

1st April, 2015

The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Fax No.:022-26598237 / 38

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No.:022-22721919, 3121

Dear Sir,

Sub: Revised disclosures under regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Please find enclosed the revised disclosures received from two promoter group entities under the captioned regulation in substitution to their earlier disclosure dated 27th March, 2015.

This is for your kind information and record please.

Thanking you

For **Godfrey Phillips India Limited**



Sanjay Gupta
Company Secretary

Encl:a/a



1st ,April, 2015

To,

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th 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

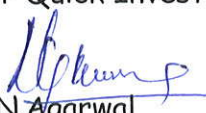
Dear Sir,

With reference to our earlier disclosure dated 27th, 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 Quick Investment India Limited


R.N. Agarwal
Director



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

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: QUICK 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	2,40,04,210	46.17%	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)	2,40,04,210	46.17%	-
<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%	-
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	2,41,19,210	46.39%	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)	2,41,19,210	46.39%	-
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 TH , 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 Quick Investment India Limited


R.N. Agarwal

Signature of the acquirer / Authorised Signatory



Place: NEW DELHI

Date: 01/04/2015

Annexure

- A. Name of Acquirer. : Quick 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 Share	%
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
	INDIVIDUALS				
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
	DOMESTIC COMPANIES				
1	K K MODI INVESTMENT AND FIN.SER.PVT LTD	15196660	29.23	15196660	29.23
2	GOOD INVESTMENTS (INDIA) LTD	4095220	7.88	4095220	7.88
3	QUICK INVESTMENT (INDIA) LTD	1966800	3.78	2081800	4.00
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	-
	Sub total	22179890	42.66	22294890	42.88
	TRUSTS				
1	K K MODI & BINA MODI (TRUSTEES - INDOFIL SENIOR EXECUTIVES (OFFICERS)WELFARE TRUST).	386280	0.74	386280	0.74
2	K K MODI & BINA MODI (TRUSTEES - INDOFIL JUNIOR EMPLOYEES (FACTORY)WELFARE TRUST).	380000	0.73	380000	0.73
3	K K MODI & BINA MODI (TRUSTEES - INDOFIL JR.EMP(Offices)Welfare Trust.	308560	0.59	308560	0.59
4	K K MODI & BINA MODI (TRUSTEES - INDOFIL SR.EXE.(Factory)Welfare Trust.	308560	0.59	308560	0.59
5	K K MODI & BINA MODI (TRUSTEES - INDOFIL SR EXE.(Factory)Benefit Trust.	141360	0.27	141360	0.27
6	K K MODI & BINA MODI (TRUSTEES - INDOFIL JUNIOR EMP.(OFFICES) BENEFIT TRUST).	108220	0.21	108220	0.21
7	K K MODI TRUSTEE "INDOFIL JR.EMPLOYEES (FACTORY)BENEFIT TRUST" & BINA MODI (Trustee)	100560	0.19	100560	0.19
8	KEDARNATH MODI (TRUSTEE) MODI SPG & WVG MILLS CO .LTD HEAD OFFICE EMPLOYEES WELFARE TRUST.	45000	0.09	45000	0.09
9	K K MODI & BINA MODI (TRUSTEES - INDOFIL SENIOR EXECUTIVES (OFFICES)BENEFIT TRUST).	22840	0.04	22840	0.04
	Subtotal	1801380	3.46	1801380	3.46
	Total	24004210	46.17	24119210	46.39



Good Investment (India) Limited

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



To,

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
25th 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

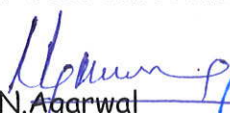
Subject: **Revised Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011**

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Thanking You.

Yours faithfully
For Good Investment India Limited


R.N. Agarwal
Director



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

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		
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<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	-	-	-
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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%	-
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(*) 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. Agarwal

Signature of the acquirer / Authorised Signatory



Place: NEW DELHI

Date: 01/04/2015

Annexure

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9	HMA UDYOG PRIVATE LTD	68000	0.13	68000	0.13
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	Sub total	22064890	42.44	22179890	42.66
	TRUSTS				
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	Subtotal	1801380	3.46	1801380	3.46
	Total	23889210	45.95	24004210	46.17

