



GODFREY PHILLIPS
—INDIA LIMITED—

Godfrey Phillips India Limited
49 Community Centre,
Friends Colony, New Delhi-110 025
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www.godfreyphillips.com

14th April, 2015

1. **The Secretary**
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

Fax No. : 022-22722041/22723719/22722039

2. **The Secretary**
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

Fax No. : 022-26598237/26598238

Sub : Submission of Shareholding Pattern for the quarter ended 31st March, 2015

Dear Sir,

In pursuance of Clause 35 of the Listing Agreement, we are enclosing a copy of the Shareholding Pattern as on 31st March, 2015.

Thanking you,

Yours faithfully,

for **GODFREY PHILLIPS INDIA LIMITED**

Sanjay Gupta
Company Secretary

Encl : As above



GODFREY PHILLIPS
—INDIA LIMITED—

GODFREY PHILLIPS INDIA LIMITED			
(I) (a) Statement showing Shareholding Pattern as on 31.03.2015			
SCRIP CODE : 500163 Name of Scrip : GODFRYPHLP Class of Security : Equity Qu Quarter Ended: 31.03.2015			
Partly paid up shares	Number of partly paid up shares	As a % of total number of partly paid up shares	As a % of total number of shares of the Company
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total D	0	0.00	0.00
Outstanding Convertible Securities	Number of outstanding securities	As a % of total No. of Outstanding Convertible Securities	As a % of total no. of shares of the Company assuming full conversion of Securities
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total E	0	0.00	0.00
Warrants	Number of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company assuming full conversion of warrants
Held by Promoter/Promoter group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total F	0	0.00	0.00
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ (D+E+F))	51993920	100.00	100.00





GODFREY PHILLIPS
INDIA LIMITED

Statement Showing Shareholding Pattern							Quarter Ended : 31.03.2015		
Table (I) (a)									
(i) (a) Statement showing Shareholding Pattern as on 31.03.2015									
Category Code	Category of shareholder	No. of shareholders	Total No. of shares	No. of shares held in dematerialised form	Total shareholding as a percentage of total no. of shares		Shares pledged or otherwise encumbered		
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage	
SCRIP CODE : 500163									
(A)	Shareholding of Promoter and Promoter Group								
(1)	Indian								
(a)	Individuals/H.U.F (INDIVIDUALS)	2	16940	11500	0.03	0.03	0	0.00	
(b)	Individuals/H.U.F (DIRECTORS)	3	6000	6000	0.01	0.01	0	0.00	
(c)	Central/State Government(s)	0	0	0	0.00	0.00	0	0.00	
(d)	Bodies Corporate	10	22294890	22294890	42.88	42.88	0	0.00	
(e)	Financial Institutions/Banks	0	0	0	0.00	0.00	0	0.00	
(f)	Any Other (specify) (TRUSTS)	9	1801380	1756380	3.46	3.46	0	0.00	
	Sub-Total (A)(1)	24	24119210	24068770	46.39	46.39	0	0.00	
(2)	Foreign								
(a)	Non Resident Individuals/ Foreign Nationals	0	0	0	0.00	0.00	0	0.00	
(b)	Bodies Corporate	1	13050475	13050475	25.10	25.10	0	0.00	
(c)	Institutions	0	0	0	0.00	0.00	0	0.00	
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00	
(e)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00	
	Sub-Total (A)(2)	1	13050475	13050475	25.10	25.10	0	0.00	
	Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	25	37169685	37119245	71.49	71.49	0	0.00	
(B)	Public Shareholding ³								
(1)	Institutions								
(a)	Mutual Fund/UTI	12	1005140	1004765	1.93	1.93	0	0.00	
(b)	Financial Institutions/Banks	18	47740	24365	0.09	0.09	0	0.00	
(c)	Central/State Government(s)	1	24000	0	0.05	0.05	0	0.00	
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00	
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00	
(f)	Foreign Institutional Investors	20	5709356	5708856	10.98	10.98	0	0.00	
(g)	Foreign Portfolio - Corp	4	9760	9760	0.02	0.02	0	0.00	
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00	
	Sub-Total (B)(1)	55	6795996	6747746	13.07	13.07	0	0.00	
(2)	Non Institutions								
(a)	Bodies Corporate	433	593962	575507	1.14	1.14	0	0.00	
(b)	Individuals								
	i) Holding nominal share capital upto Rs. 1 lakh	15396	6341106	4733756	12.20	12.20	0	0.00	
	ii) Holding nominal share capital in excess of Rs. 1 lakh.	5	893795	893795	1.72	1.72	0	0.00	
(c)	Any Other(specify)								
	Other Directors & Relatives	6	36250	36250	0.07	0.07	0	0.00	
	Overseas Corporate Bodies	0	0	0	0.00	0.00	0	0.00	
	Non Resident Individuals	241	139596	125671	0.27	0.27	0	0.00	
	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00	
	Any Other - Trusts	8	23530	6030	0.05	0.05	0	0.00	
	Sub-Total (B)(2)	16089	8028239	6371009	15.44	15.44	0	0.00	
	Total Public shareholding (B)=(B)(1)+(B)(2)	16144	14824235	13118755	28.51	28.51	0	0.00	
	TOTAL (A)+(B)	16169	51993920	50238000	100.00	100.00	0	0.00	
(C)	Shares held by Custodians and against which Depository Receipts have been issued								
	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00	
	Public	0	0	0	0.00	0.00	0	0.00	
	GRAND TOTAL (A)+(B)+(C)	16169	51993920	50238000	100.00	100.00	0	0.00	





