Nadir Godrej
40-D, B.G. Kher Marg, Malabar Hill, Mumbai – 400006

Date: 25th March. 2019

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

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.

Nadir Godrej

CC: Godrej Properties Limited
Godrej One. 5th Floor. Pirojshanagar.
Eastern Express Highway.
Vikroli (East). Mumbai – 400079

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

Name of the Target Company (TC)	Godrej Properties Limited		
Name(s) of the transferor and Persons acting in Concert (PAC) with the transferor	Mr. Nadir Godrej		
Whether the transferor belongs to promoter / promoter group	The transferor 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 transfer 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 transfer under consideration, holding of the transferor along with PAC: a) Shares carrying voting rights	10,27,854 (Individually) 16,24,33,514 (Together with PAC)	0.45% (Individually) 70.83% (Together with PAC)	0.45% (Individually) 70.79% (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 transferor 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%**	**70.79%**
Details of transfer: a) Shares carrying voting rights transferred	10,27,845	0.45%	0.45%
b) VRs transferred/ sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the transferor to receive	NIL	NIL	NIL

shares carrying voting rights in the TC (specify holding in each category) transferred/ sold d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	**10,27,845**	**0.45%**	**0.45%**
After the transfer, holding of transferor along with PAC: a) Shares carrying voting rights b) Shares encumbered with the transferor c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer	9 (Individually) 16,24,33,514 (Together with PAC) [Refer Anx. A] NIL NIL NIL	0.00% (Individually) 70.83% (Together with PAC) [Refer Anx. A] NIL NIL NIL	0.00% (Individually) 70.79% (Together with PAC) [Refer Anx. A] NIL NIL NIL
e) Total (a+b+c+d)	**16,24,33,514**	**70.83%**	**70.79%**
Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market gift to trust (Private Family Trust)		
Date of transfer ~~of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the TC~~.	22nd March, 2019		
Equity share capital / total voting capital of the TC before the said transfer	Rs. 1,14,66,18,565 (22,93,23,713 Equity Shares of Rs. 5 each)		
Equity share capital/ total voting capital of the TC after the said transfer	Rs. 1,14,66,18,565 (22,93,23,713 Equity Shares of Rs. 5 each)		
Total diluted share/voting capital of the TC after the said transfer	Rs. 1,14,72,88,130 (22,94,57,626 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 Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile 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: 25th March, 2019

Nadir Godrej

Annexure A

	Pre-transaction			Transaction			Post-transaction		
	Number of shares	% of total share capital	% of total diluted share capital	Number of shares	% of total share capital	% of total diluted share capital	Number of shares	% of total share capital	% of total diluted share capital
Acquirer(s)/ Transferee(s):									
BNG Family Trust	986,192	0.43%	0.43%	342,615	0.15%	0.15%	1,328,807	0.58%	0.58%
SNG Family Trust	986,192	0.43%	0.43%	342,615	0.15%	0.15%	1,328,807	0.58%	0.58%
HNG Family Trust	986,192	0.43%	0.43%	342,615	0.15%	0.15%	1,328,807	0.58%	0.58%
~~Seller(s)/~~ Transferor(s):									
Nadir Godrej	1,027,854	0.45%	0.45%	(1,027,845)	-0.45%	-0.45%	9	0.00%	0.00%
Other PAC	158,447,084	69.09%	69.05%	-	-	-	158,447,084	69.09%	69.05%
Total	**162,433,514**	**70.83%**	**70.79%**	-	-	-	**162,433,514**	**70.83%**	**70.79%**