

4th April, 2016

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, 2016.

Thanking you,

Yours faithfully



(K.K. Modi)
Encl:a/a

3

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 , 2016, holding of:	As per the Annexure attached		
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.			
Total			

Particulars of the shareholder(s)

Particulars of the shareholding of person(s) as of March 31st, 2016

Name(s) of promoter(s), member of the promoter group and P.A.C with him		Shares				Voting Rights (otherwise than by shares)				Warrants				Convertible Securities				Any other instrument that would entitle the holder to receive shares in the TC	
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 (*)	Number of shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
1	MODI Group	2000	0.004	0.004	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
2	Krishan Kumar Modi	2000	0.004	0.004	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
3	Ranjit Kumar Modi	2000	0.004	0.004	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
4	Samir Kumar Modi	2000	0.004	0.004	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
5	Mrs. Rikha N Rungta	5440	0.010	0.010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
6	Divya Tongre (Earlier known as Divya Modi)	11500	0.022	0.022	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
7	K.K. Modi Investment & Financial Services Pvt. Ltd.	15196660	29.228	29.228	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
8	Good Investments (India) Ltd.	4309320	8.288	8.288	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
9	Quick Investments (India) Ltd.	2166800	4.167	4.167	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
10	Longwell Investment Pvt. Ltd.	80000	0.154	0.154	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
11	Motto Investment Pvt. Ltd.	79000	0.152	0.152	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
12	Swathi Investment India Ltd.	80000	0.154	0.154	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
13	Super Investment India Ltd.	527260	1.014	1.014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
14	Uppasana Investment Pvt. Ltd.	490	0.001	0.001	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
15	HMA Udyog Pvt. Ltd.	6800	0.131	0.131	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
16	Spice Mobiles Limited	86500	0.166	0.166	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
17	K.K. Modi & Bina Modi (Trustees- Indof Junior Employees (Factory) Benefit Trust)	38000	0.731	0.731	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
18	K.K. Modi & Bina Modi (Trustees- Indof Senior Executives (Offices) Benefit Trust)	141360	0.272	0.272	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
19	K.K. Modi & Bina Modi (Trustees- Indof Senior Executives (Offices) Benefit Trust)	22840	0.044	0.044	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
20	K.K. Modi & Bina Modi (Trustees- Indof Senior Executives (Offices) Benefit Trust)	386280	0.743	0.743	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
21	K.K. Modi & Bina Modi (Trustees- Indof Junior Employees (Offices) Benefit Trust)	108220	0.208	0.208	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
22	K.K. Modi & Bina Modi (Trustees- Indof Junior Employees (Offices) Benefit Trust)	306560	0.593	0.593	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
23	K.K. Modi & Bina Modi (Trustees- Indof Senior Executives (Factory) Benefit Trust)	306560	0.593	0.593	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
24	K.K. Modi & Bina Modi (Trustees- Indof Senior Executives (Factory) Benefit Trust)	45000	0.087	0.087	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
25	K.K. Modi & Bina Modi (Trustees- Indof Junior Employees (Factory) Benefit Trust)	100560	0.193	0.193	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Total		24418210	46.964	46.964	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	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

(K. K. Modi)
04.04.2016
New Delhi