

## PG CHILDREN TRUST

5th Floor, Godrej One Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400079

Date: 29<sup>th</sup> March, 2019

To,  
The Manager,

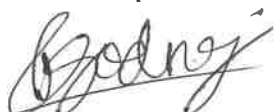
<b>BSE Limited</b> Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533150 Security ID: 782GPL20 (NCD)	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol: GODREJPROP
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**Sub: Disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your records.

You are requested to kindly take note of the above.



**Pirojsha Godrej**  
as a trustee of PG Children Trust

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

**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Name of the Target Company (TC)	Godrej Properties Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	RNG Family Trust through its trustees, Mr. Nadir Godrej, Mr. Hormazd Godrej and Mrs. Rati Godrej		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. The National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs:</b>			
a) Shares carrying voting rights	NIL (Individually) 16,24,33,531 (Together with PAC)	NIL (Individually) 70.83% (Together with PAC)	NIL (Individually) 70.79% (Together with PAC)
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>16,24,33,531</b>	<b>70.83%</b>	<b>70.79%</b>
<b>Details of acquisition:</b>			
a) Shares carrying voting rights acquired	1	0.00%	0.00%
b) VRs acquired otherwise than by shares	NIL	NIL	NIL
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	NIL	NIL	NIL

TC (specify holding in each category) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
e) Total (a+b+c+d)	<b>1</b>	<b>0.00%</b>	<b>0.00%</b>
<b>After the acquisition, holding of acquirer along with PACs:</b>			
a) Shares carrying voting rights	1 (Individually) 16,24,33,533 (Together with PAC) [Refer Note 1]	0.00% (Individually) 70.83% (Together with PAC) [Refer Note 1]	0.00% (Individually) 70.79% (Together with PAC) [Refer Note 1]
b) VRs otherwise than by shares	NIL	NIL	NIL
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	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>16,24,33,533</b>	<b>70.83%</b>	<b>70.79%</b>
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market		
Salient features of the securities acquired including time till redemption. ratio at which it can be converted into Equity Shares, etc.	Equity Shares		
Date of acquisition <del>of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</del>	29 <sup>th</sup> March, 2019		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,14,66,18,565 (22.93.23.713 Equity Shares of Rs. 5 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,14,66,18,565 (22.93.23.713 Equity Shares of Rs. 5 each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,14,72,88,130 (22.94.57.626 Equity Shares of Rs. 5 each)		

Note:

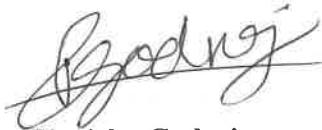
(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 35 of the listing Agreement).

(\*\*) 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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated

Note 1: The holding of the acquirer along with PAC after the acquisition also includes the shares purchased by other members of the PAC on the same date. The details of the same are enclosed herewith as Annexure A.

Date: 29<sup>th</sup> March, 2019



**Pirojsha Godrej**  
as a trustee of PG Children Trust

## Annexure A

Sr. No	Particulars	No. of Shares	% of total share capital	% of total diluted share capital
<b>I</b>	<b><u>Pre-Transaction</u></b>			
	Holding of PAC	162,433,531	70.83%	70.79%
<b>I</b>	<b>Sub-total</b>	<b>162,433,531</b>	<b>70.83%</b>	<b>70.79%</b>
<b>II</b>	<b><u>Transaction - Acquisition of Shares from Market</u></b>			
	<u>Acquirer</u>			
	PG Children Trust	1	0.00%	0.00%
	<u>Other Members in PAC</u>			
	RNG Family Trust	1	0.00%	0.00%
<b>II</b>	<b>Sub-total</b>	<b>2</b>	<b>0.00%</b>	<b>0.00%</b>
<b>III</b>	<b><u>Post-Transaction</u></b>			
	Holding of PAC (I + II)	162,433,533	70.83%	70.79%