



Godfrey Phillips India Limited
49 Community Centre,
Friends Colony, New Delhi-110 025
Tel: +91 11 2683 2155, 2684 0148
Fax: +91 11 2684 0775, 2683 5803
www.godfreyphillips.com

30th March, 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: Disclosures under regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Please find enclosed the disclosures received from two promoter group entities pursuant to the captioned regulation.

This is for your kind information and record please.

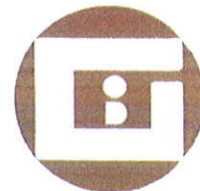
Thanking you

For Godfrey Phillips India Limited

Sanjay Gupta
Company Secretary
Encl:a/a

Good Investment (India) Limited

Four Square House, 49 Community Centre
New Friends Colony, New Delhi - 110 065
Tele. No. 26020102, 41672504



27th, March, 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: Discloser under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

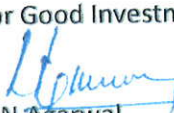
Dear Sir,

Pursuant to the requirements of Regulation 29 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011, please find attached a statement disclosing the 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 form 29(2)

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

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

Format for 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	M/S GOOD INVESTMENT INDIA LIMITED		
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	39,80,220	7.66%	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)	39,80,220	7.66%	-
<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	40,95,220	7.88%	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)	40,95,220	7.88%	-
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 Good Investment India Limited

R.N. Agarwal

Signature of the acquirer / Authorised Signatory



Place: NEW DELHI

Date: 27/03/2015



27th, March, 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 Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

The Company Secretary
Godfrey Phillips India Limited
Chakala, Andheri (east)
Mumbai – 400 099

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

Dear Sir,

Pursuant to the requirements of Regulation 29 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011, please find attached a statement disclosing the 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 form 29(2)

Format for 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	M/S QUICK INVESTMENT INDIA LIMITED		
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	19,66,800	3.78%	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)	19,66,800	3.78%	-
<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	20,81,800	4.00%	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)	20,81,800	4.00%	-
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: 27/03/2015