

Pheroza Godrej
40D, Ridge Road, Malabar Hill, Mumbai - 400 006

Date: 1st October, 2018

To,
The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533150 Security ID: 782GPL20 (NCD)	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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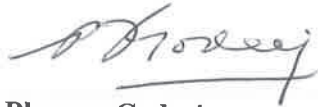
Sub: Disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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.

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Pheroza Godrej

DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

PART A: Details of the Acquisition

Name of the Target Company (TC)	Godrej Properties Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Mrs. Pheroza 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 (**)
Before the acquisition under consideration, holding of acquirer along with PACs:			
a) Shares carrying voting rights	NIL (Individually) 16,24,33,514 (Together with PAC)	NIL (Individually) 70.83% (Together with PAC)	NIL (Individually) 70.83% (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)	16,24,33,514	70.83%	70.83%
Details of acquisition:			
a) Shares carrying voting rights acquired	39,86,375	1.74%	1.74%
b) VRs acquired otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive	NIL	NIL	NIL

shares carrying voting rights in the 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)	39,86,375	1.74%	1.74%
After the acquisition, holding of acquirer along with with PACs:			
a) Shares carrying voting rights	39,86,375 (Individually)	1.74% (Individually)	1.74% (Individually)
	16,24,33,514 (Together with PAC)	70.83% (Together with PAC)	70.83% (Together with PAC)
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)	16,24,33,514	70.83%	70.83%
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market inter-se transfer between 'Qualifying Persons' by way of gift		
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 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.	28 th September, 2018		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,14,66,09,660 (22,93,21,932 Equity Shares of Rs. 5 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,14,66,09,660 (22,93,21,932 Equity Shares of Rs. 5 each)		

Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,14,66,09,660 (22,93,21,932 Equity Shares of Rs. 5 each)
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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.

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

Date: 1st October, 2018

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Pheroza Godrej