

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

Date: 1st October, 2018

To,
The Manager,

| | |
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| 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(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) 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(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

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|--|---|--|--|
| 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 shares carrying voting rights in the | 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) | 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 | | |
| 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) | | |

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.

Date: 1st October, 2018

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