

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 28, 2019

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 - Scrip Code: 533150, Scrip ID - GODREJPRP
BSE- Security ID 782GPL20 – Debt Segment
NSE - GODREJPROP

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2019.

Dear Sir/Madam,

Pursuant to the SEBI Circular No. CIR/CFD/CMDI/27 /2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report, issued by Mehta and Mehta, Company Secretaries in Practice, for the financial year ended March 31, 2019.

This is for your information and records.

Yours truly,

For Godrej Properties Limited


Surender Varma
Chief Legal Officer & Company Secretary

AB

Encl. as above



Mehta & Mehta

COMPANY SECRETARIES

REGD. OFFICE : 201, 6, SHIV SAINI, 2ND FLOOR, 497A, DR. ANNE BESANT ROAD, ABOVE CO-OPERATION BANK, WORLI, MUMBAI-400 012
PHONE : 191-22-6611 8696 • E-mail: info@mehta-mehta.com • Visit us : www.mehta-mehta.com

SECRETARIAL COMPLIANCE REPORT OF GODREJ PROPERTIES LIMITED FOR THE YEAR ENDED MARCH 31, 2019

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Godrej Properties Limited ("the listed entity"),
- (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 to make this certification,

for the year ended March 31, 2019 ("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");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the period under review not applicable to the company);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (during the period under review not applicable to the company);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (during the period under review not applicable to the company);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

Secretarial Compliance Report 2018-19 | Godrej Properties Limited |



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, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – The listed entity shall submit to the Stock Exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities in the format specified by the Board from time to time, on a quarterly basis within twenty one days from the end of each quarter.	There was a delay of one day in filing of Shareholding Pattern with National Stock Exchange (NSE) for the quarter ended December 31, 2018.	An amount of Rs 2,000 was paid to NSE for delay in filing.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ 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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	The National Stock Exchange of India	Delay of one day in filing of Shareholding Pattern for quarter ended December 31, 2018	An amount of Rs 2,000 claimed for delay in filing of shareholding pattern.	An amount of Rs 2,000 was paid to NSE for delay in filing



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: (not applicable as this is the first year of reporting)

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the previous year	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not applicable	Not applicable	Not applicable	Not applicable

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)



Ashwini Inamdar
Partner
FCS No : 9409
CP No. : 11226



Place : Mumbai
Date : May 28, 2019

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

To,
Godrej Properties Limited
5th floor, Godrej One
Pirojshanagar,
Eastern Express Highway,
Vikhroli (East)
Mumbai 400 079

Our report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our verification of the same.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
4. The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the Company.
5. As regards the books, papers, forms, reports and returns filed by the Company under the above mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)



Ashwini Inamdar
Partner

FCS No : 9409
CP No. : 11226



Place : Mumbai
Date : May 28, 2019