

Godrej Properties Ltd.
 Regd. Office : Godrej One,
 5th Floor, Pirojshanagar,
 Eastern Express Highway,
 Vikhroli(E), Mumbai-400 079. India
 Tel.: +91-22-6169 8500
 Fax: +91-22-6169 8888
 Website: www.godrejproperties.com
 CIN: L74120MH1985PLC035308

Annexure 1

Disclosures to be provided along with application for listing

1 Issuer Details

1.1 Details of Issuer

- (i) **Name** : Godrej Properties Ltd
Address : 5th Floor, Godrej One, Pirojshanagar,
 Eastern Express Highway, Vikhroli East
 Mumbai 400079
CIN : L74120MH1985PLC035308
PAN : AAACG3995M
- (ii) **Line of Business** : The Company is engaged in the business of Real Estate Development
- (iii) **Chief Executive** : Mr. Gaurav Pandey - Managing Director & CEO
- (iv) **Group Affiliation (if any)** : Godrej Group

1.2 Details of Directors as on March 31, 2023

Sr No	Name, designation and DIN	Age (in years)	Address	Director since	List of other directorships
1	Mr. Jamshyd N. Godrej Non-Executive Director (DIN: 00076250)	74	40-D, Ridge Road Malabar Hill Mumbai 400006	25-04-1990	Godrej Agrovet Limited Godrej Industries Limited Godrej Consumer Products Limited Godrej and Boyce Manufacturing Company Limited Indian Machine Tool Manufacturers Association Raptor Research and Conservation Foundation Godrej UEP Private Limited Illinois Institute of Technology (India) Private Limited Singapore-India Partnership Foundation (India) Breach Candy Hospital Trust Centre For Asian Philanthropy India Shakti Sustainable Energy Foundation Godrej Enterprises Private Limited
2	Mr. Nadir B. Godrej Non-Executive Director (DIN: 00066195)	71	The Trees, 40 D, B G Kher Marg, 2nd Floor, Malabar Hill, Mumbai 400006	25-04-1990	Godrej Agrovet Limited Godrej Industries Limited Godrej Consumer Products Limited ASTEC Lifesciences Limited Godrej Tyson Foods Limited Creamline Dairy Products Limited Godrej and Boyce Manufacturing Company Limited Isprava Vesta Private Limited Isprava Hospitality Private Limited Association for Future Agriculture Leaders of India
3	Mr. Pirojsha Godrej Executive Chairperson (DIN: 00432983)	42	Aashraye, Godrej House, 67 H, Walkeshwar Road Malabar Hill, Walkeshwar Mumbai 400008	25-10-2008	Godrej Agrovet Limited Godrej Industries Limited Godrej Consumer Products Limited Godrej Housing Finance Limited Godrej Fund Management And Investment Advisers Private Limited Godrej Capital Limited Godrej Finance Limited Ceres Developers Private Limited Praviz Developers Private Limited Karukachal Developers Private Limited Eranthus Developers Private Limited Swaddle Projects Private Limited Swaddle Studios Private Limited
4	Mr. Gaurav Pandey Managing Director & CEO (DIN: 07229661)	39	Villa 150 Block X, Tatvam Villas, Sector 48, South City-II, Gurgaon, Haryana - 122018	01-01-2023	-



Sr No	Name, designation and DIN	Age (in years)	Address	Director since	List of other directorships
5	Mrs. Lalita D. Gupte Independent Director (DIN: 00043559)	74	Mhaskar Building 153-C Matunga, Sir Bhalchandra Road Mumbai 400019	16-01-2008	Bharat Forge Limited TVS Motor Company Limited ICICI Lombard General Insurance Company Limited India Infradebt Limited TVS Motor (Singapore) Pte. Limited
6	Mr. Amitava Mukherjee Independent Director (DIN: 00003285)	69	52 Panchsheel 64 Pali Hill Nargis Dutt Road Bandra West Mumbai 400050	17-05-2010	Kirloskar Brothers Limited Dystar India Private Limited Texanlab Laboratories Private Limited Godrej Projects Development Limited Godrej Redevelopers (Mumbai) Private Limited Impact Foundation (India)
7	Mrs. Sutapa Banerjee Independent Director (DIN: 02844650)	58	3003, A & B, 30th floor, Springs I. G. D. Ambekar Marg, Naigaon, Dadar (East), Mumbai - 400014	05-11-2019	Polycab India Limited JSW Holdings Limited Camlin Fine Sciences Limited Zomato Limited JSW Cement Limited AXIS Capital Limited CDP Operations India Private Limited Satsure Analytics India Private Limited IdeaForge Technology Limited
8	Dr. Indu Bhushan Independent Director (DIN: 09302960)	62	B-31, Third Floor, West End Colony, Chankyapuri, New Delhi - 110021	03-05-2022	Resolve To Save Lives India Foundation Vidhi Centre For Legal Policy Apollo Healthco Limited

