Godrej | PROPERTIES

EMERGE STRONGER

2019-20 ANNUAL REPORT

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This annual report is printed on **Eco-Friendly** Paper

PURPOSE

We create spaces that enable everyday joys; one community, one family and one home at a time.

Godrej RKS, MMR

Artist's impression. Not an actual site photograph

THE YEAR THAT WAS

FINANCIAL HIGHLIGHTS

- GPL's total income decreased by 13% to INR 2,829 crore from INR 3,236 crore
- EBITDA increased by 23% to INR 733 crore from INR 597 crore
- Net profit increased by 6% to INR 267 crore from INR 253 crore

SALES HIGHLIGHTS

- Highest ever sales in a financial year by GPL - booking value of INR 5,915 crore is the highest booking value achieved by any publicly listed real estate developer in India in FY20
- Sale volumes above 1.1 million sq. ft. and sale value above INR 1,000 crore achieved in all our focus markets of MMR, NCR, Bangalore and Pune
- H2 FY20 booking value stood at INR 3,572 crore
- Sales from existing inventory stood at INR 3,120 crore and sales from new launches stood at INR 2,795 crore in FY20
- 17 successful new project/phase launches

BUSINESS DEVELOPMENT

- Strong year for business development
- Added 10 new projects with saleable area of ~19 million sq. ft. in FY20

CAPITAL RAISING

- Raised INR 2,100 crore through QIP in June 2019
- Allotted 2,26,29,310 equity shares of INR 5 each to Qualified Institutional Buyers for INR 928/share
- Clear demonstration of GPL's ability to successfully raise capital in tough macro-economic conditions for the real estate sector

CONSTRUCTION HIGHLIGHTS

- Delivered ~5.3 million sq. ft. across 5 cities in FY20
- Godrej 24 in Pune received its occupation certificate in Q4 FY20 within 24 months of starting construction, which is the fastest ever project completion for the company

Godrej South Estate, NCR

Artist's impression. Not an actual site photograph

COMPANY INFORMATION

Mr. Adi B. Godrej
Chairman Emeritus

DIRECTORS:

Mr. Pirojsha Godrej
Executive Chairman

Mr. Mohit Malhotra
Managing Director & Chief Executive Officer

Mr. Jamshyd N. Godrej
Non-Executive Director

Mr. Nadir B. Godrej
Non-Executive Director

Mr. Keki B. Dadiseth
Independent Director

Mrs. Lalita D. Gupte
Independent Director

Mr. Amitava Mukherjee
Independent Director

Mr. Pranay Vakil
Independent Director

Ms. Sutapa Banerjee
Independent Director
(w.e.f. November 05, 2019)

REGISTERED OFFICE

Godrej One, 5th Floor,
Pirojshanagar, Eastern Express
Highway, Vikhroli (East), Mumbai – 400 079
Phone: +91-22-6169 8500
Website: www.godrejproperties.com
CIN: L74120MH1985PLC035308

REGISTRAR & TRANSFER AGENT

KFin Technologies Private Limited

(Formerly Known as Karvy Fintech Private Limited)

"Selenium Tower B",

Plot No. 31 & 32, Gachibowli,

Financial District, Nanakramguda,

Serilingampally, Hyderabad – 500 032, Telangana

STATUTORY AUDITORS

B S R & Co. LLP
5th Floor, Lodha Excelus,
Apollo Mills Compound,
N. M. Joshi Marg, Mahalaxmi,
Mumbai - 400 011.

BANKERS

State Bank of India
HDFC Bank Ltd.
Axis Bank

COMPANY SECRETARY & CHIEF LEGAL OFFICER

Mr. Surender Varma

Godrej Nest, MMR

Artist's impression. Not an actual site photograph

AWARDS & RECOGNITION

57 Awards received in FY 2019-20 including:

Real Estate Company of the Year	• Construction Week Awards 2019
Builder of the Year	• 13th CNBC- AWAAZ Real Estate Awards
Porter Prize for Leveraging Unique Activities	• Porter Prize
Most Trusted Brands	• Brand Trust Report 2019
Equality and Diversity Champion	• APREA Property Leaders' Summit held in Shanghai
Top 75 workplaces for Women in India	• Great Place to Work® Institute (GPTW)
Wealth Creators among The Next 500 companies	• Fortune India
Mohit Malhotra	• Most Promising Business Leaders of Asia - The Economic Times
Anubhav Gupta	• CXO of the Year - 11th Realty + Excellence Awards 2019 – West
Rajendra Khetawat	• Best CFO Infrastructure (Mid Cap) category - Dalal Street Investment Journal
Siddharth Jain	• The Economic Times Young Leaders 2019
Godrej One	• Most Environment Friendly Project - 13th CNBC-AWAAZ Real Estate Awards held in Mumbai
The Trees	• Winner - Best Residential Project - under "Mid Segment "- CNBC-AWAAZ Real Estate Awards held in Mumbai • Winner - Best Residential Project - under "Mid Segment "- CNBC-AWAAZ Real Estate Awards – West Zone held in Pune

Godrej Aria, NCR

Actual Image

MESSAGE FROM THE EXECUTIVE CHAIRMAN

Pirojsha Godrej
Executive Chairman,
Godrej Properties

Resilience and agility will be critical to ensure we emerge stronger from this crisis

Dear Shareholders,

I hope that you, your families, and loved ones are safe and doing well. I write to you amidst uncertain times. The global spread of COVID 19 and India's lockdown have created an economic environment filled with uncertainty and risk. Our first priority has been to ensure that our workforce is safe. Thousands of laborers remained at our construction sites throughout the lockdown, and we provided them meals and sanitized living conditions. For our employees, we've maintained salary levels and bonuses, and avoided any layoffs. The Godrej Group has committed an initial fund of INR 50 crore to address the impact of the pandemic.

Our earlier stated medium-term goals – to consistently be among the leading developers by value of residential real estate sales in our core markets, and to consistently deliver a Return on Equity (ROE) in excess of 20% -- remain the key financial focus areas for your company. Despite the continued disruptions the real estate sector has faced including the current pandemic, we believe we are on track to achieve these goals.

While the end of the year saw significant disruption due to the lockdown at the end of Q4 FY20, I'm happy to share that on the whole, FY20 was another strong year for your company. Godrej Properties had its best ever year measured by the value and volume of real estate sold. Our bookings for the year grew by 11%, to INR 5,915 crore, and resulted from the sale of 7,415 homes with a total area of 8.8 million square feet. This averages to over 20 homes per day. The fourth quarter was particularly strong, contributing approximately 40% of annual sales. We sold more than 1.1 million square feet with a booking value of over INR 1,000 crore in each of our four focus markets of MMR, Pune, NCR and Bangalore. We achieved this through a combination of strong new launches -- with sales of INR 2,795 crore -- and sustained momentum in sales from existing inventory, which grew by 38% to INR 3,120 crore in FY20. Strong sales from existing inventory led to greater percentage of cash collection from each sale, which in turn ensured our collections from residential sales were the highest they have ever been at INR 3,638 crore. It was especially heartening to see the outstanding commitment and agility our team demonstrated by selling more than 500 homes in the second half of March, as the company focused on digital sales tools to sustain operations during the lockdown. This sales performance in a challenging year for the sector was heartening and ensured we remained India's largest publicly listed developer by value of real estate sold.

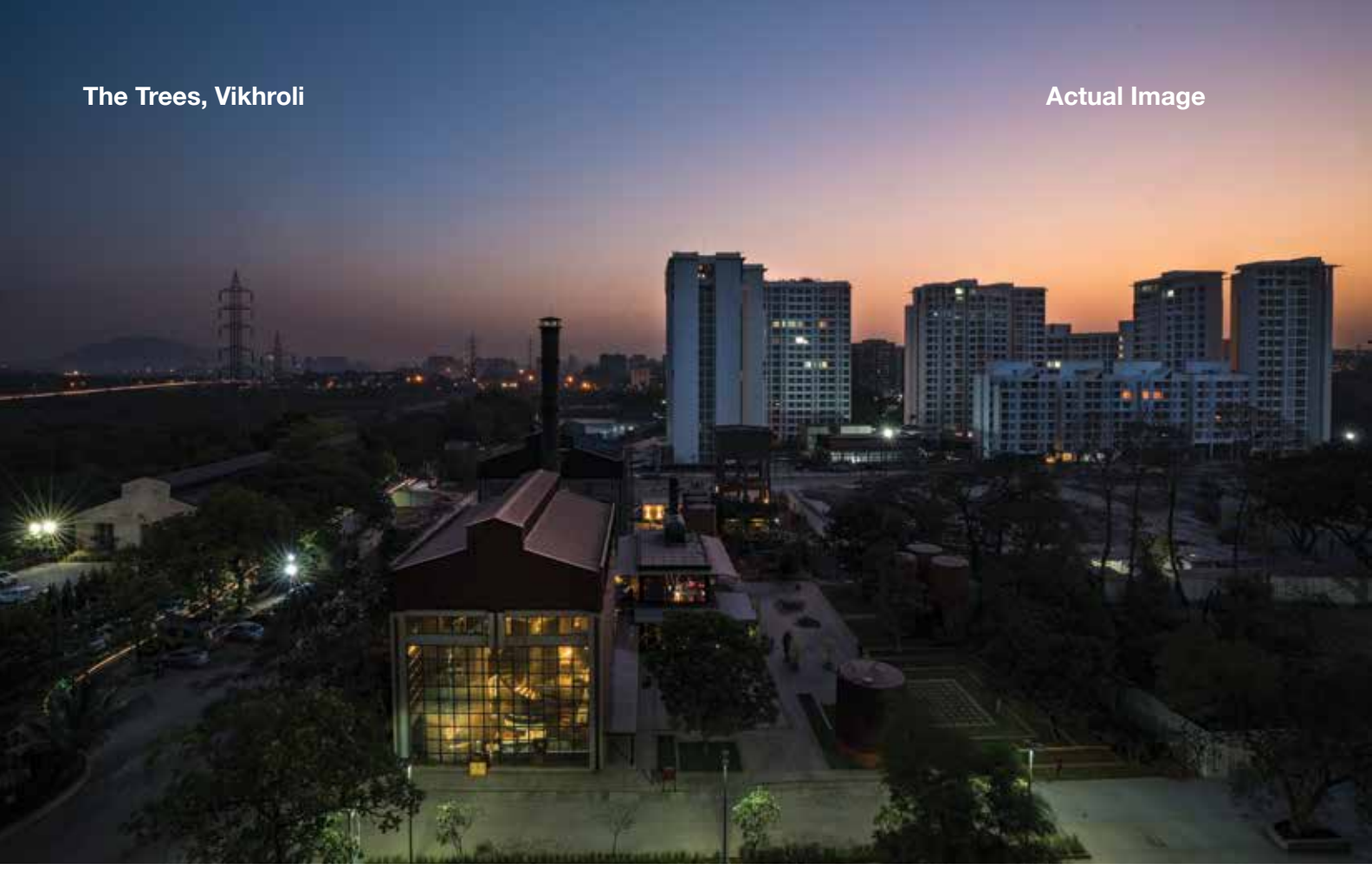
The progress in market share gains has been encouraging, and combined with sustained momentum in new project

additions, puts us on track for the first of our two medium-term goals. The more challenging – and important – goal is to consistently deliver ROEs in excess of 20%. Here again, we believe we remain on track and that the combination of higher sales volumes, greater share of profits in each project, faster construction timelines, and strong customer satisfaction will get us to this objective.

Unfortunately, there have also been some negative external factors, which do impact the timing of achieving this objective. IndAS project completion accounting introduced in FY19 ensures financial results trail operating performance by 2-3 years and our equity raise of INR 2,100 crore in FY20, while preparing us extremely well to benefit from the consolidation underway in the sector, lowers short term ROEs. The national lockdown and reverse migration of construction labour has been another significant disruption that is likely to delay construction timelines, and therefore revenue recognition, by at least six months. We do expect this combination of factors to lead to subdued earnings and ROE in the current financial year. However, we remain confident that the steps we have taken to strengthen your company's balance sheet, enhance its project pipeline, and build its execution capabilities will help us ensure high returns, lower risk, and sustainable growth.

Due to the significant gaps between accounting results and operating performance, we focus on four operating parameters to track our progress. While our financial results for the year were healthy, with EBITDA growing by 23% to INR 733 crore, the more important measures are the following.

1. Imputed return on capital, is calculated by dividing the estimated profit created through operations within a period by the actual capital employed. Management is incentivized to optimize this metric through sales growth, margin enhancement, and capital efficiency. We saw a continued increase in imputed return on capital in FY20.



2. The second metric we track is operating cash flow, which for the real estate industry, is the most critical performance measure, and is significantly linked to scale and efficiency. Here again, we had another good year with positive operating cash flow of INR 793 crore.

3. The third metric we track is the near term earnings enhancement achieved through in-year business development. In FY20, we added 10 new projects with a saleable area of approximately 19 million square feet. This includes seven projects in MMR, two projects in NCR, and one project in Bangalore. Another focus for the year was to add new projects in structures that allowed your company to increase its share of earnings from each project. We believe the projects added this year will significantly enhance the margin profile and earnings of the company in the years ahead.

4. The fourth metric is the net promoter score provided to us by our customers. We believe this is the best measurement of our overall execution quality as it factors in not only timely deliveries, but also quality of design, quality of construction, and quality of service. This was the biggest focus for the year. We revisited our practices from top to bottom to identify ways we could improve our customers' experience with GPL. We created a new purpose statement for our organization: "We create spaces that enable everyday joys; one community, one family and one home at a time". We reframed our existing construction quality benchmarks, brought in an external rating partner for construction quality, and incentivized the team to improve these scores. We reimagined our customer service practices and challenged ourselves to deliver higher quality experiences on a consistent basis. I'm happy to report that the results have been encouraging. Over 13,000 of our customers took the time to give us feedback and rate our performance and our NPS at the end of FY20 stood at 59% as compared to 26% at the end of FY19. The average rating out of 10 increased from 7.5 in FY19 to 8.4 in FY20. The team is passionate about finding ways to build on this momentum in the year ahead. We believe these numbers are industry leading and will play an important part in driving customer advocacy, which in turn will be the platform from which we can reach for our aspiration of significantly higher market share.

Our strategy to shift from labor-intensive forms of construction to precast construction will help reduce project completion timelines, thereby reducing the gap between operating results and reported accounts, it will enhance our project returns, and it will allow us to turn around our capital much faster. During FY20, we delivered ~5.3 million square feet across five cities. This included two projects that were the fastest delivered projects in your company's history. Godrej Origins, part of our flagship project, The Trees, in Mumbai, was delivered in 27 months, and Godrej 24 in Pune fittingly received its occupation certificate within 24 months from the start of construction.

While we are pleased with the year gone by, it is clear the current year will bring new challenges and opportunities. Resilience and agility will be critical to ensure we emerge stronger from this crisis. FY21 is likely to be the first year in recent memory where India's GDP growth is negative. The crisis is leading to significant amounts of job cuts and salary reductions. This will certainly impact demand for high value purchases such as residential real estate. Despite these headwinds, we believe we are well placed to maintain our growth momentum in the current financial year. I'd like to briefly mention four specific reasons for this.

1. First, our balance sheet is strong with net debt to equity at the end of Q4 FY20 standing at 0.24 to 1. Our equity raise of INR 2,100 crore in Q1 FY20 has ensured we have significant surplus liquidity to withstand any temporary liquidity and demand shocks that may arise.

2. Second, our operational momentum is robust with Q4 FY20 being our best ever quarter in terms of cash collections, booking value, and new business development.

3. Third, our relative industry position remains strong. Most real estate developers are entering this crisis with significant existing concerns about adequate liquidity and customer demand. Indian homebuyers have been increasingly gravitating towards buying from leading organized developers. This has resulted in rapid consolidation in the sector. With the added uncertainty customers will now have about developers' delivery capability, buyers will show an even stronger preference towards leading developers.

4. Fourth, while there is no doubt this crisis will deteriorate our customers' purchasing power, it is also true that affordability of real estate going into this crisis was the best it has been in nearly two decades with declining interest rates, rising incomes, and flat property prices for the past seven years. Interest rates have been further reduced to decadal lows as the government and RBI seek to stimulate the economy. Furthermore, we believe those counting out the Indian residential real estate sector are not accurately assessing the impact of this pandemic on customer psychology. We do expect the desire for home ownership and the security it provides to increase as a result of the lockdown.

We are prepared to withstand a possible downturn in the sector – however bad it gets – but would also like to focus on being able to capture opportunities that will arise as a result of this crisis. The most important opportunity will be to gain market share. Our strong business development over the past few years has ensured that our launch pipeline is the best it has ever been. We will be agile and ready to launch these projects and thereby gain share while most of our peers are focused on liquidating their current inventory. This, in turn, will drive cash flows and earnings growth over the medium term. We will be open to the opportunity to further strengthen our portfolio if projects become available at distressed valuations. We will ensure that financial stability takes precedence, but do believe there will be interesting opportunities to deliver both these goals in the current financial year.

The team at Godrej Properties is truly exceptional and passionate about their opportunity to be India's leading real estate developer. They are driven by your company's commitment to excellence, sustainability, and diversity. I am grateful to each of them for their exceptional commitment and ambition. We would like to thank our customers, joint venture partners, and business associates for their support. Finally, we owe thanks to you, our shareholders, for your continued belief in Godrej Properties.

All the best,

Pirojsha Godrej
Executive Chairman
Godrej Properties

MANAGEMENT DISCUSSION & ANALYSIS

GLOBAL ECONOMY

The global economies are facing a synchronized slowdown, resulting from a variety of factors affecting the world. The outbreak of coronavirus 2019 (COVID19) has globally disrupted people's lives, interrupted businesses and jeopardized decades of development progress. According to The World Economic Outlook (WEO) update, global economic growth has been downgraded to 2.4% in 2019, which is its slowest pace since the global financial crisis of 2008. The decline in growth is the outcome of rising trade tensions between large economies, rising uncertainty surrounding trade and geopolitical issues; along with individual macroeconomic problems such as low productivity growth in emerging economies and aging population in advanced economies. To add to the existing issues, the pandemic outbreak has worsened the economic environment. The crisis is the result of the needed containment measures that forced policymakers to take extreme steps in the form of huge fiscal stimuli to encourage economic activity. With considerable uncertainty around the world due to the pandemic, its macroeconomic fallout, and the associated impact on financial and commodity markets, the World Economic Outlook has estimated global growth to decline by 5.2% in 2020 before recovering by 4.2% in 2021.

In China, the containment efforts such as quarantine and widespread restrictions on travel, have resulted in unplanned delays in restarting factories after the Lunar New Year holiday and sharp cutbacks in many service sector activities. With the existing slowdown visible across the globe, the pandemic is expected to have severe consequences on the world economy leading to lay-offs, reduction in capex by companies and delay in discretionary purchases. The economic activity in U.S. and Eurozone economies is expected to fall sharply as these economies undertake measures to contain the outbreak.

INDIAN ECONOMY

The Indian economy decelerated sharply in the fourth quarter at 3.1%, lowest in almost 17 years, after growing at 4.1% in Q3 FY20. As per the Central Statistics Office (CSO), GDP growth for FY20 stood at an 11-year low of 4.2% lower than the government projection of 5.0% in both first and second advance estimates. The country's fiscal deficit worsened

to 4.59% of GDP, much beyond the targeted 3.8% of GDP and expected to worsen further with the dip in tax collection and revenue shortage due to the subsequent effects of lockdown on the economy. The core sector contracted by a record 38% in April as the lockdown hit all eight infrastructure sectors. According to the CSO, country's factory output growth contracted to 0.7% in FY20, as against expansion of 3.8% in FY19. Consumer durables output, an indicator of urban demand, contracted by 8.4% in FY20, compared with a growth of 5.5% in FY19.

According to the Asian Development Bank, India's GDP growth is projected to contract by 4.0% in FY2021 before recovering sharply to 6.2% in FY2022, on the assumption of recovery from the pandemic in the second half of 2020. With the lockdown scenario, consumption and investments are expected to be severely impacted in the first quarter. The gross fixed capital formation is likely to decline with rising risk perception and uncertainty around the pandemic. RBI has cut the repo rate by 40 bps to 4.0% in May 2020, which is the lowest ever and rolled out a range of measures to preserve financial stability and counter the economic impact of COVID19. The central bank has undertaken open market operations and US dollar–rupee swaps to ensure adequate rupee and dollar liquidity during the recent global sell-off. While there is gloom in the near term with the unprecedented situation led by the outbreak, domestic demand will rebound strongly once the pandemic passes and full economic activity resumes. The historical corporate tax cuts introduced in September 2019 are expected to encourage domestic and foreign private investments in the long run. Also, the alternative tax regime introduced in the latest budget is expected to increase household disposable income, thereby boosting private consumption, and potentially expanding the tax base. FY20 inflation stood at 4.8%, below the RBI's upper target limit and is expected to fall further in the current year with declining crude prices and slump in domestic demand, making the rate cuts more favorable. Prices for some manufacturers are likely to increase with supply disruption and rupee depreciation. The country's exports of goods and services are expected to improve once the global economies recover from the shocks of the pandemic. While the long term outlook looks robust for the country, a prolonged COVID19 pandemic would push the global economy into deep recession and further slow Indian growth.

REAL ESTATE SECTOR

The Indian real estate sector has been trying to get back on its feet and come to terms with multiple reforms and changes brought in by demonetization, RERA, GST, IBC, NBFC crisis and the subvention scheme ban. While it was a tough task for the sector to align itself with these new regulations, the measures have been instrumental to bring transparency, accountability and fiscal discipline over the last few years.

Prior to COVID19, the real estate sector was expected to grow to USD 650 billion and contribute around 13% of India's GDP by 2025 (from around 6-7% in 2017), according to ANAROCK Research.

Over-reliance on NBFC funding led to severe funding issues after the IL&FS default, wherein RBI had asked NFBCs to bring down their exposure to real estate sector. The share of NBFC loans to real estate which plunged to 46% of total credit to real estate sector in 2018-19, is expected to further come down. Current coronavirus outbreak is expected to derail the sector's growth momentum in the short term due to its impact on the overall slowing economy. According to industry estimates, 90% of the workforce employed in real estate and construction sector is engaged in the core construction activities, while the rest 10% is involved in other ancillary activities. Since majority of the workers are immigrants, labor shortage could possibly pose a major challenge for the sector post COVID19 lockdown.

While the pandemic outbreak could temporarily disrupt the sector, there are certain greenshoots in this adverse situation. The recent liquidity crisis has worsened the situation for smaller players which were anyway finding it difficult to adhere to new norms laid by RERA leading to a new wave of consolidation. Industry consolidation is likely to get accelerated further with the COVID19 outbreak and many weak players may cease to exist. Larger established players with strong access to funding are expected to gain market share. Also, the current situation is expected to open up a lot of business development opportunities for well capitalized developers.

RESIDENTIAL REAL ESTATE MARKET

The Indian residential sector has been grappling with subdued demand for the past few years and the recent developments (ongoing impact of NBFC crisis and COVID19) have made things even more difficult for the sector. According to the property research firm Knight Frank, the total sales volume in the top eight cities increased by a modest 1% in CY2019 to 245,861 units as the sector continued to be impacted by the prolonged crisis in the NBFC sector. While certain measures such as the consecutive rate cuts by the RBI, the

The consolidation phase is likely to get accelerated further with the COVID19 outbreak and many weak players may cease to exist

reduction of GST rates to 1% for affordable housing and 5% for others and the setting up of an Alternative Investment Fund (AIF) have helped home-buyer sentiments, they've had little impact on the sales for the sector. New launches increased by 23% to 223,325 units across eight cities including Mumbai, Bengaluru and the National Capital Region (NCR). This came after a sharp jump in launches in CY2018 (+76% YoY) when the sector started coming to terms with the RERA regime. Ahmedabad witnessed the sharpest growth in new launches at 176%, followed by Hyderabad which recorded launch growth at 150%.

The growth in residential prices in most of the top eight cities of India has been below retail inflation growth since CY2016, with the gap only widening since H1 2016. Hyderabad has been the only market to beat the trend and register residential price growth over the retail inflation level. According to an affordability benchmark study by Knight Frank India, ideal affordability is identified at 4.5 times the average annual household income in a city and except for Mumbai, NCR and Hyderabad, all other markets are below the ideal affordability benchmark. While Mumbai continues to be the most expensive housing market with affordability index of 7.1, it has seen affordability of homes significantly improve from 11 times the annual household income in 2010. NCR and Hyderabad are marginally above the benchmark affordability with scores of 5 each, while Bengaluru has an affordability index of 3.9. The affordability levels have risen the most for Pune at just 2.5 times of their average household incomes.

Mumbai

The Mumbai Metropolitan Region (MMR) faced a difficult year with sales dropping by 5% YoY to 60,943 units in CY2019. The extent of decline has been lower in the affordable and mid-segment markets of MMR. The NBFC crisis along with looming economic slowdown has compounded the problem for real estate and the trend of strong growth in new launches in the MMR has also tapered. The launches grew by 7% YoY and stood at 79,810 units in CY2019. Developers continued to focus on right sized launches to cater to end-user demand. Affordable houses continued to dominate launches in MMR with 61% of the new launches in H2 2019 coming in the sub INR 75 lakh category. A decline in sales momentum and growth in launches led to rise in the unsold inventory levels, up 15% YoY to 145,301 units in CY2019.

Bangalore

In H1 2019, while the sales momentum was slow due to lack of clarity on the new GST rates for under-construction projects; the sales recovered in the H2 2019 period. Bangalore has managed to record robust sales which were up 10% YoY in CY2019 and stood at 48,076 units. In terms of sales volumes growth, Bangalore has been the top performer amongst the 8-cities under consideration. The improved buyer sentiment along with steady demand has resulted in higher launches in CY2019. New launches stood at 33,772 units in CY2019, up 23% YoY. The unsold inventory dropped by 15% to 78,414 units in CY2019 compared to 92,718 units in CY2018.

NCR

NCR market continued to witness steady demand recovery with housing sales of 42,827 units, up 5% in CY2019. The market has seen an upsurge of new launches after the downward trend which started in 2016, rising by 45% in CY2019 to 22,905 units. The growth in new launches indicates that the developers in the region are carefully assessing demand and focusing on completing existing projects. With the existing issues, the apex court ban in Delhi - NCR in the wake of increased pollution levels in November 2019 also negatively impacted projects nearing completion. However, cautious new launches and steady sales recovery have improved the unsold inventory levels in NCR in CY2019, which is down 14% in CY2019 to 122,084 units. As a result, the quarters-to-sell (QTS) has also declined from 14.5 in CY2018 to 11.7 quarters in CY2019.

Pune

The Pune residential market recorded another strong year in terms of launches in CY2019. The launches grew by 37% to 44,660 units in CY2019. The growth was driven mainly by the launches in the affordable and mid segments, wherein 86% of new launches during H2 2019 were in less than INR 50 lakh ticket size segment and 91% of launches during were in the less than INR 75 lakh category. Over a 5-year period between CY2014 and CY2019, the average size of apartments in Pune has shrunk by 26%, indicating developers' focus on launching

The survival of the fittest and financially strongest has become the new norm in the Indian real estate sector and well capitalized & established players have gained substantial market share over the years

compact homes. The annual sales decreased by 2% and stood at 32,809 units in CY2019, impacted by a slump in the manufacturing sector, particularly the automobile industry. The interest rate cuts have also not helped to revive housing sales in Pune as banks are yet to pass on the benefit of repo rate cut by RBI. Unsold inventory levels in the Pune market shot up by 43% to 39,468 units in CY2019 as the launches have been significantly higher than sales.

COVID19 Impact on Residential Real Estate

COVID-19 has severely hit residential real estate business and the sector has come to a standstill in the short term. While the sector was coming out of the woods after the liquidity crisis initiated by the IL&FS fiasco and subsequent fallouts of various financial institutions, the pandemic outbreak could further impact residential sector.

Drop in new launches and slump in sales volumes

Amidst the current COVID-19 outbreak, the sector is likely to witness major disruptions due to construction delays and financing issues. Also, many prospective customers could consider postponing their decisions either to stay away from the project sites or in the expectations of a price correction. According to ANAROCK Research, new launches could decline by 25%-30% and sales volume could decline by 25%-35% in CY2020.

Accelerated Consolidation

Post Demonetization, RERA and Liquidity crisis, the survival of the fittest and financially strongest has become the new norm in the Indian real estate sector and well capitalized & established players have gained substantial market share over the years. This consolidation phase is likely to continue amidst the current COVID-19 outbreak and probably accelerate, as we emerge from this pandemic and many weak players may cease to exist.

OFFICE MARKET

The Indian office market has been fairly resilient from the broad macro concerns due to slowdown in the economy and gained strong traction in CY2019 with record supply hitting the market during the year, according to a report by Knight Frank. The office space supply rose sharply by 56% YoY to 61.3 million sq. ft. in CY2019. The office sector also witnessed highest ever transaction activity of 60.6 million sq. ft., up 27% YoY. The Hyderabad office market particularly witnessed a very strong year, recording transactions to the tune of 12.8 million sq. ft. (up 82% YoY), which is nearly twice its previous high. The IT/ITeS sector contributed around 41% of transacted volume in H2 2019, while share of BFSI dipped to 16% resulting from NBFC crisis and credibility issues with some banks. Co-working space continued its growth momentum, accounting for 12% of the total transactions, up from 8% in the previous year.

Budget 2020 – takeaways

Budget 2020 did not have much to offer to the real estate sector except for extension of benefits for affordable housing by one year and concession in real estate transactions. It had no measures to boost the demand in non-affordable housing category or liquidity in the sector. Some of the key measures include:

Interest deduction benefit on affordable housing

The Government in its attempt to boost affordable housing demand, proposed to extend additional tax benefit of INR 1.5 lakh on interest paid on affordable housing loans by one year till March 2021. The additional deduction is over and above INR 2 lakh which was introduced in the previous year's budget.

Tax holiday for Affordable housing developers

In order to encourage developers to focus on affordable housing projects, the Government extended the date of approval for these projects for availing tax holiday on profit earned by developers by one year till March 2021. The tax holiday which was being provided under section 80-IBA for approved projects during the period from June 1, 2016 to March 31, 2020 has been extended by a year.

Rationalization of capital gains tax on difference between circle rate and transaction rate

Earlier for real estate transactions, if the consideration value was less than circle rate by more than 5%, the difference was considered as income accruing to both the buyer and seller and hence taxable to both. In order to facilitate real estate

transactions and provide relief to the sector, the government increased the limit from 5% to 10%.

New income tax regime for taxpayers

The Government introduced an alternative tax regime and in case an individual moves to the new tax regime, the tax exemption including deduction repayment of principal (for INR 1.50 lakh) and deduction on interest payable on housing loan has to be forgone, which is potentially negative for the sector.

OPPORTUNITIES

Consolidation

The Indian real estate sector has been in a consolidation phase from the past few years and picked up pace resulting from several reforms and disruptions in the sector. After the IL&FS default, NBFCs have been mandated by RBI to reduce their exposure to real estate sector, which has created funding issues for smaller real developers who anyway do not have access to bank funding. In such cases, these players face a double whammy – issues in construction funding on one hand and existing deal cancellations due to halt in construction activity on the other hand. This opens up new avenues of growth for organized developers with healthy balance sheets and execution track record to take over the projects of smaller developers at attractive valuations. It allows them to increase their portfolio offering and improve home-buyer confidence. The ongoing consolidation is expected to accelerate further amidst COVID19 and established, well capitalized players stand to gain further market share.

Affordable housing

Affordable housing continues to remain a significant opportunity for players and key focus area of government, as

major short supply of housing lies in the economically weak and low-income segments. The government's constant push for affordable housing has shifted the focus from high-end and luxury segments to the affordable segment. According to ANAROCK research, during the past 5 years, the share of launches in the affordable segment across the top 7 cities of India, has risen from CY35% in 2013 to 40% in CY2019. This share is expected to increase further in the near future owing to subsidies provided by government to promote affordable housing. In Budget 2020, the government announced several measures to boost affordable housing. In its attempt to boost the affordable housing demand, the government has proposed to extend additional tax benefit of INR 1.5 lakh on interest paid on affordable housing loans by one year till March 2021. Also, in order to encourage developers to focus on affordable housing projects, the Government has extended the date of approval for these projects for availing tax holiday on profit earned by developers by one year till March 2021.

Digital Real Estate Sales

With the rapidly evolving marketing landscape, digital marketing tools have emerged as important tools for real estate companies to amplify their sales and reach out to customers globally. With a sharp focus on building consumer experience and connection through digital means, established brands will be ahead of the curve, giving a competitive edge to their business. According to the report 'Real Estate in a Digital Age', around 94% of millennials and 84% baby boomers searched for their future homes online. Social media platforms can be extensively used to promote listings, maintain relationships with existing customers and find new prospects. The recent lockdown due to COVID19 has forced real estate companies to focus much more on digital marketing and online platforms.

Monetary Easing

The real estate sector performance is closely linked to the country's economic fundamentals and monetary policies. The Reserve Bank of India cut its benchmark repo rate by 250 bps since February 2019 to 4.0%, which is the lowest ever repo rate in its attempt to support the slowing economy from further deterioration due to COVID19. Monetary easing initiatives are expected to provide an impetus to housing demand once the economy revives and encourage home buyers and real estate developers.

After posting our best ever sales performance in FY18 and FY19, GPL has managed to report yet another strong year with highest ever sales bookings in FY20.

THREATS & CHALLENGES

Regulatory Hurdles

Unfavorable changes in government policies and the regulatory environment can adversely impact the performance of the sector. There are substantial procedural delays with regards to land acquisition, land use, project launches and construction approvals. Retrospective policy changes and regulatory bottlenecks may impact profitability and affect the attractiveness of the sector and companies operating within the sector.

Funding

The lending to real estate developers by NBFCs and HFCs fell by almost half to about INR 27,000 crore in FY19, triggered by the IL&FS crisis, according to a report by property consultant JLL. This NBFC crisis has further deteriorated the liquidity situation for smaller developers who had to resort to alternative funding in absence of long term loans from banks. While established developers with lean balance sheets continue to have funding access, many developers are facing significant liquidity pressure.

ABOUT GODREJ PROPERTIES LIMITED

Godrej Properties Limited (GPL) is the real estate development arm of the Godrej Group, which was started in 1897 and is today one of India's most successful conglomerates. Godrej Properties brings the Godrej Group philosophy of innovation, sustainability, and excellence to the real estate industry. Each Godrej Properties development combines a 123 year legacy of excellence and trust with a commitment to cutting- edge design and technology.

Throughout its operations, GPL aims to deliver superior value to all stakeholders through extraordinary and imaginative spaces created out of deep customer focus and insight. GPL has always embraced the notion that collaboration is the essence of excellence. To that end, we have worked with the best designers, architects and contractors within India and around the globe to deliver imaginative and sustainable spaces. By bringing together the best talent in the global real estate sector, GPL works to create developments that will last into the future and foresee the needs of each and every resident.

a. Leveraging the Godrej brand

We believe that the 'Godrej' brand is instantly recognizable across India due to its long standing presence in the Indian market, the diversified businesses in which the Godrej Group operates and the trust it has developed over the course of its operating history. We believe that the strength of the 'Godrej' brand and its association with trust, quality and reliability help us in many aspects of our business.

These include entering into joint development agreements, expanding to new cities and markets and formulating business associations. The brand has also helped us build deeper relationships with our customers, service providers, process partners, investors and lenders all of which has led to us acquiring a strong position within the sector. In addition, GPL's association with the Godrej Group provides access to several land parcels owned by Godrej Group companies significantly enhancing the scope of our development portfolio. GPL's binding arrangements with Godrej & Boyce appointing GPL as the development manager for developing all its lands in Vikhroli further provides an opportunity to enhance the scope of our portfolio.

b. Sales Momentum

After posting our best ever sales performance in FY18 and FY19, GPL has managed to report yet another strong year with highest ever sales bookings in FY20. GPL started FY20 on a strong foot with 9 new project/phase launches in H1 FY20 and sales booking of INR 2,343 crore. In spite of a soft Q3 FY20 with lower launches, we witnessed strong operational performance in H2 FY20 with 7 new project/phase launches in Q4 FY20 resulting in bookings of INR 3,572 crore for H2 FY20. This included our best ever quarterly sales performance in Q4 FY20 where we sold real estate worth INR 2,383 crore. The total value of bookings in FY20 stood at INR 5,915 crore, up 11% YoY and is the highest booking value achieved by any publicly listed real estate developer in India in FY20. While the lockdown and subsequent slowdown in economic activity as a result of Covid-19, could lead to a muted start in FY21, GPL's healthy balance sheet and project pipeline will help maintain operational momentum in the months ahead. Below is a brief of our performance in key markets.

FY20 has been another strong year for business development wherein we added 10 new projects with saleable area of ~19 million sq. ft.

NCR

Your Company continued its strong sales momentum in the NCR market in FY20. We recorded our best ever year in the NCR market in FY20 with sales in excess of 1.8 million sq. ft. and a booking value of INR 1,516 crore. The strong sales performance was backed by two new launches, one new phase launch and healthy sustenance sales. Newly launched Godrej South Estate marked GPL's entry in the Delhi market and reported strong sales of more than 0.30 million sq. ft. with a booking value of INR 510 crore. Godrej Palm Retreat witnessed sales of 0.46 million sq. ft. with a booking value of INR 281 crore. New phase launch of Godrej Meridien witnessed sales of 0.21 million sq. ft. with a booking value of INR 185 crore in the launch quarter. Our cumulative sales in the Noida market stood at 0.72 million sq. ft. with a booking value in excess of INR 450 crore in FY20.

