

September 25, 2014

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalat Street,  
Mumbai – 400 001  
Script Code: 500163

The Manager, Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
Symbol: GODFRYPHLP

Dear Sirs,

**Re: Disclosure of Voting Results under Clause 35A of the Listing Agreement.**

Pursuant to the provisions stated in Clause 35A of the Equity Listing Agreement, given below are the details of the voting results of the 77<sup>th</sup> Annual General Meeting of the Company held on September 23, 2014.

**Details of Voting Results**

<b>Date of the AGM</b>	September 23, 2014
<b>Total number of shareholders on record date</b>	14390
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
- Promoters and Promoter Group	14
- Public	124

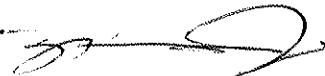
**Agenda-wise**

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hand/Poll/Postal ballot/E-Voting)	Remarks
1.	Adoption of Balance Sheet, statement of Profit and Loss, Report of Directors and Auditors as at 31 <sup>st</sup> March, 2014.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
2.	Declaration of dividend on Equity Shares for the year ended 31 <sup>st</sup> March, 2014.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
3.	Re-appointment of Mr. Lalit Kumar Modi who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
4.	Appointment of Deloitte Haskins & Sells, Chartered Accountants, as Auditors for three years.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
5.	Appointment of Mr. R.A. Shah as an Independent Director for a term of (5) five consecutive years and shall not be liable to retire by rotation.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hand/Poll/Postal ballot/E-Voting)	Remarks
6.	Appointment of Mr. Anup N Kothari as an Independent Director for a term of (5) five consecutive years and shall not be liable to retire by rotation.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
7.	Appointment of Dr. Lalit Bhasin as an Independent Director for a term of (5) five consecutive years and shall not be liable to retire by rotation.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
8.	Appointment of Mrs. Bina Modi as a Non-Executive Director liable to retire by rotation.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
9.	Approval to the Subdivision of Equity Shares of Rs.10/- each into 5 equity shares of par value of Rs.2/- each fully paid up and consequently amending Capital Clause of Memorandum of Association of the Company.	Ordinary Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
10.	Substitution of Article 3 of Article of Association of the Company with new Article on account of Subdivision of Equity Shares of Rs.10/- each into 5 equity shares of par value of Rs.2/- each fully paid up.	Special Resolution	E-Voting & Poll	The resolution was passed with requisite majority.
11.	Substitution of Article 106 of Article of Association of the Company with new Article to increase the Limits of Sitting fees payable to Directors.	Special Resolution	E-Voting & Poll	The resolution was passed with requisite majority.

The Voting details, the combined report (for E-voting & Poll) of scrutinizer are annexed herewith in the prescribed format.

Yours faithfully  
Godfrey Phillips India Limited



Sanjay Gupta  
Company Secretary  
Encl: a/a

G5/3, Jai Padma, Bangur Nagar, Goregaon (West), Mumbai - 400 104.  
 Tel.: 28774305 • Mobile : 98214 47548 • E-mail : vram25@gmail.com  
 Service Tax Regn. No. ACSPV8251AST001  
 PAN : ACSPV8251A

To,  
 The Company Secretary  
 Godfrey Phillips India Limited  
 'Macropolo Building'  
 Next to Kalachowky Post Office  
 Lalbaug  
 Mumbai 400 033

Dear Sirs,

Sub: Combined Report of e-voting and voting by poll at the AGM

The results of the combined report i.e. voting by electronic means between 16<sup>th</sup> to 18<sup>th</sup> September, 2014 and by poll at the annual general meeting held ("AGM") on Tuesday, 23<sup>rd</sup> September, 2014 in respect of all the items of business at the said AGM are as given below:

(a) Resolution 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS, DIRECTORS REPORT & AUDITORS REPORT FOR YEAR ENDED 31<sup>ST</sup> MARCH 2014:

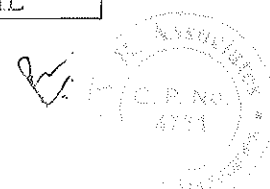
FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
116	5435238	100%	NIL	NIL	N.A.	NIL	NIL

(b) Resolution 2 – DECLARATION OF DIVIDEND:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
118	5685239	100%	NIL	NIL	N.A.	NIL	NIL

(c) Resolution 3 – RE-APPOINTMENT OF MR. LAJIT KUMAR MODI, DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
102	5673991	99.80%	14	11240	0.20%	NIL	NIL



- (d) Resolution 4 – APPOINTMENT OF M/S DELOITTE HASKINS & SULLS, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
115	5435237	95.60%	3	250002	4.40%	NIL	N.A.

- (e) Resolution 5 – APPOINTMENT OF MR. R.A. SHAH AS INDEPENDENT DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
111	5435086	95.60%	5	250013	4.40%	NIL	NIL

- (f) Resolution 6 – APPOINTMENT OF MR. ANUP N. KOTHARI AS INDEPENDENT DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
114	5435101	95.60%	2	250001	4.40%	NIL	NIL

- (g) Resolution 7 – APPOINTMENT OF DR. LALIT BHASIN AS INDEPENDENT DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
115	5435103	95.60%	2	250001	4.40%	NIL	NIL

A handwritten signature is visible over a circular official stamp, likely from the company secretary or a related authority.