1.3 Details of change in directors in last three financial years including any change in the current year

Sr.no	Name, designation and DIN	Date of appointment/ resignation	Date of cessation (in case of resignation)	Remarks(viz. reasons for change etc)
1	Mr. Keki B. Dadiseth Independent Director (DIN: 00052165)	16-01-2008	03-08-2021	Cessation
2	Dr. Indu Bhushan Independent Director (DIN: 09302960)	03-05-2022	NA	Appointment
3	Mr. Pranay Vakil Independent Director (DIN: 00433379)	16-01-2008	02-08-2022	Cessation
4	Mr. Mohit Malhotra Managing Director & CEO (DIN: 07074531)	01-04-2015	31-12-2022	Resignation
5	Mr. Gaurav Pandey Managing Director & CEO (DIN: 07229661)	01-01-2023	NA	Appointment

1.4 Please find below the list of top-10 shareholders as on December 31, 2022*

Sr.no	Name and category of shareholder	Total no. of equity shares	No of shares in demat form	Total shareholding as % of total no. of equity shares
1	GODREJ INDUSTRIES LIMITED - Promoter Body Corporate	13,16,18,294	13,16,18,294	47.34%
2	GAMNAT PTE. LTD. - Foreign Porfolio Investor	1,27,65,000	1,27,65,000	4.59%
3	GODREJ & BOYCE MFG CO LTD - Promoter Body Corporate	1,06,50,688	1,06,50,688	3.83%
4	INNOVIA MULTIVENTURES PRIVATE LIMITED - Promoter Body Corporate	74,40,862	74,40,862	2.68%
5	GOVERNMENT OF SINGAPORE - Foreign Porfolio Investor	71,48,033	71,48,033	2.57%
6	MONETARY AUTHORITY OF SINGAPORE - Foreign Porfolio Investor	49,41,477	49,41,477	1.78%
7	Rishad Kaikhushru Naoraji & others (Partners of RKN enterprises) - Promoter Group	39,86,400	39,86,400	1.43%
8	SBI ARBITRAGE OPPORTUNITIES FUND	35,89,353	35,89,353	1.29%
9	BNP PARIBAS ARBITRAGE - ODI - Foreign Porfolio Investor	33,77,369	33,77,369	1.21%
10	HDFC LIFE INSURANCE COMPANY LIMITED	26,20,000	26,20,000	0.94%

**The List of top-10 shareholders as on March 31, 2023 shall be updated after the shareholding pattern as on March 31, 2023 is uploaded on Stock Exchanges.*

1.5 Details of the statutory auditor

Sr No	Name and Address	Date of appointment	Remarks
1	BSR & CO LLP. Chartered accountant. 14th Floor ,Central B Wing and North C Wing,Nesco IT Park 4 ,Nesco center ,Western Express Highway ,Goregaon (East),Mumbai 400063	02-08-2022	Re-appointment for 5 Years

1.6 Details of the change in statutory auditors in last three financial years including any change in the current year

Sr No	Name and Address	Date of appointment/ Resignation	Date of cessation (in case of resignation)	Remarks (viz. reasons for change etc)
NIL				

1.7 List of top 10 debt securities holders as on December 31, 2022*

Sr No	Name of holder	Category	Face value (Rs in Cr)	Holding of debt securities as a percentage of total debt securities outstanding of the issuer
1	HDFC BANK LIMITED	Bank	470.00	47.00%
2	ICICI PRUDENTIAL MEDIUM TERM BOND FUND	Mutual Fund	115.00	11.50%
3	KOTAK SAVINGS FUND	Mutual Fund	95.00	9.50%
4	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SAVINGS FUND	Mutual Fund	85.00	8.50%
5	ICICI PRUDENTIAL ULTRA SHORT TERM FUND	Mutual Fund	70.00	7.00%
6	AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS SHORT TERM FUND	Mutual Fund	25.00	2.50%
7	AXIS TREASURY ADVANTAGE FUND	Mutual Fund	25.00	2.50%
8	UTI- ULTRA SHORT TERM FUND	Mutual Fund	24.00	2.40%
9	AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS CREDIT RISK FUND	Mutual Fund	20.00	2.00%
10	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE CREDIT RISK FUND	Mutual Fund	15.00	1.50%

