

GODREJ INVESTMENTS PVT. LTD.

Regd. Office: PIROJSHANAGAR, VIKHROLI, MUMBAI 400 079

CIN : U65990MH1975PTC018480

29th March, 2017

The Manager,

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalai 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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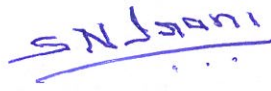
Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for your records.

You are requested to kindly take note of the above.

For Godrej Investments Private Limited


Managing Director



Encl: As above

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

Telephone: 6796 1700 / 6796 1800

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

Name of the Target Company (TC)	Godrej Properties Limited		
Name(s) of the seller acquirer and Persons acting in Concert (PAC) with the seller acquirer	Godrej Investments Private Limited		
Whether the acquirer belongs to promoter / promoter group	Yes. 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/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights (Refer Annexure A)	16,20,87,070	74.914%	74.914%
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)	16,20,87,070	74.914%	74.914%
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold (Refer Annexure A)	74,40,862	3.439%	3.439%
b) VRs acquired/ sold 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/ sold	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)	74,40,862	3.439%	3.439%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights (Refer Annexure A)	16,20,87,070	74.914%	74.914%
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs 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) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	16,20,87,070	74.914%	74.914%



Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer of shares between 'Qualifying Persons' through off-market transfer
Date of acquisition/ sale of shares /VR/ or date of receipt of intimation of allotment of shares /, whichever is applicable.	29 th March, 2017
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,08,18,19,925 (21,63,63,985 equity shares of Rs. 5 each)
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,08,18,19,925 (21,63,63,985 equity shares of Rs. 5 each)
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,08,18,19,925 (21,63,63,985 equity shares of Rs. 5 each)

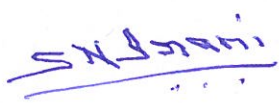
Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 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.

Note: This disclosure is being made in respect of Inter-se transfer of 74,40,862 equity shares carrying voting rights, constituting 3.439% of the total equity share capital of the Target Company, undertaken on 29th March, 2017 amongst "Qualifying Persons" for re-organization / re-alignment of shareholding within the promoters and promoter group in terms of disclosures filed on 21st March, 2017 under regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011. The transfer is without consideration and the total holding of the promoters and promoter group in the Target Company after such inter-se transfer remains unchanged.

For Godrej Investments Private Limited


Managing Director

29th March, 2017, Mumbai





Encl: As above

Annexure A

Name of the promoter/ promoter group	Before acquisition/ disposal shareholding			Details of shares acquired/ disposed			After acquisition/ disposal shareholding		
	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the IC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the IC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the IC
Acquirer(s)/ Transferee(s)									
INNOVIA MULTIVENTURES PRIVATE LIMITED	-	0.000%	0.000%	74,40,862	3.439%	3.439%	74,40,862	3.439%	3.439%
Total (A)	-	0.000%	0.000%	74,40,862	3.439%	3.439%	74,40,862	3.439%	3.439%
Seller(s)/ Transferor(s)									
GODREJ INVESTMENTS PVT LTD	74,40,862	3.439%	3.439%	(74,40,862)	-3.439%	-3.439%	-	0.000%	0.000%
Total (B)	74,40,862	3.439%	3.439%	(74,40,862)	-3.439%	-3.439%	-	0.000%	0.000%
Persons acting in concert (PAC)									
TANYA ARVIND DUBASH	13,28,824	0.614%	0.614%	-	0.000%	0.000%	13,28,824	0.614%	0.614%
NAVROZE JAMSHYD GODREJ	20,81,516	0.962%	0.962%	-	0.000%	0.000%	20,81,516	0.962%	0.962%
PIROJSHA ADI GODREJ	13,28,802	0.614%	0.614%	-	0.000%	0.000%	13,28,802	0.614%	0.614%
NYRIKA HOLKAR	19,04,912	0.880%	0.880%	-	0.000%	0.000%	19,04,912	0.880%	0.880%
RISHAD KAIKUSHRU NAOROJI (as a partner of RKN ENTE	39,86,400	1.842%	1.842%	-	0.000%	0.000%	39,86,400	1.842%	1.842%
NISABA ADI GODREJ	13,28,802	0.614%	0.614%	-	0.000%	0.000%	13,28,802	0.614%	0.614%
NADIR BARJORJI GODREJ	39,86,430	1.842%	1.842%	-	0.000%	0.000%	39,86,430	1.842%	1.842%
FREYAN VIJAY CRISHNA	20,81,516	0.962%	0.962%	-	0.000%	0.000%	20,81,516	0.962%	0.962%
RISHAD KAIKUSHRU NAOROJI	30	0.000%	0.000%	-	0.000%	0.000%	30	0.000%	0.000%
JAMSHYD NAOROJI GODREJ	19,04,912	0.880%	0.880%	-	0.000%	0.000%	19,04,912	0.880%	0.880%
GODREJ INDUSTRIES LIMITED	1226,81,066	56.701%	56.701%	-	0.000%	0.000%	1226,81,066	56.701%	56.701%
GODREJ AND BOYCE MFG CO LTD	106,50,688	4.923%	4.923%	-	0.000%	0.000%	106,50,688	4.923%	4.923%
ENSEMBLE HOLDINGS AND FINANCE LTD	13,82,310	0.639%	0.639%	-	0.000%	0.000%	13,82,310	0.639%	0.639%
Total (C)	1546,46,208	71.475%	71.475%	-	0.000%	0.000%	1546,46,208	71.475%	71.475%
Total (A)+(B)+(C)	1620,87,070	74.914%	74.914%	-	0.000%	0.000%	1620,87,070	74.914%	74.914%

For Godrej Investments Private Limited



Managing Director
