

1st April, 2015

1. **The Secretary**
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai - 400 001
Scrip Code: 500163
2. **The Secretary**
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051
Scrip Symbol: GODFRYPHLP
3. **The Company Secretary**
Godfrey Phillips India Limited
Registered office: Macropolo Building', Ground Floor,
next to Kala Chowky Post Office,
Dr. Babasaheb Ambedkar Road,
Lalbaug, Mumbai - 400 033

Sub. : **Disclosure of Shareholding pursuant to the Regulation 30(1) and 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Sir,

Pursuant to the requirements of Regulation 30(1) & 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached a statement disclosing the particulars of shareholding held by each of the constituents of 'Modi Group' being the persons forming part of Promoter and promoter group in Godfrey Phillips India Limited as on 31st March, 2015.

Thanking you,

Yours faithfully



(K.K. Modi)

Encl:a/a



Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part – A – Details of Shareholding

1. Name of the Target Company (TC)	GODFREY PHILLIPS INDIA LIMITED		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	National Stock Exchange of India Limited BSE Limited		
3. Particulars of the shareholder(s) : a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	As per the Annexure attached		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
As of March 31 st , 2015, holding of: a) Shares b) Voting Rights (otherwise than by shares) c) Warrants, d) Convertible Securities e) Any other instrument that would entitle the holder to receive shares in the TC.	As per the Annexure attached		
Total			

Particulars of the shareholder(s)

Name(s) of promoter(s), member of the promoter group and PAC with him		Particulars of the shareholding of person(s) as of March 31st, 2015													Any other instrument that would entitle the holder to receive shares in the TC			
S.No.	Name & Address of Shareholder(s)	Shares			Voting Rights (otherwise than by shares)			Warrants			Convertible Securities			Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
		Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)					
1	MODI Group Krishan Kumar Modi	2000	0.004%	0.004%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
2	Lalit Kumar Modi	2000	0.004%	0.004%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
3	Samir Kumar Modi	2000	0.004%	0.004%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
4	Mrs. Ritika N Rungta	5440	0.010%	0.010%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
5	Divya Modi	11500	0.022%	0.022%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
6	K.K. Modi Investment & Financial Services Pvt. Ltd.	15196660	29.228%	29.228%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
7	Good Investments (India) Ltd.	4095220	7.876%	7.876%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
8	Quick Investment (India) Ltd.	2081800	4.004%	4.004%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
9	Longwell Investment Pvt. Ltd.	80000	0.154%	0.154%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
10	Motto Investment Pvt. Ltd.	79000	0.152%	0.152%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
11	Swasth Investment Pvt. Ltd.	80000	0.154%	0.154%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
12	Super Investment India Ltd.	527260	1.014%	1.014%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
13	Upasana Investment Pvt. Ltd.	450	0.001%	0.001%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
14	HMA Udyog Pvt. Ltd.	68000	0.131%	0.131%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.
15	Spice Mobiles Limited	86500	0.166%	0.166%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	N.A.	N.A.

Contd...2

Particulars of the shareholder(s)		Particulars of the shareholding of person(s) as of March 31st, 2015												Any other instrument that would entitle the holder to receive shares in the TC		
(Names) of promoter(s), member of the promoter group and PAC with him		Shares				Voting Rights (otherwise than by shares)				Warrants				Convertible Securities		
S.No.	Name & Address of Shareholder(s)	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC	Number of shares	% w.r.t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC
16	K.K. Modi & Bina Modi (Trustees - Indofil Junior Employees (Factory) Welfare Trust)	380000	0.731%	0.731%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
17	K.K. Modi & Bina Modi (Trustees - Indofil Senior Executives (Factory) Benefit Trust)	141360	0.272%	0.272%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
18	K.K. Modi & Bina Modi (Trustees - Indofil Senior Executives (Offices) Benefit Trust)	22840	0.044%	0.044%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
19	K.K. Modi & Bina Modi (Trustees - Indofil Senior Executives (Offices) Welfare Trust)	386280	0.743%	0.743%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
20	K.K. Modi & Bina Modi (Trustees-Indofil Junior Employees (Offices) Benefit Trust)	108220	0.208%	0.208%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
21	K.K. Modi & Bina Modi (Trustees-Indofil Junior Employees (Offices) Welfare Trust)	308560	0.593%	0.593%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
22	K.K. Modi & Bina Modi (Trustees-Indofil Senior Executives (Factory) Welfare Trust)	308560	0.593%	0.593%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
23	KEDARNATH MODI (TRUSTEE) Modi Spg & Wvg Mills Co. Ltd. (Head Office) Employees Welfare Trust	45000	0.087%	0.087%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
24	K.K. Modi & Bina Modi (Trustees -Indofil Junior Employees (Factory) Benefit Trust)	100560	0.193%	0.193%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.
Total		24119210	46.389%	46.388%	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	N.A.	Nil	N.A.	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.

Note: Company Sub-divided the face value of its equity shares from Rs.10 to Rs.2 during previous financial year 2014-15.


(K.K. Modi)
01.04.2015
New Delhi