1.8 List of Top 10 CP holders as on December 31, 2022*

Sr No	Name of CP holder	Category of CP holder	Face value (Rs in Cr)	CP holding percentage as a percentage of total CP outstanding of the issuer
1	STATE BANK OF INDIA	Bank	525.00	35.00%
2	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE LIQUID FUND	Mutual Fund	365.00	24.33%
3	HDFC TRUSTEE COMPANY LTD A/C HDFC LIQUID FUND	Mutual Fund	150.00	10.00%
4	DSP LIQUIDITY FUND	Mutual Fund	75.00	5.00%
5	DSP SAVINGS FUND	Mutual Fund	75.00	5.00%
6	YES BANK LIMITED	Bank	75.00	5.00%
7	KOTAK MAHINDRA TRUSTEE CO. LTD. A/C KOTAK FMP SERIES 299	Mutual Fund	50.00	3.33%
8	MIRAE ASSET CASH MANAGEMENT FUND	Mutual Fund	50.00	3.33%
9	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE INTERVAL INCOME FUND-QUARTERLY PLAN - SERIES 1	Mutual Fund	45.00	3.00%
10	NIPPON LIFE INDIA TRUSTEE LTD A/C NIPPON INDIA FIXED HORIZON FUND XLIV SERIES - 2	Mutual Fund	30.00	2.00%

* Please note that the details as on March 31, 2023 will be provided post board meeting as the said information are UPSI in nature.

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Material Information

2.1 Details of all default/s and/or delay in payments of interest and principal of CPs, (including technical delay), debt securities, term loans, external commercial borrowings and other financial indebtedness including corporate guarantee issued in the past 5 financial years including in the current financial year.

NONE

2.2 Ongoing and/or outstanding material litigation and regulatory strictures, if any.

There are no ongoing and/or outstanding material litigations and regulatory strictures which will have an impact on the holders of the Commercial Papers.

2.3 Any material event/ development having implications on the financials/credit quality including any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event which may affect the issue or the investor's decision to invest / continue to invest in the CP.

NONE

3 Details of borrowings of the company, as on the latest quarter end:

3.1 Details of debt securities and CPs:

3.1.1 Details of Debt Securities as on Dec 31, 2022*

Sr No	Series	ISIN	Tenor/ Period of Maturity (in Years)	Coupon	Amount issued (Rs in Crs)	Redemption date/ Schedule	Credit Rating	Secured / Unsecured	Rating amt (Rs in Cr)
1	7.50% Unsecured Non-Convertible Debentures	INE484J08022	3	7.50%	1000.00	31-07-2023	[ICRA] AA+ (Stable)	Unsecured	1000.00

3.1.2 Details of CPs as on Dec 31, 2022*

Sr No	Series	ISIN	Tenor/ Period of Maturity (In Days)	Coupon	Amount issued (Rs in Crs)	Redemption date/ Schedule	Credit Rating	Secured / Unsecured	IPA	Rating amt (Rs in Cr)
1	24/2022-23	INE484J14OS5	182	6.55	50,00,00,000	15-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
2	25/2022-23	INE484J14OU1	182	6.55	75,00,00,000	20-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
3	26/2022-23	INE484J14OT3	182	6.55	75,00,00,000	22-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
4	39/2022-23	INE484J14PF9	91	6.70	75,00,00,000	09-01-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
5	40/2022-23	INE484J14PE2	91	6.70	75,00,00,000	12-01-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
6	41/2022-23	INE484J14PG7	91	7.30	75,00,00,000	08-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
7	42/2022-23	INE484J14PH5	91	7.30	15,00,00,000	13-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
8	43/2022-23	INE484J14PH5	91	7.30	10,00,00,000	13-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
9	44/2022-23	INE484J14PH5	91	7.30	50,00,00,000	13-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
10	45/2022-23	INE484J14PI3	85	7.30	40,00,00,000	07-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
11	46/2022-23	INE484J14PI3	85	7.30	10,00,00,000	07-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
12	47/2022-23	INE484J14PJ1	91	7.30	1,00,00,00,000	23-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
13	48/2022-23	INE484J14PK9	91	7.29	75,00,00,000	27-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
14	49/2022-23	INE484J14PM5	85	7.17	45,00,00,000	21-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
15	50/2022-23	INE484J14PL7	105	7.22	50,00,00,000	13-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
16	51/2022-23	INE484J14PL7	105	7.22	30,00,00,000	13-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
17	52/2022-23	INE484J14PM5	82	7.17	15,00,00,000	21-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
18	53/2022-23	INE484J14PM5	82	7.17	10,00,00,000	21-02-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
19	54/2022-23	INE484J14PN3	94	7.16	75,00,00,000	09-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
20	55/2022-23	INE484J14PP8	87	7.16	75,00,00,000	02-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
21	56/2022-23	INE484J14PO1	89	7.16	75,00,00,000	06-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
22	57/2022-23	INE484J14PQ6	91	7.15	50,00,00,000	15-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
23	58/2022-23	INE484J14PL7	89	7.15	25,00,00,000	13-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
24	59/2022-23	INE484J14PR4	91	7.14	75,00,00,000	17-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
25	60/2022-23	INE484J14PS2	91	7.14	75,00,00,000	20-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
26	61/2022-23	INE484J14PT0	87	7.15	75,00,00,000	23-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500
27	62/2022-23	INE484J14PU8	91	7.17	1,00,00,00,000	27-03-2023	ICRA A1+ CRISIL A1+	Unsecured	State Bank of India	1500

*Please note that the details as on March 31, 2023 will be provided post board meeting as the said information are UPSI in nature.

