

# NOTICE



GODFREY PHILLIPS  
—INDIA LIMITED—

NOTICE is hereby given that the **Seventy-Fifth 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 **Friday, the 14<sup>th</sup> September, 2012 at 03:30 P.M.** to transact the following business :

## Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Statement of Profit and Loss 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 31<sup>st</sup> March, 2012.
3. To appoint a director in place of Mr. C.M.Maniar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Lalit Bhasin, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Anup N. Kothari, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. A. F. Ferguson & Co., Chartered Accountants, (ICAI Registration No. 112066W) the retiring auditors as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

## Special Business:

To consider and if thought fit, to pass the following Resolutions with or without modification:

### 7) As a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956, including any statutory modifications, or re-enactment there-of for the time being in force, read with Schedule XIII thereto, the Company hereby approves the terms of re-appointment of Mr. K.K. Modi, as Managing Director of the Company for a period of three years w.e.f. 14<sup>th</sup> August, 2012, upon the principal terms and conditions, as set out in the Explanatory Statement annexed hereto and also in the draft letter of appointment proposed to be issued by the Company to Mr. K.K. Modi, a copy of which is submitted to this Meeting and is signed by the Chairman for the purpose of identification.

Provided that the amount of remuneration by way of salary and commission payable to Mr. K.K. Modi in terms of his appointment hereinabove including the remuneration received by him from Indofil Industries Limited as Managing Director shall not exceed 5% of the net profits of the Company as computed in the manner laid down under Sections 349 and 350 of the Companies Act, 1956.

RESOLVED FURTHER THAT pursuant to the provisions of Section 309(3) read with Section 198(4) and other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. K.K. Modi as minimum remuneration, notwithstanding absence or inadequacy of profits of the Company in any financial year during Mr. K.K. Modi's term of office.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorised to file the necessary returns with Registrar of Companies and to do and perform all such acts, deeds, matters and things and to take such steps as may be necessary or desirable to give effect to this resolution."

### 8) As an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956, including any statutory modifications, or re-enactment there-of for the time being in force, read with Schedule XIII thereto, the Company hereby approves the terms of re-appointment of Mr. R. Ramamurthy, as a Whole-time Director of the Company for a period of three years w.e.f. 14<sup>th</sup> August, 2012, upon the principal terms and conditions set out in the Explanatory Statement annexed hereto and also in the draft letter of appointment proposed to be issued by the Company to Mr. R. Ramamurthy, a copy of which is submitted to this meeting and is signed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT pursuant to the provisions of Section 309(3) read with Section 198(4) and other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government, if required, such remuneration as aforesaid be paid and provided to Mr. R. Ramamurthy as minimum remuneration, notwithstanding absence or inadequacy of profits of the Company in any financial year during Mr. R. Ramamurthy's term of office.

RESOLVED FURTHER THAT the Directors and Company Secretary be and are hereby severally authorised to file the necessary returns with Registrar of Companies and to do and perform all such acts, deeds, matters and things and to take such steps as may be necessary or desirable to give effect to this resolution."

#### **9) As an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications, or re-enactment thereof for the time being in force, the Board be and is hereby authorised to appoint in consultation with the Company's Auditors, Branch Auditors of any Branch office of the Company set up or to be set up abroad and to fix their remuneration"

**By order of the Board  
for Godfrey Phillips India Limited**

**New Delhi : July 31, 2012**  
**REGISTERED OFFICE :**  
**Chakala, Andheri (E), Mumbai – 400 099**

**Sanjay Gupta**  
**Company Secretary**

#### **Notes:**

1. The Register of Members and Share Transfer Register of the Company shall remain closed from 1<sup>st</sup> September, 2012 to 14<sup>th</sup> September, 2012 (both days inclusive) for the purpose of payment of dividend for the year ended 31<sup>st</sup> March, 2012.
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. The instrument appointing Proxy should, however, be deposited at Registered office/Corporate office of the Company not less than 48 hours before the commencement of the meeting.
3. The Dividend when declared, will be paid from 18<sup>th</sup> September, 2012 to those members of the Company whose names appear on the Register of Members on 14<sup>th</sup> September, 2012 after giving effect to all the valid transfers in physical form lodged on or before the close of business hours on 31<sup>st</sup> August, 2012. 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 31<sup>st</sup> August, 2012 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 dematerialize their shareholding to avoid inconvenience.
5. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, 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 31<sup>st</sup> March, 1994, which remained unpaid or unclaimed, have been transferred to the General Revenue Account of the Central Government. Further, the members may please also note that pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 as amended, all amounts of unpaid or unclaimed dividends for the financial years 1994-95 to 2003-04 have already been transferred by the Company to the credit of Investor Education & Protection Fund established by the Central Government. Unclaimed



