

Date: July 13, 2024

To,

The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533150	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra(E), Mumbai- 400051 Symbol: GODREJPROP
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Sub: Report under Regulation 10(6) in respect of the acquisitions under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”)

Dear Sir/ Madam,

We, Jamshyd Naoroji Godrej, Navroze Jamshyd Godrej, Smita Godrej Crishna, Nyrika Holkar and Freyan Crishna Bieri (the “**Acquirers**”), are submitting a report under Regulation 10(6) of the SEBI SAST Regulations in respect of the acquisition by us of Equity Shares of Godrej Properties Limited (“**GPL**”) amounting to 1.43% of the paid-up Equity Share capital of GPL in aggregate from M/s. RKN Enterprises (“**Transferor**”), a Partnership Firm (the “**Acquisition**”).

The said disclosure has been set out in the **Schedule** below. The intimation under Regulation 10(5) of the SEBI SAST Regulations was filed with the stock exchanges on July 4, 2024.

The Acquirers and the Transferor have been classified as members of the Promoter Group of GPL for more than 3 (three) years in terms of Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.

This is for your information and records.

Encl: As above

CC: Godrej Properties Limited
Godrej One, 5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400079

[Signature pages to follow]

Signed and delivered by



Pheroza Jamshyd Godrej
Constituted Attorney of Jamshyd Naoroji Godrej
For and on behalf of Jamshyd Naoroji Godrej

Signed and delivered by



Pheroza Jamshyd Godrej

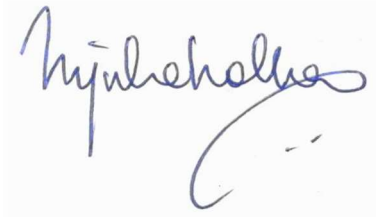
Constituted Attorney of Navroze Jamshyd Godrej
For and on behalf of Navroze Jamshyd Godrej

Signed and delivered by



Smita Godrej Crishna

Signed and delivered by

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Nyrika Holkar

Signed and delivered by

A handwritten signature in blue ink, appearing to read 'Freyan Crishna Bieri', written in a cursive style.

Freyan Crishna Bieri

SCHEDULE

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Properties Limited (“GPL”)
2.	Name of the acquirer(s)	Jamshyd Naoroji Godrej Navroze Jamshyd Godrej Smita Godrej Crishna Nyrika Holkar Freyan Crishna Bieri (each, an “Acquirer” or “Transferee” and collectively the “Acquirers” or “Transferees”)
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited The National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>The transaction is an acquisition of 3,986,400 Equity Shares (amounting to 1.43% of the paid-up equity share capital) of GPL by the Acquirers by way of a block deal from M/s. RKN Enterprises. Please refer to Annexure A for details on the number of shares acquired by each Acquirer from M/s. RKN Enterprises.</p> <p>This is an inter-se transfer of Equity Shares amongst ‘Qualifying Persons’ being persons named as members of the Promoter Group in the shareholding pattern filed by GPL for a continuous period of over three years prior to the Acquisition.</p>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	<p>Regulation 10(1)(a)(ii) of the SEBI SAST Regulations</p> <p>However, it is to be noted that the Acquisition does not trigger open offer obligations under Regulations 3, 4 or 5 of the SEBI SAST Regulations. The Acquirers submitted a notification under Regulation 10(5) on July 4, 2024 and are submitting reports under Regulation 10(6) and Regulation 10(7) by way of abundant caution.</p>

6.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. 	<ul style="list-style-type: none"> - No, the disclosure of the Acquisition was not required to be made under Regulation 10(5) of the SEBI SAST Regulations. Please refer to our response in row 5 above. - Yes, by way of abundant caution, the Acquires made a disclosure under Regulation 10(5) of the SEBI SAST Regulations for the Acquisition on July 4, 2024, which is within the timeline specified in the regulations i.e., at least 4 (four) working days prior to the date of the Acquisition. 	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	<p>a. Name of the transferor / seller: <u>M/s. RKN Enterprises</u></p>	<p>No Please see our response in row 5 above</p>	<p>Yes Please see our response in row 5 above</p>
	b. Date of acquisition	July 11, 2024	

