

Godrej Properties Limited
Regd. Office: Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai- 400 079.India
Tel.: +91-22-6169 8500
Fax: +91-22-6169 8888
Website: www.godrejproperties.com
CIN : L74120MH1985PLC035308

May 27, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Ref: **Godrej Properties Limited**
BSE - Script Code: 533150, Scrip ID - GODREJPROP
BSE - Security Code – 959822 – Debt Segment
NSE - GODREJPROP

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report, issued by BNP & Associates, Company Secretaries in Practice, for the financial year ended March 31, 2022.

This is for your information and records.

Thank you.

Yours truly
For Godrej Properties Limited


Ashish Karyekar
Company Secretary & Compliance Officer



**Secretarial Compliance Report of Godrej Properties Limited for the
year ended 31st March 2022**

To
The Board of Directors,
Godrej Properties Limited
Godrej One, 5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai 400 079.

Dear Sirs,

We, BNP & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us , physically as also the information provided through the virtual data room and the explanations provided by Godrej Properties Limited (“the listed entity”/“Company “),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon by us to make this certification,

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);



We have also examined, the following specific Regulations and the circulars/ guidelines issued under the Regulations stated hereunder:

- i. The following Regulations, Guidelines / Circulars prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (PIT Regulations)
 - (f) SEBI Operational Circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper
- ii. The following Regulations were not applicable to the Company, during the year under review :
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;
 - (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ;
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:



and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder and no deviations have been observed.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) We further report that no action has been taken against the listed entity / its promoters/ directors/key managerial personnel / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder, during the review period.
- (d) The listed entity has taken appropriate action to comply with the observations made in previous reports.
- (e) As there has been no change in the Statutory Auditors of the Company during the period under review, the compliance with the requirements of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not necessary for the year ended March 31, 2022.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
(PR No. 637/2019)**



A handwritten signature in black ink, appearing to read "Kalidas Ramaswami".

**Place: Mumbai
Date: May 27, 2022**

**Name : Kalidas Ramaswami
Partner
FCS: 2440
CP No: 22856
UDIN: F002440D000402895**