dividend for the financial year ended 31<sup>st</sup> March, 2005 would become due for transfer sometime towards the end of 2012 and for the financial year ended 31<sup>st</sup> March, 2006 towards the end of 2013.

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.

A separate reminder has already been sent on 3<sup>rd</sup> July, 2012 to those members having unclaimed dividend pertaining to the financial year ended 31<sup>st</sup> March, 2005.

7. Members may please note that the Registrars & Transfer Agent (RTA) 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 members are requested to contact RTA 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](mailto:sharepro@shareproservices.com)

E-mail : [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

8. The Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2012, the Balance Sheet as at that date, the Auditors' Report, the Directors' 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 upto this AGM. Members may also visit the Company's corporate website [www.godfreyphillips.com](http://www.godfreyphillips.com) for viewing various financial informations including the quarterly results and Annual Reports of the Company.

As a part of its Green initiative in the Corporate Governance and pursuant to the circulars issued by the Ministry of Corporate Affairs allowing paperless compliance through electronic mode, soft copy of the Annual Report shall be sent to all those members whose e-mail addresses are registered with the Company/Depository Participant(s), unless any member has requested for a hard copy of the same.

9. Brief Resume of the directors proposed to be re-appointed containing details such as nature of their expertise in specific functional areas, names of the Companies in which they hold directorships of the Board and membership/chairmanship of the Committee(s) of the Board, shareholding and relationship between directors inter-se, if any, as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Report of Corporate Governance forming part of the Annual Report.
10. Securities and Exchange Board of India (SEBI) has directed that it shall be mandatory to furnish copy of PAN card to the Company/RTA for registration of transfer/transmission/transposition of shares of the Company in relation to Securities Market Transaction and off market/private market transaction in physical form. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of the PAN card along with their request for registration of transfer/transmission/transposition of shares sent by them.

**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.**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956**

### **Item No. : 7**

Mr. K.K. Modi was re-appointed as Managing Director of the Company for a period of 3 years w.e.f. 14<sup>th</sup> August, 2009 and his present term is due to expire on 13<sup>th</sup> August, 2012. The Board of Directors of the Company, in its meeting held on 31<sup>st</sup> July, 2012, has re-appointed him for a further period of 3 years w.e.f. 14<sup>th</sup> August, 2012, subject to approval of the shareholders. Mr. K.K. Modi as Managing Director of the Company shall continue to exercise substantial powers of management as contemplated under section 2(26) of the Companies Act, 1956.

Mr. K. K. Modi is a well known industrialist who has made a significant contribution to the Indian Industry. Mr. Modi held numerous positions in the industry, trade, education and charitable organizations including as the president of FICCI and PHDCCI. Mr. K. K. Modi has been a driving force in the Company and has been responsible for revamping the organizational structure, bringing new talent, upgrading & enhancing the manufacturing facilities and making substantial investments in building brands.

Mr. Modi is currently holding the position of Managing Director in Indofil Industries Limited and has been receiving remuneration as such. He is, therefore, being re-appointed as Managing Director of the Company after due compliance with the provisions of Section 316 of the Companies Act, 1956.

As Mr. Modi has attained the age of more than 70 years, your approval for his re-appointment is being sought for by a Special Resolution pursuant to Schedule XIII of the Companies Act, 1956.

Copy of the draft letter of appointment to be issued to Mr. K.K. Modi, Managing Director, is open for inspection by any member of the Company at its Registered Office during business hours on any working day.

None of the Directors except Mr. K.K. Modi, Mr. Lalit Kumar Modi and Mr. Samir Kumar Modi are deemed to be concerned or interested in the proposed resolution.

The Board recommends the resolution as set out at Item No. 7 of the notice for your approval.