(l) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

SCRIP CODE : 500163											Quarter ended 31.03.2015	
Sr. No.	Name of the shareholder	Details of Shares held		Shares pledged or otherwise encumbered			Details of Warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
		Number of shares held	Shares as a % of total number of shares (i.e. Grand total of (A)+(B)+(C) indicated in statement at para (l)(a) above	Number of shares	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (l)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class		
DIRECTORS												
1	K K MODI	2000	0.00	0	0	0	0	0	0	0	0.00	
2	LALIT KUMAR MODI	2000	0.00	0	0	0	0	0	0	0	0.00	
3	SAMR KUMAR MODI	2000	0.00	0	0	0	0	0	0	0	0.00	
		6000	0.01	0	0	0	0	0	0	0	0.01	
INDIVIDUALS												
1	DIVYA MODI	11500	0.02	0	0	0	0	0	0	0	0.02	
2	RITIKA N RUNGTA	5440	0.01	0	0	0	0	0	0	0	0.01	
		16940	0.03	0	0	0	0	0	0	0	0.03	
DOMESTIC COMPANIES												
1	K K MODI INVESTMENT AND FIN.SER.PVT LTD	15196660	29.23	0	0	0	0	0	0	0	29.23	
2	GOOD INVESTMENTS (INDIA) LTD	4095220	7.88	0	0	0	0	0	0	0	7.88	
3	QUICK INVESTMENT (INDIA) LTD	2081800	4.00	0	0	0	0	0	0	0	4.00	
4	SUPER INVESTMENT INDIA LTD	527260	1.01	0	0	0	0	0	0	0	1.01	
5	SPICE MOBILES LIMITED	86500	0.17	0	0	0	0	0	0	0	0.17	
6	LONGWELL INVESTMENT PVT LTD	80000	0.15	0	0	0	0	0	0	0	0.15	
7	SWASTH INVESTMENT PVT LTD	80000	0.15	0	0	0	0	0	0	0	0.15	
8	MOTTO INVESTMENT PVT LTD	79000	0.15	0	0	0	0	0	0	0	0.15	
9	HMA UDYOG PRIVATE LTD	68000	0.13	0	0	0	0	0	0	0	0.13	
10	UPASANA INVESTMENT PVT LTD	450	0.00	0	0	0	0	0	0	0	0.00	
	Sub total	22294890	42.88	0	0	0	0	0	0	0	42.88	
TRUSTS												
1	K K MODI & BINA MODI (TRUSTEES - INDOFIL SENIOR EXECUTIVES (OFFICERS)WELFARE TRUST).	386280	0.74	0	0	0	0	0	0	0	0.74	
2	K K MODI & BINA MODI (TRUSTEES - INDOFIL JUNIOR EMPLOYEES (FACTORY)WELFARE TRUST).	380000	0.73	0	0	0	0	0	0	0	0.73	
3	K K MODI & BINA MODI (TRUSTEES - INDOFIL JR.EMP(Offices)Welfare Tr.	308560	0.59	0	0	0	0	0	0	0	0.59	
4	K K MODI & BINA MODI (TRUSTEES - INDOFIL SR.EXE.(Factory)Welfare Tr.	308560	0.59	0	0	0	0	0	0	0	0.59	
5	K K MODI & BINA MODI (TRUSTEES - INDOFIL SR EXE.(Factory)Benefit Tr.	141360	0.27	0	0	0	0	0	0	0	0.27	
6	K K MODI & BINA MODI (TRUSTEES - INDOFIL JUNIOR EMP.(OFFICES) BENEFIT TRUST).	108220	0.21	0	0	0	0	0	0	0	0.21	



