

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

Date: 7th March, 2018

To,
The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533150 Security ID: 782GPL20	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: Intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/ Madam,

I, the undersigned, am submitting the requisite intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by me of 0.96% of the paid-up equity shares of Godrej Properties Limited.

This is for your information and records.



Jamshyd Godrej
as constituted power of attorney holder
for Mrs. Pheroza Godrej

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Properties Limited
2.	Name of the acquirer(s)	Mrs. Pheroza Godrej
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Mr. Navroze Godrej
	b. Proposed date of acquisition	On or after 23 rd March, 2018
	c. Number of shares to be acquired from each person mentioned in 4(a) above	2,081,500 equity shares (0.96%) of Godrej Properties Limited (GPL) from Mr. Navroze Godrej
	d. Total shares to be acquired as % of share capital of TC	0.96% of the equity share capital of TC
	e. Price at which shares are proposed to be acquired	Not applicable as the transfer is by way of gift
	f. Rationale, if any, for the proposed transfer	Inter-se transfer amongst 'Qualifying Persons' for re-organization/ realignment of shareholding within the promoters and promoter group
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	INR 775.08 (The National Stock Exchange of India Limited)
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable as the transfer of shares is by way of gift and as such no price or consideration is involved
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We confirm that the Transferor and Transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We confirm that all the conditions specified under regulation 10(1)(a) with respect to exemption have been duly complied with.

11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*):		As per Annexure A	
	b	Seller (s):			

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date: 17th March, 2018
Place: Mumbai

Jamshyd Godrej
as constituted power of attorney holder
for Mrs. Pheroza Godrej

Note:

As a part of re-organization/ realignment of shareholding within the promoters and promoter group, on account of inter-se transfer amongst immediate relatives by way of gift, there will be no change in the overall shareholding of the promoter / promoter group of Godrej Properties Limited, the Target Company.

Annexure A

Shareholding Details	Before the proposed transaction		After the proposed transaction	
	Number of shares/ voting rights	% w.r.t total share capital of TC	Number of shares/ voting rights	% w.r.t total share capital of TC
a. Acquirer(s) and PACs (other than sellers)(*):				
Acquirer(s)/ Transferee(s):				
1 PHEROZA J. GODREJ	-	0.00%	20,81,500	0.96%
PACs (other than sellers/ transferors)				
1 TANYA ARVIND DUBASH	13,28,824	0.61%	13,28,824	0.61%
2 NISABA GODREJ	13,28,802	0.61%	13,28,802	0.61%
3 PIROJSHA ADI GODREJ	13,28,802	0.61%	13,28,802	0.61%
4 NADIR BARJORJI GODREJ	39,86,430	1.84%	39,86,430	1.84%
5 JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF RAIKA GODREJ)]	19,04,912	0.88%	19,04,912	0.88%
6 FREYAN CRISHNA BIERI	20,81,516	0.96%	20,81,516	0.96%
7 NYRIKA HOLKAR	19,04,912	0.88%	19,04,912	0.88%
8 RISHAD KAIKHUSHRU NAOROJI	30	0.00%	30	0.00%
9 RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN Enterprises)	39,86,400	1.84%	39,86,400	1.84%
10 ENSEMBLE HOLDINGS AND FINANCE LTD.	13,82,310	0.64%	13,82,310	0.64%
11 GODREJ & BOYCE MFG. CO. LTD.	106,50,688	4.92%	106,50,688	4.92%
12 GODREJ INDUSTRIES LIMITED	1226,81,066	56.67%	1226,81,066	56.67%
13 INNOVIA MULTIVENTURES PRIVATE LIMITED	74,40,862	3.44%	74,40,862	3.44%
b. Seller(s)/ Transferor(s):				
1 NAVROZE JAMSHYD GODREJ	20,81,516	0.96%	16	0.00%

Date: 17th March, 2018

Place: Mumbai