Brief Resume of Mr. K. K. Modi:

Name of the Director	Qualifications	Experience	Names of other companies in which he holds directorships of the Board and membership/chairmanship of committees of the Board*
Mr. K.K. Modi	B.Sc., Advanced Management Programme from Harvard Business School, Boston	As explained above	<ol style="list-style-type: none"> <li>1. Good Investment (India) Ltd.</li> <li>2. Indian Cricket League Ltd.</li> <li>3. Indofil Industries Ltd.</li> <li>4. Modi Entertainment Ltd. (also member of its Audit Committee)</li> <li>5. Modi Industries Ltd.</li> <li>6. Modi Reach Finance &amp; Investment (India) Ltd.</li> <li>7. MEN Interactive Network Ltd.</li> <li>8. Modern Homecare Products Ltd.</li> <li>9. Modicare Ltd. (also chairman of its Audit Committee)</li> <li>10. Modi Spinning and Weaving Mills Company Ltd.</li> <li>11. Premium Merchants Ltd.</li> </ol>

\* Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Shareholders/Investors Grievances Committee (excluding private companies).



The draft of the fresh letter of appointment to be issued by the Company to Mr. K.K. Modi, contains the following principal terms and conditions :

- Duties and Powers : Subject to the supervision and control of the Board of Directors, Mr. K. K. Modi will be carrying out such duties and exercise such powers as may be entrusted to him by the Board of Directors of the Company from time to time.
- Remuneration : Mr. K.K. Modi will be entitled to the following emoluments subject to the ceiling limits laid down in Sections 198, 309 of the Companies Act, 1956 and Schedule XIII thereto:
- a. Consolidated Salary : Rs. 20,00,000/- per month.
- b. Commission : Commission @ 2% of the net profits of the Company computed in the manner laid down under Sections 349 and 350 of the Companies Act, 1956 subject to a ceiling of Rs. 200 lacs per annum.
- c. Other Benefits : (i) Company maintained car with driver for use for the Company's business and personal purposes.
- (ii) Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility.
- (iii) Reimbursement of all the actual expenses including on entertainment and travelling incurred during the course of the Company's business.

The appointment as aforesaid may be terminated by either party giving to the other six calendar months' notice in writing.

During the tenure of his appointment, he will not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company.

However, the amount of remuneration by way of salary and commission including the remuneration received by him from Indofil Industries Limited as Managing Director shall not exceed 5% of the net profits of the Company as computed in the manner laid down under Sections 349 and 350 of the Companies Act, 1956.

In the event of absence or inadequacy of profits in any financial year of the Company during his tenure as Managing Director, he will be entitled to the same remuneration as above subject to the approval of the Central Government, if required.

The above should also be treated as the abstract of the terms of the appointment of Mr. K.K. Modi as Managing Director and the Memorandum of Interest of the Directors in the said appointment as contemplated by Section 302 of the Companies Act, 1956.

#### **Item No. : 8**

Mr. R. Ramamurthy was appointed as a Whole-time Director of the Company for a period of three years w.e.f. 14th August, 2009 and his present term will expire on 13<sup>th</sup> August, 2012. The Board of Directors, in its meeting held on 31<sup>st</sup> July, 2012, re-appointed him for a further period of three years subject to the approval of the shareholders.

The draft letter of appointment to be issued to Mr. R. Ramamurthy, Whole-time Director, is open for inspection by any member of the Company at the Registered Office of the Company during the business hours on any working day.

None of the Directors except Mr. R. Ramamurthy is deemed to be concerned or interested in the proposed resolution.

The Board recommends the resolution as set out at Item No. 8 of the notice for your approval.

**Brief Resume of Mr. R. Ramamurthy:**

Name of the Director	Qualifications	Experience	Names of other companies in which he holds directorships of the Board and membership/ chairmanship of committees of the Board*
Mr. R. Ramamurthy	B.A., B.L. from Madras University	He has over 33 years of rich experience in the legal field with expertise in indirect tax matters.	1. Good Investment (India) Ltd. 2. Rajputana Infrastructure Corporate Ltd. 3. Gemini Tradelinks Ltd. 4. Quick Investment (India) Ltd. 5. Premium Bidi Company Ltd. 6. Modicare Ltd. 7. Ramraj Enterprises Ltd. 8. Shashank Traders Ltd.