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Sr. No.	Name of the shareholder	Details of Shares held		Shares pledged or otherwise encumbered			Details of Warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	Shares as a % of total number of shares (i.e. Grand total of (A)+(B)+(C) indicated in statement at para (I)(a) above	Number of shares	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
7	K K MODI TRUSTEE "INDOFIL JR. EMPLOYEES (FACTORY) BENEFIT TRUST" & BINA MODI (Trustee)	100560	0.19	0	0	0	0	0	0	0	0.19
8	KE DARNATH MODI (TRUSTEE) MODI SPG & WVG MILLS CO .LTD HEAD OFFICE EMPLOYEES WELFARE TRUST.	45000	0.09	0	0	0	0	0	0	0	0.09
9	K K MODI & BINA MODI (TRUSTEES - INDOFIL SENIOR EXECUTIVES (OFFICES) BENEFIT TRUST).	22840	0.04	0	0	0	0	0	0	0	0.04
	Subtotal	1801380	3.46	0	0	0	0	0	0	0	3.46
	Total	24119210	46.39	0	0	0	0	0	0	0	46.39
	FOREIGN COMPANIES										
1	PHILIP MORRIS GLOBAL BRANDS INC.	13050475	25.10	0	0	0	0	0	0	0	25.10
	Grand Total	37169685	71.49	0	0	0	0	0	0	0	71.49





GODFREY PHILLIPS
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(c) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

SCRIP CODE : 500163								Quarter ended 31.03.15	
Sr.No	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e. Grand total of (A)+(B)+(C) indicated in statement at para (i)(a) above	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF THE JUPITER INDIA FUND	2241622	4.31	0	0	0	0	4.31	
2	JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	1110854	2.14	0	0	0	0	2.14	
3	APMS INVESTMENT FUND LTD	1112775	2.14	0	0	0	0	2.14	
4	IDFC PREMIER EQUITY FUND	707951	1.36	0	0	0	0	1.36	
5	SWISS FINANCE CORPORATION (MAURITIUS) LIMITED	879015	1.69	0	0	0	0	1.69	
TOTAL		6052217	11.64	0	0	0	0	11.64	

(c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

SCRIP CODE : 500163								Quarter ended 31.03.15	
Sr.No	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e. Grand total of (A)+(B)+(C) indicated in statement at para (i)(a) above	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF THE JUPITER INDIA FUND	2241622	4.31	0	0	0	0	4.31	
2	JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	1110854	2.14	0	0	0	0	2.14	
3	NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF JUPITER ASIAN FUND	170000	0.33	0	0	0	0	0.33	
4	THE JUPITER GLOBAL FUND- JUPITER ASIA PACIFIC	50000	0.10	0	0	0	0	0.10	
TOTAL		3572476	6.87	0	0	0	0	6.87	





GODFREY PHILLIPS
—INDIA LIMITED—

Quarter ended 31.03.15

(1) (d) Statement showing details of locked in shares

(I) (a) Statement showing Shareholding Pattern as on 31.03.2015

Sr. No.	Name of shareholder	*Category of Shareholders (Promoter/Public)	No. of locked-in shares	Locked-in shares as percentage of total no. of shares {i.e. Grand Total(A)+(B)+C} indicated in statement at para(1)(a) above}
SCRIP	NA		0	0.00
	TOTAL		0	0.00

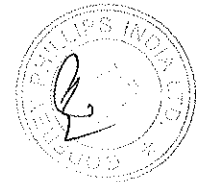
(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR(ADRs, GDRs, SDRs, etc)	No. of shares	No. of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total no. of shares {i.e. Grand Total (A)+(B)+C} indicated in Statement at para (1)(a)above}
1	NA	0	0	0.00
	TOTAL	0	0	0.00

