



GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited
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COPY OF THE SPECIAL RESOLUTION PASSED UNANIMOUSLY AT THE SEVENTY-SEVENTH ANNUAL GENERAL MEETING OF GODFREY PHILLIPS INDIA LIMITED HELD ON TUESDAY, THE 23RD SEPTEMBER, 2014 AT RAMA WATUMULL AUDITORIUM, K.C. COLLEGE, DINSHAW WACHA ROAD, CHURCHGATE, MUMBAI – 400 020

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Article 9 of the Articles of Association of the Company or any other law for the time being in force and subject to such other approval(s) and consent(s) of such authority(ies) as may be required, each and every one of the Equity Shares of the Company of the nominal value of Rs.10/- fully paid up be and is hereby divided into 5 Equity Shares of Rs.2/- each fully paid-up.

RESOLVED FURTHER THAT the existing Clause 5 of the Memorandum of Association of the Company relating to the Share Capital, be and is hereby deleted and in its place the following Clause 5 be substituted:

- 5 The Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five Crores only) divided into 12,20,00,000 (Twelve Crore Twenty Lacs) Equity Shares of Rs.2/-(Rupees Two) each and 60,000 (Sixty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the existing issued, subscribed and fully paid up Equity Share Capital of the Company comprising of 1,03,98,784 (One Crore Three Lacs Ninety Eight Thousand Seven Hundred Eighty Four) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each aggregating to Rs.10,39,87,840 (Rupees Ten Crores Thirty Nine Lacs Eighty Seven Thousand Eight Hundred Forty only) be sub-divided into 5,19,93,920 (Five Crores Nineteen Lacs Ninety Three Thousand Nine Hundred Twenty) fully paid-up Equity Shares of the face value of Rs. 2/- (Rupee Two) each aggregating to Rs. 10,39,87,840/- (Rupees Ten Crores Thirty Nine Lacs Eighty Seven Thousand Eight Hundred Forty only).

RESOLVED FURTHER THAT the Board of directors of the Company (“the Board”, which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to delegate all or any of the power vested in the Board to any Director(s) or official(s) of the Company, to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority(ies), if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matter connected herewith or incidental hereto.”

**CERTIFIED TRUE COPY
FOR GODFREY PHILLIPS INDIA LIMITED**

**(SANJAY GUPTA)
COMPANY SECRETARY**

M.No.- 7545

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