Pune

GPL reported its highest ever sales in the Pune market with bookings in excess of 2.5 million sq. ft. and booking value of INR 1,462 crore. The record operational performance was backed by two new project launches and three new phases from our existing projects. Within six months of the Pune portfolio deal, your Company was able to launch Godrej Hillside which recorded robust sales bookings of 0.51 million sq. ft. with booking value of INR 291 crore. Building on the excellent response for Godrej Hillside, we launched new phase Godrej Hillside 2 in Q4 FY20 which witnessed sales of 0.43 million sq. ft. with a booking value of INR 249 crore in the launch quarter. Godrej Boulevard launched in Q4 FY20 witnessed sales of 0.41 million sq. ft. with a booking value of INR 244 crore in the launch quarter.

Mumbai

Total sales in Mumbai stood at ~1.2 million sq. ft. with a booking value of INR 1,366 crore. We managed to achieve robust sales performance with three new launches and one new phase from our existing project. The new phase of Godrej Nest in Kandivali witnessed total sales of 0.20 million sq. ft. with a booking value of INR 252 crore, while Godrej Nirvaan recorded total sales of 0.37 million sq. ft. with a booking value of INR 229 crore. We launched our iconic luxury project Godrej RKS within 9 months of adding it to our portfolio and saw healthy sales traction of ~73,000 sq. ft. with a booking value of INR 186 crore in the launch quarter.

Bangalore

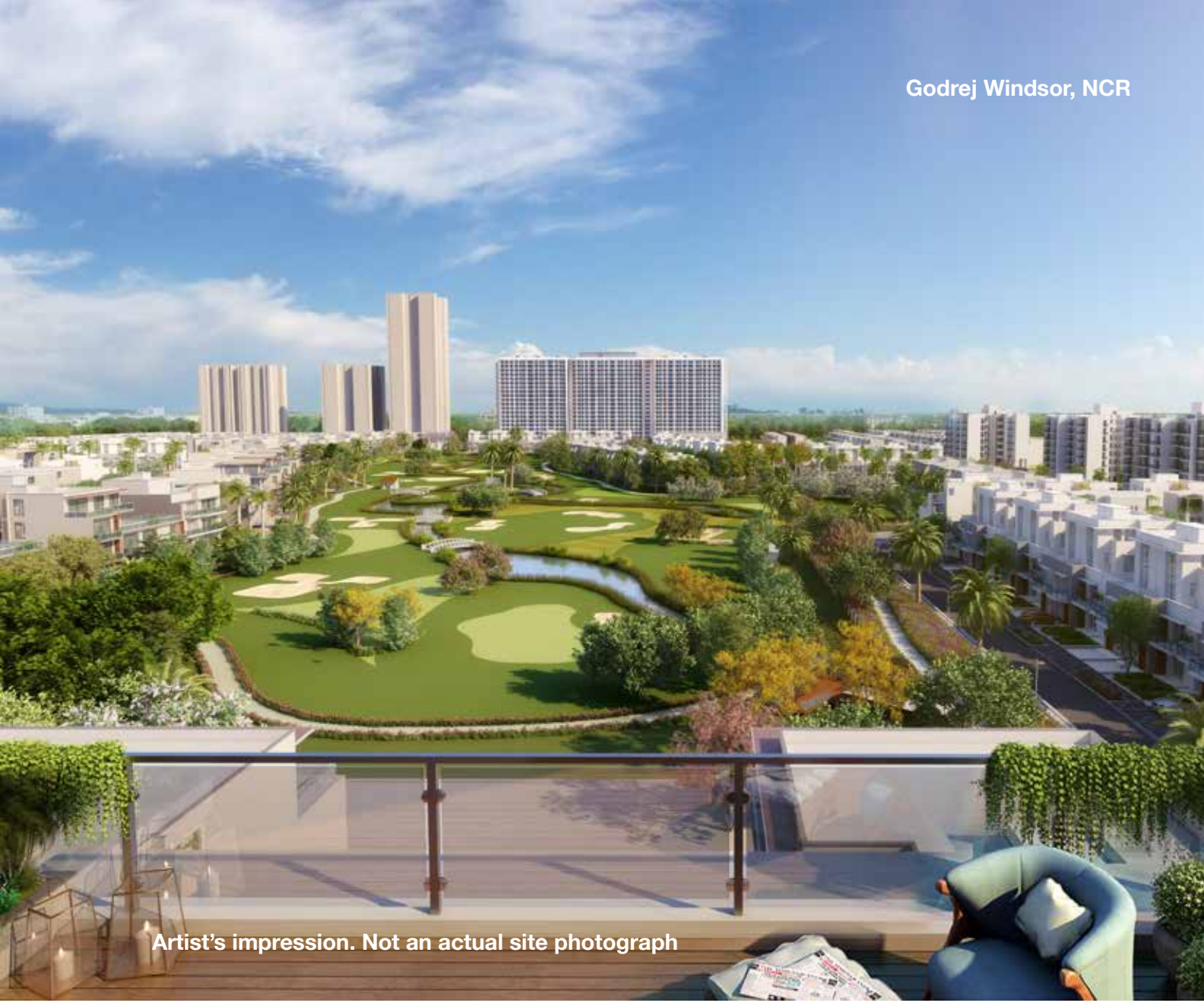
GPL yet again crossed INR 1,000 crore of sales in the Bangalore market in FY20. The total sales in Bangalore stood at 2.0 million sq. ft. with a booking value of INR 1,096 crore. We had two new launches in Bangalore combined with very strong sales from one new phase of our existing project. Godrej Nurture reported solid sales of more than 0.59 million sq. ft. with a booking value of INR 316 crore in the launch quarter. A new phase at Godrej Reflections witnessed sales of ~0.3 million sq. ft. with a booking value of INR 181 crore in the launch quarter.

c. Capital Raising

GPL raised INR 2,100 crore through Qualified Institutional Placement (QIP) in June 2019. Your company allotted 2,26,29,310 equity shares of INR 5 each to Qualified Institutional Buyers for INR 928/share. This is a clear demonstration of your company's ability to successfully raise capital in tough macro-economic conditions for the real estate sector. The equity raise was specifically timed to take advantage of a countercyclical investment strategy and the proceeds will be used to fund exciting growth opportunities ahead. As on 31st March 2020, GPL's gearing ratio stands at 0.24x which leaves us with significant room to capitalize on new business development opportunities.

d. Commercial portfolio

Monetization of older commercial projects remains one of the core focus areas of your Company. On the commercial sales front, Godrej BKC recorded sales of 13,174 sq. ft. with a booking value of INR 46 crore in FY20, while GPL sold 38,982 sq. ft. at Godrej Genesis with a booking value of INR 17 crore in tough market conditions. We have 1,07,494 sq. ft of inventory left at Godrej Genesis and 10,463 sq. ft. of inventory left in



Godrej BKC. While we have made good progress towards monetizing our commercial portfolio in BKC and Kolkata, we still have significant inventory in our Chandigarh project.

e. Business development

FY20 has been another strong year for business development wherein we added 10 new projects with saleable area of ~19 million sq. ft. This includes the land acquisition of Ashok Vihar in Delhi from the Railway Land Development Authority (RLDA) which is one of the largest land transactions in India in recent times. The NBFC crisis has further worsened the situation in the Indian real estate sector after the earlier disruptions of Demonetization and RERA, leading to accelerated consolidation in the sector and opening up new avenues for players like GPL to build on its business development momentum. We believe, many smaller real estate developers will be affected by the impact of Covid-19 on the economy providing us with plethora of new opportunities to add projects.

Below is the list of deals signed by GPL in FY20.

Particulars	Saleable Area (million sq. ft.)
Navi Mumbai, MMR	7.50
Ashok Vihar, NCR	3.28
Bagalur, Bangalore	3.00
Worli, MMR	1.17
Ambernath, MMR	1.10
Thane, MMR	1.10
Faridabad, NCR	1.00
Chandivali, MMR	0.45
Godrej RKS, MMR	0.35
Matunga, MMR	0.17

f. Customer Centricity

Customer centricity is based on putting the customer first, and not only offering great customer service, but also a consistent experience right from the time the customer makes the first inquiry to the post-purchase process. At GPL we have always tried to understand our customers, their hopes and aspirations.

Our Net Promoter Score (NPS) journey which started in March 2018 has been progressing well. GPL has adopted NPS as the barometer to measure our customer advocacy and also to seek very valuable customer insights on our process, people, and product.

We are delighted to share that the number of customers responding to these relationship NPS surveys as well as our NPS has been continuously increasing, which we believe is a clear indication that our customers find us not only responsive to their feedback but also making continuous improvement in customer experience.

Survey Year =>	FY'19	FY'20
Relationship NPS Survey Responses	9,502	13,091
Combined Relationship NPS	26%	59%

FY20 also gave us the great satisfaction of handing over possession of their dream home for 2,437 customers across India. During FY20, we delivered ~5.3 million sq. ft. across 5 cities.

GPL was ranked 7th in Asia & 17th globally by GRESB (Global Real Estate Sustainability Benchmark) - An industry-driven organization which assesses Environmental, Social and Governance (ESG) performance of real estate assets globally.

The table below gives details of these projects:

Particulars	Saleable Area (million sq. ft.)
Godrej Infinity, Pune	1.3
The Trees Phase 2, Vikhroli	0.34
Godrej Central, Mumbai	0.09
Godrej Prana, Pune	0.07
Godrej Aria, NCR	0.67
Godrej Eternity, Bangalore	0.4
Godrej Prime, Mumbai	0.75
The Trees Phase 3, Vikhroli	0.35
Godrej 24, Pune	0.95
Godrej Elements, Pune	0.24
Godrej Garden City, Ahmedabad	0.15

g. Global recognition for sustainability initiatives

GPL was ranked 7th in Asia & 17th globally by GRESB (Global Real Estate Sustainability Benchmark) - An industry-driven organization which assesses Environmental, Social and Governance (ESG) performance of real estate assets globally. GRESB is committed to rigorous and independent evaluation of the sustainability performance of real assets across the globe. GRESB data is used by more than 200 institutional investors, listed property companies and fund managers and is backed by all leading international real estate associations and industry bodies. It provides investors the tools to benchmark their investments against each other based on property type, country and regional peer groups. GRESB is widely recognized as the global standard for portfolio-level ESG reporting and benchmarking in the real asset sector.

h. Sustainable development

Sustainability is in the DNA of the Godrej Group, and this extends to Godrej Properties. The Godrej Industries Limited & Associated Companies (GILAC) initiated the 'Godrej Good & Green' programme in 2011 and the programme's philosophy sets the framework for our sustainable practices across group companies. At GPL, it can be seen in our triple bottom line approach of 'People, Planet & Profit' through which we integrate sustainability into our business strategy. We follow an integrated approach to sustainable development right from an early design phase through to the construction period. Our focus on sustainable development covers a range of environmental parameters including site selection and planning, pedestrian-friendly developments, indoor environmental quality, maximizing day lighting and natural ventilation, water and energy efficiency as well as responsible material sourcing. We reduce energy consumption in the buildings by using energy modelling which in turn, reduces their operational carbon footprint.

We are one of the founding members of the IGBC, which is actively involved in promoting green building in India. At GPL, it is our goal that all of our buildings should be certified under credible external green rating systems such as the Indian Green Building Council (IGBC), Leadership in Energy and Environmental Design (LEED), and Green Rating for Integrated Habitat Assessment (GRIHA). To this effect, sustainable design as one of the key pillars of our design-led approach has been a powerful innovation mechanism towards achieving this goal. As per an internal mandate, we adhere to a minimum of IGBC Silver rating (or equivalent in other rating systems) for our ongoing and upcoming projects. Currently out of the complete GPL portfolio, approximately 88% adheres to the green building guidelines and norms laid by the rating systems.

As a part of International Finance Corporation's (IFC) eco-cities program which is supported by the European Union, we are one of the five founding members of the Sustainable Housing Leadership Consortium (SHLC) along with Mahindra Lifespace Developers Limited, TATA Housing Development Company Limited, Shapoorji Pallonji Real Estate, and VHBC Value Homes Pvt Ltd. The SHLC is a first of its kind, voluntary, and collaborative private-sector led consortium convened by the IFC, a member of the World Bank Group. Financial institutions like HDFC and PNB Housing Finance Corporation are also among founding members, and the SHLC has the support and participation of the Ministry of Housing and Urban Affairs (MoHUA). The consortium aims to drive sustainability in India's housing market and make 20 per cent of India's new

We have embarked on ACCEL, a Group-wide mentorship program curated to develop women in leadership positions. Every year these high potential women are handpicked and nominated for this program.

housing construction sustainable by the year 2022. The SHLC provides advocacy for broader industry and government policy actions to enable the market for sustainable housing. Its three pillars are policy, technology and consumer awareness and therefore, it concentrates its efforts towards:

- Policy development
- Inclusion for 'Green Housing'
- Availability of sustainable technology
- Skill-development and improvement in construction workforce
- Consumer awareness regarding the features and benefits of 'Green Homes'

As a part of its advocacy for government policy actions, the SHLC has been working towards an enhanced environmental clearance (EC) system to fast-track green-building projects. The SHLC has been working with The Energy and Resources Institute (TERI) to conduct a study and prepare a compendium of sustainable technologies. At GPL, we have been conducting pilot testing for using Glass Fiber Reinforced Gypsum (GFRG) panels and recycled plastic pavers. Consumer awareness was increased through leaflets and a radio campaign created with the aim of disseminating information about the features and benefits of 'Green Homes'.

We undertake Sustainability Reporting, which is a non-financial disclosure of performance indicators across social, environmental and economic aspects. We follow the comprehensive framework provided by the Global Reporting Initiative (GRI). It enables us to incorporate sustainability across all domains of our business, cement our triple bottom line approach, and monitor and assess efficiency in operational practices, processes, technologies and materials, and understand our environmental footprint. The practice of assessing sustainability information inspires accountability while helping identify and manage risks. We have been able to initiate best practices and commission projects for reducing our environmental footprint through mitigation and offset mechanisms. These projects helped us fulfill our 'Vision 2020' under the Good & Green philosophy. Currently, we are looking to set targets for the future and are working on the vision for 2025.

i. Health and safety management system

We give high priority to the health and safety of our employees. An effective way of ensuring this is building a safety culture, where safety is the responsibility of each and every employee. The company has a robust health and safety management system which has comprehensive safety checks at each step of the project starting from the contractor pre-qualification stage. We have a dedicated safety team at each site, entrusted with the responsibility of promoting safety among all employees. This team undertakes numerous awareness and training programs besides creating and executing a monthly safety activity plan for each site using GPL online safety first portal. The safety committee at sites are composed of management and worker representatives and the average ratio is about 50%, as per statutory requirement.

Contract Health and Safety Management System

This proactive system starts well before awarding the contract with safety assessment of prospective contractors through the pre-qualification (PQ) process, assessment of business risk and initiating required mitigation plan based on the PQ score of the contractor. Also, in the pre-qualification stage we give preference to contractors who are ISO 45001 (International Standard for Occupational Health and Safety) certified. The contractor who is brought on board is briefed in a joint safety kick-off meeting and the subsequent mobilization phase is guided and audited by a safety and health infra tracker. The contractor signs a legal undertaking while rolling out the site health and safety plan. This also provides SOP's, work instructions and guidelines to the contractors for undertaking work at the site.

Hazard Identification and Risk Assessment (HIRA)

A cross functional Hazard Identification and Risk Assessment (HIRA) team is formed at each site before the commencement of work. While the primary responsibility of this team is to conduct a detailed HIRA exercise, it also gives training on HIRA to the workers.

A comprehensive HIRA master sheet comprising 101 activities have been developed to facilitate project team to formulate and develop project specific HIRA as proactive control measures in effective way.

Health Surveillance Program

As part of our health surveillance program, a pre-employment medical examination is conducted for workers being employed at our project sites. Personnel who operate machinery or drive vehicles undergo thorough medical examination at the time of being employed as well as at regular intervals of time.

Training and Awareness Campaign

We believe that skill enhancement, capability building and awareness are the strongest pillars of our safety and health management system. Thus, we give special impetus to awareness programs, skill training sessions, motivational campaigns and heath camps. In the reporting year we have conducted more than 13,850 safety training sessions with close to 3,03,296 participants. Events like National Safety Day, World Environment Day, Road Safety Week and Fire Service Day are celebrated across our sites as they provide important platforms to create awareness about health and safety.

Safety Communications is one of the effective tool in our Safety Management System to create safety awareness and build strong safety culture across GPL.

Safety Audit

Safety auditing is a periodic review of the entire occupational health and safety management system, including the policy and programs aimed to prevent workplace accidents/ incidents. We have robust process of safety audit on a quarterly basis by qualified internal safety auditors. GPL Audit processes are being performed and monitored effectively through online safety audit portal. The analysis of safety audit helps us to identify the gaps for further improving the health and safety management system.

j. Human Capital

At GPL, we take pride in fostering an inspiring workplace with an agile and high performance culture to attract, develop and retain the best global talent. As part of the 123 year old Godrej Group, we are fortunate to have a proud legacy built on the strong values of trust, integrity and respect for others. At the same time, our exciting and ambitious growth plans allow us to offer unparalleled career opportunities relatively early in a person's career. Core to our employer brand, is the philosophy of tough love. We expect the best from our employees, differentiate on the basis of performance and potential through career opportunities and rewards and lay particular emphasis on developing, mentoring and training. In line with our operational scale-up we have increased our total employee strength from 1,414 to 1,779 employees over the year.

PEOPLE PHILOSOPHY

We take pride in fostering an inspiring workplace with an agile and high performance culture to attract, develop and retain the best global talent. As part of the 123-year young Godrej Group, our proud legacy is built on the strong values of trust, integrity and respect for others. At the same time, our exciting and ambitious growth plans enable us to provide opportunities of growth to our employees. Our philosophy stands tall and proud on three principles:

- **Your Canvas:** "We are expanding and want you to grow with us." With our empowering culture, our people get a chance to lead early on.
- **Tough Love:** "Go ahead and challenge yourself! We've got your back." We believe the race for the future is not for the faint-hearted. We expect a lot from our people and differentiate basis performance and potential through career opportunities and rewards.
- **Whole self:** "We are selfish about your happiness." Simply because happier people make for a more fun culture at Godrej.

Diversity

At GPL, we recognize and value the diversity of our people, their perspectives and experiences. Women comprise 29% of our total workforce which is one of the highest women participation rates in the real estate sector. Our women leaders succeed in roles across all aspects of our operations. Their contributions have been instrumental in GPL reaching its current position of strength. We are fully committed to sustain our efforts to recruit, retain, and grow our women leaders. We strive to ensure women friendly policies, facilities, and development opportunities to nurture talent and create an enabling work environment. Inclusivity is a central tenet of our culture and organizational value system. We look forward to make GPL a truly inspiring workplace with our consistent focus on diversity and inclusion.

At the beginning of this fiscal, to further encourage and enhance diversity at our workplace we decided to focus on recruiting members from diverse communities under the umbrella of 'Godrej Gig' and to be able to target focused groups we created 3 tracks within Godrej Gig:

1. Project Rainbow – for LGBTQI+ recruitment
2. Project Enable – for PWD recruitment
3. Careers 2.0 – ongoing for women returning from career breaks

We have also embarked on **ACCEL**, a Group-wide mentorship program curated to develop women in leadership positions. Every year these high potential women are handpicked and nominated for this program.

At Godrej Properties, we have curated **'Nurture'** a comprehensive Maternity program for our women employees. The program intends to make sure our women employees are cared for and supported throughout their journey of motherhood and reintegrated into work life post their maternity leave.

EMPLOYEE WELL- BEING

Studies have shown that efforts towards enhancing employee well-being have a direct impact on the overall health and productivity of employees and in turn impacts an organization's performance and strength. Employees who are healthy, happy and bring their whole selves to work, are enthusiastic brand proponents, contribute instinctively to enhance employer brand and work collectively towards achieving the organization's vision.

This year our major focus was on employee wellness interventions where we outlined a strategy to promote holistic wellness at the workplace, in various engaging ways. Under the Emotional Wellness Wagon – the Employee Assistance Programme (EAP) provides our employees with counselling services to help manage personal and work-based concerns.

CULTURE OF RECOGNITION

In line with the GPL Win for Employees agenda, one of the key components is around Recognition. The aim is to recognize every little thing that an employee does and be there to motivate her/him to perform better. Most of the steps taken are in the direction of creating a culture of recognition by appreciating any job that has been done well. Our recognition agenda is divided into various initiatives.

In an effort to bring about a culture of appreciation, #Thanksgiving is GPL's informal appreciation platform that runs across the country with employees thanking and appreciating each other for little things that they do.

Quarterly regional awards, annual Legends award are some the various other prestigious platforms where employees who have displayed exemplary performance and behaviors are felicitated and recognized by the senior leaders.

k. Internal control systems and their adequacy:

GPL has implemented an internal control framework to ensure all assets are safeguarded and protected against loss from unauthorized use or disposition, and transactions are authorized, recorded and reported correctly. The framework includes internal controls over financial reporting, which ensures the integrity of financial statements of the company and reduces the possibility of frauds. The Corporate Audit & Assurance department issues well documented operating procedures and authorities with adequate built-in controls. These are carried out at the beginning of any activity and during the process, to keep track of any major changes. As part of the audits, they also review the design of key processes, from the point of view of adequacy of controls. The internal controls are tested for effectiveness, across all our project sites and functions by the Corporate Audit team, which is reviewed by the management from time to time, for corrective action.

THREATS, RISKS AND CONCERNS

1. Industry Cyclicality

The real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability of consumer financing and illiquidity. Your Company has attempted to hedge against the inherent risks through a business model comprising joint ventures, residential platforms, and development management through a pan-India presence. However, any future significant downturn in the industry and the overall investment climate may adversely impact business.

2. Statutory Approvals

The real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are required to comply with a number of laws and regulations, including policies and procedures established and implemented by local authorities in relation to land acquisition, transfer of property, registration and use of land. These laws often vary from state to state. Several of your Company's projects are in preliminary stages of planning and any delay in obtaining approvals could warrant revised scheduling of project timelines.

OUTLOOK

As the real estate sector continues to tackle the existing issues created by the aftershocks of the liquidity crisis and resulting disruption of COVID19, we see an opportunity for well established players in the industry. The start of FY2021 may be muted due to the lockdown and subsequent impact on economy, but we believe our strong project pipeline and healthy balance sheet will help maintain operational performance going ahead. The pace of consolidation in the sector is also expected to accelerate further and we expect to gain market share. Also, amidst CODIV19 and prevailing liquidity crunch, the visibility on business development is getting stronger and we hope to add several projects to our portfolio in FY2021. Our focus on our four core markets, strong brand and existing portfolio leaves us on a strong foot to take advantage of this opportunity.

ANNEXURE

Key Financial Ratios (Consolidated)

In accordance with SEBI (Listing Obligations and Disclosure requirements 2018) (Amendment) Regulations 2018, the Company is required to give details of significant changes (Change of 25% or more as compared to the immediately previous financial year) in key sector specific financial ratios.

Ratios	2020	2019	Definition	Explanations
Trade Receivables Turnover	7.15	17.83	Trade Receivables Turnover = Revenue from Operations/ Average Trade Receivables	Decrease in Trade Receivable Turnover Ratio is mainly on account of increase in Trade Receivables and reduction in revenue recognised during current year as compared to previous year.
Inventory Turnover	1.02	0.90	Inventory Turnover = Sale from Real Estate Developments/Average Inventory	
Interest Coverage Ratio	3.30	2.55	Interest Coverage Ratio - Earning before interest, taxes, depreciation and amortisation expenses / Finance Costs	Increase in EBITDA due to increase in profit before tax during the current year resulting into increase in interest coverage ratio.
Current Ratio	1.45	1.08	Current Ratio - Current Assets / Current Liabilities	Current Ratio increased on account of increase in current assets mainly due to increase in cash balance on account of unutilised QIP proceeeds temporarily invested in Mutual Funds and Fixed Deposits.
Net Debt-Equity Ratio	0.24	0.87	Net Debt- Equity Ratio = Net Debt (Non-current liabilities - borrowings (including current maturities of long term debt) plus current financial liabilities - borrowings less cash and bank balances and other current investments / Equity	Net Debt Equity Ratio improved mainly due to increase in equity raised through Qualified Institutional Placement and profit recognised during the year and increase in cash balance on account of unutilised QIP proceeeds temporarily invested in Mutual Funds and Fixed Deposits.
Operating Profit Margin (Adjusted EBITDA Margin) %	31.93%	26.63%	Earning before interest, taxes, depreciation, amortisation expenses and interest included in cost of sales / Total Income including Share of profit / (loss) of joint ventures and associate (net of tax)	
EBITDA %	25.92%	18.44%	Earning before interest, taxes, depreciation, amortisation expenses and interest included in cost of sales / Total Income including Share of profit / (loss) of joint ventures and associate (net of tax)	Increase in EBITDA margin is mainly on account of recognition of revenue of high margin projects during the current year.
Net Profit Margin %	9.44%	7.82%	Profit for the year / Total Income including Share of profit / (loss) of joint ventures and associate (net of tax)	
Return on Net Worth	7.35%	13.76%	Profit for the year / Average Equity	Return on Net Worth is decreased mainly due to increase in equity raised through Qualified Institutional Placement and profit recognised during the Current Year

DIRECTORS' REPORT FOR **THE FINANCIAL YEAR ENDED MARCH 31, 2020**

TO THE MEMBERS

The Directors have pleasure in presenting the Thirty-Fifth Directors' Report of your Company along with the financial statements for the financial year ended March 31, 2020.

1. OPERATING RESULT:

Certain key aspects of the Company's performance (on a standalone basis) during the financial year ended March 31, 2020, as compared to the previous financial year are summarized below:

Particulars	Financial Year 2019-2020	Financial Year 2018-2019
Revenue from Operations	1,747.05	1,433.75
Other Income	540.63	460.25
Total Income	2,287.68	1,894.00
Profit before Tax	512.19	284.98
Profit after Tax	312.82	209.35
Other Comprehensive Income	-0.68	-0.33
Total Comprehensive Income	312.14	209.02

2. DIVIDEND:

In terms of the Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Dividend Distribution Policy of the Company is appended as Annexure I to this Report and also available on the website of the Company at https://www.godrejproperties.com/investor/corporategovernance.

The Board strongly believes that the current market scenario would offer attractive business development opportunities in the real estate sector and re-investing the capital in such opportunities would create more wealth and value for the shareholders in long term. Accordingly, to create long term economic value, the Company should conserve the internal accruals in order to be ready to seize such opportunities.

The Directors have therefore not recommended any dividend for the financial year 2019-20.

3. SHARE CAPITAL:

During the financial year ended March 31, 2020, the Company had issued and allotted 70,888 equity shares of ₹ 5/- each of the Company to its eligible employees on exercise of options granted under the Godrej Properties Limited Employee Stock Option Scheme, 2011 (GPL ESGS).

Pursuant to the approval of the members of the Company through Postal Ballot on June 10, 2019, the Company, under the Qualified Institutional Placement mechanism, issued and allotted 2,26,29,310 Equity Shares of face value ₹ 5 each to eligible Qualified Institutional Buyers at the issue price of ₹ 928, aggregating to ₹ 2,100 crore to enhance its resources for future business opportunities.

As at March 31, 2020, the issued, subscribed and paid–up equity share capital of the Company stands at 252,023,911 equity shares of ₹ 5/- each. The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company under any Scheme, other than GPL ESGS.

4. OVERVIEW OF OPERATIONS:

For the full financial year under review, GPL's total income decreased by 13% and stood at 2,829 crore. However, EBITDA increased by 23% to 733 crore and net profit increased by 6% to 267 crore.

Your Company added 10 new projects with 19 million sq. ft. saleable area potential in aggregate located across Bangalore, National Capital Region and Mumbai. One of the key developments during the year was acquisition of 26 acres in Central Delhi from the Railway Land Development Authority with a saleable potential of 3.3 million sq ft. The Company also added a plotted development in Faridabad, making it the first company project in the city. The projects added are in line with the Company's long-term strategy of focusing on value accretive and risk efficient models. These new projects have further strengthened the Company's project pipeline and will drive performance in coming years.

Your Company has achieved the highest ever sales in its history, making the Company India's largest publicly listed developer by value of real estate sales. The Company achieved sales volume of 8.8 million square feet and booking value of 5,915 crore in FY20. This is a growth of 11% from FY19 in booking value. That makes it fourth time in last five years that the Company has recorded a booking value in excess of 5,000 crore. The Company achieved sale volumes of more than 1 million sq. ft. and sale value of more than 1000 crore in all its four focus markets of Bengaluru, MMR, NCR and Pune. The Company launched 17 new projects/phases in FY20. Most notable of these were Godrej South Estate, Delhi with booking value of 510 crore and Godrej Nurture, Bengaluru with booking value of 316 crore. These successful launches were complimented by 3,120 crore of sustenance sales in FY20 which is the highest ever reported by the company and as a result significantly strengthened its relative market position in each of its four key growth markets.

On the operational front, the Company successfully delivered 5.2 million sq. ft. across its projects. The Company has now delivered almost 22 million sq. ft. of real estate in the last five years. Godrej 24 in Pune received its Occupation Certificate in Q4 within 24 months of starting construction. This is the fastest ever project completion for the company. The Company's ramp up in project delivery demonstrates that it can operate at a large scale and keep pace with its accelerating sales. Customer Net Promoter Score achieved by the company also improved significantly over the last one year from 26% to 59%. This reflects the improved customer experience and product quality offered to our customers. The Company received more than 57 awards in FY20, reflecting its commitment towards being amongst the top 3 real estate companies in India. Some of the prominent accolades received by the Company were – "Builder of the Year" (CNBC Awaaz), "Real Estate Company of the year" (Construction Week Awards 2019), "Most Trusted Brands of India" (Trust Research Advisory's Brand Trust Report 2019), "Equality and Diversity Champion" (APREA Property Leaders' Summit). The Company's credit rating by ICRA stands at AA, with continued access to low cost capital, showcasing confidence in the Company's operations.

Due to default/delay on the part of the JVPs in fulfilling their contractual obligations, including obtaining approvals and providing funding, the Company has initiated legal action in three projects in MMR – in Byculla, Thane and Bhandup. The Company is confident of its merits in these cases.

5. FUTURE PROSPECTS AND OUTLOOK OF THE COMPANY:

The Company witnessed an uptick in residential real estate demand compared to the year before. However, the outbreak of Covid-19 pandemic is expected to adversely impact the sector performance in the first half of FY21. The most significant impact of Covid-19 is expected to be the reverse migration of workers which will impact construction activities across the country. This is expected to cause project execution delays and working capital issues for financially weak developers. While the start of FY21 may be muted due to the lockdown and its subsequent toll on economic activity, we believe customers would eventually return to the market in the second half of the financial year to partially mitigate the demand impact in earlier quarters. While we do expect the demand to catch up within the year, we believe the customers would expect relaxed payment plans. We also expect some increase in customer outstanding owing to the pessimistic liquidity environment.

While the industry at large may be adversely impacted by this pandemic and the recovery phase slowdown, your Company's healthy balance sheet and project pipeline will help maintain operational momentum in the months ahead. The Company believes technology will play an important role to minimize the impact of Covid-19 going forward. Your

Company has been actively focusing on improving on-site facilities to create a safe working environment for workforce and reduce the impact of reverse migration. Your Company has been working on making the supply chain more efficient as lockdown restrictions are eased. These measures will not only help the Company in tiding over the impact of Covid-19 but also make it more efficient in the long term. We believe that government reforms will lead to improved governance in the sector, increase transparency and bring about consolidation amongst real estate players. The Company remains positive about the long-term direction of the sector on back of higher consumer confidence and increasing affordability due to declining interest rates, stagnant real estate prices and rising disposable income. We believe that we are in a strong position to benefit from such expected shifts in the sector. With our strong brand, pan India presence, demonstrated track record and excellent sales and marketing capabilities the Company is well poised for a high growth trajectory over the next few years.

GPL will focus on opportunistic growth avenues in current environment to create a healthy project pipeline across its four focus markets. Fast turnaround deals shall be a specific focus area for new deals in FY21. When evaluating new projects, the Company will continue to seek superior long-term growth in shareholder value by maximizing returns through optimal financing and fiscal discipline. The Company shall also enhance agility across its processes to further reduce project launch turnaround times. The company shall continue its pursuit of two key strategic priorities - adoption of modern construction technology methods and achieving a high Net Promoter Score (NPS) in FY21 as well. These shall provide your company with the competitive edge in operational excellence and customer experience respectively.

6. DEPOSITORY SYSTEM:

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2020, 99.99% of the equity shares of the Company were held in dematerialised form.

7. ANNUAL RETURN:

The extract of annual return of the Company as provided under Section 92(3) of the Companies Act, 2013 (the "Companies Act") for the financial year ended March 31, 2020 is available on the website of the Company at https://www.godrejproperties.com/investor/annual-report and also given as Annexure II.

8. NUMBER OF MEETINGS OF THE BOARD:

The Board met 5 (five) times in the financial year ended March 31, 2020 on April 30, 2019, August 08, 2019, November 05, 2019, December 19, 2019 and February 03, 2020.

9. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors hereby confirm that:

i. In the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures.

ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on March 31, 2020.

iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act and rules made thereunder, as amended, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. They have prepared the annual accounts for financial year ended March 31, 2020 on a 'going concern' basis.

v. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently.

vi. They have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DECLARATION BY INDEPENDENT DIRECTORS:

The independent directors of the Company have submitted the declaration of independence as required under Section 149(7) of the Companies Act, confirming that they meet the criteria of independence under Section 149(6) of the Companies Act and Regulation 16 of SEBI LODR Regulations.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the field of finance, strategy, auditing, tax, risk advisory, financial services and infrastructure and real estate industry and they hold the highest standards of integrity.

In compliance with the rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the independent directors have registered themselves with

the Indian Institute of Corporate Affairs. Since majority of the independent directors of the Company have served as directors or key managerial personnel in listed companies or in an unlisted public company having a paid-up share capital of ₹ 10 crore or more for a period not less than 10 years, they are not required to undertake the proficiency test as per rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

11. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The policy of the Company on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, is appended as Annexure III to this Report.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans given, investments made, guarantees given and securities provided under Section 186 of the Companies Act, have been provided in the notes to the standalone financial statements.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All transactions entered into during the financial year 2019-2020 with Related Parties as defined under the Companies Act and SEBI LODR Regulations were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transaction referred to in Section 188 of the Companies Act, with related parties which could be considered material under SEBI LODR Regulations. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts Note No 41 forming part of the Standalone financial statements. The transactions with person or entity belonging to the promoter/promoter group which holds 10 per cent or more shareholding in the Company as required under Schedule V, Part A (2A) of SEBI LODR is given as Note No 41 (on Related Party Transaction) forming part of the Standalone financial statements.

As required under Regulation 23 of SEBI LODR Regulations, the Company has formulated a Related Party Transactions Policy which is available on the website of the Company at https://www.godrejproperties.com/investor/corporategovernance

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY: -

There have been no other material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2020 and the date of this Report, other than those disclosed in this Report.

15. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars in respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act read with the Companies (Accounts) Rules, 2014 is appended as Annexure IV to this Report.

16. BUSINESS RISK MANAGEMENT:

The Company has constituted a Risk Management Committee consisting of members of the Board and key executives of the Company to identify and assess business risks and opportunities. The composition of the Committee is in compliance with Regulation 21 of the SEBI LODR Regulations. The Risk Management Committee identifies the risks at both enterprise level and at project level.

The business risks identified are reviewed by the Risk Management Committee and a detailed action plan to mitigate identified risks is drawn up and its implementation is monitored. The key risks and mitigation actions are then placed before the Audit Committee of the Company.

17. CORPORATE SOCIAL RESPONSIBILITY:

A Corporate Social Responsibility (CSR) Committee has been constituted in accordance with Section 135 of the Companies Act. The details required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in CSR Report appended as Annexure V to this Report. The CSR Policy is available on the website of the Company at https://www.godrejproperties.com/investor/corporategovernance

18. VIGIL MECHANISM:

The Company has established a vigil mechanism for directors, employees and other stakeholders to report their genuine concerns, details of which have been given in the Corporate Governance Report forming part of this Annual Report.

19. ANNUAL EVALUATION OF PEFORMANCE OF THE BOARD:

The Company conducted a formal Board Effectiveness Review as part of its efforts to evaluate, identify improvements and thus enhance the effectiveness of the Board of Directors (Board), its Committees and individual directors. This was in line with the requirements mentioned in the Companies Act and the SEBI LODR Regulations.

The Corporate HR team of Godrej Industries Limited and Associate Companies (GILAC) worked directly with the Executive Chairman and the Nomination and Remuneration Committee of the Board, to design and execute this process which was adopted by the Board. Each Board Member completed a confidential online questionnaire, providing vital feedback on how the Board currently operates and how it might improve its effectiveness.

The survey comprised of four sections and compiled feedback and suggestions on:

- Board processes (including Board composition, strategic orientation and team dynamics);
- Individual committees;
- Individual Board members; and
- Chairman's Feedback Report

As per the amendments issued to the SEBI LODR Regulations in 2018, the performance evaluation criteria for independent directors included a check on their fulfilment of the independence criteria and their independence from the management.

