

7<sup>th</sup> April 2025

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001  
**BSE Scrip Code: 500163**

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai 400051  
**Symbol: GODFRYPHLP**

**Sub.: Scrutinizer's Report with respect to Postal Ballot.**

Dear Sirs,

This is in reference to our intimation dated 7<sup>th</sup> March 2025, wherein the Company had sought the approval of the Shareholders through Postal Ballot on the following matter:

Sl. No.	Type of Resolution	Particulars
1	Ordinary Resolution	Approval of material related party transaction(s) between the Company and Philip Morris Products S.A., Switzerland ("PMPSA").

The e-voting in this regard commenced at 9:00 A.M. (IST) on Saturday, 8<sup>th</sup> March 2025 and concluded at 5:00 P.M. (IST) on Sunday, 6<sup>th</sup> April 2025. The said resolution has been passed by the members of the Company with the requisite majority.

In this regard, please find enclosed the scrutinizer's report dated 7<sup>th</sup> April 2025. The same shall also be made available on the Company's website at [www.godfreyphillips.co.in](http://www.godfreyphillips.co.in) and the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (e-voting agency).

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detailed voting results shall be uploaded in the XBRL format separately.

We request you to kindly take the above information on your record.

Thanking you,  
Yours faithfully,  
**For Godfrey Phillips India Limited**

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

Encl.: As above

# V.R. ASSOCIATES

*Company Secretaries*

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Resi: G-5/3 Jal Padma, Bangur Nagar, Goregaon West, Mumbai 400 104  
Admn office: 31 Topiwala Center, Goregaon West, Mumbai 400 062  
Tel: 022-28774306; Mobile 98214 47548; e-mail: [cs.ram25@gmail.com](mailto:cs.ram25@gmail.com)  
GST No. 27ACSPV8251A1Z7 ; MSME Regn no. UDAYAM-MH-18-0050392

7<sup>th</sup> April, 2025

**Scrutinizer's Report on Postal Ballot process conducted through remote e-voting  
pursuant to provisions of Sections 110, 108 of Companies Act, 2013 read with Rule 20, 22  
of Companies (Management and Administration) Rules, 2014 as amended of  
Godfrey Phillips India Limited**

To,  
The Chairperson  
Godfrey Phillips India Limited

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited (the Company) as per Board Resolution dated 13<sup>th</sup> February, 2025 for the purpose of scrutinizing the Postal Ballot process, in respect of the resolution set out in the Postal Ballot Notice dated 4<sup>th</sup> March, 2025 ('Notice') which was conducted only through remote voting by electronic means ('remote e-voting'), in a fair and transparent manner pursuant to Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (as amended) ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in compliance with the framework issued by Ministry of Corporate Affairs through its General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2024 dated 19<sup>th</sup> September 2024 ('MCA Circulars').

The Company has engaged the services of MUFG Intime India Private Limited ('MUFG Intime') (previously known as Link Intime India Private Limited) for facilitating e-voting to enable the Members to cast their votes electronically.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to remote e-voting for the resolution contained in the Postal Ballot Notice dated 4<sup>th</sup> March, 2025. Our responsibility as a Scrutinizer is to ensure that the remote e-voting is carried out in a fair and transparent manner and to make a scrutinizer's report on the votes cast "IN FAVOUR" or "AGAINST" on the resolution contained in the Postal Ballot Notice dated 4<sup>th</sup> March, 2025 based on the reports generated from the e-voting system provided by MUFG Intime.

Members holding shares as on 3<sup>rd</sup> March, 2025, "cut-off date", were entitled to vote on the resolution stated in the Notice.

The remote e-voting period was open from Saturday, 8 March, 2025 at 9:00 A.M. (IST) and was closed on Sunday, 6 April, 2025 at 5:00 P.M. (IST). After closure of the voting period on Sunday, 6 April 2025 at 5:00 P.M. (IST), the portal of MUFG Intime was blocked for voting.

# V.R. ASSOCIATES

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The e-voting results / list of members who have voted for and / or against were downloaded from the e-voting website of MUFG Intime.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, folio number or client ID of the shareholders, number of shares held by them. There were no invalid votes.

The details containing, inter alia, list of equity shareholders, who voted “For” or “Against” the resolution put to vote, were generated from the e-voting website of MUFG Intime and based on such reports generated, the result of the e-voting is as under:

## **Items of the Postal Ballot Notice dated 4<sup>th</sup> March, 2025:**

### **Item No. 1**

#### **ORDINARY RESOLUTION**

**Approval of the material related party transaction(s) between the Company and Philip Morris Products S.A., Switzerland:**

#### **(i) Voted in favour of the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	401	7698849	99.9964

#### **(ii) Voted against the resolution:**

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	13	274	0.0036

<b>Total number of Valid votes casted under remote e-voting</b>	<b>7699123</b>
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## (iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	N.A.

Based on above results, I report that, the resolution as per the Notice stands passed with requisite majority.

The electronic data and all other relevant records relating to the remote e-voting will be handed over to the Company Secretary and Compliance officer of the Company for safe preservation.

Thank you.

Yours faithfully,

For **V.R. Associates**

**Company Secretaries**

**V.Ramachand**

**ran**

**V. Ramachandran**

**Proprietor**

**ACS 7731/ CP 4731**

Digitally signed by

V.Ramachandran

Date: 2025.04.07 07:19:23

+05'30'

UDIN: A007731G000038245

Peer Review Certificate No. 1662/2022

Place: Mumbai

Date: 7<sup>th</sup> April, 2025