3.2 Details of secured/ unsecured loan facilities/ bank fund based facilities/ rest of the borrowing, if any, including hybrid debt like foreign currency convertible bonds (FCCB), optionally convertible debentures / preference shares from banks or financial institutions or financial creditors, as on Dec 31,2022*

Sr No	Lender's Name/ Name of the bank	Nature of Facility	Amount Sanctioned (Rs in Crs)	Principle amount outstanding (Rs in Crs)	Repayment schedule/ date	Security (if any)	Credit rating, if applicable	Asset Classification
1	Axis Bank	WCDL	875.00	100.00	01-03-2023	Unsecured	NA	Standard
		WCDL		100.00	09-03-2023	Unsecured	NA	Standard
		WCDL		400.00	16-03-2023	Unsecured	[ICRA] AA+ (Stable)	Standard
		WCDL		150.00	22-03-2023	Unsecured	NA	Standard
		Overdraft Facility		0.00	NA	Unsecured	NA	Standard
2	Bank of Baroda	WCDL	500.00	125.00	20-04-2023	Unsecured	NA	Standard
		WCDL		125.00	19-05-2023	Unsecured	NA	Standard
		WCDL		50.00	31-05-2023	Unsecured	NA	Standard
		WCDL		50.00	17-01-2023	Unsecured	NA	Standard
		WCDL		25.00	19-01-2023	Unsecured	NA	Standard
		WCDL		25.00	02-02-2023	Unsecured	NA	Standard
		WCDL		50.00	06-06-2023	Unsecured	NA	Standard
		WCDL		50.00	08-06-2023	Unsecured	NA	Standard
		Overdraft Facility		0.00	NA	Unsecured	NA	Standard
3	DBS Bank India Limited	Short Term WCL	200.00	80.00	04-01-2023	Unsecured	NA	Standard
4	HDFC Bank Limited	WCL	350.00	150.00	03-05-2023	Unsecured	NA	Standard
		WCL		150.00	28-03-2023	Unsecured	NA	Standard
		Overdraft Facility		0.00	NA	Unsecured	NA	Standard
5	State Bank of India	WCL	1500.00	100.00	06-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		100.00	04-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		90.00	10-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		100.00	23-03-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		100.00	21-03-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		75.00	27-03-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		25.00	18-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		100.00	25-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		75.00	16-03-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		100.00	20-03-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		210.00	10-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		100.00	17-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		WCL		75.00	18-01-2023	Secured	[ICRA] AA+ (Stable)	Standard
		Cash Credit		36.15	NA	Secured	[ICRA] AA+ (Stable)	Standard
6	Federal Bank	Short Term Loan	250.00	100.00	14-03-2023	Unsecured	NA	Standard
				50.00	20.03.2023	Unsecured	NA	Standard
				100.00	28-04-2023	Unsecured	NA	Standard

3.3 The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued, contingent liability including debt service reserve account (DSRA) guarantees/ any put option etc.

Godrej Properties Limited has given Corporate Guarantee amounting to Rs. 0.42 Cr as on 31 -Dec-2022 for the obligations of Pearlite Real Properties Private Limited.

** Please note that the details as on March 31, 2023 will be provided post board meeting as the said informations are UPSI in nature.*

4 Issue Information

4.1 DETAILS OF CURRENT TRANCHE

ISIN	Amount	Date of issue	Maturity Date	Current credit rating#	Date of rating	Name of CRA	Validity of Rating
INE484J14QW2	75,00,00,000	13-04-2023	13-07-2023	A1+	06-04-2023	ICRA	13-07-2023#
				A1+	05-04-2023	CRISIL	13-07-2023#

ISSUING AND PAYING AGENT

: State Bank of India
Corporate Accounts Group
3rd Floor, Neville Group,
J N Heredia Marg,
Ballard Estate, Mumbai 400001

We declare that the above ratings are valid as at the date of issuance and listing of the CP

4.2 CP BORROWING LIMIT

: Rs 17,500,000,000

SUPPORTING BOARD RESOLUTION DATE

21-Mar-23

: As per Annexure -1

DETAILS OF CPs issued during the last 15 months

4.3 END USE OF FUND

: Amount availed through CP will be utilised for Working Capital purpose only.

4.4 CREDIT SUPPORT/ENHANCEMENT

- | | |
|---|------|
| (i) Details of instrument, amount, guarantor company | : NA |
| (ii) Copy of the executed guarantee | : NA |
| (iii) Net worth of the guarantor company | : NA |
| (iv) Names of companies to which guarantor has issued similar guarantee | : NA |
| (v) Extent of the guarantee offered by the guarantor company | : NA |
| (vi) Conditions under which the guarantee will be invoked | : NA |

As per ICRA & CRISIL, once the instrument is issued the rating is valid (unless revised) throughout the life of the Commercial Paper Programme

4.5 Where an issue is made by an issuer who has been in existence for less than three years, a disclosure that the issue is open for subscription only to Qualified Institutional Buyers.