The following reports were created, as part of the evaluation:

- Board Feedback Report
- Individual Board Member Feedback Report
- Chairman's Feedback Report

The overall Board Feedback Report was facilitated by Mr. Keki Dadiseth with the Independent Directors. The Directors were vocal about the Board functioning effectively, but also identified areas which show scope for improvement. The Individual Committees and Board Members' feedback was shared with the Executive Chairman. Following his evaluation, Executive Chairman's Feedback Report was also compiled.

20. SUBSIDIARY COMPANIES:

A. Subsidiaries

As at March 31, 2020, the Company had 17 subsidiaries under the Companies Act, namely, Godrej Realty Private Limited, Godrej Garden City Properties Private Limited, Prakritiplaza Facilities Management Private Limited, Godrej Prakriti Facilities Private Limited, Godrej Genesis Facilities Management Private Limited, Godrej Projects Development Limited, Godrej Hillside Properties Private Limited, Godrej Highrises Properties Private Limited, Citystar Infraprojects Limited, Godrej Residency Private Limited, Godrej Landmark Redevelopers Private Limited, Godrej Home Developers Private Limited, Godrej Skyline Developers Private Limited, Godrej Redevelopers (Mumbai) Private Limited, Wonder Space Properties Private Limited, Ceear Lifespaces Private Limited and Godrej Properties Worldwide INC.

The audited financial statements of all the subsidiaries are available on the website of the Company www.godrejproperties.com

As at March 31, 2020, Wonder City Buildcon Private Limited, Godrej Home Constructions Private Limited, Godrej Greenview Housing Private Limited, Wonder Projects Development Private Limited, Godrej Real View Developers Private Limited, Pearlite Real Properties Private Limited, Godrej One Premises Management Private Limited, Godrej Green Homes Private Limited, Ashank Macbricks Private Limited, Vivrut Developers Private Limited and Yujya Developers Private Limited are associate companies of the Company.

The Company has filed a Scheme of Amalgamation for merger of Wonder Space Properties Private Limited (WSPPL) with the Company. WSPPL became the wholly owned subsidiary of the Company after WSPPL gave exit to the private equity investor Shubh Properties Cooperation U.A. The appointed date for the aforesaid Scheme is April 5, 2019.

B. Limited Liability Partnerships (LLPs)

Your Company is a partner in the following LLPs as of March 31, 2020:

1. Godrej Property Developers LLP
2. Mosiac Landmarks LLP
3. Dream World Landmarks LLP
4. Oxford Realty LLP
5. Godrej SSPDL Green Acres LLP
6. M S Ramaiah Ventures LLP
7. Oasis Landmarks LLP
8. Caroa Properties LLP
9. Godrej Amitis Developers LLP

10. Godrej Construction Projects LLP
11. Godrej Housing Projects LLP
12. Mahalunge Township Developers LLP
13. Godrej Developers & Properties LLP
14. Godrej Highrises Realty LLP
15. Godrej Project Developers & Properties LLP
16. A R Landcraft LLP
17. Godrej Highview LLP
18. Prakhhyat Dwellings LLP
19. Godrej Skyview LLP
20. Bavdhan Realty @ Pune 21 LLP
21. Godrej Green Properties LLP
22. Maan - Hinje Township Developers LLP
23. Godrej Projects (Soma) LLP
24. Godrej Projects North Star LLP
25. Godrej Projects North LLP
26. Godrej Reserve LLP
27. Godrej Athenmark LLP
28. Godrej Vestamark LLP
29. Godrej Irismark LLP
30. Manjari Housing Projects LLP
31. Rosebery Estate LLP
32. Embellish Houses LLP
33. Godrej City Facilities Management LLP
34. Suncity Infrastructure (Mumbai) LLP
35. Godrej Florentine LLP
36. Godrej Odyssey LLP
37. Godrej Olympia LLP
38. Ashank Realty Management LLP
39. Ashank Facility Management LLP
40. Manyata Industrial Parks LLP
41. Universal Metro Properties LLP

C. Material Unlisted Indian Subsidiary:

As at March 31, 2020, Godrej Projects Development Limited and Godrej Landmark Redevelopers Private Limited were considered material un-listed Indian subsidiaries under Regulation 24 of SEBI LODR Regulations.

21. PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

As required under SEBI LODR Regulations and Section 129 of the Companies Act, the consolidated financial statements have been prepared by the Company in accordance with the applicable accounting standards and form part of the Annual Report. A statement containing the salient features of the Financial Statements of the subsidiaries, joint ventures and associate companies of the Company in Form AOC-1 as required under Rule 5 of the Companies (Accounts) Rules, 2014 form part of the notes to the financial statements. The highlights of performance of subsidiaries, associates and joint venture companies and their contribution to the overall performance of the Company is given as Annexure A in Consolidated Financials.

22. DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013:

Sr.	Particulars	(₹ in crore)
1	Accepted during the year	
2	Remained unpaid or unclaimed as at the end of the year	0.31
3	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:-	
	(i) at the beginning of the year	0
	(ii) maximum during the year	0
	(iii) at the end of the year	0
4	details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act	0

The Company has not accepted any deposits from its Directors.

23. COST RECORDS

As required under Rule 8(5)(ix) of the Companies (Accounts) Rules, 2014, the Company confirms that it has prepared and maintained cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the financial year ended March 31, 2020.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the regulators/courts/tribunals which would impact the going concern status of the Company and its future operations.

25. INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has an internal financial control system commensurate with the size, scale and complexity of its operations. The internal controls over financial reporting have been identified by the management and are checked for effectiveness across all locations and functions by the management and tested by the Auditors on sample basis. The controls are reviewed by the management periodically and deviations, if any, are reported to the Audit Committee periodically.

26. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the Articles of Association of the Company and the provisions of the Section 152(6)(e) of the Companies Act, Mr. Pirojsha Godrej (DIN: 00432983) will retire by rotation at the ensuing Annual General Meeting and being eligible, offered himself for re-appointment. The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, appointed Ms. Sutapa Banarjee as Additional Independent Director on the Board of the Company with effect from November 05, 2019 who shall hold the office up to the date of ensuing Annual General Meeting. Further, the Nomination and Remuneration Committee and the Board have also recommended to the members of the Company, the appointment of Ms. Sutapa Banerjee as Independent Director for the first term of five years with effect from November 05, 2019 not liable to retire by rotation.

Mr. Pirojsha Godrej (DIN: 00432983) – Executive Chairman, Mr. Mohit Malhotra (DIN: 07074531) – Managing Director and Chief Executive Officer, Mr. Rajendra Khetawat – Chief Financial Officer and Mr. Surender Varma – Company Secretary and Chief Legal Officer are the Key Managerial Personnel of the Company as at the date of this Report.

27. STATUTORY AUDITORS' REPORT:

There are no qualifications, reservations or adverse remarks or disclaimers made by BSR & Co. LLP, Statutory Auditors, in their report.

28. COST AUDITORS:

The Board of Directors of the Company, on recommendation of Audit Committee, appointed M/s. R Nanabhoy & Co, Cost Accountants, as Cost Auditors of the Company for the financial year 2020–21 at a fee of ₹ 1,16,000 (Rupees One Lakh Sixteen Thousand only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the members at the ensuing Annual General Meeting pursuant to Section 148 of the Companies Act.

The cost audit report would be filed with the Central Government within prescribed timelines.

29. SECRETARIAL AUDIT REPORT:

The Board of Directors of the Company have appointed A K Jain & Co., Practising Company Secretary, to conduct the Secretarial Audit and his Report on Company's Secretarial Audit is appended to this Report as Annexure VI.

There are no qualifications, reservations or adverse remarks or disclaimers made by A. K. Jain & Co., Company Secretary in practice, in their Secretarial Audit Report.

The Board further confirms that the Company has complied with all the provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India

30. FRAUD REPORTING:

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act and Rules framed thereunder either to the Company or to the Central Government.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of SEBI LODR Regulations, is appended to this Report.

32. CORPORATE GOVERNANCE:

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the corporate governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under SEBI LODR Regulations

forms part of the Annual Report. The Certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V to SEBI LODR Regulations and applicable provisions of the Companies Act forms part of the Corporate Governance Report.

33. INTERNAL COMPLAINTS COMMITTEE:

The company has constituted an Internal Complaints Committee as required under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH). The details required to be disclosed under POSH forms part of the Corporate Governance Report.

34. AUDIT COMMITTEE OF THE COMPANY:

Your Company's Audit Committee comprises the following 5 (five) Independent Directors, viz. Mr. Keki B. Dadiseth (Chairman), Mrs. Lalita D. Gupte, Mr. Pranay D. Vakil, Mr. Amitava Mukherjee and Ms. Sutapa Banerjee.

The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act and Regulation 18 of SEBI LODR Regulations.

35. PARTICULARS OF EMPLOYEES:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure VII to this Report. The information required pursuant to Section 197 of the Companies Act read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is available for inspection by the Members at registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary, whereupon a copy would be sent.

36. EMPLOYEES STOCK OPTION SCHEMES:

As required in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the disclosure relating to Godrej Properties Limited Employee Stock Grant Scheme, 2011 ("GPL ESGS") is appended as Annexure VIII to this Report.

37. BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Report for the financial year ended March 31, 2020 as stipulated under Regulation 34(2) of SEBI LODR Regulations is attached as part of the Annual Report.

38. AWARDS & RECOGNITIONS:

The Directors take pleasure in informing the Members that the Company, its people and projects were acknowledged with several awards and ratings during the financial year ended March 31, 2020. The details of the award received are given at page 8 of this Report.

39. ACKNOWLEDGMENTS:

The Directors wish to place on record their appreciation and sincere thanks to the customers, joint venture partners, shareholders, banks, financial institutions, fixed deposit holders, vendors and other associates, who through their continued support and cooperation, have helped, as partners, in the Company's progress. The Directors also acknowledge the hard work, dedication and commitment of the employees.

For and on behalf of the Board of
Directors of Godrej Properties Limited

Pirojsha Godrej
Executive Chairman
(DIN: 00432983)

Place: Mumbai
Date: May 11, 2020

ANNEXURE I DIVIDEND DISTRIBUTION POLICY

1. BACKGROUND AND APPLICABILITY:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") require the top 500 listed companies (by market capitalisation) to disclose a Dividend Distribution Policy in the annual report and on the corporate website.

The Board of Directors ("Board") of Godrej Properties Limited ("Company") has adopted this Dividend Distribution Policy to comply with these requirements.

The Company currently has only one class of shares, viz. equity, for which this policy is applicable. The policy is subject to review if and when the Company issues different classes of shares.

2. DIVIDEND DISTRIBUTION PHILOSOPHY:

The Company is committed to driving superior value creation for all its stakeholders. The focus will continue to be on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation. Accordingly, the Board would continue to adopt a progressive and dynamic dividend policy, ensuring the immediate as well as long term needs of the business.

3. DIVIDEND:

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

The Dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Regulations, as applicable.

4. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS CAN NOT EXPECT DIVIDEND:

The Board will assess the Company's financial requirements, including present and future organic and inorganic growth opportunities and other relevant factors (as mentioned elsewhere in this policy) and declare Dividend in any financial year.

Notwithstanding the above, the shareholders of the Company may not expect Dividend under the following circumstances:

a. Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital

b. Significantly higher working capital requirements adversely impacting free cash flow

c. Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital

d. In the event of inadequacy of profit or whenever the Company has incurred losses

5. INTERIM AND FINAL DIVIDEND:

The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting. The date of the Board meeting in which the Dividend proposal will be considered, will be provided to the stock exchanges, as required by Listing Regulations.

6. FINANCIAL PARAMETERS AND OTHER INTERNAL AND EXTERNAL FACTORS THAT WOULD BE CONSIDERED FOR DECLARATION OF DIVIDEND:

- Distributable surplus available as per the Act and Regulations
- The Company's liquidity position and future cash flow needs
- Track record of Dividends distributed by the Company
- Payout ratios of comparable companies
- Prevailing Taxation Policy or any amendments expected thereof, with respect to Dividend distribution
- Capital expenditure requirements considering the expansion and acquisition opportunities

- Cost and availability of alternative sources of financing
- Stipulations/ Covenants of loan agreements
- Macro-economic and business conditions in general
- Issue of Bonus shares
- Providing of unforeseen event and contingency with
- Any other permissible purpose
- financial implications
- Any other relevant factors that the Board may deem fit to consider before declaring Dividend.

7. UTILISATION OF RETAINED EARNINGS:

Subject to applicable regulations, the Company's retained earnings shall be applied for:

- Funding inorganic and organic growth needs including working capital, capital expenditure, repayment of debt, etc.
- Buyback of shares subject to applicable limits
- Payment of Dividend in future years

8. MODIFICATION OF THE POLICY:

The Management Committee of the Board of Directors is authorized to change/amend this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the Companies Act, 2013, the Regulations, etc.

9. DISCLAIMER:

This document does not solicit investments in the Company's securities. Nor is it an assurance of guaranteed returns (in any form), for investments in the Company's equity shares.

ANNEXURE II TO THE DIRECTORS' REPORT

Form No. MGT-9

Extract of Annual Return as on the financial year ended on March 31, 2020 [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

Sr. No.		
i.	CIN	L74120MH1985PLC035308
ii.	Registration Date	8th February, 1985
iii.	Name of the Company	GODREJ PROPERTIES LIMITED
iv.	Category / Sub- Category of the Company	Public Limited Company
v.	Address of the Registered office and contact details	Godrej One, 5th floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai 400079 Tel.: 91-22-6169 8500 Fax: 91-22-6169 8888 Website : www.godrejproperties.com
vi.	Whether listed company (Yes / No)	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) Unit : Godrej Properties Limited Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad-500 032 Email : einward.ris@kfintech.com Phone : 040-67162222 Fax : 040-23001153 Website: www.kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under:

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1.	Construction and Real Estate Development	4100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Godrej Industries Limited Godrej One, Pirojshanagar Eastern Express Highway, Vikhroli, Mumbai 400079	L24241MH1988PLC097781	Holding company	48.82	2(46)
2	Godrej Garden City Properties Private Limited*	U74900MH2011PLC213782	Subsidiary Company	100	2(87)
3	Godrej Projects Development Limited* (formerly known as Godrej Projects Development Private Limited)	U70102MH2010PLC210227	Subsidiary Company	100	2(87)
4	Godrej Properties Worldwide INC 95, South Market Street, Suite 5,30, San Jose, CA 9,51,13, United States of America.	N.A.	Subsidiary Company	100	2(87)
5	Wonder Space Properties Private Limited*	U70102MH2013PTC242495	Subsidiary Company	100	2(87)
6	Godrej Home Developers Private Limited*	U70102MH2015PTC263223	Subsidiary Company	97.67	2(87)
7	Godrej Hillside Properties Private Limited*	U70102MH2015PTC263237	Subsidiary Company	100	2(87)
8	Godrej Highrises Properties Private Limited*	U70200MH2015PTC266010	Subsidiary Company	100	2(87)
9	Godrej Residency Private Limited*	U70109MH2017PTC292515	Subsidiary Company	100	2(87)
10	Godrej Prakriti Facilities Private Limited*	U70102MH2015PTC265345	Subsidiary Company	100	2(87)
11	Prakritiplaza Facilities Management Private Limited*	U70109MH2016PTC284197	Subsidiary Company	100	2(87)
12	Godrej Genesis Facilities Management Private Limited*	U70100MH2016PTC273316	Step-down Subsidiary Company	100	2(87)
13	Godrej Landmark Redevelopers Private Limited*	U70102MH2012PTC228114	Step-down Subsidiary Company	100	2(87)
14	Godrej Skyline Developers Private Limited*	U45309MH2016PTC287858	Step-down Subsidiary Company	26	2(27)
15	Citystar Infraprojects Limited Godrej Waterside, Tower- II, Unit No. 1,09, D.P. 5, Sector- V, Salt Lake Kolkata West Bengal- 700091	U45400WB2008PLC122810	Subsidiary Company	100	2(87)
16	Ceear Lifespaces Private Limited*	U45200MH2017PTC295706	Subsidiary Company	100	2(87)
17	Godrej Realty Private Limited*	U70100MH2005PTC154268	Subsidiary Company	51	2(87)
18	Godrej Redevelopers (Mumbai) Private Limited*	U70102MH2013PTC240297	Step-down Subsidiary Company	51	2(87)
19	Wonder City Buildcon Private Limited*	U70100MH2013PTC247696	Associate Company	25.1	2(6)

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
20	Wonder Projects Development Private Limited*	U70102MH2015PTC265969	Associate Company	20	2(6)
21	Godrej Greenview Housing Private Limited*	U70102MH2015PTC264491	Associate Company	20	2(6)
22	Godrej Home Constructions Private Limited*	U70102MH2015PTC263486	Associate Company	25.1	2(6)
23	Godrej One Premises Management Private Limited*	U70102MH2015PTC266773	Associate Company	30	2(6)
24	Pearlite Real Properties Private Limited*	U45309MH2016PTC285479	Associate Company	49	2(6)
25	Godrej Real View Developers Private Limited*	U45309MH2016PTC285438	Associate Company	20	2(6)
26	Godrej Green Homes Private Limited*	U70200MH2013PLC251378	Associate Company	50	2(6)
27	Ashank Macbricks Private Limited*	U70100MH2017PTC302864	Associate Company	20	2(6)
28	Yujya Developers Private Limited*	U70109MH2019PTC330853	Associate Company	20	2(6)
29	Vivrut Developers Private Limited*	U70103MH2019PTC332253	Associate Company	20	2(6)
30	Mosiac Landmark LLP*	AAA-5797	Body Corporate	66.67	2(27)
31	Dream World Landmarks LLP*	AAA-8207	Body Corporate	66.67	2(27)
32	Oxford Realty LLP*	AAC-1059	Body Corporate	51	2(27)
33	Godrej SSPDL Green Acres LLP*	AAA-5137	Body Corporate	66.67	2(27)
34	M S Ramaiah Ventures LLP 80, Hulkul Ascent 2nd Cross, Lavelle Road, Bangalore, 560001	AAC-2431	Body Corporate	51	2(27)
35	Oasis Landmarks LLP*	AAC-4016	Body Corporate	66.67	2(27)
36	Godrej Housing Projects LLP*	AAD-0883	Body Corporate	51	2(27)
37	Godrej Construction Projects LLP*	AAD-0882	Body Corporate	51	2(27)
38	Godrej Amitis Developers LLP (formerly known as Amitis Developers LLP)*	AAD-1617	Body Corporate	50	2(27)
39	Caroa Properties LLP*	AAA-8234	Body Corporate	66.67	2(27)
40	Godrej Property Developers LLP*	AAA-4369	Body Corporate	50	2(27)
41	Mahalunge Township Developers LLP* (formerly known as Godrej Land Developers LLP*)	AAD-7998	Body Corporate	25	2(27)
42	Godrej Developers & Properties LLP*	AAD-7997	Body Corporate	50	2(27)
43	Godrej Highrises Realty LLP*	AAD-7994	Body Corporate	33.33	2(27)
44	Godrej Project Developers & Properties LLP*	AAE-1835	Body Corporate	50	2(27)
45	AR Landcraft LLP UM House, 3rd Floor, Plot No. 35p, UM House, Sector 44 Gurgaon – 122002	AAF-6499	Body Corporate	50	2(27)
46	Godrej Highview LLP*	AAH-5060	Body Corporate	50	2(27)

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
47	Godrej Green Properties LLP*	AAH-7127	Body Corporate	50	2(27)
48	Godrej Skyview LLP*	AAH-6366	Body Corporate	50	2(27)
49	Prakhhyat Dwellings LLP*	AAE-2222	Body Corporate	50	2(27)
50	Bavdhan Realty @ Pune 21 LLP*	AAH-6993	Body Corporate	66.67	2(27)
51	Maan - Hinje Township Developers LLP* (formerly known as Godrej Projects (Pune) LLP)	AAI-4645	Body Corporate	25	2(27)
52	Godrej Projects (Soma) LLP*	AAI-7488	Body Corporate	50	2(27)
53	Godrej Projects North LLP*	AAI-7141	Body Corporate	50	2(27)
54	Godrej Projects North Star LLP*	AAI-8236	Body Corporate	50	2(27)
55	Godrej Athenmark LLP*	AAJ-2145	Body Corporate	50	2(27)
56	Godrej Vestamark LLP*	AAJ-2144	Body Corporate	25	2(27)
57	Godrej Irismark LLP*	AAJ-2172	Body Corporate	50	2(27)
58	Manjari Housing Projects LLP* (formerly known as Godrej Avamark LLP)	AAJ-2162	Body Corporate	25	2(27)
59	Godrej Reserve LLP (formerly known as Sai Srushti Onehub Projects LLP)*	AAC-4667	Body Corporate	50	2(27)
60	Embellish Houses LLP*	AAO-2164	Body Corporate	50	2(27)
61	Godrej City Facilities Management LLP*	AAO-4877	Body Corporate	50	2(27)
62	Roseberry Estate LLP 3rd Floor, UM House, Tower A, Plot NO.35 Sector 44 Gurgaon 122 002.	AAH-9841	Body Corporate	50	2(27)
63	Suncity Infrastructures (Mumbai) LLP*	AAG-4860	Body Corporate	50	2(27)
64	Godrej Florentine LLP*	AAP-4057	Body Corporate	50	2(27)
65	Godrej Odyssey LLP*	AAP-4723	Body Corporate	33.33	2(27)
66	Godrej Olympia LLP*	AAP-6308	Body Corporate	50	2(27)
67	Ashank Realty Management LLP*	AAP-4722	Body Corporate	50	2(27)
68	Ashank Facility Management LLP*	AAO-0256	Body Corporate	50	2(27)
69	Manyata Industrial Parks LLP 9/1, 2nd Floor, Classic Court Richmond Road, Bangalore 560 025	AAK-9220	Body Corporate	50	2(27)
70	Universal Metro Properties LLP No.418/9, 1st Floor, Green Leaf Layout, 80 Feet Road, 4th Block, Koramangala, Bangalore 560 034	AAP-0311	Body Corporate	50	2(27)

** Registered Office Address – Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079*

Note - In case of LLPs, the % of shares held denotes the % of voting rights held by Godrej Properties Limited in the respective LLPs.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year (April 01, 2019)				No. of Shares held at the end of the year (March 31, 2020)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters & Promoter Group									
(1) Indian									
Individual/HUF	156	-	156	0.00	156	-	156	0.00	0.00
Central Govt.									
State Govt.(s)									
Bodies Corp.	14,64,87,770	-	14,64,87,770	63.88	14,64,87,770	-	14,64,87,770	58.12	(5.75)
Banks / FI									
Any Other Private Trusts	1,57,68,979	-	1,57,68,979	6.88	1,57,68,979	-	1,57,68,979	6.26	(0.62)
Sub-total (A)(1)	**16,22,56,905**	**-**	**16,22,56,905**	**70.75**	**16,22,56,905**	**-**	**16,22,56,905**	**64.38**	**(6.37)**
a) NRIs - Individuals	1,76,628	-	1,76,628	0.08	1,76,628	-	1,76,628	0.07	-0.01
b) Other – Individuals									
Bodies Corp.									
Banks / FI									
Any Other									
Sub-total (A)(2)	**1,76,628**	**-**	**1,76,628**	**0.08**	**1,76,628**	**-**	**1,76,628**	**0.07**	**(0.01)**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**16,24,33,533**	**-**	**16,24,33,533**	**70.83**	**16,24,33,533**	**-**	**16,24,33,533**	**64.45**	**(6.38)**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	36,63,222	-	36,63,222	1.60	1,10,87,488	-	1,10,87,488	4.40	2.80
b) Banks / FI	94,498	-	94,498	0.04	37,590	-	37,590	0.01	(0.03)
c) Central Govt.									
d) State Govt.(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs/ FPIs	3,16,22,600	-	3,16,22,600	13.79	4,85,05,189	-	4,85,05,189	19.25	5.46
h) Foreign Venture Capital Funds									
i) Others - Foreign Nationals					17,79,343	-	17,79,343	0.71	0.71
Sub-total (B)(1)	**3,53,80,320**	**-**	**3,53,80,320**	**15.43**	**6,14,09,610**	**-**	**6,14,09,610**	**24.37**	**8.94**

Category of shareholders	No. of Shares held at the beginning of the year (April 01, 2019)				No. of Shares held at the end of the year (March 31, 2020)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non-Institutions									
a) Bodies Corp.	63,16,176	-	63,16,176	2.75	47,93,330	-	47,93,330	1.90	(0.85)
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	1,08,60,054	31,094	1,08,91,148	4.75	99,16,678	29,332	99,46,010	3.95	(0.80)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,30,62,870	-	1,30,62,870	5.70	1,20,26,853	-	1,20,26,853	4.77	(0.92)
c) Others (specify)									
Non-Resident Individuals/ Non Repatriation	10,62,615	-	10,62,615	0.46	10,14,369	-	10,14,369	0.40	(0.06)
Clearing Members	1,59,007	-	1,59,007	0.07	3,42,441	-	3,42,441	0.14	0.07
NBFCs Registered with RBI	10,319	-	10,319	0.00	425	-	425	0.00	0.00
Foreign Nationals	150	-	150	0.00	150	-	150	0.00	0.00
Employee Trusts	2,200	-	2,200	0.00	50,913	-	50,913	0.02	0.02
IEPF	5,375	-	5,375	0.00	6,277	-	6,277	0.00	0.00
Sub-total (B)(2)	**3,14,78,766**	**31,094**	**3,15,09,860**	**13.74**	**2,81,51,436**	**29,332**	**2,81,80,768**	**11.18**	**(2.56)**
Total Public Shareholding (B) = (B)(1)+(B)(2)	**6,68,59,086**	**31,094**	**6,68,90,180**	**29.17**	**8,95,61,196**	**29,332**	**8,95,90,378**	**35.55**	**6.38**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**22,92,92,619**	**31,094**	**22,93,23,713**	**100.00**	**25,19,94,579**	**29,332**	**25,20,23,911**	**100.00**	**0.00**

(ii) Shareholding of Promoters :

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2019)			Shareholding at the end of the year (March 31, 2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Godrej Industries Limited	12,30,27,510	53.65	-	12,30,27,510	48.82	-	-4.83*
2	Godrej & Boyce Manufacturing Co. Ltd	1,06,50,688	4.64	-	1,06,50,688	4.23	-	-0.42*
3	Innovia Multiventures Private Limited	74,40,862	3.24	-	74,40,862	2.95	-	-0.29*
4	Nadir Barjorji Godrej	9	0.00	-	9	0.00	-	0.00
5	Rishad Kaikhushru Naoroji	30	0.00	-	30	0.00	-	0.00
6	Rishad Kaikhushru Naoroji (as a partner of RKN Enterprises)	39,86,400	1.74	-	39,86,400	1.58	-	-0.16*
7	Freyan Berie Crishna	1,76,628	0.08	-	1,76,628	0.07	-	-0.01*
8	Navroze Jamshyd Godrej	16	0.00	-	16	0.00	-	0.00
9	Nyrika Vijay Crishna	24	0.00	-	24	0.00	-	0.00
10	Ensemble Holdings and Finance Ltd.	13,82,310	0.60	-	13,82,310	0.55	-	-0.05*
11	Tanya Arvind Dubash	32	0.00	-	32	0.00	-	0.00
12	Nisaba Adi Godrej	10	0.00	-	10	0.00	-	0.00
13	Pirojsha Adi Godrej	10	0.00	-	10	0.00	-	0.00
14	Ms. Raika Godrej	25	0.00	-	25	0.00	-	0.00
15	Ms. Tanya Dubash And Mr. Pirojsha Godrej (Trustees Of Tad Family Trust)	13,28,792	0.58	-	13,28,792	0.53	-	-0.05*
16	Jamshyd Naoroji Godrej, Pheroza Jamshyd Godrej & Navroze Jamshyd Godrej (Trustees of Raika Godrej Family Trust)	12	0.00	-	12	0.00	-	0.00
17	Ms. Nisaba Godrej And Mr. Pirojsha Godrej (Trustees Of NG Family Trust)	13,28,792	0.58	-	13,28,792	0.53	-	-0.05*
18	Mr. Pirojsha Godrej And Ms. Nisaba Godrej (Trustees Of PG Family Trust)	13,28,792	0.58	-	13,28,792	0.53	-	-0.05*
19	Smita Godrej Krishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustee of FVC Family Trust)	19,04,888	0.83	-	19,04,888	0.76	-	-0.07*
20	Smita Godrej Krishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustee of NVC Family Trust)	19,04,888	0.83	-	19,04,888	0.76	-	-0.07*
21	Mr.Nadir Godrej, Hormazd Godrej And Rati Godrej (Trustees Of BNG Family Trust)	13,28,807	0.58	-	13,28,807	0.53		-0.05*
22	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mrs. Rati Godrej (Trustees Of SNG Family Trust)	13,28,807	0.58	-	13,28,807	0.53	-	-0.05*

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2019)			Shareholding at the end of the year (March 31, 2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
23	Nadir Godrej, Hormazd Godrej And Rati Godrej (Trustees Of HNG Family Trust)	13,28,807	0.58	-	13,28,807	0.53	-	-0.05*
24	Mr. Adi Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej And Mr. Pirojsha Godrej (Trustees Of ABG Family Trust)	1	0.00	-	1	0.00	-	0.00
25	Ms. Tanya Dubash And Mr. Pirojsha Godrej (Trustees Of Tad Children Trust)	1	0.00	-	1	0.00	-	0.00
26	Ms. Nisaba Godrej And Mr. Pirojsha Godrej (Trustees Of NG Children Trust)	1	0.00	-	1	0.00	-	0.00
27	Mr. Pirojsha Godrej And Ms. Nisaba Godrej (Trustees Of PG Children Trust)	1	0.00	-	1	0.00	-	0.00
28	Mr. Pirojsha Godrej And Ms. Nisaba Godrej (Trustees Of PG Lineage Trust)	1	0.00	-	1	0.00	-	0.00
29	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mrs. Rati Godrej (Trustees Of NBG Family Trust)	1	0.00	-	1	0.00	-	0.00
30	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mrs. Rati Godrej (Trustees Of RNG Family Trust)	1	0.00	-	1	0.00	-	0.00
31	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mrs. Rati Godrej (Trustees Of BNG Successor Trust)	1	0.00	-	1	0.00	-	0.00
32	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mr. Burjis Godrej (Trustees Of BNG Lineage Trust)	1	0.00	-	1	0.00	-	0.00
33	Mr.Nadir Godrej, Hormazd Godrej And Rati Godrej (Trustees Of SNG Successor Trust)	1	0.00	-	1	0.00	-	0.00
34	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mr. Sohrab Godrej (Trustees Of SNG Lineage Trust)	1	0.00	-	1	0.00	-	0.00
35	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees Of JNG Family Trust)	1	0.00	-	1	0.00		0.00
36	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees Of PJG Family Trust)	1	0.00	-	1	0.00	-	0.00
37	Mr.Jamshyd Godrej, Pheroza Godrej And Navroze Godrej (Trustees Of Navroze Lineage Trust)	20,81,500	0.91	-	20,81,500	0.83	-	-0.08*
38	Mr.Jamshyd Godrej, Pheroza Godrej And Navroze Godrej (Trustees Of Raika Lineage Trust)	19,04,875	0.83	-	19,04,875	0.76	-	-0.07*

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2019)			Shareholding at the end of the year (March 31, 2020)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
39	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees Of NJG Family Trust)	1	0.00	-	1	0.00	-	0.00
40	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees Of RJG Family Trust)	1	0.00	-	1	0.00	-	0.00
41	Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri And Ms. Nyrika Holkar (Trustees Of SGC Family Trust)	1	0.00	-	1	0.00	-	0.00
42	Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri And Ms. Nyrika Holkar (Trustees Of VMC Family Trust)	1	0.00	-	1	0.00	-	0.00
43	Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri And Ms. Nyrika Holkar (Trustees Of Fvc Children Trust)	1	0.00	-	1	0.00	-	0.00
44	Smita Godrej Crishna, Freyan Crishna Bieri And Nyrika Holkar (Trustees Of NVC Children Trust)	1	0.00	-	1	0.00	-	0.00

*Note - * Change in percentage of holding is due to increase in the paid up share capital of the Company.*

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year (April 01, 2019)					Cumulative Shareholding during the year (April 01, 2019 to March 31, 2020)	
		No. of Shares	% of total Shares of the Company	Date	Increase/ decrease in shareholding	Reason	No. of Shares	% of total Shares of the Company
1	Godrej Industries Limited	12,30,27,510	53.65	-	-	-	12,30,27,510	48.82
		At the end of the year					12,30,27,510	48.82
2	Godrej & Boyce Manufacturing Co. Ltd	1,06,50,688	4.64	-	-	-	1,06,50,688	4.23
		At the end of the year					10650688	4.23
3	Innovia Multiventures Private Limited	74,40,862	3.24	-	-	-	7440862	2.95
		At the end of the year					7440862	2.95
4	Nadir Godrej	9	0.00	-	-	-	9	0.00
		At the end of the year					9	0.00

Sr. No.	Particulars	Shareholding at the beginning of the year (April 01, 2019)					Cumulative Shareholding during the year (April 01, 2019 to March 31, 2020)	
		No. of Shares	% of total Shares of the Company	Date	Increase/ decrease in shareholding	Reason	No. of Shares	% of total Shares of the Company
5	Rishad Kaikhushru Naoroji	30	0.00	-	-	-	30	0.00
		At the end of the year					30	0.00
6	Rishad Kaikhushru Naoroji (as a partner of RKN Enterprises)	3986400	1.74	-	-	-	3986400	1.58
		At the end of the year					3986400	1.58
7	Freyan Bierie Crishna	176628	0.08	-	-	-	176628	0.07
		At the end of the year					176628	0.07
8	Navroze Jamshyd Godrej	16	0.00	-	-	-	16	0.00
		At the end of the year					16	0.00
9	Nyrika Vijay Crishna	24	0.00	-	-	-	24	0.00
		At the end of the year					24	0.00
10	Ensemble Holdings and Finance Ltd.	1382310	0.60	-	-	-	1382310	0.55
		At the end of the year					1382310	0.55
11	Tanya Arvind Dubash	32	0.00	-	-	-	32	0.00
		At the end of the year					32	0.00
12	Nisaba Godrej	10	0.00	-	-	-	10	0.00
		At the end of the year					10	0.00
13	Pirojsha Godrej	10	0.00	-	-	-	10	0.00
		At the end of the year					10	0.00
14	Raika Godrej	25	0.00	-	-	-	25	0.00
		At the end of the year					25	0.00
15	Tanya Arvind Dubash (Trustee of TAD Family Trust)	13,28,792	0.58	-	-	-	13,28,792	0.53
		At the end of the year					13,28,792	0.53
16	Jamshyd Naoroji Godrej, Pheroza Jamshyd Godrej & Navroze Jamshyd Godrej (Trustees of Raika Godrej Family Trust)	12	0.00	-	-	-	12	0.00
		At the end of the year					12	0.00
17	Nisaba Godrej (Trustee of NG Family Trust)	13,28,792	0.58	-	-	-	13,28,792	0.53
		At the end of the year					13,28,792	0.53

Sr. No.	Particulars	Shareholding at the beginning of the year (April 01, 2019)					Cumulative Shareholding during the year (April 01, 2019 to March 31, 2020)	
		No. of Shares	% of total Shares of the Company	Date	Increase/ decrease in shareholding	Reason	No. of Shares	% of total Shares of the Company
18	Pirojsha Godrej (Trustee of PG Family Trust)	13,28,792	0.58	-	-	-	13,28,792	0.53
		At the end of the year					13,28,792	0.53
19	Smita Godrej Krishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustee of FVC Family Trust)	19,04,888	0.83	-	-	-	19,04,888	0.76
		At the end of the year					19,04,888	0.76
20	Smita Godrej Krishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustee of NVC Family Trust)	19,04,888	0.83	-	-	-	19,04,888	0.76
		At the end of the year					19,04,888	0.76
21	Nadir Godrej (Trustee of BNG Family Trust)	13,28,807	0.58	-	-	-	13,28,807	0.53
		At the end of the year					13,28,807	0.53
22	Nadir Godrej (Trustee of SNG Family Trust)	13,28,807	0.58	-	-	-	13,28,807	0.53
		At the end of the year					13,28,807	0.53
23	Nadir Godrej (Trustee of HNG Family Trust)	13,28,807	0.58	-	-	-	13,28,807	0.53
		At the end of the year					13,28,807	0.53
24	Mr. Adi Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej And Mr. Pirojsha Godrej (Trustees of ABG Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
25	Ms. Tanya Dubash And Mr. Pirojsha Godrej (Trustees of TAD Children Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
26	Ms. Nisaba Godrej And Mr. Pirojsha Godrej (Trustees of NG Children Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
27	Mr. Pirojsha Godrej And Ms. Nisaba Godrej (Trustees of PG Children Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00

Sr. No.	Particulars	Shareholding at the beginning of the year (April 01, 2019)					Cumulative Shareholding during the year (April 01, 2019 to March 31, 2020)	
		No. of Shares	% of total Shares of the Company	Date	Increase/ decrease in shareholding	Reason	No. of Shares	% of total Shares of the Company
28	Mr. Pirojsha Godrej And Ms. Nisaba Godrej (Trustees of PG Lineage Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
29	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mrs. Rati Godrej (Trustees of NBG Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
30	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mrs. Rati Godrej (Trustees of RNG Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
31	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mrs. Rati Godrej (Trustees of BNG Successor Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
32	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mr. Burjis Godrej (Trustees of BNG Lineage Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
33	Mr.Nadir Godrej, Hormazd Godrej And Rati Godrej (Trustees of SNG Successor Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
34	Mr. Nadir Godrej, Mr. Hormazd Godrej And Mr. Sohrab Godrej (Trustees of SNG Lineage Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
35	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees of JNG Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
36	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees of PJG Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00