	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	The Acquirers collectively acquired 3,986,400 shares amounting to 1.43% of the paid-up equity share capital of GPL. Please refer to Annexure A for details on the number of shares acquired by each Acquirer mentioned in row 2 above.			
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	3,986,400 shares amounting to 1.43% of the paid-up equity share capital of GPL.			
	e.	Price at which shares are proposed to be acquired / actually acquired	INR 3,313.90			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a.	Each Acquirer / Transferee (*) –	As per Annexure B			
	b.	Each Seller / Transferor –				

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date: July 13, 2024

Place: Mumbai

[Signature pages to follow]

Signed and delivered by



Pheroza Jamshyd Godrej
Constituted Attorney of Jamshyd Naoroji Godrej
For and on behalf of Jamshyd Naoroji Godrej

Signed and delivered by

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Pheroza Jamshyd Godrej

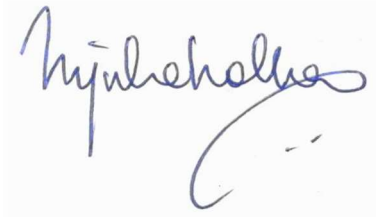
Constituted Attorney of Navroze Jamshyd Godrej
For and on behalf of Navroze Jamshyd Godrej

Signed and delivered by



Smita Godrej Crishna

Signed and delivered by

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Nyrika Holkar

Signed and delivered by

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Freyan Crishna Bieri

ANNEXURE A

Details of Shares Acquired by each Acquirer

Transferor	Acquirer	Number of Equity Shares of GPL Acquired	Percentage of Paid-up Share Capital of GPL
M/s. RKN Enterprises	Mr. Jamshyd Naoroji Godrej	9,96,600	0.36%
	Mr. Navroze Jamshyd Godrej	9,96,600	0.36%
	Mrs. Smita Godrej Crishna	6,64,400	0.24%
	Mrs. Nyrika Holkar	6,64,400	0.24%
	Mrs. Freyan Crishna Bieri	6,64,400	0.24%

ANNEXURE B

Pre-Transaction and Post-Transaction Shareholding Pattern

Shareholding details		Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
(A)	Acquirers / Transferee:				
	Mr. Jamshyd Naoroji Godrej	0	0.00%	996,600	0.36%
	Mr. Navroze Jamshyd Godrej	16	0.00%	996,616	0.36%
	Mrs. Smita Godrej Crishna	0	0.00%	664,400	0.24%
	Mrs. Nyrika Holkar	24	0.00%	664,424	0.24%
	Mrs. Freyan Crishna Bieri	176,628	0.06%	841,028	0.30%
	Sub Total (A)	176,668	0.06%	4,163,068	1.50%
(B)	Sellers / Transferor:				
	RKN Enterprises	3,986,400	1.43%	Nil	Nil
	Sub Total (B)	3,986,400	1.43%	Nil	Nil
(C)	Persons acting in concert with the Acquirers other than A and B above and holding shares (Family Members and Family Trusts through their trustees):	7,796,226	2.80%	7,796,226	2.80%
	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of JNG Family Trust)	1	0.00%	1	0.00%
	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of PJG Family Trust)	1	0.00%	1	0.00%
	Ms. Raika Jamshyd Godrej	25	0.00%	25	0.00%
	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of The Raika Godrej Family Trust)	12	0.00%	12	0.00%
	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of RJG Family Trust)	1	0.00%	1	0.00%
	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of Raika Lineage Trust)	1,904,875	0.69%	1,904,875	0.69%

Shareholding details		Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of NJG Family Trust)	1	0.00%	1	0.00%
	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of Navroze Lineage Trust)	2,081,500	0.75%	2,081,500	0.75%
	Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of SGC Family Trust)	1	0.00%	1	0.00%
	Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of VMC Family Trust)	1	0.00%	1	0.00%
	Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of FVC Family Trust)	1,904,888	0.69%	1,904,888	0.69%
	Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of FVC Children Trust)	1	0.00%	1	0.00%
	Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of NVC Family Trust)	1,904,888	0.69%	1,904,888	0.69%
	Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of NVC Children Trust)	1	0.00%	1	0.00%
	Mr. Rishad Kaikhushru Naoroji	30	0.00%	30	0.00%
(D)	Shareholding of Acquirers and PACs (other than Transferors)	7,972,894	2.87%	11,959,294	4.30%