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

Date: 21st September, 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

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 1.74% of the share capital of Godrej Properties Limited.

This is for your information and records.

Pheroza Godrej

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

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 and Ms. Raika Godrej
	b.	Proposed date of acquisition	On or after 28th September, 2018
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	1. 20,81,500 Equity Shares (0.91%) of TC from Mr. Navroze Godrej 2. 19,04,875 Equity Shares (0.83%) of TC from Ms. Raika Godrej
	d.	Total shares to be acquired as % of share capital of TC	1.74% of the share capital of TC
	e.	Price at which shares are proposed to be acquired	Not applicable as the transfer is by way of Off Market gift
	f.	Rationale, if any, for the proposed transfer	Off Market inter-se transfer amongst 'Qualifying Persons' for re-organization/ realignment of shareholding within the
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 698.39 (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 Off Market 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: 21st September, 2018
Place: Mumbai

for PJG

Pheroza Godrej

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 JAMSHYD GODREJ	-	0.00%	3,986,375	1.74%
	PACs (other than sellers/ transferors)				
1	ADI B. GODREJ	-	0.00%	-	0.00%
2	TANYA ARVIND DUBASH	32	0.00%	32	0.00%
3	NISABA GODREJ	10	0.00%	10	0.00%
4	PIROJSHA ADI GODREJ	10	0.00%	10	0.00%
5	TANYA DUBASH AND PIROJSHA GODREJ (TRUSTEES OF TAD FAMILY TRUST)	1,328,792	0.58%	1,328,792	0.58%
6	NISABA GODREJ AND PIROJSHA GODREJ (TRUSTEES OF NG FAMILY TRUST)	1,328,792	0.58%	1,328,792	0.58%
7	PIROJSHA GODREJ AND NISABA GODREJ (TRUSTEES OF PG FAMILY TRUST)	1,328,792	0.58%	1,328,792	0.58%
8	NADIR B. GODREJ	54	0.00%	54	0.00%
9	BURJIS NADIR GODREJ	-	0.00%	-	0.00%
10	SOHRAB NADIR GODREJ	-	0.00%	-	0.00%
11	HORMAZD NADIR GODREJ	-	0.00%	-	0.00%
12	NADIR GODREJ (TRUSTEE OF BNG FAMILY TRUST)	1,328,792	0.58%	1,328,792	0.58%
13	NADIR GODREJ (TRUSTEE OF SNG FAMILY TRUST)	1,328,792	0.58%	1,328,792	0.58%
14	NADIR GODREJ (TRUSTEE OF HNG FAMILY TRUST)	1,328,792	0.58%	1,328,792	0.58%
15	JAMSHYD NAOROJI GODREJ	-	0.00%	-	0.00%
16	JAMSHYD NAOROJI GODREJ, PHEROZA JAMSHYD GODREJ AND NAVROZE JAMSHYD GODREJ (TRUSTEES OF THE RAIKA GODREJ FAMILY TRUST)	12	0.00%	12	0.00%
17	SMITA GODREJ CRISHNA	-	0.00%	-	0.00%
18	VIJAY MOHAN CRISHNA	-	0.00%	-	0.00%
19	FREYAN CRISHNA BIERI	176,628	0.08%	176,628	0.08%
20	NYRIKA HOLKAR	24	0.00%	24	0.00%
21	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF FVC FAMILY TRUST)	1,904,888	0.83%	1,904,888	0.83%
22	SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF NVC FAMILY TRUST)	1,904,888	0.83%	1,904,888	0.83%
23	RISHAD KAIKHUSHRU NAOROJI	30	0.00%	30	0.00%
24	RISHAD KAIKHUSHRU NAOROJI (AS A PARTNER OF RKN ENTERPRISES)	3,986,400	1.74%	3,986,400	1.74%
25	ENSEMBLE HOLDINGS AND FINANCE LIMITED	1,382,310	0.60%	1,382,310	0.60%
26	GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	10,650,688	4.64%	10,650,688	4.64%
27	GODREJ INDUSTRIES LIMITED	122,681,066	53.50%	122,681,066	53.50%
28	INNOVIA MULTIVENTURES PRIVATE LIMITED	7,440,862	3.24%	7,440,862	3.24%
b.	**Seller(s)/ Transferor(s):**				
1	NAVROZE JAMSHYD GODREJ	2,081,516	0.91%	16	0.00%
2	RAIKA JAMSHYD GODREJ	1,904,900	0.83%	25	0.00%

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