Sr. No.	Particulars	Shareholding at the beginning of the year (April 01, 2019)					Cumulative Shareholding during the year (April 01, 2019 to March 31, 2020)	
		No. of Shares	% of total Shares of the Company	Date	Increase/ decrease in shareholding	Reason	No. of Shares	% of total Shares of the Company
37	Mr.Jamshyd Godrej, Pheroza Godrej And Navroze Godrej (Trustees of Navroze Lineage Trust)	20,81,500	0.91	-	-	-	20,81,500	0.83
		At the end of the year					20,81,500	0.83
38	Mr.Jamshyd Godrej, Pheroza Godrej And Navroze Godrej (Trustees of Raika Lineage Trust)	19,04,875	0.83	-	-	-	19,04,875	0.76
		At the end of the year					19,04,875	0.76
39	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees of NJG Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
40	Mr. Jamshyd Godrej, Mrs. Pheroza Godrej And Mr. Navroze Godrej (Trustees of RJG Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
41	Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri And Ms. Nyrika Holkar (Trustees of SGC Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
42	Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri And Ms. Nyrika Holkar (Trustees of VMC Family Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
43	Mrs. Smita Godrej Crishna, Ms. Freyan Crishna Bieri And Ms. Nyrika Holkar (Trustees of FVC Children Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00
44	Smita Godrej Crishna, Freyan Crishna Bieri And Nyrika Holkar (Trustees of Nvc Children Trust)	1	0.00	-	-	-	1	0.00
		At the end of the year					1	0.00

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/19)/ end of the year (31/03/20)	% of total shares of the company				No. of Shares	% of total shares of the Company
1	Gamnat Pte. Ltd.	12765000	5.57	1-Apr-19				
							12765000	5.06
		12765000	5.06	31-Mar-20			12765000	5.06
2	Monetary Authority of Singapore	423343	0.18	1-Apr-19				
				5-Jul-19	4404894	Bought	4828237	1.92
				12-Jul-19	17572	Bought	4845809	1.92
				19-Jul-19	16478	Bought	4862287	1.93
				26-Jul-19	93885	Bought	4956172	1.97
				2-Aug-19	64495	Bought	5020667	1.99
				9-Aug-19	51276	Bought	5071943	2.01
				16-Aug-19	141340	Bought	5213283	2.07
				23-Aug-19	73147	Bought	5286430	2.10
				30-Aug-19	86425	Bought	5372855	2.13
				6-Sep-19	17119	Bought	5389974	2.14
		5389974	2.14	31-Mar-20			5389974	2.14
3	SBI Magnum Midcap Fund	2095872	0.91	1-Apr-19				
				05-Jul-19	1946600	Bought	4042472	1.60
				30-Aug-19	321000	Bought	4363472	1.73
				15-Nov-19	500000	Bought	4863472	1.93
				29-Nov-19	104308	Bought	4967780	1.97
				06-Dec-19	350328	Bought	5318108	2.11
				13-Dec-19	52364	Bought	5370472	2.13
		5370472	2.13	31-Mar-20			5370472	2.13

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/19)/ end of the year (31/03/20)	% of total shares of the company				No. of Shares	% of total shares of the Company
4	Government of Singapore - E	642225	0.28	1-Apr-19				
				12-Apr-19	26543	Sold	615682	0.27
				19-Apr-19	7284	Sold	608398	0.27
				26-Apr-19	15674	Sold	592724	0.26
				3-May-19	40091	Sold	552633	0.24
				10-May-19	19595	Sold	533038	0.23
				5-Jul-19	3082006	Bought	3615044	1.43
				12-Jul-19	37503	Bought	3652547	1.45
				19-Jul-19	35170	Bought	3687717	1.46
				26-Jul-19	164689	Bought	3852406	1.53
				2-Aug-19	63839	Bought	3916245	1.55
				9-Aug-19	50753	Bought	3966998	1.57
				16-Aug-19	139901	Bought	4106899	1.63
				23-Aug-19	72402	Bought	4179301	1.66
				30-Aug-19	85546	Bought	4264847	1.69
				6-Sep-19	16944	Bought	4281791	1.70
				21-Feb-20	4579	Sold	4277212	1.70
				28-Feb-20	25764	Sold	4251448	1.69
		4251448	1.69	31-Mar-20			4251448	1.69
5	Nomura India Investment Fund Mother Fund	0	0.00	1-Apr-19				
				05-Jul-19	3761453	Bought	3761453	1.49
				26-Jul-19	50000	Bought	3811453	1.51
				16-Aug-19	73130	Bought	3884583	1.54
				29-Nov-19	50000	Bought	3934583	1.56

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/19)/ end of the year (31/03/20)	% of total shares of the company				No. of Shares	% of total shares of the Company
				20-Dec-19	25000	Bought	3959583	1.57
				27-Dec-19	50000	Bought	4009583	1.59
				31-Dec-19	25000	Bought	4034583	1.60
				03-Jan-20	200000	Bought	4234583	1.68
				07-Feb-20	50000	Sold	4184583	1.66
				21-Feb-20	129894	Sold	4054689	1.61
				28-Feb-20	269690	Sold	3784999	1.50
				20-Mar-20	100000	Bought	3884999	1.54
				27-Mar-20	282146	Bought	4167145	1.65
		4167145	1.65	31-Mar-20			4167145	1.65
6	BNP Paribas Arbitrage	2048574	0.89	1-Apr-19				
				5-Apr-19	11054	Sold	2037520	0.89
				12-Apr-19	13004	Sold	2024516	0.88
				26-Apr-19	14013	Sold	2010503	0.88
				3-May-19	136336	Bought	2146839	0.94
				10-May-19	95085	Bought	2241924	0.98
				17-May-19	4384	Sold	2237540	0.98
				28-Jun-19	15908	Bought	2253448	0.98
				5-Jul-19	1309360	Bought	3562808	1.41
				12-Jul-19	30734	Sold	3532074	1.40
				19-Jul-19	8300	Bought	3540374	1.40
				26-Jul-19	13516	Sold	3526858	1.40
				2-Aug-19	1500	Bought	3528358	1.40
				9-Aug-19	25010	Sold	3503348	1.39
				16-Aug-19	18010	Sold	3485338	1.38

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/19)/ end of the year (31/03/20)	% of total shares of the company				No. of Shares	% of total shares of the Company
				23-Aug-19	71360	Sold	3413978	1.35
				30-Aug-19	11218	Sold	3402760	1.35
				6-Sep-19	17797	Sold	3384963	1.34
				13-Sep-19	9335	Sold	3375628	1.34
				20-Sep-19	3850	Sold	3371778	1.34
				27-Sep-19	74323	Sold	3297455	1.31
				15-Nov-19	402762	Sold	2894693	1.15
				22-Nov-19	49670	Bought	2944363	1.17
				31-Jan-20	62319	Bought	3006682	1.19
				7-Feb-20	2959304	Bought	5965986	2.37
				7-Feb-20	3006682	Sold	2959304	1.17
				14-Feb-20	25833	Sold	2933471	1.16
				21-Feb-20	611	Sold	2932860	1.16
				6-Mar-20	3700	Bought	2936560	1.17
				13-Mar-20	905522	Bought	3842082	1.52
				20-Mar-20	2400	Sold	3839682	1.52
				31-Mar-20	20063	Sold	3819619	1.52
		3819619	1.52	31-Mar-20			3819619	1.52
7	DSP Equity & Bond Fund	0	0.00	1-Apr-19				
				05-Jul-19	1123000	Bought	1123000	0.45
				12-Jul-19	13554	Bought	1136554	0.45
				2-Aug-19	214229	Bought	1350783	0.54
				9-Aug-19	117859	Bought	1468642	0.58
				6-Sep-19	418277	Bought	1886919	0.75
				13-Sep-19	39946	Bought	1926865	0.76

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/19)/ end of the year (31/03/20)	% of total shares of the company				No. of Shares	% of total shares of the Company
				20-Sep-19	50243	Bought	1977108	0.78
				27-Sep-19	27631	Bought	2004739	0.80
				30-Sep-19	52494	Bought	2057233	0.82
				4-Oct-19	42473	Bought	2099706	0.83
				25-Oct-19	296264	Bought	2395970	0.95
				1-Nov-19	296957	Bought	2692927	1.07
				8-Nov-19	65146	Bought	2758073	1.09
				15-Nov-19	224973	Bought	2983046	1.18
				29-Nov-19	212487	Bought	3195533	1.27
				6-Dec-19	23566	Bought	3219099	1.28
				7-Feb-20	48591	Sold	3170508	1.26
				6-Mar-20	50720	Bought	3221228	1.28
				27-Mar-20	273171	Sold	2948057	1.17
				31-Mar-20	54736	Sold	2893321	1.15
		2893321	1.15	31-Mar-20			2893321	1.15
8	L and T Mutual Fund Trustee Limted - L and T Cons.	1361400	0.59	1-Apr-19				
				5-Apr-19	91258	Sold	1270142	0.55
				31-May-19	52658	Bought	1322800	0.58
				28-Jun-19	101700	Sold	1221100	0.53
				5-Jul-19	112300	Bought	1333400	0.53
				9-Aug-19	50600	Bought	1384000	0.55
				13-Sep-19	80190	Bought	1464190	0.58
				20-Sep-19	7200	Bought	1471390	0.58
				27-Sep-19	20810	Bought	1492200	0.59

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/19)/ end of the year (31/03/20)	% of total shares of the company				No. of Shares	% of total shares of the Company
				4-Oct-19	6700	Bought	1498900	0.59
				18-Oct-19	41400	Bought	1540300	0.61
				1-Nov-19	59400	Bought	1599700	0.63
				31-Jan-20	41000	Bought	1640700	0.65
				6-Mar-20	65367	Bought	1706067	0.68
		1706067	0.68	31-Mar-20			1706067	0.68
9	Azim Premji Trust	1457380	0.64	1-Apr-19				
		1457380	0.58	31-Mar-20			1457380	0.58
10	HDFC Life Insurance Company Limited	0	0.00	1-Apr-19				
				5-Jul-19	225000	Bought	225000	0.09
				12-Jul-19	75000	Bought	300000	0.12
				19-Jul-19	4665	Bought	304665	0.12
				26-Jul-19	584	Bought	305249	0.12
				2-Aug-19	24	Sold	305225	0.12
				9-Aug-19	94	Sold	305131	0.12
				16-Aug-19	40166	Bought	345297	0.14
				23-Aug-19	11282	Bought	356579	0.14
				30-Aug-19	81	Bought	356660	0.14
				6-Sep-19	24746	Bought	381406	0.15
				13-Sep-19	2378	Sold	379028	0.15
				20-Sep-19	43	Sold	378985	0.15
				27-Sep-19	82	Bought	379067	0.15
				30-Sep-19	325000	Bought	704067	0.28

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year (01/04/19 to 31/03/20)	
		No. of Shares at the beginning (01/04/19)/ end of the year (31/03/20)	% of total shares of the company				No. of Shares	% of total shares of the Company
				4-Oct-19	91	Sold	703976	0.28
				18-Oct-19	161	Sold	703815	0.28
				25-Oct-19	80	Sold	703735	0.28
				1-Nov-19	202	Sold	703533	0.28
				15-Nov-19	255	Sold	703278	0.28
				22-Nov-19	249531	Bought	952809	0.38
				29-Nov-19	170	Sold	952639	0.38
				6-Dec-19	166	Sold	952473	0.38
				13-Dec-19	92	Sold	952381	0.38
				20-Dec-19	672	Sold	951709	0.38
				27-Dec-19	48	Sold	951661	0.38
				31-Dec-19	35	Sold	951626	0.38
				10-Jan-20	1626	Sold	950000	0.38
				7-Feb-20	25000	Bought	975000	0.39
				6-Mar-20	52358	Bought	1027358	0.41
				13-Mar-20	57990	Bought	1085348	0.43
				20-Mar-20	226956	Bought	1312304	0.52
				27-Mar-20	137696	Bought	1450000	0.58
		1450000	0.58	31-Mar-20			1450000	0.58

v) Shareholding of Directors and Key Managerial Personnel as on March 31, 2020:

Sr. No.	For each of the directors and KMP	Shareholding at the beginning of the year (April 01, 2019)		Cumulative Shareholding during the year (March 31, 2020)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Mr. Pirojsha Godrej – Executive Chairman				
	At the beginning of the year	10	0		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change			
	At the end of the year			10	0
2	Mr. Jamshyd N. Godrej - Non Executive Director				
	At the beginning of the year	0	0		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change			
	At the end of the year			0	0
3	Mr. Nadir B. Godrej – Non Executive Director				
	At the beginning of the year	9	0.00		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change			
	At the end of the year			9	0.00
4	Mr. Keki B. Dadiseth – Independent Director				
	At the beginning of the year	Nil	0		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Market Purchase on 11/10/2019 of 601 Equity Shares Market Purchase on 25/10/2019 of 577 Equity Shares Market Purchase on 22/11/2019 of 562 Equity Shares			
	At the end of the year			1,740	0
5	Mrs. Lalita D. Gupte – Independent Director				
	At the beginning of the year	14,000	0.01		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change			
	At the end of the year			14,000	0.01
6	Mr. Pranay D. Vakil – Independent Director				
	At the beginning of the year	Nil	0		

Sr. No.	For each of the directors and KMP	Shareholding at the beginning of the year (April 01, 2019)		Cumulative Shareholding during the year (March 31, 2020)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Market Purchase on 31/05/2019 of 300 Equity Shares			
	At the end of the year			300	0
7	Mr. Amitava Mukherjee – Independent Director				
	At the beginning of the year	2016	0.00		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Market Purchase on 31/05/2019 of 1125 Equity Shares Market Purchase on 23/08/2019 of 1000 Equity Shares Market Purchase on 13/12/2019 of 1124 Equity Shares			
	At the end of the year			5,265	0.00
8	Mr. Mohit Malhotra – Managing Director & CEO				
	At the beginning of the year	40615	0.02		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Allotment under GPL ESGS on 17/06/2019 of 14,919 Equity Shares Market Sale on 27/09/2019 of 28,128 Equity Shares			
	At the end of the year			27,406	0.01
9	Ms. Sutapa Banerjee				
	At the beginning of the year	Nil	0		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change			
	At the end of the year			Nil	0
10	Mr. Rajendra Khetawat – Chief Financial Officer				
	At the beginning of the year	34,082	0.01		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Allotment under GPL ESGS on 17/06/2019 of 7,616 Equity Shares			
	At the end of the year			41,698	0.02
11	Mr. Surender Varma – Company Secretary and Chief Legal Officer				
	At the beginning of the year	12,121	0.01		
	Date wise increase / decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Allotment under GPL ESGS on 17/06/2019 of 4,119 Equity Shares			
	At the end of the year			16,240	0.01

V. INDEBTEDNESS :

₹ in Crore

Particulars	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	908.46	2,603.17	-	3,511.63
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3.84	20.51	-	24.35
Total (i+ii+iii)	912.30	2,623.68	-	3,535.98
Change in Indebtedness during the financial year				
Addition	13,840.67	17,218.29	-	31,058.96
Reduction	13,738.65	17,130.63	-	30,869.28
Net Change	102.02	87.66	-	189.68
Indebtedness at the end of the financial year				
i) Principal Amount	1,010.48	2,690.83	-	3,701.31
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.73	20.19	-	22.92
Total (i+ii+iii)	1,013.21	2,711.02	-	3,724.23

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ in Crore

Sr. No.	Particular of Remuneration	Executive Directors		Total Amount
		Pirojsha Godrej (Executive Chairman)	Mohit Malhotra (Managing Director & CEO)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	10.86	8.84	19.70
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	2.01	0.29	2.30
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	0.77	0.77
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify…	-	-	-
5	Others	-	-	-
	Total	12.87	9.90	22.77
	Ceiling as per the Act	₹ 55.25 crore (being 10% of the Net Profits of the Company calculated as per section 198 of the Companies Act, 2013)		

B. Remuneration to Other Directors:

₹ in Crore

Sr. No.	Particulars of Remuneration	Name of Director					Total Amt
1	**Independent Directors**	**Mr. Keki B. Dadiseth**	**Mrs. Lalita D. Gupte**	**Mr. Pranay D. Vakil**	**Mr. Amitava Mukherjee**	**Ms. Sutapa Banerjee***	
a.	Fee for attending board / committee meetings	0.14	0.13	0.12	0.16	0.05	**0.60**
b.	Commission	0.10	0.10	0.10	0.10	0.10	**0.50**
	Others, please specify	-	-	-	-	-	**-**
	Total (1)	**0.24**	**0.23**	**0.22**	**0.26**	**0.15**	**1.10**
2	**Other Non-Executive Directors**	**Mr. Jamshyd Godrej**	**Mr. Nadir Godrej**				
a.	Fee for attending board / committee meetings	0.03	0.04	-	-	-	**0.07**
b.	Commission	0.10	0.10	-	-	-	**0.20**
	Others, please specify.	-	-	-	-	-	**-**
	Total (2)	**0.13**	**0.14**				**0.27**
	Total (B)=(1+2)			**-**	**-**	**-**	**1.37**
	Total Managerial Remuneration (A+B)	**-**	**-**	**-**	**-**	**-**	**24.15**
	Overall Ceiling as per the Act (%)	₹ 60.77 crore (being 11% of the Net Profits of the company calculated as per Section 198 of the Companies Act, 2013					

** appointed as an independent director of the Company with effect from November 05, 2019*

 # Denotes Commission for the year 2019-2020, to be paid in 2020-21.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD :

₹ in Crore

Sr. No.	Particular of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Rajendra Khetawat (Chief Financial Officer)	**Mr. Surender Varma (Company Secretary and Chief Legal Officer)**	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4.05	2.51	6.56
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.44	0.08	0.52
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	0.45	0.24	0.69
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify…	-	-	-
5	Others	-	-	-
	Total	**4.94**	**2.83**	**7.77**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A.	**COMPANY**				
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
B.	**DIRECTORS**				
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
C.	**OTHER OFFICERS IN DEFAULT**				
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None

ANNEXURE III TO THE DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

(DIRECTORS, KMP & SENIOR MANAGEMENT)

INTRODUCTION

In pursuance of the Company's philosophy to consider its employees as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and, in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination & Remuneration Committee and approved by the Board of Directors.

OBJECTIVE

The objective and purpose of the Policy are as given below:

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

2. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.

3. To provide them reward linked directly to their effort, performance, dedication and achievement of Organization's goals as entrusted on them.

4. To retain, motivate and promote talent and to ensure long term retention of talented managerial persons and create competitive advantage.

In the context of the aforesaid objectives the following policy has been framed and recommended by the Nomination & Remuneration Committee jointly with the Human Resources Department of the Company and adopted by the Board of Directors at its meeting held on 2nd August, 2014.

DEFINITIONS

1. Board means Board of Directors of the Company.
2. Directors means Directors of the Company.
3. Committee means Nomination & Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. Company means Godrej Properties Limited
5. Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.
6. Key Managerial Personnel (KMP) means-
   i. Executive Chairman and / or Managing Director;
   ii. Whole-time Director;
   iii. Chief Financial Officer;
   iv. Company Secretary;
   v. Such other officer as may be prescribed under the applicable statutory provisions / regulations.
   vi. Senior Management
   vii. Senior Management means personnel of the Company occupying the position of Chief Executive Officer, Chief Operating Officer, Executive Vice President or Vice President of any unit / division of the Company. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

This Policy is divided in two parts: Part – A covers the appointment and nomination and Part – B covers remuneration and perquisites etc.

PART – A

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

APPOINTMENT

1. The candidate for a position at Director, KMP or Senior Management level is met by the Head HR and the Director to whom the position reports into. The interview is targeted at assessing the candidate on his/ her functional & leadership capabilities and cultural fitment to the organization.
2. The MD assesses the shortlisted candidates.
3. The candidate selected through the above rounds is met by the Group Corporate HR for fitment to the GILAC group values and leadership capability requirements.

The selected candidate's details and the proposed compensation is shared with the Nomination & Remuneration Committee for their review and suggestions. The same is shared with the Board at the next board meeting.

TERM/ TENURE

The tenure for Directors of Company shall be governed by the terms defined in the Companies Act, 2013. However, the tenure for other KMP and Senior Management Personnel will be governed by GPL HR policy.

EVALUATION

The performance of the whole-time Director, KMP and Senior Management Personnel is evaluated at regular intervals (half yearly/ yearly) by the whole-time Directors/ Managing Director, as applicable.

The performance evaluation of Independent Directors shall be done by the Board, excluding the Director being evaluated, basis the contributions made to the Board deliberations on various matters including business strategy, financial strategy, operations, cost and risk management, etc., and suggestions given in this regard.

REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Managing Director may recommend, to the Committee and the Board with reasons recorded in writing, removal of a Director, subject to the provisions and compliance of the said Act, rules and regulations.

For other KMP or Senior Management Personnel, the removal will be governed by GPL HR policy and the subsequent approval of the Managing Director.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Managing Director will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – B

POLICY RELATING TO EVALUATION AND REMUNERATION OF THE WHOLE-TIME DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL

EVALUATION PROCESS:

A three point rating scale for performance review of Executive Director, KMP, and Senior Management is be followed:

1. **Rating on Basic Job Responsibilities:** indicating whether the basic job responsibilities have been met during the year.
2. **Rating on Goals:** Annual rating on each goal on a five-point scale. Weighted average of the ratings is calculated to arrive at a 'Weighted Goal Score'.
3. **Rating on GCF:** The qualitative aspects of the performance is assessed using the Godrej Capabilities Factors (GCF) by the supervisor on a five-point scale.

Based on a holistic view of the three point rating, the supervisor provides an overall rating. This rating is reviewed by the Managing Director who does a Qualitative review of the performance based on the efforts put in by the employee, results achieved and impact of the external and internal factors, to arrive at a 'final annual rating'.

The revision in the total remuneration is directly linked to the 'final annual rating' for all employees.

1. The remuneration/ compensation/ commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Managing Director in accordance with the HR policy, which is based upon the final annual rating, employee potential and market benchmark compensation. The revised remuneration is shared with the Nomination & Remuneration Committee for review.
2. The company stock options granted under the Employee Stock Grant Scheme to the Whole-time Director and Senior Management Personnel will be determined by the Managing Director as per the ESGS guidelines and recommended to the Committee and the Board for approval in the subsequent board meeting.
3. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
4. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder.

5. Increments to the existing remuneration/ compensation structure may be recommended by the Managing Director to the Committee and the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Increments will be effective from 1st April in respect of a Whole-time Director and other employees of the Company.

6. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employee for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

ANNEXURE IV TO THE DIRECTORS' REPORT

INFORMATION PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013, READ WITH THE RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

I. Steps taken for conservation of energy:

At GPL, we strive to have all our projects pre-certified or certified under credible external green rating systems such as the Indian Green Building Council (IGBC), Leadership in Energy and Environmental Design (LEED), and Green Rating for Integrated Habitat Assessment (GRIHA). Energy conservation is an integral part of all these prevalent green building rating systems. As per an internal mandate, we adhere to a minimum of IGBC Silver rating (or equivalent in other rating systems) for our ongoing and upcoming projects. Currently out of the complete GPL portfolio, approximately 87.66% adheres to the green building guidelines and norms laid by the rating systems.

Right from the inception stage, through design and execution to post-occupancy stage, we work extensively with both the internal and external team members to meet the standards for Energy Performance Index (EPI) as given by the Energy Conservation Building Code (ECBC) and/or the American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE).

Some of the best practices undertaken for the conservation of energy are:

1. Comprehensive energy-modelling during the design stage to achieve energy conservation while meeting the functional requirements for both residential and commercial projects.
2. Using passive techniques for cooling such as optimum building envelope design, wherever possible.
3. Selecting climate appropriate material for the building.
4. Using high-efficiency glazing that cuts down the heat ingress and noise while maintaining the optimum day lighting levels.
5. Using energy saving LED light fixtures.
6. Using timers and/or sensors for operating the light fixtures in certain areas.
7. Using service equipment (elevators, water pumps, etc.) with a high energy efficiency.
8. Installing energy efficient chillers with high co-efficient of performance (COP) in the cooling systems.
9. Having an effective preventive and predictive maintenance system for maintaining all energy intensive equipment i.e. DG sets for energy generation, cranes, hoists, loaders, excavators, trucks and other transport vehicles.
10. Having the electrical wiring done in a way to minimise the lighting load.
11. Encouraging occupants to lead a greener lifestyle through a formal handover event. They are encouraged to use high-efficiency ACs and refrigerators (BEE 5 star rated).

II. Steps taken by the Company for utilising alternate sources of energy:

Solar energy is the alternate source of energy integrated into our projects and their operations. As a part of the green building guidelines followed by us, solar energy is utilised to meet the energy demands of the common areas of our developments. Solar PV lighting is used in common areas and for street lighting. Solar water heaters are also used in some of our projects for meeting the water heating requirements. Many of the site and/or marketing offices for our projects also use solar energy to meet partial energy requirement. A small-scale solar & wind hybrid (3KW) power generation system has been installed for the project office load at one of our sites in Pune.

III. Capital investment on energy conservation equipment:

There was no capital investment on energy equipment done during the year under review.

B. TECHNOLOGY ABSORPTION

I. The efforts made towards technology absorption

(a) Technical Initiatives:

- Deployment of machines to substitute manual work partly or fully
- Use of full or partial pre-fabrication at site to increase reliability and save time
- The improvement of existing or the development/ deployment of new construction technologies to speed up the process and make construction more efficient
- Using solar energy for lighting in the common areas, parking areas and streets
- Using solar energy for water heating requirements of the residential buildings
- Using LED lighting for common areas of our developments and in our office buildings
- Using lighting with sensors and controls in certain areas of our head office and in some projects
- Using low-flow fixtures to reduce the water consumption, and recycling water within the development to reduce the dependency on an external water source
- Having a biomethanation plant at one of our project sites to convert kitchen waste to gas. This gas has a calorific value, and can either be stored or converted to electricity using a DG set to be reused in the club house kitchen or to charge electric vehicles. In full capacity, the digester can accommodate 1650 Kg of wet waste generated from the assets on the site. The biomethanation plant at the site can produce about 140-150 units of electricity per day, which would lead to saving approximately 54,000 units of electricity per year. This plant will start to function during FY 2020-21.
- Using APFC panel to improve Power Factor, wherever required
- Using timers for external lighting and basement lighting in some of our projects for switching lights on/off as per peak and non-peak hours

(b) Process Initiatives:

- The organisation of the work with the help of scheduling, structuring of work force in tandem with job descriptions, and closing time gaps to ensure efficiency
- In-depth planning of construction activities/ procedures which in turn result in stable levels of quality, shorter time-lines and reduced consumption of man and material at site
- Standardisation of building elements and parts – introducing rules and regulations based on national and international standards and internal classifications
- The usage of special sub-contractors/ consultants to complete tasks efficiently
- Monitoring certain consumption and performance indicators for our projects and administrative offices.

II. The benefits derived like product improvement, cost reduction, product development or import substitution:

- There is cost reduction in the construction stage through utilisation of scheduling and planning, efficient practices, prefabricated components, etc.
- There is cost reduction for the occupants during the operational stage resulting from the measures undertaken as per the green building guidelines
- Our products are certified 'green' and provide a healthy environment for the occupants

III. Information regarding imported technology (imported during last 3 years)

- The Company has not imported any technology since incorporation.

IV. Expenditure incurred on Research & Development:

An expenditure of about ₹ 6 lakh has been incurred on research & development. The details are given below:

- The company is planning on using ready-made toilet pods instead of conventional toilets. The use of this technology leads to a time saving of about two months in a typical thirty floor tower. The time saved during construction translates into subsequent

energy savings. Two pilots have been done at one of our projects in Panvel, incurring a cost of five lac.

- Similarly, the company is planning to use full-height autoclave aerated light-weight wall panels instead of blocks. This technology is about four times faster than using blocks. There would be a time saving of about one month in a typical thirty floor tower, which would lead to energy conservation. One pilot has been done at one of our projects in Panvel, incurring a cost of one lac.
- GPL is also planning on going digital for all quality related inspections for its activities at the various sites. We have appointed a third-party consultant who have a digital application for quality inspection for our projects pan-India. This would lead to faster checks at site and also reduce our paper consumption. The approximate cost is 35 lac per year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the financial year 2019-20, expenditure in foreign currencies in terms of actual outflow amounted to ₹16.87 crore (Previous year ₹ 7.53 crore) on account of professional & consultation fees and expenses incurred for business promotion and maintaining offices abroad. The Company has not earned any foreign exchange during the year.

ANNEXURE V TO THE DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility Activities as prescribed under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014

1. GOAL OF CSR REPORTING

Godrej Properties Limited (GPL), aims to be a forerunner in sustainability through leadership commitment, multiple stakeholder engagement, and disciplined value chain mechanisms. Our holistic approach towards sustainability not only manages our externalities but also integrates the prevalent social and environmental issues into business strategies to provide tangible solutions, which benefit the underserved communities and deliver competitive advantage to the business.

GPL's strategic Corporate Social Responsibility (CSR) projects, undertaken as part of our overall sustainability framework, actively work towards the Godrej Group's Good & Green goals and have helped us carve out a reputation for being one of the most committed and responsible companies in the industry.

This annual CSR report will endeavour to provide comprehensive and easy to understand information about our CSR philosophy and activities of the company. In this direction, the annual CSR report will act as a means to convey the message of inclusive growth and development to all our stakeholders.

2. CSR REPORT FRAMEWORK

2.1 Outline of CSR Policy

At GPL, the CSR policy applies to all activities that are undertaken as part of our Good & Green CSR program hence is titled, "Good & Green CSR Policy for Godrej Properties Limited". This policy will be further reviewed, developed and updated in reference to relevant codes of corporate governance, industrial trends and international standards and best practices.

GPL classifies those projects as CSR, which are over and above our normal course of business. This policy fulfils the requirements of the CSR rules as per the Section 135 of the Companies Act, 2013.

CSR policy is stated herein below:

https://www.godrejproperties.com/investor/corporate-governance

2.2 CSR Committee Composition

2.2.1 Management Members

This committee comprises of

1. Mr. Pirojsha Godrej
2. Mr. Mohit Malhotra
3. Mr. Pranay Vakil
4. Mr. Amitava Mukherjee

2.2.2 Responsibilities

1. Formulate and update GPL's CSR Policy, which will be approved by the Board of GPL
2. Suggest areas of intervention to the Board of GPL
3. Approve projects that are in line with the CSR policy
4. Put monitoring mechanisms in place to track the progress of each project
5. Recommend the CSR expenditure to the Board of GPL, for approval
6. Meet twice a year to review the progress made

2.2.3 Executive Committee Members

This committee will be responsible for carrying out the day-to-day operations for CSR & they will report to the CSR management committee.

Members of this committee

1. Ms. Gayatri Divecha (Chairperson) – AVP, GILAC Good & Green
2. Mr. Anubhav Gupta – Chief CSR and Sustainability Officer, GPL
3. Mr. Rajendra Khetawat - CFO, GPL

2.3 CSR Budget and Expenditure

₹in crore

1	Average net profit of last 3 years:	156.75
2	Calculated 2% spend for the current financial year	3.13
3	Amount spent during the current financial year:	2.57
4	Amount unspent of the recommended 2% budget, if any:	0.56

2.4 Compliance Report

Details of the CSR expenditures incurred by GPL during the current financial year 2019-2020 has been depicted in the table given below:

CSR project or activity	Sector in which the project is covered	Location of projects or programmes 1. Local area or Other 2. District (State) 3. Projects or programmes	Amount outlay (budget) project or programme wise (INR in Lakh)	Amt. spent on projects, 1) Direct expenditure (INR) 2)Overheads (INR)	Amount spent direct or through the implementing agency (Amount to be spent; Implementing agency name; Legal structure of the agency; Date of establishment of implementing agency)
Nipun - Recognition to Prior Learning certificate	Schedule VII (ii) Promoting employment enhancing vocational skills	Thane (Maharashtra) Kalyan (Maharashtra)	33.57	1 Direct expenditure: 31,87,200 2. Overheads: 1,64,506	INR 31.87 Lakh; Pratham Education Foundation, Charitable Trust, 2002
Nipun - construction allied trades training for women	Schedule VII (ii) Promoting employment enhancing vocational skills	Mumbai (Maharashtra) Gurugram (Haryana)	26.83	1. Direct expenditure: INR 26,83,930	INR 26.83 Lakh; Asset Communication
Worker welfare - providing value added services to migrant workers	Schedule VII (iii) Reducing Inequalities faced by socially and economically backward groups	Mumbai (Maharashtra) Pune (Maharashtra) Gurugram (Haryana) Greater Noida (Uttar Pradesh)	61.75	1. Direct expenditure: INR 61,75,825	INR 61.75 Lakh, 21.9 Lakh; Haqdarshak Empowerment Solutions Pvt. Ltd.
Providing day care services to the children of marginalized, migrant labourers working on construction sites – training women	Schedule VII (ii) Promotion of education (iv) Reducing child mortality and improving maternal health (vi) Ensuring environmental sustainability	Mumbai (Maharashtra) Gurugram (Haryana) Greater Noida (Uttar Pradesh)	77.77	1. Direct Expenditure - INR 77,77,130	INR 34.50 Lakh; Tara Mobile Creches, registered as Section 8 company, INR 15.63 Lakh; Mobile Creches; Section 8 company registered in 1970 INR 11.23 Lakh; Sakshi CEC, registered as society INR 16.4 Lakh; Mumbai Mobile Creches
Disaster relief support for rebuilding community infrastructure	Schedule VII (xii) disaster management, including relief, rehabilitation and reconstruction activities	Badlapur (Maharashtra) Miraj, Sangli (Maharashtra)	16.66	1. Direct Expenditure - INR 16,66,000	INR 2.33 Lakh; Habitat For Humanity, registered as section 8, 2005 INR 14.33 Lakh; Sustainable Environment and Ecological Development Society, 1994
Decentralised Solid Waste Management Programme	Schedule VII (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water; and (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water	Konark Notified Area Council, Odisha	40.09	1) Direct Expenditure – INR 41,04,969.30 2) Overheads – INR 5,703	INR 41.04Lakh Feedback Foundation Charitable Trust; a Section 25 company, registered under Registration Act, 1908 in 2014
Neighbourhood Waste Management Programme	Schedule VII (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water; and (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water	Mumbai, Maharashtra	0.33	1) Direct Expenditure – INR 33,855	INR 33,855.57; RUR Greenlife Pvt Ltd and MSME

2.5 Reasons for shortfall from prescribed 2% spend

Godrej Properties Ltd. has underspend of INR 0.56 Cr for FY19-20. The amount that remains underspent in the financial year 2019-20 had already been committed to various projects during the financial year itself. In order to ensure proper utilisation of funds and high-quality results from our CSR initiatives, we believe in funding projects on a tranche basis. The whole grant is not given upfront in advance and is instead given in stages when certain milestones are achieved. This led to the previously mentioned underspend during the financial year, with a commitment to spend those funds specifically for the selected projects in the coming year.

2.6 Responsibility Statement:

Through this report, Godrej Properties Limited seeks to communicate its commitment towards Corporate Social Responsibility (CSR) to the Ministry of Corporate Affairs. The Board of the company and the CSR Committee are responsible for the integrity and the objectivity of all the information provided in this report. In alignment with our Good & Green vision provided in our CSR Policy, all projects reported have been selected based on careful consideration of the extent to which they create sustainable positive societal and environmental outcomes. We have undertaken measures to ensure that these projects are implemented in an effective and efficient manner so that they are able to deliver maximum potential impact. In line with the requirements of the Companies Act, 2013, we have also instituted monitoring mechanisms to track the progress of projects and ensure their smooth implementation.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For Godrej Properties Limited

Mohit Malhotra
Managing Director &
Chief Executive Officer
(DIN: 07074531)

Mumbai, May 11, 2020

For and on behalf of the Corporate Social Responsibility Committee of Godrej Properties Limited

Pirojsha Godrej
Chairman of the Corporate Social Responsibility Committee
(DIN: 00432983)

ANNEXURE VI TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended on 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Godrej Properties Limited
Godrej One, 5th Floor
Pirojshanagar, Eastern Express Highway
Vikhroli (East)
Mumbai 400079.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Godrej Properties Limited (CIN: L74120MH1985PLC035308) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification electronically of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit in wake of the Country wide lock down due to outbreak of COVID 19, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined electronically the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);**

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period);** and

i. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 [SEBI (LODR)].

(vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied

with following Acts, Laws and Regulations applicable specifically to the Company:

1. Maharashtra Regional and Town planning Act, 1966
2. Development Control Regulations for Greater Mumbai, 1991
3. Maharashtra Ownership Flats (Regulation of the Promotion, Construction, Sale, Management and Transfer) Act, 1963
4. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
5. Real Estate (Regulation and Development) Act, 2016, Maharashtra Real Estate (Registration of Real Estate Projects, Registration of Real Estate Agents, Rates of Interest and Disclosures on Website) Rules, 2017, Haryana Real Estate (Regulation and Development) Rules, 2017 and Karnataka Real Estate (Regulation and Development) Rules, 2017 as amended from time to time.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. are mentioned below:

Date of event	Details of the specific events/ actions bearing on Company's affairs pursuance of the above referred laws, rules, regulations, guidelines etc.
04.04.2019	The Company has acquired additional Equity stake in Wonder Space Properties Private Limited from 25.01% to 96.03% and accordingly, the Wonder Space Properties Private Limited has become the subsidiary of the Company.
10.06.2019	The Company has passed Special Resolution through postal ballot for raising of funds in one or more tranches by issuance of securities for an amount not exceeding ₹ 2500/- Crores.
29.06.2019	The Company has Issued and allotted of 2,26,29,310 (Two Crore Twenty Six Lakh Twenty Nine Thousand Three Hundred Ten) Equity Shares of face value of ₹ 5/- each at an issue price of ₹ 928/- per share amounting to ₹ 210,00,00,00,00/- (Rupees Two Thousand One Hundred Crores Only) to the Eligible Qualified Institutional Buyers.
19.02.2020	The Board of Directors of the Company at their meeting held on 08th August, 2019 approved the scheme of amalgamation of Wonder Space Properties Private Limited and their respective shareholders with Godrej Properties Limited. The Hon'ble National Company Law Tribunal, Mumbai Bench on 19th February, 2020 has directed the Company to serve notice on various authorities in respect of the said Scheme of Amalgamation.
20.03.2020	The Company has acquired 100% stake of Ceear Lifespaces Private Limited and it become the wholly owned subsidiary of the Company.
-	The Company has allotted during the audit period, 70,888 (Seventy Thousand Eight Hundred Eighty Eight) Equity Shares of ₹ 5/- each to the Eligible Employees of the Company under the Godrej Properties Limited Employees Stock Grants Scheme, 2011 (GPL ESGS) on various dates.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
CP No. 6124
Membership No. F6058
UDIN No. F006058B000225288

Place: Mumbai
Date: May 11, 2020

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

To
The Members
Godrej Properties Limited
Godrej One, 5th Floor
Pirojshanagar, Eastern Express Highway
Vikhroli (East),
Mumbai 400079.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. Due to the outbreak of COVID 19 and a country wide lock down, we have conducted the audit and relied upon the information, documents, forms, returns, papers and other records maintained by Company and provided to us electronically.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
CP No. 6124
Membership No. F6058
UDIN No. F006058B000225288

Place: Mumbai
Date: May 11, 2020

ANNEXURE VII TO THE DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP & Designation	Remuneration of Director/ KMP for financial year 2019-20 ₹ in Lakh	% increase in Remuneration in the financial year 2019-20	Ratio of Remuneration of each Director/to median remuneration of employees
1	Mr. Pirojsha Godrej, Executive Chairman	1287.15	(8.84)	106.36:1
2	Mr. Jamshyd Godrej, Non-Executive Director	13	Nil	1.07:1
3	Mr. Nadir Godrej, Non-Executive Director	14	Nil	1.15:1
4	Mr. Keki Dadiseth, Independent Director	24	26.32	1.98:1
5	Mrs. Lalita D Gupte, Independent Director	23	4.55	1.90:1
6	Mr. Pranay Vakil, Independent Director	22.20	0.91	1.83:1
7	Mr. Amitava Mukherjee, Independent Director	26	18.18	2.14:1
8	Ms. Sutapa Banerjee, Independent Director	15	NA	1.23:1
9	Mr. Mohit Malhotra, Managing Director & Chief Executive Officer	990.22	(27.14)	81.84:1
10	Mr. Rajendra Khetawat, Chief Financial Officer	493.51	(4.17)	40.78:1
11	Mr. Surender Varma, Company Secretary & Chief Legal Officer	283.25	0.80	23:41:1

i. The median remuneration of employees of the Company during the financial year 2019-20 was ₹ 12,10,000

ii. In the financial year there was an increase of 1% in the median remuneration of employees;

iii. There were 1516 permanent employees on the rolls of Company as on March 31, 2020;

iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year i.e. 2019-20 was 10.15% whereas there has been a decrease of 17.81% in the remuneration drawn by the managerial personnel* during the year.

** Executive Chairman and Managing Director & Chief Executive Officer*

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ANNEXURE VIII TO THE DIRECTORS' REPORT

AS PER THE DISCLOSURE REQUIREMENT SPECIFIED UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND SECTION 62(1)(B) OF THE COMPANIES ACT, 2013 READ WITH RULE 12(9) OF THE COMPANIES (SHARE CAPITAL & DEBENTURES), RULES, 2014, THE FOLLOWING INFORMATION IS DISCLOSED IN RESPECT OF EMPLOYEE STOCK BENEFIT PLAN

Sr. No.	Particulars	Godrej Properties Limited Employee Stock Grant Scheme, 2011
1	Date of shareholders' approval for the options granted under the scheme	March 18, 2011 & April 06, 2015
2	Total number of options approved for grants under the scheme	15,00,000
3	Vesting requirements	As specified by the Nomination & Remuneration Committee subject to minimum 1 year from the date of grant
4	Exercise Price or Pricing formula	₹ 5 per share
5	Maximum term of options granted	As may be decided by the Nomination & Remuneration Committee as per the prevalent regulatory provisions.
6	Source of shares	Direct Allotment
7	Variation of terms of options	None
8	Options granted till March 31, 2020	10,50,610
9	Options vested upto March 31, 2020	7,42,433
10	Options exercised upto March 31, 2020	7,33,425
11	The total number of shares arising as a result of exercise of option;	7,33,425
12	Options lapsed	2,06,108
13	Money realised by exercise of options upto March 31, 2020	36,67,125
14	Total number of options outstanding and exercisable at the end of the year	1,11,077
15	Number of options outstanding as on April 1, 2019	1,33,913
16	Number of options granted during 2019-2020	50,797
17	Number of options lapsed during 2019-2020	2,745
18	Number of options vested during 2019-2020	70,888
19	Number of options exercised during 2019-2020	70,888
20	Number of shares arising as a result of exercise of options during 2019-2020	70,888
21	Loan repaid by the Trust during 2019-2020 from exercise price received	Not applicable

Sr. No.	Particulars	Godrej Properties Limited Employee Stock Grant Scheme, 2011
22	Method used to account for the options- Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	The Company has calculated the employee compensation cost using the fair value method.
23	Weighted-average exercise prices and weighted-average fair values of options (shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock)	Exercised Price ₹ 5 per share weighted average fair value of options ₹ 756.42
24	Employee wise details of options granted to;-	
	i) Senior Managerial Personnel	Refer Note 1
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Refer Note 1
	iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	None
25	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	₹ 12.69
26	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	The fair value of the employee share options has been measured using the Black - Scholes Options Pricing model
	i) Risk-free interest rate,	6.37% - 7.07%
	ii) Expected life,	1 to 3 years
	iii) Expected volatility,	33% - 51%
	iv) Expected dividends, and	Nil
	v) Closing price of the underlying share in market at the time of option grant	Weighted average market price at the time of grant of option ₹ 760.99

Note 1- Employee wise details of options granted under GPL ESGS to Senior Managerial Personnel and details of options granted more than 5% in one year.

Name & Designation of Senior Managerial Personnel to whom stock options have been granted	Granted in FY 2017-18 and outstanding as at March 31, 2020	Granted in FY 2018-19 and outstanding as at March 31, 2020	Granted in FY 2019-20 and outstanding as at March 31, 2020	Total outstanding options as at March 31, 2020
Mr. Mohit Malhotra, Managing Director & Chief Executive Officer	4613*	6366*	8773*	19752
Mr. Rajendra Khetawat, Chief Financial Officer	2707*	3735*	5147*	11589
Ms. Mamta Bakshi ,Chief Customer Officer	1230	1697	2340	5267
Mr. Anubhav Gupta, Head-design Studio & Business Head- Vikhroli	2461*	3395*	4679*	10535
Mr. Amandeep Singh, Business Head - West Zone	2152*	2971*	4094*	9217
Mr. Rabikant Sharma, Business Head - Pune	922	1273	1755	3950
Mr. Surender Varma, Company Secretary & Chief Legal Officer	1476*	2037*	2808*	6321
Mr. Neeraj Gupta, Business Head - Mumbai Zone	1906*	2631*	3626*	8163
Mr. K. Uday Bhaskar, Business Head - Bangalore	1107	1528	2106	4741
Mr. Satish Jadhav, Head Construction, Operations	738	1019	1404	3161
Mr. Vikas Singhal, Chief Operating Officer	1723*	2377*	3275*	7375
Mr. Lalit Makhijani, Chief Marketing Officer	1107	1528	2106	4741
Mr. Prashant Katiyar, Head - Planning & Strategy	615	849	1170	2634
Mr. Gaurav Pandey, Business Head - North Zone	1107	1528	2106	4741
Mr. Pravin Ajmera, Head - Business Development Mumbai)	976	1487	2106	4569
Mr. Rajib Das, Region Head - Mumbai Zone (Greater Mumbai)	0	1019	1404	2423
Mr. Vineet Bhardwaj - Head - IT	0	0	1170	1170
Mr. Rakesh Kumar Head - Design	0	0	728	728
Total	**24840**	**35440**	**50797**	**111077**

* Option granted was more than 5% of the options granted in one year.

REPORT ON CORPORATE **GOVERNANCE**

Company's Philosophy on Code of Governance

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by conducting business with a firm commitment to values, while at the same time, meeting stakeholders' expectations.

Strong leadership and effective corporate governance practices have been the Company's hallmark inheritance from the Godrej group culture and ethos. The Company continues to focus its resources, strengths and strategies to be forever among the nation's leading real estate companies, while continuing to be the most trusted name in the industry.

At Godrej Properties, it is imperative that business is conducted in a fair and transparent manner. The corporate governance framework ensures effective engagement with various stakeholders and helps the Company evolve with changing times. It oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising of regulators, employees, customers, vendors, investors and the society at large.

The guiding principles and practices are summarised in this Corporate Governance Report. These are articulated through the Company's Code of Conduct for Board of Directors and Senior Management, Policies and Charters of various Committees of the Board and Company's Disclosure Policies. These Policies seek to focus on enhancement of long term shareholder value without compromising on Ethical Standards and Corporate Social Responsibilities.

THE GOVERNANCE STRUCTURE

1) BOARD OF DIRECTORS

a) Board Structure

The Company has an optimal combination of executive, non-executive and independent directors to maintain the independence of the Board from the management, which is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 (the Act) and Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). As of March 31, 2020, the Board of Directors of the Company consisted of 9 (nine) Directors drawn from diverse fields/professions, which includes the Managing Director & Chief Executive Officer, 1(one) Executive Director and 7 (seven) Non-Executive Directors, of which 5 (five) are Independent Directors. The profiles of Directors can be found on https://www.godrejproperties.com/ourstory/board-of-director. Since the Chairman of the Board is an Executive Non-Independent Director of the Company, more than half i.e. 56% of the Board of the Company comprises Independent Directors, as detailed below:

Category	Name of Director	DIN
Non-Executive Non Independent Directors	Mr. Jamshyd N. Godrej	00076250
	Mr. Nadir B. Godrej	00066195
Non-Executive Independent Directors	Mr. Keki B. Dadiseth	00052165
	Mrs. Lalita D. Gupte	00043559
	Mr. Pranay D. Vakil	00433379
	Mr. Amitava Mukherjee	00003285
	Ms. Sutapa Banerjee*	02844650
Managing Director & CEO	Mr. Mohit Malhotra	07074531
Executive Chairman	Mr. Pirojsha Godrej	00432983

**appointed as Additional Director of the Company w.e.f. November 05, 2019*

b) Board meetings held and Directors' attendance record

The Board looks at strategic planning and policy formulation. The Board meets at least once in every quarter to review the Company's operations and to consider, among other business, the quarterly performance and financial results of the Company. The maximum time gap between any two meetings of the Board is not more

than 120 days. Further, the Company has adopted and adhered to the Secretarial Standards prescribed by the Institute of Company Secretaries of India and approved by the Central Government.

The agenda of Board meetings containing all necessary information / documents are made available to the Board / Committees in advance to enable the Board / Committees to discharge its responsibilities effectively and take informed decisions. Where it is not practicable to send the relevant information as a part of agenda papers, the same are tabled at the meeting or / and the presentations are made by the concerned managers to the Board, subject to compliance with legal requirements. Considerable time is spent by the Directors on discussions and deliberations at the Board / Committee Meetings. The Board periodically reviews the compliance reports of all laws applicable to the Company.

The information as specified in Schedule II to the Listing Regulations, is regularly made available to the Board, whenever applicable, for discussion and consideration.

The details of Board meetings held during the Financial Year 2019-20 and Directors' attendance record are given in Table 1 and Table 2.

c) Relationship between Directors inter-se:

Except as disclosed below, no Director of the Company is related to any other Director on the Board:

Mr. Pirojsha Godrej is nephew of Mr. Jamshyd N. Godrej and Mr. Nadir B. Godrej.

d) Certificate from Company Secretary in practice:

A certificate from M/s. A K Jain & Co. Company Secretary in practice stating that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any other statutory authority is annexed to this report.

Table 1: The details of meetings of the Board held during the financial year 2019-20 are as under:

Sr. No.	Date on which Board Meeting was held	Total strength of the Board on the date of Meeting	No. of Directors present at the Board Meeting
1	April 30, 2019	8	8
2	August 08, 2019	8	8
3	November 05, 2019	8	8
4	December 19, 2019	9	6
5	February 03, 2020	9	8

The recommendations of the Committee on the proposals requiring Board approval were duly accepted by the Board.

Table 2: Details about the Company's Directors and meetings attended by the Directors during the Financial Year 2019-20

Sr. No.	Name of Director	Category	Number of Board Meetings held during the Financial Year 2019-20	Number of Board Meetings attended during the Financial Year 2019-20	Whether attended last AGM (held on August 8, 2019)	Directorships held in companies incorporated in India as at March 31, 2020(i)(ii) (Including GPL)	Number of Chairmanships/ Memberships in Board Committees as at March 31, 2020 (Including GPL)		Other Directorships	
							Chairmanship (excluding Memberships of Committees)	Memberships	Name of the listed Entity	Category
1.	Mr. Jamshyd N. Godrej	Non-Executive Director	5	3	Yes	7(4)	-	1	Godrej Consumer Products Limited	Non-Executive - Non Independent Director
									Godrej Industries Limited	Non-Executive - Non Independent Director
									Godrej Agrovet Limited	Non-Executive - Non Independent Director

Sr. No.	Name of Director	Category	Number of Board Meetings held during the Financial Year 2019-20	Number of Board Meetings attended during the Financial Year 2019-20	Whether attended last AGM (held on August 8, 2019)	Directorships held in companies incorporated in India as at March 31, 2020(i)(ii) (Including GPL)	Number of Chairmanships/ Memberships in Board Committees as at March 31, 2020 (Including GPL)		Other Directorships	
							Chairmanship (excluding Memberships of Committees)	Memberships	Name of the listed Entity	Category
2.	Mr. Nadir B. Godrej	Non-Executive Director	5	4	Yes	10(6)	2	2	Godrej Industries Limited	Managing Director
									Godrej Agrovet Limited	Non-Executive - Non Independent Director
									Mahindra and Mahindra Limited	Non-Executive - Independent Director
									Godrej Consumer Products Limited	Non-Executive - Non Independent Director
									Astec Lifesciences Limited	Non-Executive - Non Independent Director
3.	Mr. Pirojsha A Godrej	Executive Chairman	5	5	Yes	10(3)	-	1	Godrej Consumer Products Limited	Non-Executive - Non Independent Director
									Godrej Agrovet Limited	Non-Executive - Non Independent Director
4.	Mr. Mohit Malhotra	Managing Director & CEO	5	5	Yes	2(1)	-	1	-	-
5.	Mr. Keki B. Dadiseth	Independent Director	5	5	Yes	5(4)	1	3	Britannia Industries Limited	Non-Executive - Independent Director
									JM Financials Limited	Non-Executive - Independent Director
									Piramal Enterprise Limited	Non-Executive - Independent Director
6.	Mrs. Lalita D. Gupte	Independent Director	5	5	Yes	6(6)	2	5	Bharat Forge Limited	Non-Executive - Independent Director
									Vedanta Limited	Non-Executive - Independent Director
									ICICI Lombard General Insurance Company Limited	Non-Executive - Independent Director
									TVS Motor Company Limited	Non-Executive - Independent Director
									India Infradebt Limited	Non-Executive - Independent Director
7.	Mr. Pranay D. Vakil	Independent Director	5	4	Yes	4(3)	2	2	Deepak Fertilizers and Petrochemicals Corporation Limited	Non-Executive - Independent Director
									Onward Technologies Limited	Non-Executive - Independent Director
8.	Mr. Amitava Mukherjee	Independent Director	5	5	Yes	6(1)	2	1	-	-

Sr. No.	Name of Director	Category	Number of Board Meetings held during the Financial Year 2019-20	Number of Board Meetings attended during the Financial Year 2019-20	Whether attended last AGM (held on August 8, 2019)	Directorships held in companies incorporated in India as at March 31, 2020(i)(ii) (Including GPL)	Number of Chairmanships/ Memberships in Board Committees as at March 31, 2020 (Including GPL)		Other Directorships	
							Chairmanship (excluding Memberships of Committees)	Memberships	Name of the listed Entity	Category
9.	Ms. Sutapa Banerjee*	Independent Director	5	2	NA	10(6)	2	4	Monnet Ispat And Energy Limited	Non-Executive - Independent Director
									Manappuram Finance Limited	Non-Executive - Independent Director
									Niyogin Fintech Limited	Non-Executive - Independent Director
									JSW Holdings Limited	Non-Executive - Independent Director
									Camlin Fine Sciences Limited	Non-Executive - Independent Director

Notes:-

(i) Directorship in companies incorporated under section 8 of the Companies Act, 2013 and foreign companies are excluded.

(ii) Figures in ( ) denote listed companies.

*(iii) *appointed as Additional Director of the Company w.e.f. November 05, 2019*

As required under Regulation 26(1) of Listing Regulations and confirmed by directors, none of the Directors are: (i) member of more than 10 (ten) committees; and (ii) chairman of more than 5 (five) committees.

A separate meeting of independent directors was held on February 03, 2020 to, inter alia, review the performance of non-independent directors, Chairman of the Company and the Board as a whole.

Table 3: Number of equity shares held by each of the Directors, options held and dividend paid

Name of Director	Equity Shares held as on March 31, 2020	Dividend paid during the Financial Year 2019-20 (in ₹)	Number of options held under GPL ESGS as on March 31, 2020
Mr. Nadir B. Godrej	^39,86,436	-	-
Mr. Jamshyd N. Godrej	^^39,86,391	-	-
Mr. Keki B. Dadiseth	1,740	-	-
Mrs. Lalita D. Gupte	14,000	-	-
Mr. Pranay D. Vakil	300	-	-
Mr. Amitava Mukherjee	5,265	-	-
Ms. Sutapa Banerjee	-	-	-
Mr. Pirojsha Godrej	#13,28,804	-	-
Mr. Mohit Malhotra	27,406	-	19,752

 # includes 10 shares held in personal capacity

includes 13,28,792 shares held as one of the trustee of PG family Trust

Include 1 share held as one of the trustee of PG Children Trust

Include share held as one of the trustee of PG Lineage Trust

^includes 13,28,807 shares held as one of the trustee of BNG Family Trust

includes 13,28,807 shares held as one of the trustee of SNG Family Trust

includes 13,28,807 shares held as one of the trustee of HNG Family Trust

Include 1 share held as one of the trustee of NBG Family Trust

Include 1 share held as one of the trustee of BNG Successor Trust

Include 1 share held as one of the trustee of BNG Lineage Trust

Include 1 share held as one of the trustee of RNG Family Trust

Include 1 share held as one of the trustee of SNG Lineage Trust

Include 1 share held as one of the trustee of SNG Successor Trust

includes 9 shares held in personal capacity

^^ includes 20, 81, 500 shares held as one of the trustee of Navroze Lineage Trust

includes 19,04,875 shares held as one of the trustee of The Raika Lineage Trust

Include 1 share held as one of the trustee of JNG Family Trust

Include 1 share held as one of the trustee of PJG Family Trust

Include 1 share held as one of the trustee of NJG Family Trust

Include 1 share held as one of the trustee of RJG Family Trust

includes 12 shares held as one of the trustee of The Raika Godrej Family Trust

d) Independent Directors

In line with the Company's succession plan incorporating the phased retirement of existing directors combined with the induction of new independent directors, the Board of Director of the Company has, on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on November 05, 2019, approved the appointment of Ms. Sutapa Banerjee, as an Additional Director in the category of Independent Director, subject to the approval of Members.

The Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies, Act 2013. Basis the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

The Company has issued a formal letter of appointment to the Independent Directors in the manner as provided in the Act and Listing Regulations. The terms and conditions of appointment have also been displayed on the website of the Company at https://www.godrejproperties.com/investor/corporate-governance

None of the existing Independent Directors serve as "Independent Directors" in more than seven listed companies in line with the requirements of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Company has also appointed its Independent Directors on the Board of its unlisted material subsidiaries.

e) Familiarization Program for Independent Directors

The Company has conducted the familiarisation program for Independent Directors during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes, businesses and functionaries of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company at https://www.godrejproperties.com/ investor/corporate-governance.

f) Board Skills, Capabilities and Experiences

The Company recognize the importance of having a board comprising of directors who have a range of experiences, capabilities and diverse points of view. This helps the Company to create an effective and well-rounded board. The capabilities and experiences sought in the Company's directors are outlined here:

- Strategy & Business - Is or has been the Chief Executive Officer, Chief Operating Officer or held any other leadership position in an organization leading to significant experience in strategy or business management. Brings the ability to identify and assess strategic opportunities and threats in the context of the business.
- Industry Expertise – Has expertise with respect to the sector the organization operates in. Has an understanding of the 'big picture' in the given industry and recognizes the development of industry segments, trends, emerging issues and opportunities.
- Market Expertise – Has expertise with respect to the geography the organization operates in. Understands the macro-economic environment, the nuances of the business, consumers and trade in the geography, and has the knowledge of the regulations & legislations of the market/(s) the business operates in.
- Technology Perspective – Has expertise with respect to business specific technologies such as in the field of R&D, Manufacturing etc. Has experience and adds perspective on the future ready skills required by the organization such as E-Commerce, Digital, and Sustainability etc.
- People & Talent Understanding- Has experience in human resource management such that they bring in a considered approach to the effective management of people in an organization.
- Governance, Finance & Risk – Has an understanding of the law and application of corporate governance principles in a commercial enterprise of similar scale. Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.
- Diversity of Perspective - Provides a diversity of views to the board that is valuable to manage our customer, consumer, employee, key stakeholder or shareholders.

Board Membership Criteria and list of core skills / expertise / competencies identified in the context of the business:

The Board of Directors are collectively responsible for selection of a Member on the Board. In terms of requirement of Listing Regulations, the Board has identified the following core skills / expertise /competencies of the Directors in the context of the Company's business for effective functioning as given below:

Director Names/Skills	Gender	Strategy & Business	Industry Expertise	Market Expertise	Tech & Future Perspective	Governance, Finance & Risk	People & Talent Understanding	Diversity of Perspective
Mr. Pirojsha Godrej	M	✓	✓	✓		✓		
Mr. Jamshyd N. Godrej	M	✓		✓		✓		✓
Mr. Nadir B. Godrej	M	✓		✓	✓	✓		✓
Mr. Mohit Malhotra	M	✓	✓	✓		✓		
Mr. Keki B. Dadiseth	M	✓		✓		✓	✓	✓
Mrs. Lalita D. Gupte	F	✓		✓		✓	✓	✓
Mr. Pranay D. Vakil	M	✓	✓	✓		✓	✓	
Mr. Amitava Mukherjee	M	✓		✓		✓		✓
Ms. Sutapa Banerjee	F	✓		✓		✓	✓	✓

2) COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The composition of the Audit Committee of the Company is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations. The Company's Audit Committee comprises 5 (five) Independent Directors. The Committee met 4 (four) times during the Financial Year ended March 31, 2020, i.e. on April 30, 2019, August 8, 2019, November 5, 2019 and February 3, 2020. Table 4 below gives composition and the attendance record for the aforesaid meetings of the Audit Committee:

Table 4: Composition and attendance record of Audit Committee members

Sr. No.	Name of Director	No. of meetings held during the financial year ended March 31, 2020	No. of meetings attended during the financial year ended March 31, 2020
1.	Mr. Keki B. Dadiseth (Chairman)	4	4
2.	Mrs. Lalita D. Gupte	4	4
3.	Mr. Pranay D. Vakil	4	4
4.	Mr. Amitava Mukherjee	4	4
5.	Ms. Sutapa Banerjee*	4	1

** appointed as member of the committee w.e.f. November 05, 2019.*

All the members of the Audit Committee are eminent professionals and draw upon their experience and expertise across a wide spectrum of functional areas such as finance, and corporate strategy. The Chairman of the Audit Committee was present at the Annual General Meeting to answer Members' queries. Minutes of each of the meeting of the Audit Committee are placed before the Board in its meetings. The Audit Committee invites the executives of the Company viz., Managing Director & Chief Executive Officer, Executive Directors, Head of Finance, as it considers appropriate and the representatives of the Statutory Auditors and Internal Auditors at its meetings.

Mr. Surender Varma, Company Secretary & Chief Legal Officer of the Company acts as the Secretary to the Audit Committee. He was also appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.

The Audit Committee of the Company performs the following functions:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with the Management the annual financial statements and auditors report before submission to the Board, focusing primarily on:
  - ➤ Matters required to be included in the Director's Responsibility Statement to be included in the

Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.

- Any changes in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management
- Qualifications in the draft audit report, if any
- Significant adjustments made in the financial statements arising out of audit findings.
- The going concern assumption
- Compliance with Accounting Standards.
- Compliance with the requirements of the stock exchanges, if applicable, and legal requirements concerning financial statements
- Any related party transactions as per Indian Accounting Standard 24
- Reviewing the Company's financial and risk management policies
- Scrutiny of inter-corporate loans and investments.

(ii) Review of Information

- Internal audit reports relating to internal control weaknesses.
- Financial statements and draft audit report pertaining to quarterly, half yearly and annual financial information.
- Management discussion and analysis of financial condition and results of operations.
- Reports relating to compliance with laws and to risk management.
- Management letters / letters of internal control weaknesses issued by the Statutory / Internal Auditors.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

(iii) Internal Control

- Reviewing with the Management, External and Internal Auditors, the adequacy of internal control systems.
- Evaluation of internal financial controls.

(iv) External and Internal Audit

- Reviewing of the Internal Audit Report and action taken thereon.
- Reviewing the adequacy of internal audit function, including the Audit Charter, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Discussing with the Internal Auditors any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Recommending the appointment / re-appointment and removal/ replacement of External Auditors and approve of audit fee and payment for any other services.
- Discussing with External Auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;

(v) Subsidiary companies

- The Audit Committee of the Company shall have access to the audit committee minutes of the subsidiary companies.
- The Audit Committee of the Company shall also review the financial statements, in particular the investments made by the subsidiary companies.
- The Audit Committee shall recommend the revision in Policy for determining material subsidiaries to align it with the extant applicable provisions.

- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

(vi) Related Party Transactions

- A statement of all transactions with related parties or any subsequent modification of transactions of the Company with related parties including their basis shall be placed before the Audit Committee for formal approval or omnibus approval.
- Lay down criteria for granting omnibus approval to related party transactions.
- Satisfy itself of the need for omnibus approval of related party transaction and that the approval is in the interest of the Company.
- Grant omnibus approval for related party transactions not exceeding ₹1 crore per transaction.
- Review, on quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given.
- Recommend the revision in Policy on material related party transactions and also on dealing with Related Party Transactions, to align it with the extant applicable provisions.

(vii) Compliance

- Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigation and follow-up (including disciplinary action) of any instances of non- compliance.
- Reviewing the findings of any examinations by regulatory agencies, and any auditor observations.
- Reviewing the process for communicating the Code of Conduct to Company personnel, and for monitoring compliance therewith.
- Obtaining regular updates from the Management regarding compliance matters.
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;

(viii) Reporting Responsibilities

- The Audit Committee will update the Board, periodically.
- The Chairman of the Audit Committee shall be present at the Annual General Meetings to answer shareholder queries and clarification on matters relating to audit.
- The Annual Report of the Company shall disclose the composition of the Audit Committee, brief description of the scope of the Audit Committee Charter, names of members, Chairperson, meetings and attendance.
- The recommendations of the Audit Committee on any matter relating to financial management including the audit report, shall be binding on the Board.
- If the Board does not accept the recommendations of the Audit Committee, it shall record the reasons therefor and communicate such reasons to the shareholders.

(ix) Other Responsibilities

- Valuation of undertakings or assets of the company, wherever it is necessary.
- Performing other activities related to this Charter as requested by the Board of Directors.
- Carry out all such additional functions as may be required under the Listing Regulations or other regulatory requirements applicable from time to time.
- Reviewing the functioning and compliances as regards the Company's Whistle Blower Policy.
- Instituting and overseeing special investigations as needed.
- Confirming annually that all responsibilities outlined in this Charter have been carried out.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; if any;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

Review of information by Audit Committee

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee;
6. Statement of deviations:
   (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in the terms of Regulation 32(7) of the Listing Regulations.
   (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) the Listing Regulations.

B. NOMINATION & REMUNERATION COMMITTEE

The constitution, scope and powers of the Nomination & Remuneration Committee of the Board of Directors are in accordance with the provisions of Section 178 of the Companies Act and Regulation 19 of the Listing Regulations. The Nomination & Remuneration Committee looks at all matters pertaining to the appointment and remuneration of the Managing Director & Chief Executive Officer, the Executive Directors, Key Managerial Personnel and administration of the employee stock option scheme of the Company i.e. the Godrej Properties Limited Employee Stock Grant Scheme, 2011.

The Nomination & Remuneration Committee consists of 5 (five) Independent Directors. During the Financial Year ended March 31, 2020, the Committee met 3 (thrice) times, i.e. on April 30, 2019, November 05, 2019 and February 03, 2020. The composition and attendance details of the Nomination & Remuneration Committee are given in Table 5 below:

Table 5: Composition and attendance record of Nomination & Remuneration Committee members

Sr. No	Name of Director	No. of meetings held during the financial year ended March 31, 2020	No. of meetings attended during the financial year ended March 31, 2020
1	Mrs. Lalita D. Gupte (Chairperson)	3	3
2	Mr. Keki B. Dadiseth	3	3
3	Mr. Pranay D. Vakil	3	3
4	Mr. Amitava Mukherjee	3	3
5	Ms. Sutapa Banerjee*	3	1

**appointed as member of the committee w.e.f. November 05, 2019.*

Mr. Surender Varma, Company Secretary & Chief Legal Officer of the Company acts as the Secretary of the Nomination & Remuneration Committee.

Following are the roles of Nomination and Remuneration Committee:

(1) Review of proposals for appointment of Directors and Senior Management (employees in Core Management Team - one level below Managing/Executive Directors) and their recommendation to the Board;

(2) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director;

(3) Formulation of a performance evaluation methodology for evaluation of the Board, its committees and individual directors and reviewing the process from time to time;

(4) Periodically overseeing evaluation of the Board, its committees and individual directors and recommending desirable changes in the Board size, composition, committee structure and processes, and other aspects of the Board's functioning;

(5) Recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and senior management;

(6) Recommend to the Board on the appointment and the terms & conditions of appointment of Managing Director(s) and the Whole-time Director(s);

(7) Reviewing and recommending the remuneration structure of Managing Director(s) and the Whole-time Director(s), to the Board;

(8) To approve and recommend the Employee Stock Option Scheme for the approval of the shareholders;

(9) To supervise the implementation of Employee Stock Option Scheme.

(10) Recommend to the Board of Directors, the remuneration payable to the Senior Management as defined under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 or any other law for the time being in force.

Please refer to the Director's report for Performance Evaluation Criteria for the independent directors.

C. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company consist of the following members:

1. Mr. Pirojsha Godrej, Executive Chairman
2. Mr. Mohit Malhotra, Managing Director and Chief Executive Officer
3. Mr. Amitava Mukherjee, Independent Director
4. Mr. Pranay D. Vakil, Independent Director

The Committee met once during the Financial Year 2019-20 i.e. on April 30, 2019, to review the status of the CSR projects undertaken by the Company during the financial year 2019-20. The necessary quorum was present at the meeting.

Mr. Surender Varma, Company Secretary & Chief Legal Officer of the Company acts as the Secretary of the Corporate Social Responsibility Committee.

The CSR Policy of the Company has been put up on the website of the Company at https://www.godrejproperties.com/investor/corporate-governance. The Annual Report on Corporate Social Responsibility activities undertaken by the Company during the financial year 2019-20, as prescribed under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as Annexure V to Directors Report.

The Role and Responsibilities of the CSR Committee includes the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall include the activities to be undertaken by the Company as envisaged in the Companies Act, 2013;
2. To recommend to the Board the amount of expenditure to be incurred on the activities as per the Corporate Social Responsibility Policy of the Company;
3. To monitor the projects and activities as per the Corporate Social Responsibility Policy of the Company;
4. To review the performance of the Company in the area of CSR including the evaluation of the impact of the Company's CSR activities;
5. To consider other functions, as defined by the Board, or as may be stipulated under any law, rule or regulation including the Listing Regulations and the Companies Act, 2013.

D. ALLOTMENT COMMITTEE

The Allotment Committee has been formed to complete the formalities relating to allotment of securities and to authorise officials of the Company to file forms and returns with regulatory authorities. The Committee comprises the following directors as its members:

1. Mr. Pirojsha Godrej, Executive Chairman
2. Mr. Mohit Malhotra , Managing Director and Chief Executive Officer

The Allotment Committee during the Financial Year 2019-20 met on regular intervals to allot equity shares arising out of options exercised by the eligible employees under the Godrej Properties Limited Employee Stock Grant Scheme, 2011 (GPL ESGS). The necessary quorum was present for all the meetings.

3) REMUNERATION OF DIRECTORS

The Board has formulated the Nomination and Remuneration Policy of Directors, Key Managerial Personnel (KMPs) and Senior Management in terms of the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations. The said Policy outlines the appointment criteria and qualifications, the term / tenure of the Directors on the Board of Godrej Properties Limited and the matters related to remuneration of the Directors, KMPs & Senior Management. The said Policy has been published as an Annexure to Director's Report included in this Annual Report.

During the year under review the Company had paid sitting fees of ₹1,00,000 (Rupees One Lakh only) to its non-executive directors for attending every meeting of the Board, Audit, Nomination & Remuneration Committee and for the meeting of Independent Directors and ₹ 20,000 (Twenty Thousand only) for every meeting of the Corporate Social Responsibility Committee.

The remuneration of the Managing Director & Chief Executive Officer and the Executive Chairman is in consensus with the Company's size, industry practice and overall performance of the Company. The Nomination & Remuneration Committee submits its recommendation to the Board, which after considering the recommendation takes decision on the remuneration payable to the Managing Director & Chief Executive Officer and the Executive Chairman (which also includes the annual increments and performance bonus) in accordance with the provisions of the Companies Act, 2013 subject to the approval of the Members, wherever required.

The details of remuneration package of the Directors and their relationships with each other, if any, are given in Table 6 below:

Table 6: Remuneration paid/payable to the Directors for the financial year ended March 31, 2020

₹ in crore

Name of Director	Relationship# with other Directors	Sitting Fees	Commission*	Salary	Perquisites	Gratuity & Provident Fund	Others**	Total
Mr. Jamshyd N. Godrej	None	0.03	0.10	Nil	Nil	Nil	Nil	0.13
Mr. Nadir B. Godrej	None	0.04	0.10	Nil	Nil	Nil	Nil	0.14
Mr. Keki. B.Dadiseth	None	0.14	0.10	Nil	Nil	Nil	Nil	0.24
Mrs. Lalita D. Gupte	None	0.13	0.10	Nil	Nil	Nil	Nil	0.23
Mr. Pranay D. Vakil	None	0.12	0.10	Nil	Nil	Nil	Nil	0.22
Mr. Amitava Mukherjee	None	0.16	0.10	Nil	Nil	Nil	Nil	0.26
Ms. Sutapa Banerjee ##	None	0.05	0.10	Nil	Nil	Nil	Nil	0.15
Mr. Pirojsha Godrej	None	-	-	3.07	2.01	0.19	7.60	12.87
Mr. Mohit Malhotra	None	-	-	3.57	1.07	0.18	5.08	9.90

Notes:

**Commission for the financial year 2019-20 is paid in the financial year 2020-21*

##appointed as a Director of the Company w.e.f. November 05, 2019.

***Others is towards provision made for the Performance Bonus for the financial year 2019-20*

#No Director is related to any other Director on the Board in terms of the definition of "relative" given under the Act

The service contracts of the Executive Director and Managing Director & Chief Executive Officer of your Company are for a period of three years, with a notice period of three months.

Except for drawing remuneration, none of the Directors have any other materially significant related party transactions, pecuniary relationship or transaction with the Company. The Company enters into transactions in the ordinary course of business with the companies in which the Directors hold directorship. Attention of the Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts Note No. 41 of Standalone Financial Statements, forming part of the Annual Report.

4) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board consists of the following members:

1. Mr. Amitava Mukherjee, Chairman
2. Mr. Pirojsha Godrej, Executive Director
3. Mr. Mohit Malhotra, Managing Director and Chief Executive Officer

Mr. Amitava Mukherjee is the Chairman of Stakeholders' Relationship Committee .The Committee during the Financial Year 2019-20 met on 4 (four) occasions i.e. on April 30, 2019, August 08,2019, November 05, 2019 and February 03,2020.