Not Applicable

5 Financial Information

- a. Audited/ limited review half yearly consolidated (wherever available) and standalone financial information (Profit & Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, for last three years
- 5.1 along with latest available financial results, if the issuer has been in existence for a period of three years and above; or

All financial information of the company is available at:
<https://www.godrejproperties.com/investor/financials-presentations>

b, Audited/ limited review half yearly consolidated (wherever available) and standalone financial information (Profit & Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, pertaining to the years of existence, if the issuer has been in existence for less than three years.”
Not applicable

- 5.2 Latest audited financials should not be older than six month from the date of application for listing.

All financial information of the company is available at:
<https://www.godrejproperties.com/investor/financials-presentations>

- 5.3 Provided that listed issuers (who have already listed their specified securities and/ or NCDs and/ or NCRPS) who are in compliance with SEBI LODR Regulations, 2015, and/ or issuers (who have outstanding listed CPs) who are in compliance with the continuous listing conditions mentioned at paragraphs 7-10 of SEBI operational circular (SEBI/HO/DDHS/P/CIR/2021/613) dated August 10, 2021, may file unaudited financials with limited review for the stub period in the current year, subject to making necessary disclosures in this regard including risk factors.

All financial information of the company is available at:
<https://www.godrejproperties.com/investor/financials-presentations>

- 5.4 Latest available limited review quarterly financial results in case an issuer is not having any listed specified securities and is required to prepare such results on quarterly basis for consolidation of financial results of its holding company, under the requirement of any applicable law(s).
Not applicable

6 Asset Liability Management (ALM) Disclosures:

- 6.1 NBFCs/ HFCs seeking to list their CPs shall also make disclosures as specified in Chapter III of the SEBI circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 NA
- 6.2 On approval of the listing application by the concerned stock exchange(s), the disclosures so provided along with the application for listing, shall be made available on the website of the concerned stock exchange(s). NA

Date :13th April, 2023

For Godrej Properties Limited

For Godrej Properties Limited

Authorized Signatory

Authorized Signatory

Godrej Properties Limited
Details of CPs issued during the last 15 months:-

Annexure-1

Sr No.	ISIN	Issue Date	Amount in Rs.	Maturity Date	Amt Outstanding in Rs.	IPA	CRA-1	Rating	Rated Amt in Rs. Cr	CRA-2	Rating	Rated Amt in Rs. Cr
1	INE484J14NK4	12.01.2022	75,00,00,000.00	30.06.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
2	INE484J14NM0	18.01.2022	75,00,00,000.00	18.07.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
3	INE484J14NN8	21.01.2022	75,00,00,000.00	22.07.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
4	INE484J14NO6	09.02.2022	75,00,00,000.00	02.05.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
5	INE484J14NP3	14.02.2022	75,00,00,000.00	10.05.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
6	INE484J14NP3	16.02.2022	75,00,00,000.00	13.05.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
7	INE484J14NR9	25.02.2022	75,00,00,000.00	24.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
8	INE484J14NT5	02.03.2022	75,00,00,000.00	29.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
9	INE484J14NU3	04.03.2022	75,00,00,000.00	27.05.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
10	INE484J14NS7	07.03.2022	75,00,00,000.00	02.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
11	INE484J14NV1	11.03.2022	75,00,00,000.00	10.06.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
12	INE484J14NG2	15.03.2022	20,00,00,000.00	08.06.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
13	INE484J14NG2	15.03.2022	5,00,00,000.00	08.06.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
14	INE484J14NV1	16.03.2022	25,00,00,000.00	10.06.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
15	INE484J14NW9	22.03.2022	75,00,00,000.00	06.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
16	INE484J14NX7	22.03.2022	75,00,00,000.00	13.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
17	INE484J14NY5	28.04.2022	75,00,00,000.00	27.10.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
18	INE484J14NZ2	06.05.2022	75,00,00,000.00	02.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
19	INE484J14OA3	10.05.2022	75,00,00,000.00	08.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
20	INE484J14OB1	13.05.2022	75,00,00,000.00	04.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
21	INE484J14OC9	27.05.2022	75,00,00,000.00	22.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
22	INE484J14OD7	31.05.2022	35,00,00,000.00	25.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
23	INE484J14OD7	31.05.2022	40,00,00,000.00	25.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
24	INE484J14OE5	06.06.2022	75,00,00,000.00	01.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
25	INE484J14OG0	10.06.2022	75,00,00,000.00	08.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
26	INE484J14OF2	16.06.2022	75,00,00,000.00	15.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
27	INE484J14OH8	16.06.2022	75,00,00,000.00	17.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
28	INE484J14OI6	20.06.2022	50,00,00,000.00	18.08.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
29	INE484J14OJ4	23.06.2022	25,00,00,000.00	19.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
30	INE484J14OK2	27.06.2022	75,00,00,000.00	26.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
31	INE484J14OL0	30.06.2022	75,00,00,000.00	29.09.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
32	INE484J14OM8	22.07.2022	75,00,00,000.00	19.10.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
33	INE484J14ON6	26.07.2022	75,00,00,000.00	17.10.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
34	INE484J14OO4	02.08.2022	75,00,00,000.00	31.10.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
35	INE484J14OQ9	08.08.2022	75,00,00,000.00	07.11.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
36	INE484J14OR7	11.08.2022	75,00,00,000.00	10.11.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
37	INE484J14OS5	17.08.2022	50,00,00,000.00	15.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
38	INE484J14OP1	18.08.2022	75,00,00,000.00	17.11.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
39	INE484J14OU1	22.08.2022	75,00,00,000.00	20.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
40	INE484J14OT3	24.08.2022	75,00,00,000.00	22.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
41	INE484J14OW7	25.08.2022	75,00,00,000.00	23.11.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
42	INE484J14OV9	29.08.2022	75,00,00,000.00	28.11.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
43	INE484J14OY3	01.09.2022	50,00,00,000.00	01.12.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
44	INE484J14OX5	01.09.2022	25,00,00,000.00	29.11.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
45	INE484J14OZ0	02.09.2022	75,00,00,000.00	02.12.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
46	INE484J14PC6	06.09.2022	75,00,00,000.00	05.12.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
47	INE484J14PB8	08.09.2022	75,00,00,000.00	07.12.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
48	INE484J14PA0	13.09.2022	75,00,00,000.00	09.12.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
49	INE484J14PD4	15.09.2022	75,00,00,000.00	15.12.2022	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
50	INE484J14PF9	10.10.2022	75,00,00,000.00	09.01.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
51	INE484J14PE2	13.10.2022	75,00,00,000.00	12.01.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
52	INE484J14PG7	09.11.2022	75,00,00,000.00	08.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500

