



GODFREY PHILLIPS
—INDIA LIMITED—

GODFREY PHILLIPS INDIA LIMITED

Registered Office: 'Macropolo Building', Ground Floor, Dr. Babasaheb Ambedkar Road, Lalbaug, Mumbai – 400 033

CIN: L16004MH1936PLC008587

Email: isc-gpi@modi.com **Website:** www.godfreyphillips.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Particulars Required		Details
1. Name(s) of Member(s)/Beneficial Owner(s) (in block letters) (including joint holders, if any)	:	
2. Registered address of the sole/first named Member(s)/ Beneficial Owner(s)	:	
3. Registered folio No./DP ID No. & Client ID No*. (*Applicable to shareholders holding shares in dematerialized form)	:	
4. Number of shares held	:	

I / We hereby exercise my / our vote in respect of the following special resolution stated in the notice of postal ballot of the Company dated 14th November, 2019 issued by the Company, by sending my / our assent or dissent to the said resolution by placing tick (v) mark at the appropriate box below:

Brief particulars of the item	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
To appoint Dr. Bina Modi (DIN 00048606) as President & Managing Director of the Company			

Place:

Date:

Signature of the Sole/First/Joint Member(s)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the links– <https://www.evoting.nsdl.com>. The e-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	User ID	Password / PIN
112660		

Note: Please read the instructions mentioned overleaf carefully before exercising the vote

The e-voting facility will be available during the following voting period:

Commencement of Remote E-voting :	From 9:00 a.m. (IST) on Saturday, 7 th December, 2019
End of Remote E-voting :	Upto 5:00 p.m. (IST) on Sunday, 5 th January, 2020

Notes:

- Please read the instructions printed overleaf carefully before filling the Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- Last date of receipt of Ballot Forms: Sunday, 5th January, 2020.

INSTRUCTIONS

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid. Instructions on e-voting are provided in the Notice of Postal Ballot sent herewith.
- c) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, 29th November, 2019. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
- d) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. V. Ramachandran, Practicing Company Secretary (Membership No.- ACS 7731, CP No. 4731), Proprietor V.R. Associates, Company Secretaries in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- e) Consent must be accorded by placing a tick mark (✓) in the column. 'I/We assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column. 'I / We dissent to the resolution.'
- f) In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Power of Attorney along with attested specimen signatures etc.
- g) A Member need not use all the votes or cast all the votes in the same way.
- h) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- i) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- j) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Sunday, 5th January, 2020. Postal Ballot Forms received after this date will be considered invalid.
- k) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- l) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars and Transfer Agent at Mr. Ashok Sherugar, Assistant Vice-President – Technology Group, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or email to the Company Secretary at isc-gpi@modi.com or download the same from Company's Website www.godfreyphillips.com. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in point j) above.
- m) The votes of a member shall be considered invalid if :
 - i) A Postal Ballot Form other than one issued by the Company has been used.
 - ii) The Postal Ballot Form has not been signed by or on behalf of the Member.
 - iii) The Member's signature does not match with the specimen signatures.
 - iv) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
 - v) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - vi) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - vii) The envelope containing the Postal Ballot Form is received after the last date prescribed.
 - viii) The Postal Ballot Form, signed in a representative capacity is not accompanied by a certified copy of the relevant specific authority.
 - ix) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - x) If the Postal Ballot Form is incomplete and incorrectly filled.
- n) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.