Mr. Surender Varma, Company Secretary & Chief Legal Officer of the Company acts as the Secretary of the Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee looks into redressal of the grievances of Security holders viz., shareholders' and fixed deposit holders including investors' complaints relating to transfer of shares, issue of duplicate/consolidated share certificates, review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of dividends declared and all other securities-holders related matters. It is also responsible for reviewing the process and mechanism of redressal of investor complaints and suggesting measures of improving the existing system of redressal of investor grievances. This Committee is also responsible for approval of transfer and transmission of securities, including power to delegate the same to the Registrar and Transfer Agents.

Name and Designation of Compliance Officer:

Mr. Surender Varma

Company Secretary & Chief Legal Officer is the Compliance Officer of the Company.

Status of Investor Complaints for the Financial Year ended March 31, 2020:

Complaints outstanding as on April 01, 2019	0
Complaints received during the financial year ended March 31, 2020	61
Complaints resolved during the financial year ended March 31, 2020	61
Complaints outstanding as on March 31, 2020	0

During the year under review the Company did not receive any complaints through SCORES.

There are no pending share transfers as on March 31, 2020.

5) GENERAL BODY MEETINGS

a) Details of previous three General Meetings of the Company are as under:

Financial Year	Venue	Date	Time
2018-19	The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079	August 8, 2019	2.30 P.M.
2017-18	The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079	August 2, 2018	2.00 P.M.
2016-17	The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079	August 2, 2017	2.00 P.M.

b) Details of special resolutions passed in previous three Annual General Meetings of the Company are as under:

Date of AGM	Number of Special Resolutions passed	Details of Special Resolutions Passed
August 8, 2019	3	(i) Approval for Remuneration exceeding 2.5% of the net profit of the Company paid to Mr. Pirojsha Godrej, Executive Chairman Regulation 17 (6)(e) of LODR (ii) Waiver of excess Remuneration paid to Mr. Pirojsha Godrej (DIN:00432983), Executive Chairman for financial year 2018-19. (iii) Waiver of excess Remuneration paid to Mr. Mohit Malhotra (DIN:07074531), Managing Director & Chief Executive Officer for financial year 2018-19.
August 2, 2018	2	(i) Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as Whole time Director designated as Executive Chairman and revision in remuneration payable to him. (ii) Re-appointment Mr. Mohit Malhotra (DIN: 07074531) as Managing Director & CEO and revision in remuneration payable to him.
August 2, 2017	5	(i) Ratification of redesignation of Mr. Pirojsha Godrej (DIN:00432983),as the Executive Chairman and revision in remuneration payable to him. (ii) Ratification of redesignation of Mohit Malhotra (DIN:07074531), as the Managing Director & Chief Executive officer and revision in remuneration payable to him (iii) Approval for enhancement of borrowing limit (iv) Approval for creation of charge on properties of Company (v) Approval for issue of Non – Convertible Debentures

c) Postal Ballot including e-Voting

During the financial year 2019-20, certain resolutions were passed by the Members through Postal Ballot in compliance with the Listing Regulations, Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard-2 (SS-2).

The Notice of the Postal Ballot dated April 30, 2019, was sent to all the members of the Company along with a self-addressed postage prepaid business reply envelope to the Members whose e-mail id is not registered with the Company/ Depository Participant and sent the respective Notice of Postal Ballots through email along with the details of Login ID & Password to the Members whose e-mail id is registered with the Company/Depository Participant. Mr. Ashish Kumar Jain, a Practicing Company Secretary was appointed as the Scrutinizer, who submitted his reports to Mr. Pirojsha Godrej, Executive Chairman of the Company. The detail of the Postal Ballot conducted during the financial year 2019-20, results of which was announced are provided herein below:

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve for raising of funds in one or more tranches, by issuance of securities for an amount not exceeding ₹ 2,500 crore.				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	**E-Voting**	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Public- Institutions	**E-Voting**	35153796	28664993	81.5417	25976661	2688332	90.6216	9.3784
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35153796	28664993	81.5417	25976661	2688332	90.6216	9.3784
Public- Non Institutions	**E-Voting**	35722778	3994777	11.1827	3994680	97	99.9976	0.0024
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		40625	0.1137	40625	0	100.0000	0.0000
	Total	35722778	4035402	11.2964	4035305	97	99.9976	0.0024
	Total	229323713	191147534	83.3527	188459105	2688429	98.5935	1.4065

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Keki B. Dadiseth as an Independent Director of the Company for a second term.				
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	**E-Voting**	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
Public- Institutions	**E-Voting**	35153796	28475169	81.0017	25860082	2615087	90.8163	9.1837
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35153796	28475169	81.0017	25860082	2615087	90.8163	9.1837
Category	**Mode of voting**	**No. of shares held**	**No. of votes polled**	**% of Votes polled on outstanding shares**	**No. of votes – in favour**	**No. of votes – against**	**% of votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Public- Non Institutions	**E-Voting**	35722778	3994427	11.1817	3994299	128	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		40625	0.1137	40625	0	100.0000	0.0000
	Total	35722778	4035052	11.2955	4034924	128	99.9968	0.0032
	Total	229323713	190957360	83.2698	188342145	2615215	98.6305	1.3695

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To re-appoint Mr. Pranay Vakil as an Independent Director of the Company for a second term.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
Public- Institutions	E-Voting	35153796	28475169	81.0017	26016083	2459086	91.3641	8.6359
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35153796	28475169	81.0017	26016083	2459086	91.3641	8.6359
Public- Non Institutions	E-Voting	35722778	3994427	11.1817	3994299	128	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		40625	0.1137	40625	0	100.0000	0.0000
	Total	35722778	4035052	11.2955	4034924	128	99.9968	0.0032
	Total	229323713	190957360	83.2698	188498146	2459214	98.7122	1.2878

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To re-appoint Mrs. Lalita D. Gupte as an Independent Director of the Company for a second term.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	158447139	158447139	100.0000	158447139	0	100.0000	0.0000

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Public- Institutions	E-Voting	35153796	28475169	81.0017	25850994	2624175	90.7843	9.2157
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35153796	28475169	81.0017	25850994	2624175	90.7843	9.2157
Public- Non Institutions	E-Voting	35722778	3994427	11.1817	3994299	128	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		40625	0.1137	40625	0	100.0000	0.0000
	Total	35722778	4035052	11.2955	4034924	128	99.9968	0.0032
	Total	229323713	190957360	83.2698	188333057	2624303	98.6257	1.3743

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To re-appoint Mr. Amitava Mukherjee as an Independent Director of the Company for a second term.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	158447139	158447139	100.0000	158447139	0	100.0000	0.0000
Public- Institutions	E-Voting	35153796	28664993	81.5417	28527543	137450	99.5205	0.4795
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35153796	28664993	81.5417	28527543	137450	99.5205	0.4795

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Public- Non Institutions	**E-Voting**	35722778	3994577	11.1822	3994448	129	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		40625	0.1137	40625	0	100.0000	0.0000
	Total	35722778	4035202	11.2959	4035073	129	99.9968	0.0032
	Total	229323713	191147334	83.3526	191009755	137579	99.9280	0.0720

None of the business proposed to be transacted at the ensuing AGM requires passing of special resolution through Postal Ballot.

d) Special Resolution proposed to be conducted through Postal Ballot

The Company proposes to seek the approval of the Shareholders in respect of the following Special Resolutions by way of Postal Ballot, including e-voting:

1. Approval for increase in the borrowing limits from ₹ 2,750 crore to ₹ 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.
2. Approval for increase in limits for creation of charge/ mortgage/ hypothecation from ₹ 2,750 crore to ₹ 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

6) Means of Communication

All vital information relating to the Company and its performance, including annual reports, quarterly results, shareholding pattern, report on Corporate Governance, official press releases and presentations to analysts/ performance updates are posted on the website of the Company www.godrejproperties.com and the copies of the same are sent to the BSE Limited and the National Stock Exchange of India Limited. The quarterly and annual results of the Company's financial performance are published in leading English dailies like the Financial Express and Loksatta. Further, the annual reports containing audited standalone and consolidated financial statements of the Company together with Directors' Report, Auditors' Report and other important information are circulated to the members and others entitled thereto.

However, this year in view of the outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated 5 May 2020 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company. Therefore, the Annual Report for FY 2019-20 and Notice of Thirty-Fifth AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with said circular.

7) General Shareholders' Information

a) Annual General Meeting

Day & Date	Wednesday, August 05, 2020
Time	2.30 p.m.
Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

b) Financial Calendar

The Company's accounting year comprises 12 months period from April 1 to March 31.

c) Dividend Payment Date

The Board has not recommended any dividend for the financial year ended March 31, 2020

d) Listing information

EQUITY SHARES:

The Company's equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited. Non-Convertible Debentures (NCD's) and the Commercial Papers are listed on BSE Limited and the National Stock Exchange of India Limited respectively.

Name of Stock Exchange	Address	Stock/Scrip code
BSE Limited (BSE)	25th Floor, P J Towers, Dalal Street , Mumbai 400 001	533150 (Equity) 956944 (NCD's)
The National Stock Exchange of India Limited (NSE)	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400051	GODREJPROP

The ISIN No. of the Company's equity shares on both National Securities Depository Limited and Central Depository Services (India) Limited is **INE484J01027**.

The CIN of the Company is **L74120MH1985PLC035308**. Annual listing fee for the year 2020-21 have been paid to both the Stock Exchanges

NON-CONVERTIBLE DEBENTURES:

The Company's privately placed Non-Convertible Debentures of ₹ 500 crores are listed on the Debt Segment of BSE.

Debenture Trustee

Pursuant to Regulation 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the name and contact details of the Debenture Trustee for the privately placed NCDs and public NCDs are given below:

Vistra ITCL (India) Limited

The IL&FS Financial Center, Plot No C- 22, G Block ,7th Floor, Bandra Kurla complex, Bandra (East), Mumbai 400 051
Phone: +91 22265 93535
Email: itclcomplianceofficer@vistra.com

e) Stock Data

Table 7 and Table 8 respectively give the monthly high and low prices and volumes of equity shares of the Company at the BSE and NSE for the financial year ended March 31, 2020.

Table 7: Monthly high and low prices and volumes of equity shares of the Company at NSE for the financial year ended March 31, 2020:

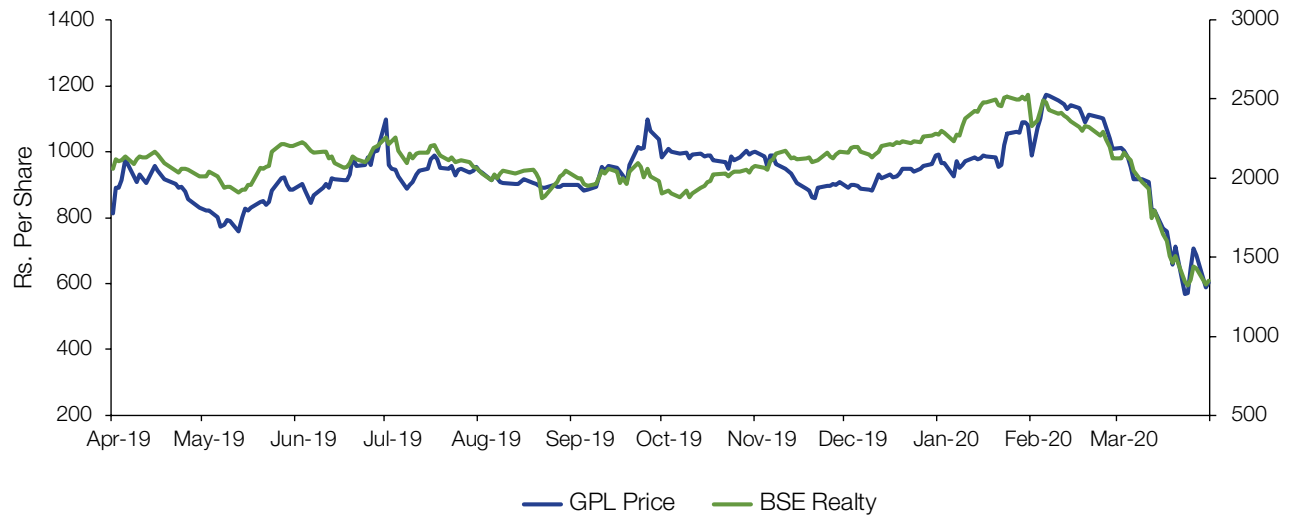
Month	High (₹)	Low (₹)	Volumes Traded (No. of equity shares)
April	976.15	814.70	1,86,65,875
May	928.75	757.60	72,83,365
June	1002.30	843.70	75,50,004
July	1096.25	889.45	1,67,77,585
August	941.60	889.50	44,46,267
September	1093.50	882.30	62,73,272
October	1006.55	949.70	42,63,351
November	1000.00	859.50	66,53,998
December	988.30	883.40	44,52,367
January	1089.05	925.45	51,29,648
February	1168.80	989.90	58,75,670
March	1013.95	560.00	81,52,597

Table 8: Monthly high & low prices and volumes of equity shares of the Company at BSE for the financial year ended March 31, 2020:

Month	High (₹)	Low (₹)	Volumes Traded (No. of equity shares)
April	978.45	813.30	16,39,510
May	923.80	757.60	10,32,951
June	1003.30	845.45	6,88,950
July	1097.40	889.20	17,96,136
August	941.15	890.85	5,18,650
September	1096.65	883.20	8,59,351
October	1008.15	949.25	4,87,943
November	1000.20	859.60	7,28,842
December	988.35	883.40	5,67,141
January	1088.00	925.95	5,33,334
February	1172.10	989.25	7,28,276
March	1012.15	569.50	4,03,096

Note: *High and low prices are in rupees per traded equity share derived from the closing prices. Volume is the total monthly volume of trade (in numbers) in equity shares of the Company on BSE and NSE.*

The Company's equity share performance compared to BSE Sensex & BSE Realty Index is as under:



The Equity Shares of the Company have not been suspended from trading by the SEBI and/or Stock Exchanges. Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:

The Company does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2020. The Company continues to have credit rating which denotes high degree of safety regarding timely servicing of financial obligation. The Company has received the following credit ratings for its instruments from various credit rating agencies as on the date of this report:

Rating Agency	Rating	Instrument
ICRA Limited	AA Stable	Long-term – Fund based/CC
	AA Stable	Long-term – Non-fund Based Limits
	AA Stable	Non-Convertible Debenture
	A1+	Commercial paper
CRISIL Limited	A1+	

f) Share Transfer Agent

Investor correspondence should be addressed to:

For Equity Shares:-

KFin Technologies Private Limited

(Formerly known as Karvy Fintech Private Limited)

(Unit: Godrej Properties Limited)
Selenium Tower-B, Plot No.31 & 32,
Financial District, Gachibowli,
Nanakramguda, Serilingampally,
Hyderabad-500 032
Phone: 040-67162222
Fax: 040-23001153
Email ID: einward.ris@kfintech.com
Toll Free No.: 18003454001
Contact Person: Mr. B. V. Kishore

For Non-Convertible Debenture (NCDs)

Link In time India Private Limited

C 101, 247 Park,
LBS Marg, Vikhroli (West)
Mumbai – 400 083
Phone: +91 22 4918 6000
Fax: +91 22 4918 6060
Email: mumbai@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Mr. Ganesh Jadhav

g) Share transfer system

The Company has outsourced its share transfer function for shares held in physical form to Kfin Technologies Private Limited, which is registered with the Securities and Exchange Board of India having Registration No. INR000000221. Share transfer is normally affected within a period of 15 days from the date of receipt of request, if all the required documentation is submitted.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. However, Members are not barred from holding shares in physical form. Members who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

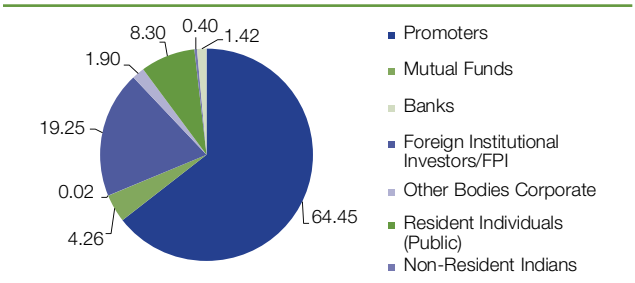
h) Distribution of shareholding as on March 31, 2020

Category (Amount)	No. of Holders	%	Total Shares Held	Amount (₹)
upto 1 - 5000	46688	95.37%	46,17,432	2,30,87,160
5001 - 10000	858	1.75%	12,98,765	64,93,825
10001 - 20000	503	1.03%	14,56,586	72,82,930
20001 - 30000	228	0.47%	11,41,545	57,07,725
30001 - 40000	116	0.24%	8,05,052	40,25,260
40001 - 50000	93	0.19%	8,57,170	42,85,850
50001 - 100000	160	0.33%	23,34,170	1,16,70,850
100001 & ABOVE	307	0.63%	23,95,13,191	1,19,75,65,955
Total	**48953**	**100.00%**	**252023911**	**1260119555**

i) Shareholding pattern as on March 31, 2020

i. Distribution of equity shareholding :

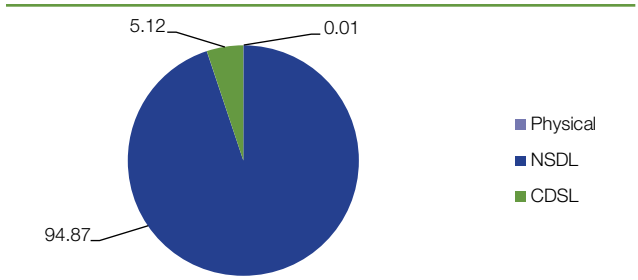
Category	No. of shareholders	No. of shares held	% of shareholding
Promoters	48	16,24,33,533	64.45
Mutual Funds	34	1,07,26,206	4.26
Banks/NBFC	5	38,015	0.02
Foreign Institutional Investors/FPI	183	4,85,05,189	19.25
Other Bodies Corporate	654	47,93,330	1.90
Resident Individuals (Public)	45289	2,09,25,728	8.30
Non-Resident Indians	1397	10,14,369	0.40
Others	1,343	35,87,541	1.42
Total	**48,953**	**25,20,23,911**	**100.00**



j) Shares held in physical and dematerialized form

Category	Number of shareholders	Share-holders %	Number of equity shares held	Share-holding %
Physical	46	0.09	29,332	0.01
NSDL	29406	60.07	23,90,88,032	94.87
CDSL	19501	39.84	1,29,06,547	5.12
Total	**48953**	**100.00%**	**25,20,23,911**	**100.00%**

Break up of physical and dematerialized shares as on March 31, 2020



k) Dematerialization of shares and liquidity

Equity shares of the Company are compulsorily traded in demat form and are available for trading under National Securities Depository Limited (NSDL) and CDSL from 05-01-2010 January 05, 2010 onwards. The International Security Identification Number allotted to the Company,

post sub-division of shares, under Depository System is INE484J01027. As on March 31, 2020, 25,19,94,579 equity shares of ₹ 5/- each, representing 99.99% of the Company's total paid up share capital, have been held in demat form.

Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a Company Secretary in Practice carries out Reconciliation of Share Capital Audit to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid up/ issued share capital is in agreement with the aggregate of the total number of shares in demat form (held by NSDL and CDSL) and in physical form.

l) Outstanding GDRs/ADRs/warrants convertible instruments and their impact on equity

During the year under review, the Company has not issued any ADR/GDR/Warrants or any other convertible instruments.

m) Address for Correspondence

Investor correspondence should be addressed to:

KFin Technologies Private Limited
(Formerly known as Karvy Fintech Private Limited)
(Unit: Godrej Properties Limited)
Selenium Tower-B, Plot No.31 & 32,
Financial District, Gachibowli,
Nanakramguda, Serilingampally,
Hyderabad-500 032
Phone: 040-67162222
Fax: 040-23001153
Email ID: einward.ris@kfintech.com
Toll Free No.: 18003454001
Contact Person: Mr. B. V. Kishore

Compliance Officer: Mr. Surender Varma
Company Secretary & Chief Legal Officer
Godrej One, 5th floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai 400 079

n) Commodity Price Risk / Foreign Exchange Currency Risk and Commodity Hedging activities

The commodity price risk or foreign exchange risk and hedging activities are covered in Management Discussion and Analysis Report.

8) Other Disclosures

a) Materially significant related party transaction

All transactions entered into during the financial year 2019-20 with Related Parties as defined under the Act and the Listing Regulations were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant related party transactions, i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Accounts – Note No. 41 forming part of the Standalone financial statements.

Pursuant to the Regulation 23 of the Listing Regulations, the Company has adopted a Policy on materiality of the Related Party Transactions and on dealing with Related Party Transactions, which has been suitably amended during the year in line with the recent amendments in the Companies Act, 2013. The Policy is hosted on the Company's website at https://www.godrejproperties.com/investor/corporategovernance.

b) Details of non-compliance

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India or any other statutory authority, in relation to any matter related to capital markets, during last three years.

c) Whistle Blower Policy – Vigil Mechanism

The Company's Whistle Blower Policy is in line with the provisions of the sub section 9 and 10 of Section 177 of the Companies Act, 2013 and as per Regulation 22 of the Listing Regulations. This Policy establishes a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We confirm that during the financial year 2019-20, no employee of the Company was denied access to the Audit Committee.

The said Whistle-Blower Policy is available on the website of the Company at https://www.godrejproperties.com/investor/corporategovernance

d) Policy for determining Material Subsidiary

As required under the Listing Regulations, the Company has formulated a Policy for determining 'material' subsidiaries which has been put up on the website of the Company at https://www.godrejproperties.com/investor/corporategovernance.

e) Policy to prevent sexual harassment at the work-place

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Godrej group. To redress complaints of sexual harassment, an Internal Complaints Committee (ICC) of Godrej Properties Limited has been formed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. Ms. Tanya Dubash is the Chairperson of the Internal Complaints Committee and Ms. Nisaba Godrej acts as a representative of Godrej Group along with other Committee members viz Mr. Sumit Mitra, Ms. Raheen Jummani , NGO member, Ms Mamta Bakshi, Mr. Surender Varma and Ms. Prekshya Maharana. During the financial year 2019-20, 3 (three) complaints were received by the Company and the same were investigated in accordance with the procedure laid down under the said Act and the same stands concluded. There were no complaints pending as on the end of the financial year 2019-20. No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported during the period.

f) Policy on Determination of Materiality of Events

The Company has also adopted Policy on Determination of Materiality of Events and Policy on Archival of Documents which has been put up on the website of the Company at https://www.godrejproperties.com/investor/corporategovernance.

h) Dividend Distribution Policy

As required under the Listing Regulations, the Company has formulated a Policy for dividend distribution which has been put up on the website of the Company at https://www.godrejproperties.com/investor/corporategovernance.

i) Details of Demat Suspense Account

As per Schedule V of Part F of the Listing Regulations the Company reports the following details in respect of equity shares lying in the suspense account which were issued pursuant to the public issue.

Sr. No.	Particulars (for the Financial Year 2019-20)	No. of Cases	No. of Equity Shares
1.	Aggregate number of shareholders and the outstanding equity shares in the suspense account lying at the beginning of the year;	1	104
2.	Number of shareholders who approached issuer for transfer of equity shares from suspense account during the year;	0	0
3.	Number of shareholders to whom equity shares were transferred from suspense account during the year;	0	0
4.	Aggregate number of shareholders and the outstanding equity shares in the suspense account lying at the end of the year*.	1	104

**The voting rights on the equity shares shall be frozen till the rightful owner claims such shares.*

j) Details of utilisation of funds raised through Preferential Allotment or Qualified Institutions Placement

The details of utilisation of funds raised through Preferential Allotment or Qualified Institutions Placement are mentioned below.

Preferential Allotment:

Deployment of equity issue proceeds	₹ in crore
Amount Received from Equity Issue	1,000.13
	Actual
Issue Related Expenses	3.57
Capex - New Deal Deployment	996.56
Total Utilisation	1,000.13

Qualified Institutions Placement:

Deployment of equity issue proceeds	₹ in crore
Amount Received in Escrow	2,100.00
	Actual
Issue Related Expenses	34.32
Capex - New Deal	87.24
Total Utilisation	121.56
Investments in Debt Mutual Funds / Bank FD's & Bank Account	**1,978.44**
Investments in Debt Mutual Funds	-
TOTAL	**2,100.00**

k) Audit Fees:

The fees paid by the Company and its subsidiaries (on a consolidated basis) to the statutory auditors and its network firm during the financial year 2019-20 is as under:

SN	Services provided	₹ in crore
1	Audit Fees	1.17
2	Certification and other services	0.07
3	Reimbursement of Expenses	0.08
4	Fees for QIP related work	0.38
TOTAL		**1.70**

l) Certificate from Practicing Company Secretary:

A certificate from Mr. Ashish Kumar Jain (Membership No FCS 6058 & CP No 6124) of M/s A K Jain & Co, Company Secretaries, Practicing Company Secretaries has been obtained stating that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such other statutory authority and the same is annexed to this Report.

m) Non acceptance of any recommendation of any Committee of the Board which was mandatorily required:

During the year, the Board has accepted all recommendation received from all its Committees.

n) Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund:

Members are hereby informed that as per the provisions of Section 124 of the Act, dividend which remains unpaid/ unclaimed over a period of 7 (seven) years has been transferred by the Company to The Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Act

Further, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, 902 equity shares of face value of ₹ 5/- each in respect of which dividend had remained unpaid/ unclaimed for 7 (seven) consecutive years or more from the date of such transfer to Unpaid/Unclaimed Dividend Account of the Company has been transferred to the IEPF by crediting such shares to the DEMAT Account of the IEPF Authority (the "Authority"). The Company has sent individual notice to all the Members whose shares are due to be transferred to the Authority and has also published newspaper advertisement in this regard. Members are requested to visit the website of the Company and/ or the Authority/MCA to check their unpaid/unclaimed dividend status and are advised to write to the Company and/or RTA immediately claiming dividend(s) declared by the Company.

The Members may note that the shares as well as unpaid/ unclaimed dividends transferred to the Authority can be claimed back by making an online application to the Authority in Form IEPF-5 along with the requisite documents available on www.iepf.gov.in. No claims shall lie against the Company in respect of the dividend/shares so transferred to IEPF The Members are requested to note the following due date(s) for claiming unpaid/ unclaimed dividend paid/ declared by the Company:

Sr. No.	Financial Year	AGM	Date of declaration of dividend	Dividend declared per share (₹)	Due date for transfer unclaimed/ unpaid dividend to IEPF
1.	2012-13	28th	July 27, 2013	4.00	September 1, 2020
2.	2013-14	29th	August 2, 2014	2.00	September 7, 2021
3.	2014-15	30th	August 4, 2015	2.00	September 9, 2022

o) Plant locations: The Company operates from various offices in India as given in the third cover page of the Annual Report. The details of various project site of the Company is available on the website of the Company www.godrejproperties.com

9) Details of compliance with mandatory requirements of the Listing Regulations:

I. Disclosure on website in terms of listing regulations	
Item	**Compliance Status (Yes/ No/NA) refer note below**
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Compositions of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Disclosed in Annual Report
Policy for dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

II. Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/ No/NA) refer note below**
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment &Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual secretarial audit / secretarial compliance report	24A	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes

II. Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/ No/NA) refer note below**
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)	Yes
Policy with respect to Obligation of Directors and senior management	26(5)	Not Applicable
Obligation with respect to KMPs, Directors and Promoters	26(6)	Not Applicable

Pursuant to Regulation 7(2) of the Listing Regulations, certificates on half yearly basis have been issued by a qualified practicing Company Secretary confirming the compliance of share transfer formalities by the Company.

10) DISCRETIONARY DISCLOSURES

The status of compliance with non-mandatory recommendations of the Listing Regulations is as follows:

a) **Shareholders' Rights:** As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the shareholders.

b) **Audit Qualifications:** The Company's financial statements for the year 2019-20 do not contain any audit qualification.

c) **Reporting of Internal Auditor:** The Internal Auditors of the Company directly report to the Audit Committee.

Declaration by Managing Director & CEO

I, Mohit Malhotra, Managing Director & Chief Executive Officer of Godrej Properties Limited, hereby confirm pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') that:

The Board of Godrej Properties Limited has laid down a Code of Conduct for all Board members and senior management of the Company. The said code of conduct has also been posted on the Company's website viz. www.godrejproperties.com. All the Board members and senior management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2020.

Mohit Malhotra
Managing Director & Chief Executive Officer

Place : Mumbai
Date : May 11, 2020

REPORT ON CORPORATE GOVERNANCE

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
GODREJ PROPERTIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **Godrej Properties Limited** (hereinafter referred as "Company") for the Financial year ended March 31, 2020 as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

We state that compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Ashwini Inamdar
Partner
FCS No : 9409
CP No. : 11226
UDIN : F009409B000222754

Place : Mumbai
Date : May 11, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Godrej Properties Limited
Godrej One, 5th Floor
Pirojshanagar, Eastern Express Highway
Vikhroli (East)
Mumbai-400079

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Godrej Properties Limited (CIN: L74120MH1985PLC035308) and having registered office at Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment
1	Mr. Amitava Mukherjee	00003285	17/05/2010
2	Mrs. Lalita Dileep Gupte	00043559	16/01/2008
3	Mr. Keki Bomi Dadiseth	00052165	16/01/2008
4	Mr. Nadir Burjor Godrej	00066195	25/04/1990
5	Mr. Jamshyd Naoroji Godrej	00076250	25/04/1990
6	Mr. Pirojsha Adi Godrej	00432983	25/10/2008
7	Mr. Pranay Dhansukhlal Vakil	00433379	16/01/2008
8	Ms. Sutapa Banerjee	02844650	05/11/2019
9	Mr. Mohit Malhotra	07074531	04/08/2015

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
FCS: 6058, CP: 6124
UDIN: F006058B000274361

Place: Mumbai
Date: May 11, 2020

BUSINESS RESPONSIBILITY REPORT

PHILANTHROPIC EFFORTS OF THE GODREJ GROUP

The Godrej Group has been at the forefront of philanthropic and social activities for several decades. Twenty-four per cent of the Godrej Family's shares in most group companies are held in a trust that invests back in initiatives that support the environment as well as improve the quality and availability of healthcare and education. Through investment and oversight by the trust, a large tract of mangrove forests in Mumbai have been protected, developed, and maintained for several years and serve as a second set of lungs for the city. The Godrej Group has continually supported education and supports the Udayachal pre-primary and primary schools, which focus on the all-round development of children. The Udayachal high school has been accredited with the International School Award in recognition of the school incorporating global education into its curriculum and innovation into classroom teaching.

In addition, the Godrej Group has supported initiatives in healthcare through the Godrej Memorial Hospital, which aims to provide quality healthcare at affordable costs. One such initiative is our partnership with 'Smile Train', a US-based NGO, which helps in performing corrective cleft lip and palate surgeries for children from low-income families. The Group offers surgery and hospitalization to the patients free of cost.

GODREJ GOOD & GREEN

In conjunction with our vision of 'Brighter Living' for all stakeholders, we have developed a long-term vision for playing an active part in creating a more inclusive and greener India. This vision has been named 'Godrej Good & Green', which is founded on shared value initiatives. The concept of shared value is defined as policies and operating practices that enhance the competitiveness of a company while simultaneously advancing the economic and social conditions in the communities in which it operates. As part of this initiative, the Group aspires to create a more employable Indian workforce, a greener India and innovate for good and green products by 2020.

Specifically, our Group-level goals for 2020 as part of this vision are as follows:

- Training 1 million rural and urban youth in skilled employment.
- Achieving zero waste to landfill, carbon neutrality, and a positive water balance along with reducing our specific energy consumption and increasing the proportion of renewable energy resources.
- Procuring one-third of our portfolio revenues comprise good and/or green products and services: defined as products that are environmentally superior or address a critical social issue (e.g. health, sanitation and disease prevention) for consumers at the bottom of the income pyramid.

We have a comprehensive CSR policy (http://www.godrej.com/policies.html) that outlines programmes and projects we undertake to create a positive impact on our stakeholders. We have a CSR committee in place to review, monitor and provide strategic inputs for our sustainability efforts.

Over the years, we have aligned our sustainability efforts with national priorities and the needs of our local communities to deliver high-impact programmes that are easy to scale up. Our skill-building initiatives are linked to the National Skill Development Mission. Furthermore, our community development initiatives in areas surrounding our construction sites are focused on improving the teaching–learning environment.

We are associated with the Integrated Water Management Programme, under the Ministry of Rural Development, through our large-scale integrated watershed projects in drought-prone regions to restore the ecological balance by harnessing, conserving and developing degraded natural resources and thus providing sustainable livelihoods in the region.

In line with the Swachh Bharat Mission, we have initiated several community and ward level waste management projects across Mumbai.

Our community projects are supplemented by Brighter Giving a structured volunteering platform through which our team

members can offer their time and skills to help address a non-profit organization's needs. Through Brighter Giving, Godrejites can volunteer their time, knowledge and skills to help address the specific needs of a non-profit organisation on a project basis.

Brighter Giving also serves as a channel through which our team members can connect with and learn more about Good & Green. The programme has a long-term goal, seeking to enable and drive meaningful initiatives for our non-profit partners and/or their beneficiaries. Volunteers accomplish this by using their professional skills and expertise to develop relevant, implementable and sustainable solutions for the organisation's with which they work.

Our employees also get involved in the philanthropic efforts of the business through workplace giving, wherein the employee donates some part of their payroll to an organization of their choice or for disaster relief efforts. So far through workplace giving, we have supported Save the Children (Bal Raksha Bharat), Teach For India and World WildLife Fund, Habitat for Humanity and Sustainable Environment and Ecological Development Society (SEEDS)-.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company:** L74120MH1985PLC035308
2. **Name of the Company:**

   Godrej Properties Limited
3. **Registered address:**

   Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079.
4. **Website:**

   www.godrejproperties.com
5. **E-mail id:**

   secretarial@godrejproperties.com
6. **Financial Year reported:**

   2019-20
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service
1.	Construction and Real Estate Development	4100

8. **List three key products/services that the Company manufactures/provides (as in balance sheet):**

   Development of residential and commercial projects.
9. **Total number of locations where business activity is undertaken by the Company:**

   (a) Number of International Locations (Provide details of major 5):

   Singapore, Dubai and USA

   (b) Number of National Locations:

   The company has business activity in over 12 domestic locations.
10. **Markets served by the Company – Local/State/ National/International:**

    National.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR):** ₹ 126.01 crore.
2. **Total Turnover (INR):** ₹ 1,747.05 crore.
3. **Total profit after taxes (INR):** ₹ 312.82 crore.
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):**

   The Company has spent ₹2.57 crore – 82.11% of the prescribed CSR expenditure of ₹3.13 crore (being the 2% of the average net profit of the Company for the last three years as mandated in the Companies Act, 2013.)
5. **List of activities in which expenditure in 4 above has been incurred:-**

   The expenditure has been incurred, inter-alia, in the following areas -

   (a) Nipun skill enhancement training.

   (b) Worker welfare interventions

   (c) Disaster relief support

   (d) Education and nutrition programme for children

   (e) Integrated decentralised solid waste management project.

   (f) Neighbourhood Waste Management Programme

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies?**

   Yes, the Company has 17 subsidiaries as on March 31, 2020.

2. **Do the Subsidiary Company/Companies participate in the (Business Responsibility) BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):**

   GPL encourages subsidiaries to participate in Business Responsibility (BR) initiatives. The Business Responsibility policies of the subsidiaries are in line with the local requirements.

3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**

   No.

SECTION D: BR INFORMATION

1. **Details of Director/Directors responsible for BR**

   (a) Details of the Director/Directors responsible for implementation of the BR policy/policies

   1. **DIN Number**
   2. **Name**
   3. **Designation**

      No director has yet been nominated.

   (b) Details of the BR head

   Ms. Gayatri Divecha, Associate Vice President, Good and Green

2. **Principle-wise (as per NVGs) BR Policy/policies**

   (a) Details of compliance (Reply in Y/N)

No.	Questions	P1 Business Ethics	P2 Sustainability	P3 Employees' well-being	P4 Stakeholders' Welfare	P5 Human Rights	P6 Environment	P7 Regulatory Policy	P8 Equitable Development	P9 Customer Responsibility
1	**Do you have a policy/ policies for....**	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	**Has the policy being formulated in consultation with the relevant stakeholders?**	The Company has formulated the policies and adopted best practices in its own volition. However, while formulating the policies and adopting the same, the Company has been sensitive to the stakeholders interest.								
3	**Does the policy conform to any national / international standards? If yes, specify?**	The company policies are aligned with Godrej Group policies incorporating the global best practices.								
4	**Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?**	Since all the policies are not required to be approved by the Board, the approval of the Board has been obtained where it is mandatory.								

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Business Ethics	Sustainability	Employees' well-being	Stakeholders' Welfare	Human Rights	Environment	Regulatory Policy	Equitable Development	Customer Responsibility
5	**Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?**	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	**Indicate the link for the policy to be viewed online?**	http://www.godrejproperties.com/investor/corporate-governance (for Code of Conduct; Whistle Blower Policy; Corporate Social Responsibility Policy; Related Party Transactions Policy; Material Subsidiary Policy; Policy on determining materiality of event.)								
7	**Has the policy been formally communicated to all relevant internal and external stakeholders?**	Internal stakeholders are made aware of the policies. External stakeholders are communicated to the extent applicable.								
8	**Does the company have in-house structure to implement the policy/ policies?**	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	**Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?**	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	**Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?**	Y	Y	Y	Y	Y	Y	Y	Y	Y

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Not Applicable.