Sr No.	ISIN	Issue Date	Amount in Rs.	Maturity Date	Amt Outstanding in Rs.	IPA	CRA-1	Rating	Rated Amt in Rs. Cr	CRA-2	Rating	Rated Amt in Rs. Cr
53	INE48J14PH5	14.11.2022	75,00,00,000.00	13.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
54	INE48J14PI3	14.11.2022	50,00,00,000.00	07.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
55	INE48J14PJ1	24.11.2022	1,00,00,00,000.00	23.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
56	INE48J14PK9	28.11.2022	75,00,00,000.00	27.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
57	INE48J14PM5	28.11.2022	45,00,00,000.00	21.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
58	INE48J14PL7	28.11.2022	80,00,00,000.00	13.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
59	INE48J14PM5	01.12.2022	15,00,00,000.00	21.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
60	INE48J14PM5	01.12.2022	10,00,00,000.00	21.02.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
61	INE48J14PN3	05.12.2022	75,00,00,000.00	09.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
62	INE48J14PP8	05.12.2022	75,00,00,000.00	02.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
63	INE48J14PO1	07.12.2022	75,00,00,000.00	06.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
64	INE48J14PQ6	14.12.2022	50,00,00,000.00	15.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
65	INE48J14PL7	14.12.2022	25,00,00,000.00	13.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
66	INE48J14PR4	16.12.2022	75,00,00,000.00	17.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
67	INE48J14PS2	19.12.2022	75,00,00,000.00	20.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
68	INE48J14PT0	26.12.2022	75,00,00,000.00	23.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
69	INE48J14PU8	26.12.2022	1,00,00,00,000.00	27.03.2023	NIL	State Bank Of India	ICRA	A1+	1500	CRISIL	A1+	1500
70	INE48J14PV6	06.01.2023	50,00,00,000.00	03.04.2023	NIL	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
71	INE48J14PW4	06.01.2023	25,00,00,000.00	29.06.2023	25,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
72	INE48J14PX2	09.01.2023	75,00,00,000.00	06.04.2023	NIL	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
73	INE48J14PY0	11.01.2023	75,00,00,000.00	29.03.2023	NIL	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
74	INE48J14PZ7	13.01.2023	75,00,00,000.00	13.04.2023	NIL	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
75	INE48J14QA8	16.01.2023	75,00,00,000.00	17.04.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
76	INE48J14QB6	30.01.2023	25,00,00,000.00	25.04.2023	25,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
77	INE48J14QE0	21.02.2023	75,00,00,000.00	17.05.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
78	INE48J14QD2	22.02.2023	75,00,00,000.00	19.05.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
79	INE48J14QC4	23.02.2023	75,00,00,000.00	23.05.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
80	INE48J14QF7	23.02.2023	75,00,00,000.00	25.05.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
81	INE48J14QI1	28.02.2023	90,00,00,000.00	26.05.2023	90,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
82	INE48J14QH3	02.03.2023	1,00,00,00,000.00	31.05.2023	1,00,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
83	INE48J14QG5	03.03.2023	1,00,00,00,000.00	02.06.2023	1,00,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
84	INE48J14QK7	03.03.2023	40,00,00,000.00	30.05.2023	40,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
85	INE48J14QJ9	06.03.2023	1,00,00,00,000.00	05.06.2023	1,00,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
86	INE48J14QL5	09.03.2023	1,00,00,00,000.00	08.06.2023	1,00,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
87	INE48J14QM3	13.03.2023	1,00,00,00,000.00	12.06.2023	1,00,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
88	INE48J14QN1	15.03.2023	70,00,00,000.00	14.06.2023	70,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
89	INE48J14QO9	15.03.2023	4,00,00,000.00	29.08.2023	4,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
90	INE48J14QU6	16.03.2023	21,00,00,000.00	06.06.2023	21,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
91	INE48J14QT8	17.03.2023	75,00,00,000.00	16.06.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
92	INE48J14QS0	20.03.2023	75,00,00,000.00	19.06.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
93	INE48J14QR2	23.03.2023	75,00,00,000.00	22.06.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
94	INE48J14QQ4	27.03.2023	1,00,00,00,000.00	26.06.2023	1,00,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
95	INE48J14QP6	29.03.2023	50,00,00,000.00	27.06.2023	50,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
96	INE48J14PV4	03.04.2023	75,00,00,000.00	29.06.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750
97	INE48J14QV4	06.04.2023	75,00,00,000.00	30.06.2023	75,00,00,000.00	State Bank Of India	ICRA	A1+	1750	CRISIL	A1+	1750

