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. 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. Mariotti 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 a 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 the SEBI Listing Regulations, 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 the 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. Marco Mariotti 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: 30th January 2026

By order of the Board
for Godfrey Phillips India Limited

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

S/d
Pumit 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. Marco Mariotti |
| Director Identification Number (DIN) | 11396596 |
| Age | 61 Years |
| Date of joining the Board | 1 st February 2026 |
| Brief Resume/Expertise in specific functional areas | <p>Mr. Marco Mariotti is a seasoned business executive with over 25 years of experience in the tobacco industry, with expertise in general management, commercial operations, government affairs, finance, and business development.</p> <p>Owing to his extensive experience across geographies including that in Europe, Argentina, Uruguay, Paraguay, Chile, and Bolivia, he has gained excellence in crisis management and team leadership, fostering empowered teams and nurturing young talent. He also has a proven track record of engaging with government officials at the highest levels and navigating the complexities of a highly regulated industry.</p> |
| Relationship inter-se between Directors | Not related to any Director of the Company. |
| Qualifications | <p>Master’s Degree in Economics from University of Lausanne, Switzerland.</p> <p>Master of Business Administration from INSEAD - Fontainebleau – France</p> |
| Directorships held in other companies | None |
| Committee position held in other companies | None |
| Name of the listed entities from which the person has resigned in the past three years. | None |
| 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, incurred for attending the meetings of the Board and its Committees and other meetings. |
| No. of meetings of the Board attended during the year | Not Applicable |
| No. of Shares held in the Company. | None |
