

4th March, 2011

1. **The Secretary**
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai - 400 001

2. **The Secretary**
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Sub. : Disclosure of Shareholding pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations 1992

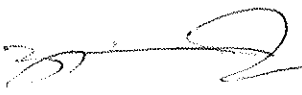
Dear Sirs,

Please find enclosed the disclosures by the Company in the format prescribed under regulation 13(6) of SEBI (Prohibition of Insider Trading) Regulations, 1992 alongwith copies of the disclosures as received from Jupiter Asset Management Limited under regulation 13(3) of SEBI (Prohibition of Insider Trading) Regulations, 1992.

As disclosed by Jupiter, it does not hold any shares beneficially, but holds them as an investment manager acting on behalf of discretionary clients. The shares have been purchased by The Royal Bank of Scotland PLC as Trustee of Jupiter India Fund. The Royal Bank of Scotland PLC also acts as Trustees of Jupiter Asian Fund. All the above sub-accounts are persons acting in concert with Jupiter Asset Management Limited, their common investment manager.

Thanking you,

Yours faithfully,
for **GODFREY PHILLIPS INDIA LIMITED**



SANJAY GUPTA
Company Secretary

Encl : As above

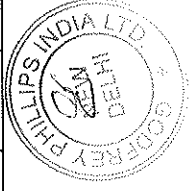
FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(1) and (6)]

Regulation 13(6) — Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name & address of shareholders	Shareholding prior to acquisition/sale	No. & % of shares/voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares -specify	Date of intimation to company	Mode of acquisition on (market purchase/public rights/preferential offer etc.)	No. & % of shares/voting rights post-acquisition/sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
FII Sub Account												
The Royal Bank of Scotland PLC as Trustee of -												
1. Jupiter India Fund	512,379	189,991	Acquisition of shares aggregating in excess of 2%	3 March, 2011	Open Market Purchase	702,370	Acquisition of 217,273 shares in Godfrey Phillips India Limited has been executed during the period 11 May, 2010 to 1 March, 2011. However the details of the last transaction on 1 March, 2011 on which the shareholding changed by in excess of 2 % in aggregate are detailed in the attached annex.		217,273 shares	Rs. 387,586,121.09	-	-
2. Jupiter Asian Fund	0	27,282	Period of acquisition 11 May 2010 - 1 March 2011			27,282						
Both of:												
1 Grosvenor Place, London SW1X 7 JJ United Kingdom												
TOTAL	512,379 (5.016%)	217,273 (2.09%)				729,652 (7.02%)						



Mr S Gupta
Company Secretary
Godfrey Phillips India Ltd.
International Business Division,
41, Community Centre,
Friends Colony,
New Delhi - 110025

By Fax, Email & Post + 91 11 268 40775
skgupta-gpi@modi.com
3 March 2011

Dear Madam,

Notification of holdings pursuant to (Prohibition of Insider Trading) Regulations 1992

Further to our letter of 12 May 2010 in which we notified you that Jupiter Asset Management Limited ('Jupiter') held 5.016% of the total shares in issue of Godfrey Phillips India Limited ('the Company'), Jupiter wishes to notify you that, following a transaction on 1 March 2011 in the shares of the Company, Jupiter holds 729,652 shares in the Company assuming that the shares that we have contracted to purchase are fully delivered. On the basis of a paid up share capital for the Company of 10,398,784 shares of Rs10 each, Jupiter's holding represents 7.02% of the paid up share capital.

I attach the relevant notification form and can confirm that we shall also be notifying the appropriate exchanges.

Jupiter does not hold any shares beneficially, but holds them as an investment manager acting on behalf of discretionary clients. The shares have been purchased by The Royal Bank of Scotland PLC as Trustees of Jupiter India Fund. The Royal Bank of Scotland PLC also acts as Trustees of Jupiter Asian Fund. All the above sub-accounts are persons acting in concert with Jupiter Asset Management Limited, their common investment manager. The address of the investment manager is as stated on this letterhead.

Yours faithfully



Jenny Thompson

for and on behalf of Jupiter Asset Management Limited

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

(Regulation 13 (3) and (6))

Regulation 13(3) - Details of change in shareholding in respect of persons holding more than 5% shares in a listed company for Godfrey Phillips India Limited

Name & address of shareholders	Shareholding prior to acquisition/sale	No. & % of shares/ voting rights acquired	Date of Acquisition of shares	Date of intimation to company	Mode of acquisition on (market purchase/ public/rights/pr eferential offer etc.)	No. & % of shares/voting rights post-acquisition/ Sale	Trading Member through whom the trade was executed with SEBI Registration no. of the TM	Stock exchanges on which the trades were executed	Buy quantity	Buy value (Rs)
Fill sub account The Royal Bank of Scotland PLC as Trustee of –			Acquisition of shares aggregating in excess of 2%	3 March 2011	Open Market Purchase			Acquisition of 217,273 shares in Godfrey Phillips India Limited has been executed during the period 11 May 2010 to 1 March 2011. However, the details of the last transaction on 1 March 2011 on which the shareholding changed by in excess of 2% in aggregate are detailed in the attached annex.	217,273 shares	RS 387,586,121.09
1. Jupiter India Fund	512,379	189,991	Period of acquisition 11 May 2010 – 1 March 2011			702,370				
2. Jupiter Asian Fund	0	27,282				27,282				
Both of: 1 Grosvenor Place, London SW1X 7JJ United Kingdom										
		512,379 (5.016%)	217,273 (2.09%)							

Trade Date	Settlement Date	Name of the Trading Member TM	SEBI Reg No. of the TM	Exchange on which the trade was executed	Acquired on behalf of:	Qty of Shares Acquired	Buy Value (Rs)
1 March 2011	4 March 2011	Stewart & Mackertich Wealth Management Ltd	INB 230599932	NSE	Jupiter India Fund	1,789	3,550,485.18
1 March 2011	4 March 2011	Stewart & Mackertich Wealth Management Ltd	IBN 010599935/55	BSE	Jupiter India Fund	581	1,153,197.85

NSE – National Stock Exchange of India Ltd

BSE – Bombay Stock Exchange of India Ltd