\*Excludes directorships in private limited companies, foreign companies, alternate directorships and also memberships of Managing Committees of various chambers/bodies. Represents memberships/chairmanships of Audit Committee and Shareholders/Investors Grievances Committee (excluding private companies).

The principal terms and conditions of his re-appointment are set out below:

- a. Duties and Powers : Subject to the supervision and control of the Board of Directors, Mr. R. Ramamurthy, Whole-time Director, will be carrying out such duties and exercise such powers as may be entrusted to him by the Board of Directors of the Company from time to time.
- b. Consolidated Salary: Rs. 10,00,000/- per month
- c. Other benefits : (i) Company maintained car with driver for use for the Company's business and personal purposes.  
(ii) Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility.  
(iii) Reimbursement of all the actual expenses including on entertainment and travelling incurred during the course of the Company's business.

The appointment as aforesaid may be terminated by either party giving to the other three calendar months' notice in writing.

During the tenure of his appointment, he will not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company.

The above should also be treated as the abstract of the terms of the appointment of Mr. R. Ramamurthy as Whole-time Director and the Memorandum of Interest of the directors in the said appointment as contemplated by Section 302 of the Companies Act, 1956.

**Item No. 9**

The Company plans to set up branch offices overseas to facilitate its international business activities. In terms of section 228(3)(a) of the Companies Act, 1956, the members are requested to authorise the Board of Directors of the Company to appoint Branch Auditors for such branches as may be set up overseas from time to time and fix their remuneration.

None of the Directors is deemed to be concerned or interested in the proposed resolution.

The Board recommends the resolution as set out at Item No. 9 of the notice for your approval.



## ATTENDANCE SLIP

GODFREY PHILLIPS INDIA LIMITED  
Registered Office: Chakala, Andheri (E), Mumbai – 400 099

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.  
(IN BLOCK LETTERS)

Folio No. .... Client ID.....  
Name of the Shareholder / Joint Shareholder:.....  
Address:.....  
.....

I/We hereby record my/our presence at the Seventy Fifth Annual General Meeting of the Company on Friday, the 14<sup>th</sup> September, 2012 at 3.30 pm at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai – 400 021.

Signature of the Shareholder or Proxy

### Notes:

1. Shareholders/Proxy are requested to bring the attendance slip with them when they come to the meeting and hand it over at the gate affixing their signature on it. No attendance slip will be issued at the time of the meeting.
2. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them.
3. Shareholders are requested to advice, indicating their Folio Nos., the change in their address, if any, to the Company's Registrars and Transfer Agent.



## PROXY FORM

GODFREY PHILLIPS INDIA LIMITED  
Registered Office: Chakala, Andheri (E), Mumbai – 400 099

(Please fill this form in BLOCK LETTERS)

Folio No. .... Client ID.....  
Name of the Shareholder / Joint Shareholder:.....  
Address:.....  
.....

I/We being members(s) of GODFREY PHILLIPS INDIA LIMITED hereby appoint .....  
..... of ..... or failing him  
..... of ..... as my/our Proxy to  
vote for me/us and on my/our behalf at the Seventy Fifth Annual General Meeting of the Company to be held  
on Friday, 14th September, 2012 and at any adjournment thereof.

Please  
Affix Re.1  
Revenue  
Stamp

Signed this .....day of ..... 2012

Signature across Revenue Stamp

The Proxy must be returned so as to reach the office of the Company Registrars & Transfer Agent not less than FORTY EIGHT HOURS before the time for holding the aforesaid meeting.