Statement showing holding of Depository Receipts (DRs) where underlying shares held by

(II) (b) 'promoter/promoter group' are in excess of 1% of the total no.of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of shares underlying outstanding DRs.	Shares underlying outstanding DRs as a percentage of total no. of shares {i.e. Grand Total (A)+(B)+C} indicated in Statement at para (1)(a)above}
1	NA		0	0.00
	TOTAL		0	0.00





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(iii) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.							
Class X : EQUITY Class Y : NIL Class Z : NIL							
Quarter Ended : 31.03.2015							
Category Code	Category of shareholder	Number of voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting rights i.e. (VI)	
		CLASS X	CLASS Y	CLASS Z		As a percentage of (A+B)	As a percentage of (A+B+C)
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/Hindu Undivided Family	16940	N.A.	N.A.	16940	0.03	0.03
(a)	Individuals/Hindu Undivided Family (Directors)	6000	N.A.	N.A.	6000	0.01	0.01
(b)	Central/State Government(s)	0	N.A.	N.A.	0	0.00	0.00
(c)	Bodies Corporate	22294890	N.A.	N.A.	22294890	42.88	42.88
(d)	Financial Institutions/Banks	0	N.A.	N.A.	0	0.00	0.00
(e)	Any Other-Trusts	1801380	N.A.	N.A.	1801380	3.46	3.46
	Sub-Total (A) (1)	24119210	N.A.	N.A.	24119210	46.39	46.39
(2)	Foreign						
(a)	Individuals (Non Resident/Foreign)	0			0	0.00	0.00
(b)	Bodies Corporate	13050475	N.A.	N.A.	13050475	25.10	25.10
(c)	Institutions	0	N.A.	N.A.	0	0.00	0.00
(d)	Qualified Foreign Investor	0	N.A.	N.A.	0	0.00	0.00
(d)	Any Other (specify)	0	N.A.	N.A.	0	0.00	0.00
	Sub-Total (A)(2)	13050475	N.A.	N.A.	13050475	25.10	25.10
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	37169685	N.A.	N.A.	37169685	71.49	71.49
(B)	Public Shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	1005140	N.A.	N.A.	1005140	1.93	1.93
(b)	Financial Institutions/Banks	47740	N.A.	N.A.	47740	0.09	0.09
(c)	Central/State Government(s)	24000	N.A.	N.A.	24000	0.05	0.05
(d)	Venture Capital Funds	0	N.A.	N.A.	0	0.00	0.00
(e)	Insurance Companies	0	N.A.	N.A.	0	0.00	0.00
(f)	Foreign Institutional Investors	5709356	N.A.	N.A.	5709356	10.98	10.98
(g)	Foreign Portfolio - Corp	9760	N.A.	N.A.	9760	0.02	0.02
(h)	Qualified Foreign Investor	0	N.A.	N.A.	0	0.00	0.00
(i)	Any Other- Trusts	0	N.A.	N.A.	0	0.00	0.00
	Sub-Total (B) (1)	6795996	N.A.	N.A.	6795996	13.07	13.07
(2)	Non Institutions						
(a)	Bodies Corporate	593962	N.A.	N.A.	593962	1.14	1.14
(b)	Individuals						
	i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	6341106	N.A.	N.A.	6341106	12.20	12.20
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	893795	N.A.	N.A.	893795	1.72	1.72
(c)	Any Other (specify)						
	Other Directors & Relatives	36250	N.A.	N.A.	36250	0.07	0.07
	Non Resident Individuals	139596	N.A.	N.A.	139596	0.27	0.27
	Any Other - Trusts	23530	N.A.	N.A.	23530	0.05	0.05
	Qualified Foreign Investor	0	N.A.	N.A.	0	0.00	0.00
	Sub-Total (B) (2)	8028239	N.A.	N.A.	8028239	15.44	15.44
	Total Public Shareholding (B)=(B)(1)+(B)(2)	14824235	N.A.	N.A.	14824235	28.51	28.51
	TOTAL (A) + (B)	51993920	N.A.	N.A.	51993920	100.00	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	N.A.	N.A.	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	51993920	0	0	51993920	100.00	100.00

