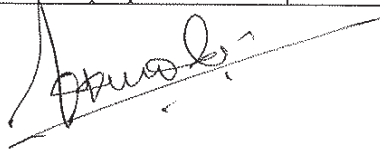
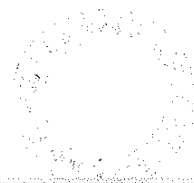


Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godfrey Phillips India Limited	
2.	Name of the acquirer(s)	K. K. Modi Investment And Financial Services Private Limited	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Shares got vested into the acquirer pursuant to the scheme of arrangement approved by Delhi High Court and Allahabad High Court on 26.02.2013 & 09.05.2013, respectively, under section 391 to 394 and other relevant provisions of the Companies Act, 1956. Scheme attached as Annexure "A". Copies of orders issued by Hon'ble courts are enclosed for ready reference.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Regulation 10 (5) is not applicable as shares got vested into the acquirer pursuant to the scheme of arrangement sanctioned by Delhi High Court and Allahabad High Court on 26.02.2013 & 09.05.2013, respectively, under section 391 to 394 and other relevant provisions of the Companies Act, 1956. Not Applicable Not Applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Please refer the details mentioned under S. No. 6	
	b. Date of acquisition		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above		
	d. Total shares proposed to be		

	acquired / actually acquired as a % of diluted share capital of TC				
	e. Price at which shares are proposed to be acquired / actually acquired				
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee(*)	As per Annexure "B"			
	b. Each Seller / Transferor				

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For K. K. Modi Investment And Financial Services Private Limited



K. K. Modi
Director



Date: 30.05.2013

Place: New Delhi

Annexure B

Share Holding Details					
S. No.	Names of the Entities	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
A.	Acquirer / Transferee				
1	K. K. MODI INVESTMENT AND FINANCIAL SERVICES PRIVATE LTD	1,168,759	11.24	3,039,332	29.23
B.	Seller/ Transferor				
1	INDO EURO INVESTMENT COMPANY PRIVATE LTD	1,471,782	14.15	Nil	N.A.
2	SUBHSREE PATROCHEM INDUSTRIAL INVESTMENTS LTD	127,390	1.23	Nil	N.A.
3	RAMRAJ ENTERPRISES LTD	100,045	0.96	Nil	N.A.
4	MODI REACH FINANCE AND INVESTMENT (INDIA) LTD	58,000	0.56	Nil	N.A.
5	ANJNEY INVESTMENTS AND TRADING CO LTD	34,800	0.33	Nil	N.A.
6	TOUCHWOOD INVESTMENT PVT LTD	16,256	0.16	Nil	N.A.
7	GEMINI TRADELINKS LTD	7,500	0.07	Nil	N.A.
8	CINDRELLA HOLDINGS PRIVATE LTD	4,200	0.04	Nil	N.A.
9	CINDRELLA RESOURCES PRIVATE LTD	3,700	0.04	Nil	N.A.
10	CINDRELLA DEVELOPMENTS PRIVATE LTD	3,700	0.04	Nil	N.A.
11	AARSREE AGRA LTD	3,500	0.03	Nil	N.A.
12	MODICARE LTD	39,700	0.38	Nil	N.A.

