

## Good Investment (India) Limited

Four Square House, 49 Community Centre  
New Friends Colony, New Delhi - 110 065  
Tele. No. 26120192, 41672504  
Fax No. 26120192



To,

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai - 400 001

The Secretary  
National Stock Exchange of India Limited  
Exchange Plaze  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051

The Company Secretary  
Godfrey Phillips India Limited  
Chakala, Andheri (East)  
Mumbai - 400 099

**Subject: Revised Disclosure under Regulation 29 (2) of SEBI ( Substantial Acquisition of Shares and Takeovers) Regulation, 2011**

Dear Sir,

With reference to our earlier disclosure dated 27<sup>th</sup>, March, 2015 on the captioned matter, find enclosed revised statement disclosing the revised particulars of change in the shareholding, due to market purchase of 1,15,000 Equity Shares of Godfrey Phillips India Limited by the undersigned Company, forming part of the Promoter Group.

Thanking You.

Yours faithfully

For Good Investment India Limited

  
R.N. Agarwal  
Director



Encl: Duly filled revised form 29(2) with Annexure

*Recd  
@ 15/4/15*

Registered Office : A-1, Maharani Bagh, New Delhi - 110 065.

Company Identification Number : U65993DL1979PLC010060 E.mail Address: GIL-ICC@MODI.COM

Revised disclosures under Regulation 29(2) of SEBI  
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

|                                                                                                                                                                           |                                                                     |                                                         |                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                        | M/S GODFREY PHILLIPS INDIA LIMITED                                  |                                                         |                                                          |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                          | Acquirer : GOOD INVESTMENT INDIA LTD (PAC) AS PER ANNEXURE ENCLOSED |                                                         |                                                          |
| 3. Whether the acquirer belongs to Promoter/Promoter group                                                                                                                | YES                                                                 |                                                         |                                                          |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                     | NSE/BSE                                                             |                                                         |                                                          |
| 5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC                                                                  | Number                                                              | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC(*) |
| <u>Before the acquisition/disposal under consideration, holding of:</u>                                                                                                   |                                                                     |                                                         |                                                          |
| a) Shares carrying voting rights                                                                                                                                          | 2,38,89,210                                                         | 45.95%                                                  | N.A.                                                     |
| b) Voting rights (VR) otherwise than by shares                                                                                                                            | -                                                                   | -                                                       | -                                                        |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | -                                                                   | -                                                       | -                                                        |
| Total (a+b+c)                                                                                                                                                             | 2,38,89,210                                                         | 45.95%                                                  | -                                                        |
| <u>Details of acquisition/sale</u>                                                                                                                                        |                                                                     |                                                         |                                                          |
| a) Shares carrying voting rights acquired/sold                                                                                                                            | 1,15,000                                                            | 0.22%                                                   | N.A.                                                     |
| b) VRs acquired /sold otherwise than by shares                                                                                                                            | -                                                                   | -                                                       | -                                                        |
| c) Warrants/convertible securities/any other instrument                                                                                                                   | -                                                                   | -                                                       | -                                                        |



|                                                                                                                                                                                             |                                |        |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------|-----|
| that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold                                                              |                                |        |     |
| Total (a+b+c)                                                                                                                                                                               | 1,15,000                       | 0.22%  | -   |
| <u>After the acquisition/sale, holding of:</u>                                                                                                                                              |                                |        |     |
| a) Shares carrying voting rights                                                                                                                                                            | 2,40,04,210                    | 46.17% | N.A |
| b) VRs otherwise than by shares                                                                                                                                                             | -                              | -      | -   |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition. | -                              | -      | -   |
| Total (a+b+c)                                                                                                                                                                               | 2,40,04,210                    | 46.17% | -   |
| 6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                               | MARKET PURCHASE                |        |     |
| 7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                               | 26 <sup>TH</sup> , MARCH, 2015 |        |     |
| 8. Equity share capital / total voting capital of the TC before the said acquisition / sale                                                                                                 | Rs. 10,39,87,840/-             |        |     |
| 9. Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                                                                   | Rs. 10,39,87,840/-             |        |     |
| 10. Total diluted share/voting capital of the TC after the said acquisition/sale.                                                                                                           | N.A                            |        |     |

(\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Good Investment India Limited