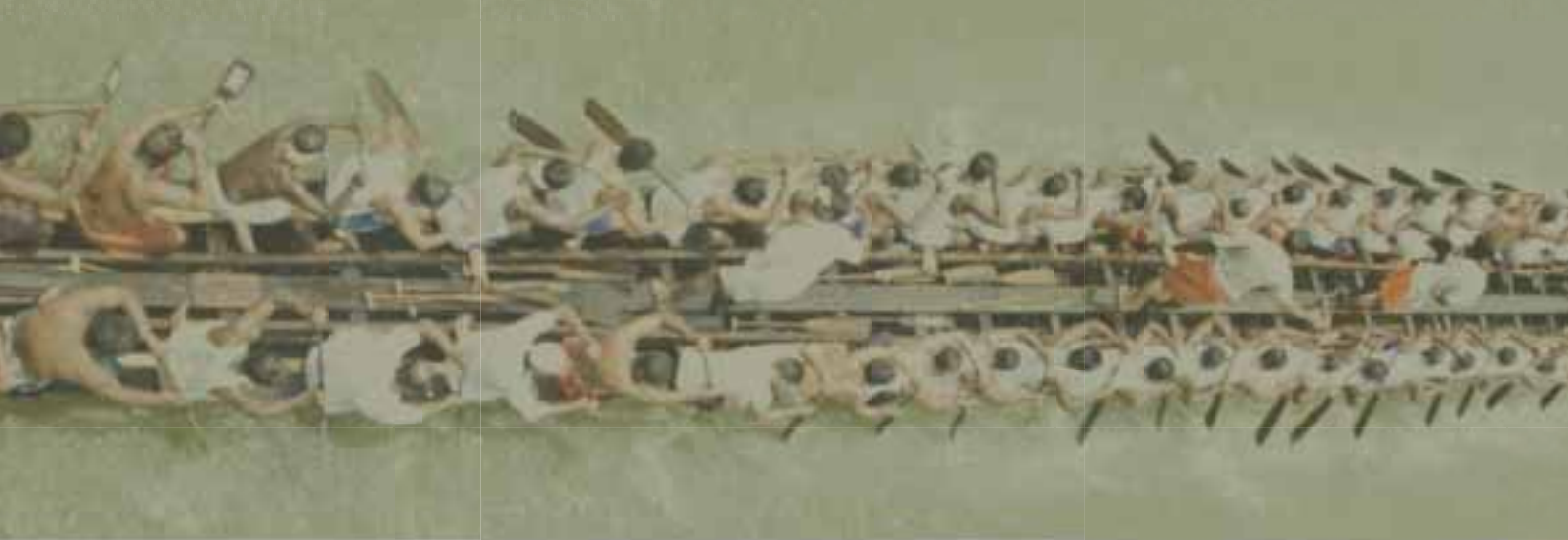
## EVERY STEP COUNTS WHEN THE GOAL IS HIGH

In 1990, we planted the seed of bravery with a single award. Today, the seed has blossomed into an inspiration for many.

Godfrey Phillips Bravery has awarded over 1200 people while Amodini, our initiative to empower women has provided employment to as many as 20,000 women.

As we get ready to move into another year, we reaffirm our commitment to our stakeholders, employees, and customers that in our journey of a thousand miles we'll make every step count.





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Mr. R. A. Shah	Chairman
Mr. K. K. Modi	President
Mr. R. Ramamurthy	Whole-time Director
Mr. Samir Kumar Modi	Executive Director
Mr. Lalit Kumar Modi	
Mr. Lalit Bhasin	
Mr. Anup N. Kothari	
Mr. C. M. Maniar	
Mr. O.P. Vaish	

**COMPANY SECRETARY**

Mr. Sanjay Gupta

**REGISTERED OFFICE**

Chakala, Andheri (East), Mumbai – 400 099

**CORPORATE OFFICE**

49, Community Centre, Friends Colony, New Delhi – 110 025

**OTHER OFFICES**

Ahmedabad, Baramati, Chandigarh, Chennai, Ghaziabad, Hyderabad, Kolkata, Mumbai, Rabale, New Delhi

**LEAF DIVISION**

Guntur (Andhra Pradesh)

**STATUTORY AUDITORS**

A.F. Ferguson & Co. – Chartered Accountants

**COST AUDITORS**

Chandra Wadhwa & Co. – Cost Accountants

**INTERNAL AUDITORS**

Lodha & Co. – Chartered Accountants

**REGISTRARS AND TRANSFER AGENT**

Sharepro Services (India) Pvt. Ltd. 13 AB, Samhita Warehousing Complex,  
Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri (East), Mumbai – 400 072

**SOLICITORS**

Crawford Bayley & Co.

**BANKERS**

- State Bank of India • Bank of Baroda • Bank of India • Citibank N.A • State Bank of Hyderabad
- State Bank of Travancore • The Hongkong and Shanghai Banking Corporation • Union Bank of India