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED
BY THE MANAGEMENT COMMITTEE OF THE BOARD OF
DIRECTORS OF GODREJ PROPERTIES LIMITED AT ITS
MEETING HELD ON MARCH 27, 2023**

“RESOLVED THAT pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on November 09, 2022 authorizing the Management Committee to make borrowings upto Rs. 1,750 crore by issue of Commercial Papers from time to time and pursuant to first proviso to Section 179(3)(d) of the Companies Act, 2013, approval of the Committee be and is hereby accorded to borrow funds in one or more tranches, through issue and allotment of Commercial Papers (CPs), of an amount not exceeding (i) Rs. 75 crore from Aditya Birla Sunlife Mutual Fund, for a period of 91 days with effect from April 13, 2023, (ii) Rs. 25 crore from Aditya Birla Sunlife Mutual Fund, for a period of 91 days with effect from April 17, 2023, (iii) Rs. 25 crore from Aditya Birla Sunlife Mutual Fund, for a period of 91 days with effect from April 25, 2023, provided that the borrowings by way of CPs remaining outstanding at a given point of time shall not exceed the sum of Rs. 1,750 crore.

RESOLVED FURTHER THAT pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on November 05, 2019, the CPs allotted as above, be listed on BSE Limited (BSE) and/or the National Stock Exchange of India Limited (NSE), as per the Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by Securities and Exchange Board of India.

RESOLVED FURTHER THAT Mr. Pirojsha Godrej – Executive Chairperson, Mr. Gaurav Pandey – Managing Director and Chief Executive Officer and Mr. Rajendra Khetawat – Chief Financial Officer (hereinafter referred to as “Authorised Signatories”) of the Company be and are hereby severally authorised, from time to time, to decide the exact amount to be raised by the Company through the issue of CPs within overall limit, its tenor and the rate of interest at which such CPs may be raised by the Company.

RESOLVED FURTHER THAT Authorised Signatories and Mr. Amit Kumar (Associate Vice President - Taxation & Treasury Head) and Mr. Avinash Kothari (Associate Vice President – Finance & Accounts) be and are hereby severally authorised to make, apply, sign, enter into or execute any writing(s), application(s), agreement(s) or other document(s) and approach the rating agency(ies) for obtaining credit rating in connection with the issue of CPs as above and that they be further authorised to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion for giving effect to this resolution.




RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to any of the aforesaid document(s) in accordance with the Articles of Association of the Company in the presence of any one of the Director of the Company or Mr. Rajendra Khetawat – Chief Financial Officer or Mr. Amit Kumar – Associate Vice President, Taxation and Treasury Head or Mr. Avinash Kothari – Associate Vice President, Finance and Account or Mr. Saurabh Mohindru – Chief Legal Officer or Mr. Ashish Karyekar – Company Secretary and Compliance Officer, who shall sign the same in token thereof.”