(h) Resolution 8 – APPOINTMENT OF MS. BINA MOJI AS NON-EXECUTIVE DIRECTOR:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
115	5685037	99.999%	1	65	0.001%	NIL	NIL

(i) Resolution 9 – TO APPROVE SUB-DIVISION OF EQUITY SHARES AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
118	5685239	100%	NIL	NIL	N.A.	NIL	NIL

(j) Resolution 10 – SUBSTITUTION OF ARTICLE 3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
117	5685237	100%	NIL	NIL	N.A.	NIL	NIL

(k) Resolution 11 – SUBSTITUTION OF ARTICLE 106 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

FOR THE RESOLUTION			AGAINST THE RESOLUTION			INVALID VOTES	
No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast	No. of invalid votes	Total no. of votes cast by them
112	5685017	99.998%	5	87	0.002%	NIL	NIL



On the basis of the results of the combined report of e-voting and the voting by poll at the annual general meeting held as above, the ordinary and special resolutions can be considered to have been duly passed as per section 114 of the Companies Act, 2013.

Thank you,

Yours faithfully,  
For *V.R. Associates*  
*Company Secretaries*



*V. Ramachandran*  
*Proprietor*  
*ACS 7731 / CP 4731*

Place: Mumbai

Dated: 24<sup>th</sup> September, 2014

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	16	1382082	647768	46.868999	647768	0	100.000000	0.000000
Public-Others	80	1628765	22106	1.357225	22106	0	100.000000	0.000000
<b>Total</b>	<b>116</b>	<b>10398784</b>	<b>5435238</b>	<b>52.268015</b>	<b>5435238</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

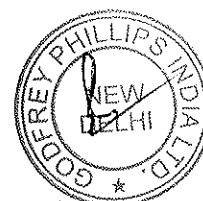
GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	897768	0	100.000000	0.000000
Public-Others	81	1628765	22107	1.357286	22107	0	100.000000	0.000000
<b>Total</b>	<b>118</b>	<b>10398784</b>	<b>5685239</b>	<b>54.672152</b>	<b>5685239</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	886738	11030	98.771398	1.228602
Public-Others	79	1628765	22089	1.356795	21889	210	99.049731	0.950269
<b>Total</b>	<b>116</b>	<b>10398784</b>	<b>5685231</b>	<b>54.672075</b>	<b>5673991</b>	<b>11240</b>	<b>98.802295</b>	<b>0.197705</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 4								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	647768	250000	72.153162	27.846838
Public-Others	81	1628765	22107	1.357286	22105	2	99.990853	0.009147
<b>Total</b>	<b>118</b>	<b>10398784</b>	<b>5685239</b>	<b>54.672152</b>	<b>5435237</b>	<b>250002</b>	<b>95.602612</b>	<b>4.397388</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 5								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	647768	250000	72.153162	27.846838
Public-Others	79	1628765	21987	1.348691	21954	13	99.940820	0.059180
<b>Total</b>	<b>116</b>	<b>10398784</b>	<b>5685099</b>	<b>54.670806</b>	<b>5435086</b>	<b>250013</b>	<b>95.602311</b>	<b>4.397689</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 6								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	647768	250000	72.153162	27.846838
Public-Others	79	1628765	21970	1.348875	21889	1	99.995448	0.004552
<b>Total</b>	<b>116</b>	<b>10398784</b>	<b>5685102</b>	<b>54.670835</b>	<b>5435101</b>	<b>250001</b>	<b>95.602524</b>	<b>4.397476</b>



GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 7								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	897768	250000	72.153182	27.846818
Public-Others	80	1628765	21972	1.348998	21971	1	99.995449	0.004551
<b>Total</b>	<b>117</b>	<b>10398784</b>	<b>5685104</b>	<b>54.670854</b>	<b>5435103</b>	<b>250001</b>	<b>95.602525</b>	<b>4.397475</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 8								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	897768	0	100.000000	0.000000
Public-Others	79	1628765	21970	1.348875	21905	65	99.704142	0.295858
<b>Total</b>	<b>116</b>	<b>10398784</b>	<b>5685102</b>	<b>54.670835</b>	<b>5685037</b>	<b>65</b>	<b>99.998857</b>	<b>0.001143</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 9								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	897768	0	100.000000	0.000000
Public-Others	81	1628765	22107	1.357286	22107	0	100.000000	0.000000
<b>Total</b>	<b>118</b>	<b>10398784</b>	<b>5685239</b>	<b>54.672152</b>	<b>5685239</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 10								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	897768	0	100.000000	0.000000
Public-Others	80	1628765	22105	1.357163	22105	0	100.000000	0.000000
<b>Total</b>	<b>117</b>	<b>10398784</b>	<b>5685237</b>	<b>54.672133</b>	<b>5685237</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>

GODFREY PHILLIPS INDIA LTD (CIN : L16004MH1936PLC008587)								
Clause 35A (Physical and e-Voting)								
Resolution 11								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	7387937	4765364	64.501958	4765364	0	100.000000	0.000000
Public – Institutional holders	17	1382082	897768	64.957651	897768	0	100.000000	0.000000
Public-Others	80	1628765	21972	1.348998	21885	87	99.604042	0.395958
<b>Total</b>	<b>117</b>	<b>10398784</b>	<b>5685104</b>	<b>54.670854</b>	<b>5685017</b>	<b>87</b>	<b>99.998470</b>	<b>0.001530</b>

