

[isc-gpi@modi.com](mailto:isc-gpi@modi.com)

28<sup>th</sup> May, 2019

1. The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalal Street  
Mumbai- 400 001  
Scrip Code: 500163
2. The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai- 400 051  
Scrip Symbol: GODFRYPHLP

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019**  
**Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019**

Dear Sir/Madam,

In terms of Clause 3 (b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2019, issued by M/s Chandrasekaran Associates, Practising Company Secretaries and Secretarial Auditors of the Company.

This is for you information and record please.

Thanking you,

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

  
**Sanjay Gupta**  
Company Secretary

Encl.: As above

**SECRETARIAL COMPLIANCE REPORT OF GODFREY PHILLIPS INDIA LIMITED  
FOR THE YEAR ENDED ON 31ST MARCH, 2019**

To,  
The Board of Directors  
**M/s. GODFREY PHILLIPS INDIA LIMITED**  
Macropolo Building, Ground Floor,  
Dr. Babasaheb Ambedkar Road,  
Lalbaug Mumbai-400033

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Godfrey Phillips India Limited. ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the year under review.**


- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the year under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

  
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**CHANDRASEKARAN ASSOCIATES**

Continuation.....

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable during the year under review				

For **Chandrasekaran Associates**  
Company Secretaries

  
**Rupesh Agarwal**  
Managing Partner  
Membership No. A16302  
Certificate of Practice No. 5673

Date: 28/09/19  
Place: New Delhi