

NOTICE



GODFREY PHILLIPS
—INDIA LIMITED—

NOTICE is hereby given that the Seventy-Fourth Annual General Meeting of Godfrey Phillips India Limited will be held at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021 on Tuesday, the 20th September, 2011 at 11:00 a.m. to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2011.
3. To appoint a Director in place of Mr. R. A. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Lalit Kumar Modi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Samir Kumar Modi, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

By order of the Board

New Delhi : July 30, 2011
REGISTERED OFFICE :
Chakala, Andheri (E), Mumbai – 400 099

Sanjay Gupta
Company Secretary

Notes :

1. The Register of Members of the Company shall remain closed from 10th September, 2011 to 20th September, 2011 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2011.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
3. The Dividend when declared, will be made payable on or after 26th September, 2011 to those members of the Company whose names appear on the Register of Members on 20th September, 2011 after giving effect to all the valid transfers in physical form lodged on or before the close of business hours on 10th September, 2011. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on 10th September, 2011, as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
4. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
5. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address / email ID / name etc., to their depository participants only and not to the Company or its Registrars and Transfer Agent. The said intimation will be automatically reflected in the Company's records.
6. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 all dividends for the financial year ended upto 31st March, 1994, which remained unpaid or unclaimed, have been transferred to the General Revenue Account of the Central Government. Shareholders concerned are requested to claim the amount of their unpaid dividends from the office of the Registrar of Companies, Maharashtra, C.G.O. Building, 2nd Floor,



“A” Wing, C.B.D. Belapur, Opp. Police Commissioner’s Office, Belapur (W), Mumbai. In case any assistance is required, the Registrars & Transfer Agent of the Company may be contacted.

Members may please also note that pursuant to the provisions of Section 205A of the Companies Act as amended, all amounts of unpaid or unclaimed dividends for the years ended 31st March, 1995 onwards have been and shall be transferred by the Company to the credit of Investor Education & Protection Fund established by the Central Government pursuant to the provisions of Section 205C of the Companies Act, 1956 after expiry of 7 years from the date of transfer in unpaid dividend account.

Unclaimed amount of dividends for and upto the financial year ended 31st March, 2003 have already been transferred to the Investor Education & Protection Fund in pursuance of Section 205C of the Companies Act, 1956. However, unpaid dividend for the financial year ended 31st March, 2004 would become due for transfer sometime towards the end of 2011 and for the financial year ended 31st March, 2005 towards the end of 2012. Shareholders concerned are requested once again to claim their unpaid dividend amounts for the financial year ended 31st March, 2004 and 31st March, 2005 immediately so as to avoid transfer thereof in the Government account as above.

Members are requested to write to the Registrars and Transfer Agent of the Company to obtain payment of any dividend which might be lying unpaid in their account with the Company before those are transferred to the Investor Education & Protection Fund referred to as above. It may please also be noted that the members would not be entitled to claim any amount of unclaimed dividends which have been transferred to the credit of the Investor Education & Protection Fund of the Central Government, in terms of the provisions of Section 205B of the Companies Act, 1956.

7. Members may please note that the Registrars & Transfer Agent of the Company, M/s SHAREPRO SERVICES (INDIA) PVT. LTD. operate from their office at 13 AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400072 and they are requested to contact them for any investor related services in respect of the Company at this address or at their Investors’ Service Centre located at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400021. Their telephone and fax Nos. and E-mail address are as under :

Main Office at Andheri (E), Mumbai

Investors’ Service Centre at Nariman Point,
Mumbai

Tel. No : 022-67720300, 67720400

Tel. No : 022-66134700, 22825163

Fax No : 022-28591568

Fax No : 022-22825484

E-mail : sharepro@shareproservices.com

E-mail : sharepro@shareproservices.com

8. The Profit and Loss Account for the financial year ended 31st March 2011, the Balance Sheet as at that date, the Auditor’s Report, the Director’s Report and all other documents annexed or attached to the Balance Sheet, are available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on working days up to this AGM. Members may also visit the Company’s corporate website www.godfreyphillips.com for viewing various financial informations including quarterly results of the Company.

Members are requested to bring their copy of Annual Report along with them at the Annual General Meeting. No copies of the report will be distributed at the meeting.