For Godrej Properties Limited


 **Ashish Karyekar**
Company Secretary & Compliance Officer

Date of Issue: April 07, 2023



**CERTIFIED TRUE COPY OF THE RESOLUTION
PASSED BY THE BOARD OF DIRECTORS OF
GODREJ PROPERTIES LIMITED AT ITS
MEETING HELD ON NOVEMBER 09, 2022**

“RESOLVED THAT in supersession to resolution passed by the Board of Directors at its meeting held on December 19, 2019 and pursuant to Section 179(3)(d) of the Companies Act, 2013, the Management Committee of the Board be and is hereby authorized to make borrowing by issue of Commercial Paper(s), as per the extant guidelines/ regulations/ circulars issued by the Securities & Exchange Board of India, Stock Exchanges or any other authority(ies) pertaining to issue of Commercial Paper(s), for an amount not exceeding Rs.1,750 crore from time to time and for the purpose of giving effect to the aforesaid offering, the Management Committee be and is hereby authorised on behalf of the Board to undertake the following acts:-



1. To decide on the timing, pricing, quantum and all the terms and conditions of the issue of Commercial Paper(s) and to accept any amendments, modifications, variations or alterations thereto;
2. To appoint and enter into arrangements with the Bankers, Issue and paying Agents, Registrar & Share Transfer Agents, Depositories, Credit Rating Agencies and any other agencies or persons or intermediaries and to negotiate and finalise the terms of their appointment, including but not limited to execution of the mandate letter, negotiation, finalisation and execution of the agreement with Registrars, Bankers and Credit Rating Agencies etc.;
3. To open with the bankers to the issue such accounts as are required by the regulations issued by RBI, Companies Act, 2013 etc.;
4. To authorise and approve the incurring of expenditure and payment of fees in connection with the issuance of Commercial paper;
5. To make applications for admitting the securities/Commercial Papers with the depositories for creation of the ISIN and to execute and to deliver or arrange the delivery of necessary documentation to the concerned Depository (s);
6. To make application for listing of the Securities/Commercial papers with the Stock Exchanges and to sign and submit necessary papers to the stock exchanges.
7. To authorise the officers to sign, execute, submit the applications, letters, forms and all other necessary documents as may be required to be submitted to the concerned authorities including but not limited to depositories/ stock exchanges, etc. for creation and listing of commercial papers;




8. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion deem fit;
9. To do all such acts, deeds, matters and things and execute all such other documents, etc. as it may in its absolute discretion, deem necessary or desirable for such purpose;
10. To delegate any of the powers mentioned above to any of the Executive Directors and Principal Officers of the Company.

RESOLVED FURTHER THAT the transactions entered into in terms of the foregoing delegated authority shall be reported to the Board for ratification at the first meeting immediately following and upon the Board ratifying such transaction, the transaction shall be deemed to be effective by the Board itself and thereafter the authority delegated to the Committee as above shall once again be restored to the limits indicated in the resolution.”

For Godrej Properties Limited


 **Ashish Karyekar**
Company Secretary and Compliance Officer
(ICSI Membership No.: A11331)

Date of issue: November 11, 2022




**CERTIFIED TRUE COPY OF THE SPECIAL
RESOLUTION PASSED BY THE MEMBERS OF
GODREJ PROPERTIES LIMITED, THROUGH POSTAL
BALLOT ON JUNE 18, 2020.**

“RESOLVED THAT in supersession to the resolution passed by the Members of the Company at its Annual General Meeting held on August 02, 2017, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”), as amended from time to time, read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the Members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to create mortgage, charge and/or hypothecation, in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events, in favour of financial institutions, non-banking finance companies, co-operative banks, insurance companies, pension funds, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the “**Lending Agencies**”) or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments (hereinafter referred to as the “**Borrowings**”) provided that the total amount of Borrowings together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the said Borrowings for which the charge is created shall not exceed Rs. 40,00,00,00,000 (Rupees Four Thousand Crore only) or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents and to do and execute all such acts, deeds, matters and things and take all such steps as may be necessary or desirable to give effect to the above Resolution.”

For Godrej Properties Limited


Ashish Karyekar
Company Secretary & Compliance Officer

Date of Issue: November 18, 2022



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1&2:

The Members of the Company had on August 02, 2017 by way of special resolutions passed at the Annual General Meeting accorded its approval under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 for borrowing of sums by the Company up to a limit not exceeding Rs. 2,750 crore and to create securities for such borrowings by creation of mortgage, charge and/or hypothecation on movable and immovable assets of the Company.

Taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, it is proposed to enhance the borrowing limits to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the resolution at item No. 2. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

Accordingly, the Board of Directors of your Company recommends the passing of the resolutions contained in item no. 1 and 2 of the accompanying Postal Ballot Notice as Special Resolutions.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of your Company and their relatives, are concerned or interested, financially or otherwise, in the above resolution, except to the extent of their shareholding in the Company, if any.

For Godrej Properties Limited



Ashish Karyekar
Company Secretary & Compliance Officer
(ICSI Membership No.: A11331)

Date: November 18, 2022