R.N. Aggarwal

Signature of the acquirer / Authorised Signatory



Place: NEW DELHI

Date: 01/04/2015

**Annexure**

- A. Name of Acquirer. : Good Investment India Limited
- B. List of Persons Acting in Concert (PAC) with the Acquirer (List given Below)

| Sl.No | DIRECTORS                                                                                        | Before the Acquisition  |              | After the Acquisition |              |
|-------|--------------------------------------------------------------------------------------------------|-------------------------|--------------|-----------------------|--------------|
|       |                                                                                                  | Holding Number of Share | %            | Holding Number of     | %            |
| 1     | K K MODI                                                                                         | 2000                    | 0.0038       | 2000                  | 0.0038       |
| 2     | LALIT KUMAR MODI                                                                                 | 2000                    | 0.0038       | 2000                  | 0.0038       |
| 3     | SAMIR KUMAR MODI                                                                                 | 2000                    | 0.0038       | 2000                  | 0.0038       |
|       |                                                                                                  | 6000                    | 0.01         | 6000                  | 0.01         |
|       | <b>INDIVIDUALS</b>                                                                               |                         |              |                       |              |
| 1     | DIVYA MODI                                                                                       | 11500                   | 0.02         | 11500                 | 0.02         |
| 2     | RITIKA N RUNGTA                                                                                  | 5440                    | 0.01         | 5440                  | 0.01         |
|       |                                                                                                  | 16940                   | 0.03         | 16940                 | 0.03         |
|       | <b>DOMESTIC COMPANIES</b>                                                                        |                         |              |                       |              |
| 1     | K K MODI INVESTMENT AND FIN.SER.PVT LTD                                                          | 15196660                | 29.23        | 15196660              | 29.23        |
| 2     | GOOD INVESTMENTS (INDIA) LTD                                                                     | 3980220                 | 7.66         | 4095220               | 7.88         |
| 3     | QUICK INVESTMENT (INDIA) LTD                                                                     | 1966800                 | 3.78         | 1966800               | 3.78         |
| 4     | SUPER INVESTMENT INDIA LTD                                                                       | 527260                  | 1.01         | 527260                | 1.01         |
| 5     | SPICE MOBILES LIMITED                                                                            | 86500                   | 0.17         | 86500                 | 0.17         |
| 6     | LONGWELL INVESTMENT PVT LTD                                                                      | 80000                   | 0.15         | 80000                 | 0.15         |
| 7     | SWASTH INVESTMENT PVT LTD                                                                        | 80000                   | 0.15         | 80000                 | 0.15         |
| 8     | MOTTO INVESTMENT PVT LTD                                                                         | 79000                   | 0.15         | 79000                 | 0.15         |
| 9     | HMA UDYOG PRIVATE LTD                                                                            | 68000                   | 0.13         | 68000                 | 0.13         |
| 10    | UPASANA INVESTMENT PVT LTD                                                                       | 450                     | -            | 450                   | -            |
|       | <b>Sub total</b>                                                                                 | <b>22064890</b>         | <b>42.44</b> | <b>22179890</b>       | <b>42.66</b> |
|       | <b>TRUSTS</b>                                                                                    |                         |              |                       |              |
| 1     | K K MODI & BINA MODI<br>(TRUSTEES - INDOFIL SENIOR EXECUTIVES<br>(OFFICERS) WELFARE TRUST).      | 386280                  | 0.74         | 386280                | 0.74         |
| 2     | K K MODI & BINA MODI<br>(TRUSTEES - INDOFIL JUNIOR EMPLOYEES<br>(FACTORY) WELFARE TRUST).        | 380000                  | 0.73         | 380000                | 0.73         |
| 3     | K K MODI & BINA MODI<br>(TRUSTEES - INDOFIL JR.EMP.(Offices) Welfare Trust.                      | 308560                  | 0.59         | 308560                | 0.59         |
| 4     | K K MODI & BINA MODI<br>(TRUSTEES - INDOFIL SR.EXE.(Factory) Welfare Trust.                      | 308560                  | 0.59         | 308560                | 0.59         |
| 5     | K K MODI & BINA MODI<br>(TRUSTEES - INDOFIL SR EXE.(Factory) Benefit Trust.                      | 141360                  | 0.27         | 141360                | 0.27         |
| 6     | K K MODI & BINA MODI<br>(TRUSTEES - INDOFIL JUNIOR EMP.(OFFICES)<br>BENEFIT TRUST).              | 108220                  | 0.21         | 108220                | 0.21         |
| 7     | K K MODI TRUSTEE "INDOFIL JR.EMPLOYEES<br>(FACTORY) BENEFIT TRUST" & BINA MODI (Trustee)         | 100560                  | 0.19         | 100560                | 0.19         |
| 8     | KEDARNATH MODI (TRUSTEE)<br>MODI SPG & WVG MILLS CO .LTD HEAD<br>OFFICE EMPLOYEES WELFARE TRUST. | 45000                   | 0.09         | 45000                 | 0.09         |
| 9     | K K MODI & BINA MODI<br>(TRUSTEES - INDOFIL SENIOR EXECUTIVES<br>(OFFICES) BENEFIT TRUST).       | 22840                   | 0.04         | 22840                 | 0.04         |
|       | <b>Subtotal</b>                                                                                  | <b>1801380</b>          | <b>3.46</b>  | <b>1801380</b>        | <b>3.46</b>  |
|       | <b>Total</b>                                                                                     | <b>23889210</b>         | <b>45.95</b> | <b>24004210</b>       | <b>46.17</b> |