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. GOVERNANCE RELATED TO BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:

The Board of Directors of the company assesses various initiatives forming part of the BR performance of the company at least once a year.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company publishes the information on BR in the Annual Report of the company. The hyperlink to view the Annual Report is: https://www.godrejproperties.com/investor/annual-report

The company also prepares a Sustainability Report financial year wise, as per the framework provided by the Global Reporting Initiative (GRI). The Company is getting limited external assurance for the Sustainability Report and shall publish it in the coming year.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with ethics, transparency and accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No.

Does it extend to the Group/Joint Ventures/ Suppliers/Contractors /NGOs/ Others?

The Company has a Code, which is applicable to all its employees, subsidiaries and joint ventures. The Company also encourages its business partners to follow the Code.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

During the year no complaints were received from any of the stakeholders.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Godrej Group's Good & Green vision supports the development of products that are environmentally sustainable. As part of the vision, the Company aspires to develop products that consumes fewer resources (energy and water), emit fewer greenhouse gases and include recyclables, renewables and/or natural materials.

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

(a) Residential

(b) Commercial

(c) Townships

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The company ensures that the majority of the materials used across all our projects are sourced locally, within a range of 400-500 km from the project sites. Along with the local sourcing, our construction waste is reused or sent to recycling agencies, ensuring that the company is diverting the same from landfill. In order to better understand the quantum and life-cycle of the waste generated at real estate project sites, GPL is funding a research project by IIT Tirupati under its CSR initiatives.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Due to low flow plumbing fixtures, Rain Water Harvesting (RWH) and Sewage Treatment Plants (STPs) used in our projects, we are able to achieve water savings of around 25-30% as compared to the baselines (IGBC baseline). For e.g. in one of our projects, Godrej Aqua in Bangalore, there is a four-stage water purification process in order to reuse almost 80% of the water back in the project itself.

Similarly, usage of energy-efficient lighting and equipment along with usage of renewable energy in our projects across the portfolio, the company is able to achieve energy savings to the tune of 12-15% in comparison to the baseline (ASHRAE).

3. **Does the company have procedures in place for sustainable sourcing (including transportation)?**

   The below mentioned strategies have been used across projects for ensuring sustainable sourcing:

   - 65-70% of the raw materials used are obtained locally, i.e. within a distance of 400-500 km
   - FSC certified wood is used for projects, making sure the wood is sourced responsibly
   - Materials with high recycled content are given preference to avoid stress on virgin materials

4. **Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

   (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

   - Local vendors are preferred for raw materials and equipment needed during the construction
   - Selection is done based on quality and preference is given to the local vendors

5. **Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so**

   - Construction waste in the form of debris is segregated based on its utility and reused on site for backfilling or leveling purpose
   - Construction waste in the form of rebars is reused on site in boundary wall or other non-load-bearing areas.
   - Construction waste in the form of plywood or wooden board pieces are reused as formwork for some of the work
   - Construction waste not being reused on site is sent for recycling by appropriate agencies
   - We treat >10% of the organic waste during operation (100% organic waste treated on site)

Principle 3: Businesses should promote the wellbeing of all employees

Code of Conduct:

Your company focuses on ensuring the well-being of all team members. The safety and health of team members is extremely important to company and committed to building and maintaining a safe and healthy workplace. Ensuring diversity, zero discrimination, safety, health and other attributes essential to a healthy and good working environment are part of its Code of Conduct. All employees who join the company demonstrate their commitment to follow the Code of Ethics by signing in their acceptance to adhere to the same. The Code of Conduct is also available on the internal employee portal. Examples of a few of the principles of this code of conduct are listed below:

A. Diversity, anti-discrimination and Equal Opportunities Policy:

The company recognize merit and perseverance and encourage diversity and do not tolerate any form of discrimination on the basis of nationality, race, colour, religion, caste, gender, gender identity or expression, sexual orientation, disability, age, or marital status and will allow for equal opportunities for all the team members.

The company values diversity within the Godrej Group and is committed to offering equal opportunities in employment. The company do not discriminate against any team member or applicant for employment. Godrej Industries Limited and Associate Companies also subscribes to the CII-ASSOCHAM Code of Conduct for Affirmative Action.

Ms. Nisaba Godrej serves as the Diversity Ombudsman for the team members and seeks to resolve any complaints or queries which are raised in relation to this.

At the sourcing stage we ensure that diversity profiles are forming part of talent pool being assessed for any role, merit being the sole criterion for selection. We are driving our efforts to make all our workplaces and functions conducive for women.

B. Prevention of sexual harassment:

The company is committed to creating and maintaining an atmosphere in which its team members can work together, without fear of sexual harassment, exploitation or intimidation. The company has ensured compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act"). The company has constituted an Internal Complaints Committee in accordance with the Act and updated the group's policy to ensure that women are protected against sexual harassment at the workplace. Every team member is made aware that the Godrej Group is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and the Group policy. The company take all necessary action(s) required to prevent and correct behaviour that violates this policy.

C. Safety and Health:

The company remain committed to protecting and building a safe and healthy workplace.

The company is committed to building and maintaining a safe and healthy workplace and provides a safe and healthy working environment, equipment and systems of work for all team members. The company provides the information, training and supervision needed for this purpose.

Furthermore, it is committed to the health and well-being of team members and have an onsite medical centre, hospital and children's day care facility within the Godrej Vikhroli campus.

Women's Area

A women's area has been designed for Godrej group women employees as a resting and nursing space especially for expecting mothers, new mothers and women with special needs. However, other women may also use this space if needed.

Some of the facilities provided are:

1. Three resting rooms with mini fridge inside
2. Lounge seating with magazines and newspapers
3. Tea/Coffee station available throughout the day during operational hours
4. First aid and essential medicines

Progressive Human Resource policies:

GPL prides itself as a great place to work, a fact recognised and acknowledged externally as well. HR policies like flexible work hours, work from home arrangements, part-time work, to name a few, go a long way in ensuring that our team members successfully strike a work-life balance.

A. Maternity and Paternity Leave and Benefits Policy:

The company is one of the leading companies in India to provide a fully paid six months maternity leave and benefits and a flexible work arrangement for a maximum duration of 6 months, from the date one resumes work. The company also have three months adoption leave and benefits and paternity leave and benefits options.

B. Late Night Cab Facility and Ola for Business:

The safety and well-being of all Godrejites is something the company care deeply about. The company has a late night cab facility for our Mumbai based team members for their safe travel from work to home when working late in the office.

The Company further provides Ola for Business service, which can be availed by employees travelling for Company related work.

C. Careers 2.0 programme:

A recent initiative from the Godrej Industries Group is the Career 2.0 programme, which provides a transition platform for women professionals who have taken a career break but now wish to return to work. The objective of this initiative is to tap the leaking talent pipeline of high potential performers & facilitate their re-entry into the corporate world. The participants are offered attractive project stipends to work on live business projects on a flexi/part time basis.

D. Sustenance Allowance Policy:

The company also provide sustenance allowance to our specially-abled team members. This financial support is provided to our team members who require additional infrastructure and safe travel from home to office. The objective is to ameliorate the living conditions and provide better opportunities and sustenance to specially-abled employees of company.

1. **Please indicate the Total number of employees :** 1516 (including sub-staff)
2. **Please indicate the Total number of employees hired on temporary/contractual/casual basis :** 452
3. **Please indicate the Number of permanent women employees :** 436
4. **Please indicate the Number of permanent employees with disabilities :** 0

5. **Do you have an employee association that is recognized by management :** No

6. **What percentage of your permanent employees is members of this recognized employee association? :** 0

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

Sr. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	0	0
2.	Sexual harassment	3	0
3.	Discriminatory employment	0	0

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

- Permanent Employees – 84%
- Permanent Women Employees – 84%
- Casual/Temporary/Contractual Employees – 21%
- Employees with Disabilities - Nil

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1. **Has the company mapped its internal and external stakeholders? Yes/No**

   Yes

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**

   The company has identified and is responsive to the needs of all its stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

   The initiatives for marginalized communities revolve around helping spread awareness of the government run schemes, skill based training for job seekers in construction and allied services, handholding small scale entrepreneurs into the formal economy, providing funding support to recreate community infrastructures post disasters etc. The company also runs an employee volunteering program where our employees use their skills to assist non-profit organizations. The aid ranges from making marketing plans, HR polices, communications amongst other things. An annual volunteering day is also celebrated across the company sites where employees spend time with children from government schools, participate in community level activities. Moreover, under the workplace giving initiative, the company encourage donations to non-profits such as Teach for India – working for children's education, Save The Children India – working on eradicating children's health issues and child trafficking and World Wildlife Fund – working towards animal rights and protection. They are also involved in donating monetarily or in-kind during natural calamities such as Maharashtra flood relief.

Principle 5: Businesses should respect and promote human rights

1. **Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

   The Company has a policy that is applicable to all our team members in the Company. For its subsidiaries and joint ventures, the policy is applicable in line with the local requirements prevailing in the area of operation. The Company encourages its Business Partners to follow the policy.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   During the year under review, no complaints were received from any stakeholder.

   Nil

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others.

Godrej Properties Ltd., as a part of the larger GILAC group, had committed to ensuring specific environmental goals by 2020 under the group-wide policy of 'Good & Green'. 'Green' relates to the natural environment and the business's role in preserving & protecting the same and extends to group companies, suppliers, vendors and contractors and 'Green' programme partners. Currently, we are working on the vision and target for 2025.

More information on our Good & Green goals and programs can be found at: https://www.godrej.com/good-and-green.html

2. Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

Yes, Godrej Properties Limited ('GPL' or the 'Company') is committed to sustainability which can be seen in our triple bottom line approach of 'People, Planet & Profit'. GPL committed to certain specific environmental goals by 2020 under the Godrej group's overarching 'Good & Green' programme and is currently working on the vision for 2025.

As a part of GPL's initiatives to meet the specific environmental goals, the company undertakes sustainability reporting using the Global Reporting Initiative (GRI) framework. GRI is a non-financial disclosure of performance indicators covering social, environmental & economic aspects. It enables us to incorporate sustainability across all domains of our business, cement our triple bottom line approach, and monitor and assess efficiency in operational practices, processes, technologies and materials, and understand our environmental footprint. The practice of assessing sustainability information inspires accountability while helping identify and manage risks. We have been able to initiate best practices and commission projects for reducing our environmental footprint through mitigation and offset mechanisms.

Godrej Properties Limited ('GPL' or the 'Company') constantly endeavours to achieve energy conservation by adopting green building practices certified/rated under any of the prevalent green systems in the country – Indian Green Building Council (IGBC), Green Rating for Integrated Habitat Assessment (GRIHA), Leadership in Energy and Environmental Design (LEED), and the Excellence in Design for Greater Efficiencies (EDGE). As of the end of FY19-20, 87.66% of entire GPL portfolio is under green measures, i.e. certified/pre-certified under credible external green rating systems.

As an integral part of International Finance Corporation's (IFC) eco-cities program which is supported by the European Union, we are one of the five founding members of the Sustainable Housing Leadership Consortium (SHLC) along with Mahindra Lifespace Developers Limited, TATA Housing Development Company Limited, Shapoorji Pallonji Real Estate, and VHBC Value Homes Pvt Ltd. The SHLC is a first of its kind, voluntary, and collaborative private-sector led consortium convened by the IFC, a member of the World Bank Group. The consortium aims to drive sustainability in India's housing market and make 20 per cent of India's new housing construction sustainable by the year 2022. The SHLC provides advocacy for broader industry and government policy actions to enable the market for sustainable housing.

As stated earlier, the company has initiated projects to offset the environmental footprints due to our operations. GPL undertook an integrated watershed management programme in the Beed district of Maharashtra. The project covers an area of about 3300 Ha in three villages of Beed district – Jamb, Bavi and Zapewadi. This project not only helps in water conservation through restructuring of the water basin but also carbon sequestration through Sustainable Agriculture and Land Management (SALM) practices. This project is registered under the Verified Carbon Standard (VCS), an international carbon accounting market, and is the second project of its type, globally.

Integrated Watershed Management Programme at Beed, Maharashtra

One of our projects, the Neighbourhood Waste Management Programme, resulted in 62.8 tonnes of waste being diverted from landfill sites in FY19-20.

The company has also initiated the pilot of an integrated decentralised solid waste management project in Konark, Odisha. The project follows a 'No Open Waste' or NOW approach and aims to divert approximately 95% of the collected waste from landfill or dumping sites through segregation at source and a well-established value-chain involving not only the collection staff but waste aggregators and recyclers as well. Technology will also be leveraged in this project as a digital platform is being created to help track the whole process and it will provide data ranging from level of collection & segregation to the staff attendance. Organic waste that is collected will be converted into compost.

Door-to-door waste collection and public participation in segregation at source

Organic waste being converted to compost at the Micro Composting Centre (MCC)

A new project for planting 15,750 saplings, using the Miyawaki method, at Kalai Village in Gujarat has also been commissioned. Around 40 native species will be used for the plantation. This project will not only lead to rejuvenation of the area but is also a means of voluntary carbon sequestration.

More information on our Good & Green goals and programs can be found at: https://www.godrej.com/good-and-green.html

3. Does the company identify and assess potential environmental risks? Y/N

Yes

- Environmental Impact Assessment (EIA) is carried out for large projects which can have a major impact on the surrounding environment
- Strategies to minimise or negate the impact are worked out for every specific project
- Soil erosion control measures are taken to avoid any contamination of the site and/or surrounding areas
- Retaining at least 15-20% of the natural topography ensures minimum impact to environment
- Developing over virgin ground creates issues for water percolation into the ground. This is taken care of by taking proper measures for rainwater harvesting and groundwater recharge.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if 'Yes', whether any environmental compliance report is filed?

No

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.

Yes

- Godrej Prana & Godrej Infinity, Pune: Using solar PV panels to accommodate the lighting and switch Load for the marketing offices (sales office, sample apartment, project office) and using grid power for the air conditioning load
- Godrej BKC, Mumbai: Using the highest efficiency solar panels currently available in the market to generate 1% of the building's entire connected load
- Energy Efficiency: Use of at least BEE 3-star rated equipment, and use of highly efficient glazing to decrease the load on air conditioning are standard practice for all major projects.
- Godrej Manjari, Pune: Using recycled plastic pavers for its marketing office's landscape area as a prototype/pilot testing to encourage the use of recycled plastic products.
- The Trees - Imagine Studio, Mumbai: Is a very good example of adaptive reuse buildings that are generally more sustainable than creating a new structure. Two former power co-generation plants and a boiler were repurposed to accommodate new functions as a studio, workshop and café respectively. A tall chimney reminiscent of the bygone industrial aesthetic has been treated as a graphic memorial.
- Godrej Aqua, Bangalore: All apartments are water secure as the development has a four-stage water purification process in order to reuse almost 80% of water back in the project itself.
- Godrej Air, Gurgaon: Using heat exchanger type ceiling-mounted filter unit equipped with HEPA filter with fresh air circulation inside apartments to provide better air quality for the residents of an area with usually high air-pollution levels.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

- Not Applicable -

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

- None -

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

GPL ensures that its policy consists of the highest degree of responsible and ethical behaviour and works with collective platforms such as trade and industry chambers and associations to raise matters with the relevant government bodies. GPL is a member of CII, FICCI and other trade associations.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No;

If yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

GPL has been making representation through CII and other trade associations for advancement/improvement of public good.

Principle 8: Businesses should support inclusive growth and equitable development

Our Good & Green vision inspires each one of us at Godrej to continue to work towards building a brighter, greener and more inclusive India. As part of our employability programmes, we have trained over 530,000 young people from low-income groups in skills that will enhance their earning potential.

As part of our Greener India programme, we have implemented a number of environmental projects which not only help us to mitigate our environmental footprints but also to create healthier and more sustainable habitats. The integrated watershed management programme in the Beed district of Maharashtra helped generate employment in the region during project implementation by involving the local population. Female participation was seen in high numbers. It has also improved the income generation of the farmers in the area by ensuring a better cropping cycle. The Neighbourhood Waste Management Programme has helped provide employment for people as housekeeping staff for operating the composters.

You can find more details about our programmes at https://www.godrej.com/good-and-green.html

1. **Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes, details thereof.**

   Godrej recognizes and encourages the skill development initiatives championed by the government to increase employability and hence employment of the youth. In pursuance of Godrej's social responsibility commitments, GPL runs Nipun, a program developed to train and upskill blue collar workers in construction and allied trades. In FY 2019-20, we've enabled upskilling of the workers, provided and helped employ women into non-traditional trades such as plumbing and electrical. These trainings are conducted majorly in the hubs of migrant workers Delhi NCR and Maharashtra.

   As stated earlier, the integrated watershed management programme in the Beed district of Maharashtra helped generate employment in the region during project implementation by involving the local population. Female participation was seen in high numbers. It has also improved the income generation of the farmers in the area and reduced migration by ensuring a better cropping cycle. The Neighbourhood Waste Management Programme has helped provide employment for people as housekeeping staff for operating the composters. The integrated decentralised solid waste management project in Konark, Odisha has helped provide formal employment to rag-pickers by integrating them into the collection transportation and processing team. The local self-help groups have also shown active participation in the programme.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?**

   The programs are delivered by NGOs and trainings partners and are managed by our in-house team.

3. **Have you done any impact assessment of your initiative?**

   Yes. We have conducted a third party impact assessment of Nipun.

   The carbon interventions the integrated watershed management programme in Beed are registered under the international carbon framework of the Verified Carbon Standard (VCS). The calculations for the estimated carbon offset have been done by a third-party assessor. A third-party assessment of the water conservation by studying net groundwater recharge has also been commissioned for 5 years. The first year of the assessment was 2019 and it will continue till 2023. The company has also initiated a scientific study for understanding the social impact of the project.

4. **What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?**

   (i) The skilling and upskilling programs are run for women from marginalized background and daily wage workers from the surrounding community and (ii) day care centre with focus on child education and nutrition is run within the community that serves children of migrant labourers and the villages nearby. The amount spent on the above activity is (i) INR 58.7 Lacs for Nipun (skilling and upskilling programme), (ii) INR 71.37 Lac for day care centres

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   The day care centre run in the village near GPL construction site is run in conjunction with teachers hired and trained locally by a non-profit partner, the centre also caters to children from the community – so a continuous interaction with community is maintained.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible matter

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

   4.09% of the complaints received are pending resolution as on March 31, 2020

2. **Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)**

   Not applicable

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

   No

4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**

   Yes

INDEPENDENT AUDITORS' REPORT

To the Members of Godrej Properties Limited

Report on the Audit of the Standalone financial statements

Opinion

We have audited the standalone financial statements of Godrej Properties Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information in which are incorporated returns from branches in Singapore and Dubai, UAE (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition (refer note 27 to the standalone financial statements)

The Key Audit Matter	How the matter was addressed in our audit
The Company's most significant revenue streams involve sale of residential and commercial units representing 90.19% of the total revenue from operations of the Company. Revenue is recognised post transfer of control of residential and commercial units to customers for the amount / consideration which the Company expects to receive in exchange for those units. The trigger for revenue recognition is normally completion of the project or receipt of approvals on completion from relevant authorities or intimation to the customer of completion, post which the contract becomes non-cancellable. The Company records revenue, over time till the actual possession to the customers, or on actual possession to the customers, as determined by the terms of contract with customers.	Our audit procedures included following: • Evaluating the design and implementation and tested operating effectiveness of key internal controls over revenue recognition. • Evaluating the accounting policies adopted by the Company for revenue recognition to check those are in line with the applicable accounting standards and their consistent application to the significant sales contracts. • Scrutinising the revenue journal entries raised throughout the reporting period and comparing details of a sample of these journals, which met certain risk-based criteria, with relevant underlying documentation.

The Key Audit Matter	How the matter was addressed in our audit
The risk for revenue being recognised in an incorrect period presents a key audit matter due to the financial significance and geographical spread of the Company's projects across different regions in India.	• Testing timeliness of revenue recognition by comparing individual sample sales transactions to underlying contracts. • Conducting site visits during the year for selected projects to understand the scope, nature and progress of the projects. • Considering the adequacy of the disclosures in the standalone financial statements in respect of the judgments taken in recognising revenue for residential and commercial property units in accordance with Ind AS 115.
Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete Revenue recognition involves significant estimates related to measurement of costs to complete for the projects. Revenue from projects is recorded based on the Company's assessment of the work completed, costs incurred and accrued and the estimate of the balance costs to complete. Considering the significant estimate involved in measurement of revenue, we have considered measurement of revenue as key audit matter.	**Revenue recognition prior to receipt of Occupancy Certificate/ similar approval and intimation to the customer** • Obtaining and understanding revenue recognition process including identification of performance obligations and determination of transfer of control of the asset underlying the performance obligation to the customer. • Evaluating revenue overstatement or understatement by assessing Company's key judgments in interpreting contractual terms. Determining the point in time at which the control is transferred by evaluating Company's in-house legal interpretations of the underlying agreements i.e. when contract becomes non-cancellable. • Identifying and testing operating effectiveness of key controls around approvals of contracts, milestone billing, intimation of possession letters / intimation of receipt of occupation certificate and controls over collection from customers. • Testing sample sales of units for projects with the underlying contracts, completion status and proceeds received from customers. • Requesting confirmations, on a sample basis, from major customers for selected projects and reconciling them with revenue recognised. In case of non-receipt of confirmations, we have performed alternative procedures by comparing details with contracts, collection details and other underlying project related documentation.

The Key Audit Matter	How the matter was addressed in our audit
	Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete • Identifying and testing operating effectiveness of key controls over recording of project costs. • Assessing the costs incurred and accrued to date on the balance sheet by examining underlying invoices and signed agreements on a sample basis. Assessing contract costs to check no costs of revenue nature are incorrectly recorded in the balance sheet. • Comparing, on a sample basis, revenue transactions recorded during the year with the underlying contracts, progress reports, invoices raised on customers and collections in bank accounts. Also, checked the related revenue had been recognised in accordance with the Company's revenue recognition policies. • Comparing the costs to complete workings with the budgeted costs and inquiring for variance. • Sighting Company's internal approvals, on sample basis, for changes in budgeted costs along with the rationale for the changes.

Inventories (refer note 12 to the standalone financial statements)

The Key Audit Matter	How the matter was addressed in our audit
Inventories held by the Company comprising of finished goods and construction work in progress represent 12.71% of the Company's total assets. Inventory may be held for long periods of time before sale making it vulnerable to reduction in net realizable value (NRV). This could result in an overstatement of the value of inventory when the carrying value is higher than the NRV. **Assessing NRV** NRV is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale and estimated costs of completion (in case of construction work-in- progress). The inventory of finished goods and construction work-in- progress is not written down below cost when completed flats/ under-construction flats /properties are expected to be sold at or above cost.	Our audit procedures included: • Understanding from the Company the basis of estimated selling price for the unsold units and units under construction. • Evaluating the design and testing operating effectiveness of controls over preparation and update of NRV workings by designated personnel. Testing controls related to Company's review of key estimates, including estimated future selling prices and costs of completion for property development projects. • Evaluating the Company's judgement with regards to application of write-down of inventory units by auditing the key estimates, data inputs and assumptions adopted in the valuations. Comparing expected future average selling prices with available market conditions such as price range available under industry reports published by reputed consultants and the sales budget plans maintained by the Company.

The Key Audit Matter	How the matter was addressed in our audit
For NRV assessment, the estimated selling price is determined for a phase, sometimes comprising multiple units. The assessment and application of write-down of inventory to NRV are subject to significant judgement by the Company. As such inappropriate assumptions in these judgements can impact the assessment of the carrying value of inventories. Considering the Company's judgement associated with long dated estimation of future market and economic conditions and materiality in the context of total assets of the Company, we have considered assessment of net realizable value of inventory as key audit matter.	• Comparing the estimated construction costs to complete each project with the Company's updated budgets. Re-computing the NRV, on a sample basis, to test inventory units are held at the lower of cost and NRV.

Deferred Tax Assets (refer note 10 to the standalone financial statements)

The Key Audit Matter	How the matter was addressed in our audit
Recognition and measurement of deferred tax assets Under Ind AS, the Company is required to reassess recognition of deferred tax asset at each reporting date. The Company has deferred tax assets in respect of brought forward losses and other temporary differences, as set out in note 10 (b) to the standalone financial statements. The Company's deferred tax assets in respect of brought forward business losses are based on the projected profitability. This is determined on the basis of approved business plans demonstrating availability of sufficient taxable income to utilize such brought forward business loss. We have identified recognition of deferred tax assets as key audit matter because of the related complexity and subjectivity of the assessment process. The assessment process is based on assumptions affected by expected future market or economic conditions.	**Our audit procedures included:** • Obtaining the approved business plans, projected profitability statements for the existing ongoing projects. • Evaluating the design and testing the operating effectiveness of controls over quarterly assessment of deferred tax balances and underlying data. • Evaluating the projections of future taxable profits. Testing the underlying data and assumptions used in the profitability projections and performing sensitivity analysis. Checking other convincing evidence like definitive agreements for land / development rights and verifying the project plans in respect of new projects and review of contractual agreements with customers and estimates on unsold inventory for existing projects. • Assessing the recoverability of deferred tax assets by evaluating profitability, Company's forecasts and fiscal developments. • Focusing on the adequacy of the Company's disclosures on deferred tax and assumptions used. The Company's disclosures concerning income taxes are included in note 10 to the standalone financial statements.

Investment in subsidiaries, joint ventures and an associate and loans/financial instruments to group entities. (refer note 6, 7 and 17 to the standalone financial statements)

The Key Audit Matter	How the matter was addressed in our audit
The carrying amount of the investments in subsidiaries, joint ventures and an associate held at cost less impairment represents 8.96% of the Company's total assets. The loans/ financial instruments to subsidiaries and joint ventures represents 35.41% of the Company's total assets. **Recoverability of investment in subsidiaries, joint ventures and an associate** The Company's investments in subsidiaries, joint ventures and an associate are carried at cost less any diminution in value. The investments are assessed for impairment at each reporting date. The impairment assessment involves the use of estimates and judgements. The identification of impairment event and the determination of an impairment charge also require the application of significant judgement by the Company. The judgement, in particular, is with respect to the timing, quantity and estimation of projected cash flows of the real estate projects in these underlying entities. In view of the significance of these investments and above, we consider valuation / impairment of investments in subsidiaries, joint ventures and an associate to be a key audit matter.	**Recoverability of investments in joint ventures and an associate** Our audit procedures included: • Evaluating design and implementation and testing operating effectiveness of controls over the Company's process of impairment assessment and approval of forecasts. • Assessing the valuation methods used, financial position of the subsidiaries, joint ventures and an associate to identify excess of their net assets over their carrying amount of investment by the Company and assessing profit history of those subsidiaries, joint ventures and an associate. • For the investments where the carrying amount exceeded the net asset value, understanding from the Company regarding the basis and assumptions used for the projected profitability. • Verifying the inputs used in the projected profitability. • Testing the assumptions and understanding the forecasted cash flows of subsidiaries, joint ventures and an associate based on our knowledge of the Company and the markets in which they operate. • Assessing the comparability of the forecasts with historical information. • Analysing the possible indications of impairment and understanding Company's assessment of those indications. • Considering the adequacy of disclosures in respect of the investment in subsidiaries, joint ventures and an associate.

The Key Audit Matter	How the matter was addressed in our audit
Recoverability of loans/financial instruments to subsidiaries and joint ventures The Company has extended loans/financial instruments to joint ventures and subsidiaries. These are assessed for recoverability at each period end. Due to the nature of the business in the real estate industry, the Company is exposed to heightened risk in respect of the recoverability of the loans/financial instruments granted to the aforementioned parties. In addition to nature of business, there is also significant judgment involved as to the recoverability of the working capital and project specific loans/financial instruments. This depends on property developments projects being completed over the time period specified in agreements. We have identified measurement of loans/financial instruments to subsidiaries and joint ventures as key audit matter because recoverability assessment involves Company's significant judgement and estimate.	**Recoverability of loans/financial instruments to subsidiaries and joint ventures** Our procedures included: • Evaluating the design and implementation and testing operating effectiveness of key internal controls placed around the impairment assessment process of the recoverability of the loans/financial instruments. • Assessing the net worth of subsidiaries and joint ventures on the basis of latest available financial statements. • Assessing the controls for grant of new loans/financial instruments and sighting the Board approvals obtained. We have tested Company's assessment of the recoverability of the loans/financial instruments, which includes cash flow projections over the duration of the loans/financial instruments. These projections are based on underlying property development appraisals. • Tracing loans/financial instruments advanced / repaid during the year to bank statement. • Obtaining independent confirmations to assess completeness and existence of loans/financial instruments and advances given to subsidiaries and joint ventures as on 31 March 2020.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143 (3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;

(b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this report are in agreement with the books of account;

(d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;

(e) on the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) with respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements – Refer Note 45 to the standalone financial statements;

ii. the Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020; and

iv. the disclosures in the standalone financial statements regarding holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2020.

(C) With respect to the matter to be included in the Auditors' Report under Section 197 (16) of the Act, we report that:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act; and the Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Aniruddha Godbole
Partner
Membership No: 105149
UDIN: 20105149AAAADG2559

Mumbai
11 May 2020

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH 2020

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2020, we report the following:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets including property, plant and equipment and investment properties and investment property under construction.

(b) The Company has a regular programme of physical verification of its fixed assets including property, plant and equipment and investment properties by which the fixed assets including property, plant and equipment and investment properties are verified by the management according to a phased programme designed to cover all the items over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with the policy, the Company has physically verified certain property, plant and equipment and investment properties during the year and no discrepancies were noticed in respect of assets verified during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The Company's inventory includes construction work in progress. Accordingly, the requirements under paragraph 3(ii) of the Order are not applicable for construction work in progress. The inventory comprising of finished goods has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. No discrepancies were noticed on verification between the physical stocks and the book records.

(iii) The Company has granted unsecured loans to fourteen companies and thirty five limited liability partnerships covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). The Company has not granted any loans, secured or unsecured, to firms or other parties covered in the register required to be maintained under Section 189 of the Act.

i) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the rate of interest and other terms and conditions of unsecured loans granted by the Company to companies and limited liability partnerships covered in the register required to be maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.

ii) According to the information and explanations given to us and based on the audit procedures conducted by us, the unsecured loans granted to the companies and the interest thereon are repayable on demand and the unsecured loans granted to limited liability partnerships and the interest thereon are repayable on demand or repayable as per contractual terms of the respective limited liability partnership agreements. The borrowers have been regular in payment of principal and interest as demanded or as per contractual terms, as applicable.

iii) There are no overdue amounts of more than 90 days in respect of the unsecured loans granted to companies and limited liability partnerships by the Company.

(iv) In our opinion and according to the information and explanations given to us and based on the audit procedures conducted by us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to loans granted, guarantees provided and investments made by the Company. The Company has not provided any security in connection with a loan to any other body corporate or person and accordingly, compliance under Sections 185 and 186 of the Act in respect of providing securities is not applicable to the Company.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Goods and Service tax, Labour cess, Professional tax, Property tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Amounts deducted / accrued in the books of account in respect of undisputed statutory dues of Income-tax have generally been regularly deposited during the year by the Company with the appropriate authorities, though there have been slight delays in a few cases. As explained to us, the Company did not have any dues on account of wealth tax.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Service tax, Labour cess, Professional tax, Property tax, Cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income-tax, Sales tax, Service tax, Value added tax and Goods and Service tax as at 31 March 2020, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Name of the statute	Nature of the dues	Amount not deposited on account of demand Rupees in crores*	Financial year (F.Y.) to which the amount relates	Forum where dispute is Pending
MVAT Act, 2002	Entry Tax	0.77	2012-13	The Joint Commissioner of MVAT (Appeal -4), Mumbai
MVAT Act, 2002	Value Added Tax	3.30	2008-09	The Joint Commissioner of Sales Tax (Appeals V), Mumbai
MVAT Act, 2002	Value Added Tax	0.04	2011-12	The Joint Commissioner of Sales Tax (Appeals V), Mumbai
Finance Act, 1994	Service Tax	41.25	2005-06 to 2010-11	Custom, Excise & Service Tax Appellate Tribunal, Bangalore
Finance Act, 1994	Service Tax	5.82	2012-13 to 2014-15	Custom, Excise & Service Tax Appellate Tribunal, Mumbai
Finance Act, 1994	Service Tax	9.92	2014-15 and 2015-16	Custom, Excise & Service Tax Appellate Tribunal, Mumbai
Finance Act, 1994	Service Tax	0.45	2008-09 to 2011-12	Custom, Excise & Service Tax Appellate Tribunal, Bangalore
Finance Act, 1994	Service Tax	4.39	2010-11 to 2012-13	Custom, Excise & Service Tax Appellate Tribunal, Bangalore
MVAT Act, 2002	Value Added Tax	4.47	2007-08	The Joint Commissioner of Sales Tax (Appeals V), Mumbai
MVAT Act, 2002	Value Added Tax	4.92	2009-10	The Joint Commissioner of Sales Tax (Appeals V), Mumbai
MVAT Act, 2002	Value Added Tax	0.99	2010-11	The Joint Commissioner of Sales Tax (Appeals V), Mumbai
Income Tax Act, 1961	Income tax	0.39	2006-07	Commissioner of Income Tax (Appeals)

Name of the statute	Nature of the dues	Amount not deposited on account of demand Rupees in crores*	Financial year (F.Y.) to which the amount relates	Forum where dispute is Pending
Income Tax Act, 1961	Income tax	0.04	2011-12	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	0.22	2012-13	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	0.49	2013-14	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	2.20	2014-15	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	0.05	2015-16	Commissioner of Income Tax (Appeals)

** net of amount deposited under protest*

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of loans or borrowings to banks or financial institutions or dues to debenture holders. The Company does not have any loans or borrowings from government during the year.

(ix) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required by Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.

(xiv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made private placement of equity shares during the year in compliance with the requirements of Section 42 of the Act. Out of the total money raised aggregating Rs 2,100 crores, Rs 121.56 crores has been utilised till 31 March 2020 (also refer note 50 to the standalone financial statements). Pending utilisation of the funds raised by issue of equity shares, the funds aggregating to Rs 1,978.44 crores were used for purposes other than for which they were raised and were temporarily invested in mutual funds and bank deposits. The Company has not made any private placement of fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.

(xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Aniruddha Godbole
Partner
Membership No: 105149
UDIN: 20105149AAAADG2559

Mumbai
11 May 2020

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH 2020

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Godrej Properties Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with respect to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with respect to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with respect to standalone financial statements included obtaining an understanding of internal financial controls with respect to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial

statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Aniruddha Godbole
Partner
Membership No: 105149
UDIN: 20105149AAAADG2559

Mumbai
11 May 2020

STANDALONE BALANCE SHEET AS AT MARCH 31, 2020

(Currency in INR Crore)

Particulars	Note	As At March 31, 2020	As At March 31, 2019
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	**82.80**	76.20
Right-of-use-Asset	40	**3.29**	-
Capital Work-in-Progress	3	**11.54**	3.04
Investment Property	4	**9.79**	2.20
Intangible Assets	5	**21.42**	22.43
Intangible Assets Under Development	5	**2.05**	0.77
Financial Assets			
Investments in Subsidiaries, Joint Ventures and Associate	6	**878.97**	853.10
Other Investments	7	**686.02**	725.18
Loans	8	**26.33**	28.57
Other Non-Current Financial Assets	9	**2.99**	-
Deferred Tax Assets (Net)	10	**204.97**	374.04
Income Tax Assets (Net)		**102.15**	117.88
Other Non-Current Non Financial Assets	11	**37.56**	56.61
Total Non-Current Assets		**2,069.88**	2,260.02
Current Assets			
Inventories	12	**1,247.42**	1,580.10
Financial Assets			
Investments	13	**1,997.65**	887.68
Trade Receivables	14	**139.12**	103.63
Cash and Cash Equivalents	15	**74.72**	112.92
Bank Balances other than above	16	**352.56**	169.20
Loans	17	**3,012.28**	2,063.97
Other Current Financial Assets	18	**581.92**	375.78
Other Current Non Financial Assets	19	**338.06**	223.96
Total Current Assets		**7,743.73**	5,517.24
TOTAL ASSETS		**9,813.61**	7,777.26
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	20	**126.01**	114.66
Other Equity		**4,908.77**	2,542.39
Total Equity		**5,034.78**	2,657.05
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	21	**-**	500.00
Lease Liabilities	40	**1.15**	-
Provisions	22	**12.62**	11.51
Total Non-Current Liabilities		**13.77**	511.51
Current Liabilities			
Financial Liabilities			
Borrowings	23	**3,204.04**	3,015.84
Lease Liabilities	40	**2.84**	-
Trade Payables			
Total Outstanding Dues of Micro Enterprises and Small Enterprises		**10.84**	10.31
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		**420.05**	132.71
Other Current Financial Liabilities	24	**835.95**	241.01
Other Current Non-Financial Liabilities	25	**269.27**	1,187.28
Provisions	26	**11.79**	10.98
Current Tax Liabilities (Net)		**10.28**	10.57
Total Current Liabilities		**4,765.06**	4,608.70
Total Liabilities		**4,778.83**	5,120.21
TOTAL EQUITY AND LIABILITIES		**9,813.61**	7,777.26
Significant Accounting Policies	1		

The accompanying notes 1 to 55 form an integral part of the Standalone Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149
Mumbai
May 11, 2020

For and on behalf of the Board of Directors of
Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

Particulars	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
INCOME			
Revenue from Operations	27	**1,747.05**	1,433.75
Other Income	28	**540.63**	460.25
Total Income		**2,287.68**	1,894.00
EXPENSES			
Cost of Materials Consumed	29	**678.48**	509.34
Changes in inventories of finished goods and construction work-in-progress	30	**317.66**	500.54
Employee Benefits Expense	31	**152.43**	143.52
Finance Costs	32	**270.55**	251.95
Depreciation and Amortisation Expense	33	**16.67**	13.12
Other Expenses	34	**339.70**	190.55
Total Expenses		**1,775.49**	1,609.02
Profit before Tax		**512.19**	284.98
Tax Expense (Credit) / Charge			
Current Tax	10(a)	**29.61**	(8.90)
Deferred Tax	10(b)	**169.76**	84.53
Total Tax Expense		**199.37**	75.63
Profit for the Year		**312.82**	209.35
Other Comprehensive Income			
Items that will not be subsequently reclassified to profit or loss			
Remeasurements of the defined benefit plan		**(1.04)**	(0.50)
Tax on above	10(b)	**0.36**	0.17
Other Comprehensive Income for the Year (Net of Tax)		**(0.68)**	(0.33)
Total Comprehensive Income for the Year		**312.14**	209.02
Earnings Per Share (Amount in INR)			
Basic	35(a)	**12.69**	9.22
Diluted	35(b)	**12.69**	9.22
Significant Accounting Policies	1		

The accompanying notes 1 to 55 form an integral part of the Standalone Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149
Mumbai
May 11, 2020

For and on behalf of the Board of Directors of Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428
Mumbai
May 11, 2020

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

RAJENDRA KHETAWAT
Chief Financial Officer

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

a) Equity Share Capital

Particulars	As At March 31, 2020	As At March 31, 2019
Balance at the beginning of the year	**114.66**	108.24
Changes in equity share capital during the year	**11.35**	6.42
Balance at the end of the year	**126.01**	114.66

b) Other Equity

Particulars	Reserves and Surplus							Total
	Capital Reserve (refer note (a) below)	Capital Reserve on Account of Amalgamation (refer note (b) below)	Securities Premium (refer note (c) below)	Debenture Redemption Reserve (refer note (d) below)	Employee Stock Grant Scheme Reserve (refer note (e) below)	General Reserve (refer note (f) below)	Retained Earnings (refer note (g) below)	
Restated balance as at April 01, 2018	7.20	129.01	1,702.25	50.00	4.65	9.80	(563.27)	1,339.64
Total Comprehensive Income:								
i) Profit for the year	-	-	-	-	-	-	209.35	209.35
ii) Remeasurements of the defined benefit plan (net of tax) (refer note 36)	-	-	-	-	-	-	(0.33)	(0.33)
Adjustments:								
i) On fresh issues of shares (net of expenses INR 3.57 crore)	-	-	990.18	-	-	-	-	990.18
ii) Transfer to securities premium on exercise of stock grants	-	-	2.93	-	(2.93)	-	-	-
iii) Share based payments to employees (refer note 39)	-	-	-	-	3.55	-	-	3.55
iv) Transfer to debenture redemption reserve	-	-	-	50.00	-	-	(50.00)	-
Balance as at March 31, 2019	7.20	129.01	2,695.36	100.00	5.27	9.80	(404.25)	2,542.39
Balance as at April 01, 2019, as previously reported	7.20	129.01	2,695.36	100.00	5.27	9.80	(404.25)	2,542.39
Adjustment on initial application of IND AS 116 (net of tax) (refer note 40)	-	-	-	-	-	-	(1.02)	(1.02)
Adjusted Balances as at April 01, 2019	7.20	129.01	2,695.36	100.00	5.27	9.80	(405.27)	2,541.37
Total Comprehensive Income:								
i) Profit for the year	-	-	-	-	-	-	312.82	312.82
ii) Remeasurements of the defined benefit plan (net of tax) (refer note 36)	-	-	-	-	-	-	(0.68)	(0.68)
Adjustments:								
i) On fresh issues of shares (net of expenses INR 37.80 Crore)	-	-	2,050.88	-	-	-	-	2,050.88
ii) Transfer to securities premium on exercise of stock grants	-	-	3.69	-	(3.69)	-	-	-
iii) Share based payments to employees (refer note 39)	-	-	-	-	4.38	-	-	4.38
Balance as at March 31, 2020	**7.20**	**129.01**	**4,749.93**	**100.00**	**5.96**	**9.80**	**(93.13)**	**4,908.77**

(a) Capital Reserve

Profit on sale of treasury shares held by the ESOP trust is recognised in Capital Reserve.

(b) Capital Reserve on Account of Amalgamation

The excess of net assets taken over the cost of consideration paid is treated as Capital Reserve on Account of Amalgamation.

(c) Securities Premium

Securities Premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the the Companies Act, 2013.

(d) Debenture Redemption Reserve

The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), requires the Company to create Debenture Redemption Reserve out of profits of the Company available for payment of dividend.

(e) Employee Stock Grant Scheme Reserve

The fair value of the equity-settled share based payment transactions with employees including key management personnel is recognised in the Standalone Statement of Profit and Loss with corresponding credit to Employee Stock Grant Scheme Reserve.

(f) General Reserve

The General Reserve is created from time to time to transfer profits from retained earnings for appropriation purposes.

(g) Retained Earnings

Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, debenture redemption reserve, dividends or other distributions paid to shareholders.

The accompanying notes 1 to 55 form an integral part of the Standalone Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of
Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash Flow from Operating Activities		
Profit before tax	**512.19**	284.98
Adjustment for:		
Depreciation and amortisation expense	**16.67**	13.12
Finance costs	**270.55**	251.95
(Profit) / Loss on sale of property, plant and equipment (net)	**(0.08)**	7.35
Share of loss / (profit) in limited liability partnerships	**62.21**	(0.20)
Share based payments to employees	**4.38**	3.55
Expenses on amalgamation	**0.35**	-
Liabilities written back	**(0.64)**	-
Interest income	**(426.09)**	(303.59)
Dividend income	**(0.00)**	(0.00)
Profit on Sale of Investments (net)	**(82.54)**	(58.26)
Income from investment measured at FVTPL	**(27.59)**	(94.21)
Provision for expected credit loss on investments	**43.68**	-
Lease rent from investment property	**(0.66)**	(0.79)
Provision / Expected Credit Loss on financial assets	**22.95**	13.98
Assets Written off	**1.38**	-
Write down of inventories	**27.74**	4.75
Operating profit before working capital changes	**424.50**	122.63
Changes in Working Capital:		
(Decrease) in Non Financial Liabilities	**(847.60)**	(406.22)
Increase / (Decrease) in Financial Liabilities	**292.38**	(35.76)
Decrease in Inventories	**268.25**	499.25
(Increase) / Decrease in Non Financial Assets	**(79.48)**	20.05
(Increase) in Financial Assets	**(50.74)**	(48.29)
	(417.19)	29.03
Taxes paid (Net)	**(14.17)**	(24.29)
Net cash flows (used in)/ generated from operating activities	**(6.86)**	127.37
Cash Flow from Investing Activities		
Acquisition of property, plant and equipment, investment property and intangible assets*	**(35.37)**	(49.85)
Proceeds from sale of property, plant and equipment	**0.23**	0.52
Purchase of investment in mutual funds (net)	**(1,003.38)**	(339.53)
(Purchase) / Sale of investments in fixed deposits (net)	**(185.89)**	5.41
Investment in subsidiaries and joint ventures (refer note 41)	**(29.66)**	(509.27)
Proceeds from sale of investment in joint ventures	**-**	0.01
Investment in debentures of joint ventures (refer note 41)	**(164.69)**	(123.56)
Proceeds from redemption of investments in debt instruments of subsidiaries and joint ventures	**147.45**	-
Loan (given to) / repaid by subsidiaries and joint ventures (net)	**(787.20)**	124.48
Loan (given to) others	**(1.97)**	(8.00)
Expenses on amalgamation	**(0.35)**	-
Interest received	**78.06**	253.22
Dividend received	**0.00**	0.00
Lease rent from investment property	**0.66**	0.79
Net cash flows (used in) investing activities	**(1,982.11)**	(645.78)
Cash Flow from Financing Activities		
Proceeds from Issue of Equity Share Capital (net of issue expenses)	**2,065.92**	999.53
Proceeds from short-term borrowings (net)	**216.87**	265.49
Interest paid	**(299.25)**	(293.85)
Payment of unclaimed dividend	**(0.01)**	(0.00)
Payment of Minimum Lease Liabilities	**(5.43)**	-
Payment of unclaimed fixed deposits	**(0.14)**	(0.27)
Net cash flows generated from financing activities	**1,977.96**	970.90
Net (decrease) / increase in Cash and Cash Equivalents	**(11.01)**	452.49
Cash and Cash Equivalents - Opening Balance	**(63.11)**	(515.60)
Cash and Cash Equivalents - Closing Balance (refer note 55)	**(74.12)**	(63.11)

INR 0.00 represents amount less than INR 50,000

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

Notes :

(a) The above Standalone Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) -7 Statement of Cash Flows.

(b) Reconciliation of Cash and Cash Equivalents as per the Standalone Statement of Cash Flows.
Cash and Cash Equivalents as per the above comprise of the following :

Particulars	**For the year ended March 31, 2020**	For the year ended March 31, 2019
Cash and Cash Equivalents (refer note 15)	**74.72**	112.92
Less: Bank overdrafts repayable on demand (refer note 23)	**148.84**	176.03
Cash and Cash Equivalents as per the Standalone Statement of Cash Flows	**(74.12)**	(63.11)

(c) Changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes:

Reconciliation of liabilities arising from financing activities

Particulars	**As at April 01, 2019**	**Changes as per the Standalone Statement of Cash Flows**	**Non Cash Changes**	**As at March 31, 2020**
			Fair Value Changes	
Long-term borrowings (including current maturities of long-term-debt)	500.00	-	-	**500.00**
Short-term borrowings	2,835.61	216.87	-	**3,052.48**

Particulars	As at April 01, 2018 (Restated)	Changes as per the Standalone Statement of Cash Flows	Non Cash Changes	As at March 31, 2019
			Fair Value Changes	
Long-term borrowings	500.00	-	-	500.00
Short-term borrowings	2,570.12	265.49	-	2,835.61

(d) The above Standalone Statement of Cash Flows include INR 2.57 Crore (Previous Year: INR 1.78 Crore) towards Corporate Social Responsibility (CSR) activities (refer note 49).

* During the year, INR 15.02 Crore (Previous Year: INR Nil) of inventories have been transferred to Investment Property and Capital Work-in-Progress.

The accompanying notes 1 to 55 form an integral part of the Standalone Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of
Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Note 1

I. Company overview

Godrej Properties Limited ("the Company") having CIN: L74120MH1985PLC035308 is engaged primarily in the business of real estate construction, development and other related activities. The Company is a public limited company incorporated and domiciled in India having its registered office at Godrej One, 5th Floor, Pirojshahnagar, Eastern Express Highway, Vikhroli, Mumbai - 400079. The Company's equity shares are listed on The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE).

II. Basis of preparation and measurement

a) Statement of Compliance

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under the Section 133 of the Companies Act, 2013 ("the Act") and the relevant provisions and amendments, as applicable.

This is the first set of the Company's standalone financial statements in which IND AS 116, Leases has been applied. Changes to significant accounting policies are described in note 1 (III) (k) and (u) and the impact of transition to IND AS 116 on the standalone financial statements is disclosed in note 40.

The standalone financial statements of the Company for the year ended March 31, 2020 were authorised for issue by the Board of Directors on May 11, 2020.

b) Functional and presentation currency

These standalone financial statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest crore, unless otherwise stated.

c) Basis of measurement

These financial statements have been prepared on historical cost basis except certain financial instruments, defined benefit plans and share based payments measured at fair value.

d) Use of estimates and judgements

The preparation of the standalone financial statements in conformity with IND AS requires the use of estimates, judgements and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- *Evaluation of satisfaction of performance obligation for the purpose of revenue recognition*

  Determination of revenue under the satisfaction of performance obligation necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the timing of satisfaction of performance obligation, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The Company recognises revenue when the Company satisfies its performance obligation

- *Evaluation of Net realisable Value of Inventories*

  Inventories comprising of finished goods and construction-work-in progress are valued at lower of cost and net realisable value. Net Realisable value is based upon the estimates of the management. The effect of changes, if

any, to the estimates is recognised in the standalone financial statements for the period in which such changes are determined.

- *Useful life and residual value of property, plant and equipment and intangible assets*

  Useful lives of tangible and intangible assets are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different based from that prescribed in Schedule II of the Act, they are based on internal technical evaluation. Assumptions are also made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

  The estimation of residual value of assets is based on management's judgment about the condition of such asset at the point of sale of asset.

- *Recognition and measurement of defined benefit obligations*

  The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities. The period to maturity of the underlying securities correspond to the probable maturity of the post-employment benefit obligations.

- *Share based payments*

  Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses Black-Scholes model. The assumptions used for estimating fair value for share-based payment transactions are disclosed in Note 39 to the standalone financial statements.

- *Fair value measurement of financial instruments*

  When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation technique. The inputs to these models are taken from the observable market where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Any changes in the aforesaid assumptions will affect the fair value of financial instruments.

- *Impairment losses on investment*

  The Company reviews its carrying value of investments carried at amortised cost annually or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- *Recognition of deferred tax asset*

  The deferred tax assets in respect of brought forward business losses is recognised based on reasonable certainty of the projected profitability, determined on the basis of approved business plans, to the extent that sufficient taxable income will be available to absorb the brought forward business losses.

- *Provisions and contingencies*

  The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the amount included in other provisions.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

e) Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

f) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

g) Operating Cycle

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed and realisation of project into cash and cash equivalents and range from 3 to 7 years. Accordingly, project related assets and liabilities have been classified into current and non-current based on operating cycle of respective projects. All other assets and liabilities have been classified into current and non-current based on a period of twelve months.

III. Significant Accounting Policies

a. Business combination

Common control transactions are accounted for based on pooling of interests method where the assets and liabilities of the acquiree are recorded at their existing carrying values. The identity of reserves of the acquiree is preserved and the difference between consideration and the face value of the share capital of the acquiree is transferred to capital reserve, which is shown separately from other capital reserves. The financial information in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the standalone financial statements irrespective of the actual date of the combination.

b. Property, plant and equipment and depreciation and amortisation

i) Recognition and Measurement:

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and
- Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment are derecognised from the standalone financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or loss arising from disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment recognised in the standalone statement of profit and loss in the year of occurrence.

Assets under construction includes the cost of property, plant and equipment that are not ready to use at the balance sheet date. Advances paid to acquire property, plant and equipment before the balance sheet date are disclosed under other non-current assets. Assets under construction are not depreciated as these assets are not yet available for use.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii) Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on property, plant and equipment of the Company has been provided using the written down value method based on the useful lives specified in Schedule II to the Companies Act, 2013. The useful lives of certain motor vehicles are estimated in the range of 3-8 years and the residual value of certain furniture and fixtures are estimated at 50% of actual cost. These lives are different from those indicated in Schedule II and based on internal technical evaluation.

Assets costing less than INR 5,000 are depreciated at 100% in the year of acquisition.

Assets acquired on lease and leasehold improvements are amortised over the primary period of the lease on straight line basis.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

c. Investment property and depreciation

i) Recognition and measurement:

Investment properties comprises of land and building are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation.

ii) Depreciation

Depreciation on Investment Property is provided using the written down value method based on the useful lives specified in Schedule II to the Companies Act, 2013.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

d. Intangible assets and amortisation

i) Recognition and measurement:

Items of Intangible Assets are measured at cost less accumulated amortisation and impairment losses, if any. The cost of intangible assets comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and
- Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii) Amortisation

Intangible assets are amortised over their estimated useful life using straight line method.

Trademark is amortised over a period of 20 years.

Intangible assets (other than trademark) are amortised over a period of six years.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

e. Impairment of non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment loss is recognised for such excess amount. The impairment loss is recognised as an expense in the standalone statement of profit and loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a decrease to the extent a revaluation reserve is available for that asset.

Goodwill on business combination is not amortised but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

The recoverable amount is the greater of the net selling price and the value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the standalone statement of profit and loss, to the extent the amount was previously charged to the standalone statement of profit and loss. In case of revalued assets, such reversal is not recognised.

f. Foreign currency transactions

Transactions in foreign currencies are translated into the Company's functional currency at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into functional currency at the exchange rate when the fair value was determined.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous standalone financial statements are recognised in the standalone statement of profit and loss in the period in which they arise.

g. Investment in subsidiaries, joint ventures and associate

Investments in equity shares of subsidiaries, joint ventures and associate are recorded at cost and reviewed for impairment at each reporting date. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, joint ventures and associate, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

h. Financial instruments

I. Financial assets

Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

Trade receivables and debt securities issued are initially recognised when they originate.

The Company recognises financial assets (other than trade receivables and debt securities) when it becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified in three categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through profit or loss
- Equity investments

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Standalone statement of profit and loss. The losses arising from impairment are recognised in the Standalone statement of profit and loss.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Debt instruments at Fair Value through Profit or Loss

Debt instruments included in the fair value through profit or loss (FVTPL) category are measured at fair value with all changes recognised in the Standalone statement of profit and loss.

Equity investments

All equity investments other than investment in subsidiaries, joint ventures and associate are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in other comprehensive income (OCI). There is no recycling of the amounts from OCI to the Standalone statement of profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Standalone statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised when:

(a) The rights to receive cash flows from the asset have expired, or

(b) the Company has transferred substantially all the risks and rewards of the asset, or

(c) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company applies 'simplified approach' measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

II. Financial Liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the standalone statement of profit and loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transactions costs. The EIR amortisation is included as finance costs in the standalone statement of profit and loss.

This category generally applies to loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the standalone statement of profit and loss.

III Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

IV Share Capital

Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares, are recognised as a deduction from equity.

Treasury shares

The Company has created an Employee Stock Options Trust (ESOP) for providing share-based payment to its employees. The Company uses ESOP as a vehicle for distributing shares to employees under the employee remuneration schemes. The ESOP buys shares of the Company from the market, for giving shares to employees. The Company treats ESOP as its extension and shares held by ESOP are treated as treasury shares.

Treasury shares are recognised at cost and deducted from equity. No gain or loss is recognised in the standalone statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are deducted from treasury shares.

i. Inventories

Inventories are valued as under:

a) Finished Goods – At Lower of Cost and Net realisable value.

b) Construction Work-in-Progress - At Lower of Cost and Net realisable value.

Costs are determined on a weighted average basis.

Construction Work-in-Progress/Finished Goods includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Company.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The inventory of construction work-in- progress is not written down below cost if flats /properties are expected to be sold at or above cost.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

j. Revenue Recognition

The Company derives revenues primarily from sale of properties comprising of both commercial and residential units.

The Company recognises revenue when it determines the satisfaction of performance obligations at a point in time and subsequently over time when the Company has enforceable right for payment for performance completed to date. Revenue is recognised upon transfer of control of promised products to customer in an amount that reflects the consideration which the Company expects to receive in exchange for those products.

In arrangements for sale of units the Company has applied the guidance in IND AS 115, on "Revenue from contracts with customers", by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering sale of units as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract Liabilities are recognised when there is billing in excess of revenue and advance received from customers.

The Company enters entering into Development and Project Management agreements with land-owners. Accounting for income from such projects, measured at fair value, is done on accrual basis as per the terms of the agreement.

The Company receives maintenance amount from the customers and utilises the same towards the maintenance of the respective projects. Revenue is recognised to the extent of maintenance expenses incurred by the Company towards maintenance of respective projects. Balance amount of maintenance expenses to be incurred is reflected as liability under the head other current liabilities.

Interest income

Interest income is accounted on an accrual basis at effective interest rate. Interest on delayed payment and forfeiture income are accounted based upon underlying agreements with customers.

Dividend income and share of profits in LLP

Dividend income and share of profits in LLP is recognised when the right to receive the same is established.

k. Leases

Policy applicable before April 01, 2019

Finance Lease - Agreements are classified as finance leases, if substantially all the risks and rewards incidental to ownership of the leased asset is transferred to the lessee.

Operating Lease - Agreements which are not classified as finance leases are considered as operating lease.

Operating lease payments/income are recognised as an expense/income in the standalone statement of profit and loss on a straight line basis over the lease term unless there is another systematic basis which is more representative of the time pattern of the lease.

Policy applicable after April 01, 2019

At the inception of a contract, the Company assesses whether a contract is or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an asset the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

As a Lessee

Right of use Asset

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Lease Liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

Short-term lease and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short- term leases that have a lease term of less than 12 months or less and leases of low-value assets, including IT Equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying assets of a similar nature and use in Company's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

I. Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in the standalone statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

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Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent there is convincing evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Minimum Alternative Tax (MAT)

MAT credit is recognised as a deferred tax asset only when and to the extent there is a convincing evidence that the Company will pay normal tax during specified period. MAT credit is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

m. Employee benefits

Short term employee benefits

Short-term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Obligations for contributions to defined contribution plans such as Provident Fund and Employee State Insurance Corporations are expensed as the related service is provided.

Defined benefit plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognised immediately in other comprehensive income (OCI). Re-measurement, if any, are not reclassified to the standalone statement of profit and loss in subsequent period. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, based on the market yield on government securities as at the reporting date, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognised in the standalone statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the standalone statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. They are therefore measured at the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method. The discount rates used are based on the market yields on government securities as at the reporting date. Re-measurements are recognised in the standalone statement of profit and loss in the period in which they arise.

n. Share-based payment transactions

Employees Stock Options Plans ("ESOPs") and Employee Stock Grant Scheme ("ESGS"): The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in equity under "Employee stock grant scheme reserve". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest.

o. Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

Borrowing costs, pertaining to development of long term projects, are transferred to Construction work in progress, as part of the cost of the projects till the time all the activities necessary to prepare these projects for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

p. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the standalone statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

q. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic

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earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. If potential equity shares converted into equity shares increases the earnings per share, then they are treated as anti-dilutive and anti-dilutive earning per share is computed.

r. Provisions and contingent liabilities

A provision is recognised when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to their present value at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. The unwinding of the discount is recognised as finance cost

Contingent liabilities are disclosed in the notes. Contingent liabilities are disclosed for

(1) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or

(2) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised in the standalone financial statements. However, the same are disclosed in the standalone financial statements where an inflow of economic benefit is probable.

s. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted with the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

u. Change in significant accounting policies

The Company has applied IND AS 116 Leases using the modified retrospective approach (for all leases other than short-term leases and leases of low-value assets) i.e. by recognising the cumulative effect of initially applying IND AS 116 as an adjustment to the opening balance of equity as at April 01, 2019. Due to the transition method chosen by the Company in applying this standard, comparative information throughout these standalone financial statements has not been restated and continues to be reported under IND AS 17.

IND AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to those leases will change as IND AS 116 replaces the operating lease expense (i.e. rent) with depreciation charge for ROU assets and interest expense on lease liabilities.

2 Property, Plant and Equipment

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION/ AMORTISATION				NET BLOCK	
	As at April 01, 2019	Additions during the year	Deductions during the year	As at March 31, 2020	As at April 01, 2019	For the Year	Deductions	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Tangible Assets										
Freehold Land	0.06	-	-	**0.06**	-	-	-	**-**	**0.06**	0.06
Buildings (refer note (a) below)	74.06	-	-	**74.06**	12.62	2.99	-	**15.61**	**58.45**	61.44
Leasehold Improvements	5.14	0.18	-	**5.32**	3.33	1.23	-	**4.56**	**0.76**	1.81
Office Equipments	3.12	0.42	0.17	**3.37**	2.16	0.48	0.16	**2.48**	**0.89**	0.96
Site Equipments	0.15	0.56	0.01	**0.70**	0.03	0.16	0.00	**0.19**	**0.51**	0.12
Furniture and Fixtures	12.46	3.05	0.69	**14.82**	5.13	1.49	0.63	**5.99**	**8.83**	7.33
Computers	14.08	2.95	0.74	**16.29**	10.78	2.68	0.70	**12.76**	**3.53**	3.30
Vehicles	4.28	0.62	0.54	**4.36**	3.37	0.81	0.52	**3.66**	**0.70**	0.91
Electrical Installations and Equipments	0.64	0.00	-	**0.64**	0.37	0.07	-	**0.44**	**0.20**	0.27
Plant and Machinery	-	10.03	-	**10.03**	-	1.16	-	**1.16**	**8.87**	-
Total Property, Plant and Equipment	**113.99**	**17.81**	**2.15**	**129.65**	**37.79**	**11.07**	**2.01**	**46.85**	**82.80**	**76.20**

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION/ AMORTISATION				NET BLOCK	
	As at April 01, 2018 (Restated)	Additions during the year	Deductions during the year	As at March 31, 2019	As at April 01, 2018 (Restated)	For the Year	Deductions	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018 (Restated)
Tangible Assets										
Freehold Land	0.06	-	-	0.06	-	-	-	-	0.06	0.06
Buildings (refer note (a) below)	82.06	-	8.00	74.06	9.90	3.33	0.61	12.62	61.44	72.16
Leasehold Improvements	4.34	0.80	-	5.14	2.38	0.95	-	3.33	1.81	1.96
Office Equipments	2.97	0.54	0.39	3.12	2.10	0.43	0.37	2.16	0.96	0.87
Site Equipments	0.01	0.14	-	0.15	-	0.03	-	0.03	0.12	0.01
Furniture and Fixtures	12.13	1.06	0.73	12.46	4.48	1.28	0.63	5.13	7.33	7.65
Computers	12.21	2.53	0.66	14.08	8.42	2.98	0.62	10.78	3.30	3.79
Vehicles	4.00	0.80	0.52	4.28	3.08	0.74	0.45	3.37	0.91	0.92
Electrical Installations and Equipments	1.03	-	0.39	0.64	0.38	0.13	0.14	0.37	0.27	0.65
Total Property, Plant and Equipment	**118.81**	**5.87**	**10.69**	**113.99**	**30.74**	**9.87**	**2.82**	**37.79**	**76.20**	**88.07**

(a) Of the above, a Building carrying value INR 51.11 Crore (Previous Year: INR 53.74 Crore) is subject to first charge for secured bank loans (refer note 23).

INR 0.00 represents amount less than INR 50,000

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(Currency in INR Crore)

3 Capital work-in-progress

Particulars	Property, Plant and Equipment		Investment Property		Total	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Opening capital work in progress	**2.90**	-	**0.14**	-	**3.04**	-
Add: Addition during the year	**-**	2.90	**1.64**	0.14	**1.64**	3.04
Add: Transferred from Inventories (refer note (b) below)	**-**	-	**9.76**	-	**9.76**	-
Less: Capitalised during the year	**2.90**	-	**-**	-	**2.90**	-
Closing capital work in progress	**-**	**2.90**	**11.54**	**0.14**	**11.54**	**3.04**

(a) The Company's investment property under construction consists of some commercial and retail properties in India.

(b) Based on the intention and business plans, some commercial and retail properties owned by the Company is considered as being held for capital appreciation and rental income rather than for business purposes. Hence, the Company has reclassified the same from inventories to investment property under construction during the year ended March 31, 2020.

(c) The Company has no restriction on the realisability of its investment property under construction.

(d) Though the Company measures investment property under construction using cost based measurement, the fair value of investment property is based on valuation performed by an accredited independent valuer. The main inputs used are location and locality, facilities and amenities, quality of construction, residual life of building, business potential, supply and demand, local nearby enquiry, market feedback of investigation and Ready Reckoner published by the Government.

(e) Fair valuation is based on Sales Comparison method which is INR 21.78 Crore. The fair value measurement is categorised in level 3 fair value hierarchy.

(f) Refer note 45 for disclosure of Capital Commitments for acquisition of property, plant and equipment.

4 Investment Property

Reconciliation of Carrying Amount

Particulars	Amount
Gross Block	
As at April 01, 2018 (Restated)	**2.60**
Add: Additions during the year	**-**
Less: Disposals/Adjustments	**-**
As at March 31, 2019	**2.60**
Add: Additions during the year	**2.56**
Add: Transferred from Inventories (refer note (b) below)	**5.26**
Less: Disposals/Adjustments	**-**
As at March 31, 2020	**10.42**

Particulars	Amount
Accumulated Depreciation	
As at April 01, 2018 (Restated)	**0.12**
Add: For the Year	**0.28**
Less: Deductions during the year	**-**
As at March 31, 2019	**0.40**
Add: For the Year	**0.23**
Less: Deductions during the year	**-**
As at March 31, 2020	**0.63**
Net Block	
As at March 31, 2019	**2.20**
As at March 31, 2020	**9.79**

Information regarding income and expenditure of Investment Property

Particulars	March 31, 2020	March 31, 2019
Rental Income derived from Investment Property	**0.66**	0.79
Direct Operating Expenses	**-**	-
Profit arising from Investment Property before depreciation	**0.66**	0.79
Less: Depreciation	**0.23**	0.28
Profit arising from Investment Property	**0.43**	0.51

(a) The Company's investment property consists of some commercial and retail properties in India.

(b) Based on the intention and business plans, a commercial and retail building owned by the Company is considered as being held for capital appreciation and rental income rather than for business purposes. Hence, the Company has reclassified the same from inventories to investment property during the year ended March 31, 2020.

(c) The Company has no restriction on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

(d) Though the Company measures investment property using cost based measurement, the fair value of investment property is based on valuation performed by an accredited independent valuer. The main inputs used are location and locality, facilities and amenities, quality of construction, residual life of building, business potential, supply and demand, local nearby enquiry, market feedback of investigation and Ready Reckoner published by the Government.

(e) Fair valuation of Retail Properties is based on Sales Comparison Method which is INR 11.40 Crore (Previous Year: INR Nil) and Commercial Properties is based on Rent Capitalisation Method, which is INR 9.38 Crore (Previous Year: INR 9.46 Crore). The fair value measurement is categorised in level 3 fair value hierarchy.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

5 Intangible Assets and Intangible Assets under Development

Particulars	GROSS BLOCK				ACCUMULATED AMORTISATION				NET BLOCK	
	As at April 01, 2019	Additions during the year	Deductions during the year	As at March 31, 2020	As at April 01, 2019	For the Year	Deductions	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Intangible Assets										
Licenses and Software	9.44	1.68	0.02	**11.10**	6.14	1.34	0.02	**7.46**	**3.64**	3.30
Trade Mark	24.53	-	-	**24.53**	5.40	1.35	-	**6.75**	**17.78**	19.13
Total Intangible Assets	**33.97**	**1.68**	**0.02**	**35.63**	**11.54**	**2.69**	**0.02**	**14.21**	**21.42**	**22.43**
Intangible assets under development (refer note (a) below)									**2.05**	**0.77**

Particulars	GROSS BLOCK				ACCUMULATED AMORTISATION				NET BLOCK	
	As at April 01, 2018 (Restated)	Additions during the year	Deductions during the year	As at March 31, 2019	As at April 01, 2018 (Restated)	For the Year	Deductions	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018 (Restated)
Intangible Assets										
Licenses and Software	9.15	0.29	-	9.44	4.52	1.62	-	6.14	3.30	4.63
Trade Mark	24.53	-	-	24.53	4.05	1.35	-	5.40	19.13	20.48
Total Intangible Assets	**33.68**	**0.29**	**-**	**33.97**	**8.57**	**2.97**	**-**	**11.54**	**22.43**	**25.11**
Intangible assets under development									**0.77**	**0.13**

(a) Refer note 45 for disclosure of Capital Commitments for acquisition of intangible assets under development.

6 Investment in Subsidiaries, Joint Ventures and Associate

		March 31, 2020	March 31, 2019
a)	**Investment in Equity Instruments (Fully Paid-up unless stated otherwise) (Unquoted)**		
(i)	**Investment in Subsidiary Companies**		
	Godrej Projects Development Limited	**248.69**	248.69
	231,552 (Previous Year: 231,552) Equity Shares of INR 10/- each		
	Godrej Garden City Properties Private Limited	**0.05**	0.05
	50,000 (Previous Year: 50,000) Equity Shares of INR 10/- each		
	Godrej Hillside Properties Private Limited	**0.41**	0.41
	410,000 (Previous Year: 410,000) Equity Shares of INR 10/- each		
	Godrej Home Developers Private Limited	**0.40**	0.40
	400,000 (Previous Year: 400,000) Equity Shares of INR 10/- each		
	Godrej Highrises Properties Private Limited	**0.01**	0.01
	10,000 (Previous Year: 10,000) Equity Shares of INR 10/- each		

		March 31, 2020	March 31, 2019
	Godrej Prakriti Facilities Private Limited	**0.01**	0.01
	10,000 (Previous Year: 10,000) Equity Shares of INR 10/- each		
	Prakritiplaza Facilities Management Private Limited	**0.01**	0.01
	9,999 (Previous Year: 9,999) Equity Shares of INR 10/- each		
	Citystar Infraprojects Limited	**0.09**	0.09
	500,000 (Previous Year: 500,000) Equity Shares of INR 1/- each		
	Godrej Residency Private Limited	**0.00**	0.00
	1,000 (Previous Year: 1,000) Equity Shares of INR 10/- each		
	Godrej Properties Worldwide Inc., USA	**3.39**	3.39
	500,000 (Previous Year: 500,000) Equity Shares of USD 1/- each		
	Ceear Lifespaces Private Limited (w.e.f. March 20, 2020)	**0.01**	-
	10,000 (Previous Year: Nil) Equity Shares of INR 10/- each		
	Wonder Space Properties Private Limited (Classified as Joint Venture upto April 04, 2019)		-
	300,977 (Previous Year: Nil) Class A Equity Shares of INR 10/- each	**3.86**	
	104,431 (Previous Year: Nil) Class B Equity Shares of INR 10/- each	**1.60**	-
	10,651 (Previous Year: Nil) Class C Equity Shares of INR 10/- each	**0.14**	-
	38,887 (Previous Year: Nil) Ordinary Equity Shares of INR 10/- each	**0.60**	-
(ii)	**Investment in Joint Ventures**		
	Godrej Realty Private Limited	**5.52**	5.52
	884,850 (Previous Year: 884,850) Equity Shares of INR 10/- each		
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)	**-**	1.78
	Nil (Previous Year: 114,191) Class B and Ordinary Equity Shares of INR 10/- each		
	Wonder City Buildcon Private Limited	**-**	1.61
	810,420 (Previous Year: 810,420) Equity Shares of INR 10/- each		
	Godrej Home Constructions Private Limited	**-**	2.18
	1,071,770 (Previous Year: 1,071,770) Equity Shares of INR 10/- each		
	Wonder Projects Development Private Limited	**1.45**	1.45
	1,070,060 (Previous Year: 1,070,060) Equity Shares of INR 10/- each		
	Godrej Real View Developers Private Limited	**2.43**	2.25
	2,140,000 (Previous Year: 2,068,000) Equity Shares of INR 10/- each		
	Pearlite Real Properties Private Limited	**4.19**	4.19
	3,871,000 (Previous Year: 3,871,000) Equity Shares of INR 10/- each		

INR 0.00 represents amount less than INR 50,000

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(Currency in INR Crore)

		March 31, 2020	March 31, 2019
	Godrej Greenview Housing Private Limited	**1.37**	1.37
	1,264,560 (Previous Year: 1,264,560) Equity Shares of INR 10/- each		
	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*	**83.18**	79.38
	360,813 (Previous Year: 355,384) Equity Shares of INR 10/- each		
	Ashank Macbricks Private Limited (w.e.f. July 31, 2018)	**2.30**	0.00
	1,675,000 (Previous Year: 200) Equity Shares of INR 10/- each		
	Yujya Developers Private Limited (w.e.f. December 02, 2019)	**7.24**	-
	7,241,360 (Previous Year: Nil) Equity Shares of INR 10/- each		
	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	**0.70**	-
	700,000 (Previous Year: Nil) Equity Shares of INR 10/- each		
(iii)	**Investment in Associate**		
	Godrej One Premises Management Private Limited	**0.00**	0.00
	3,000 (Previous Year: 3,000) Equity Shares of INR 10/- each		
b)	**Investment in Preference Shares (Fully paid-up unless stated otherwise) (at Fair Value through Profit or Loss) (Unquoted)**		
(i)	**Investment in Subsidiary Companies**		
	Godrej Projects Development Limited	**0.10**	0.10
	100,999 (Previous Year: 100,999) 7% Redeemable Non-cumulative Preference Shares of INR 10/- each		
	Godrej Highrises Properties Private Limited	**0.01**	0.01
	9,470 (Previous Year: 9,470) 7% Redeemable Non-cumulative Preference Shares of INR 10/- each		
c)	**Investment In Limited Liability Partnerships**		
(i)	**Investment in Subsidiaries**		
	Godrej Highrises Realty LLP	**0.00**	0.00
	Godrej Project Developers & Properties LLP	**0.00**	0.00
	Godrej Athenmark LLP	**0.00**	0.00
	Godrej Vestamark LLP (Classified as Joint Venture w.e.f. May 03, 2019)	**-**	0.00
	Godrej Skyview LLP	**0.00**	0.00
	Godrej Projects (Soma) LLP	**0.00**	0.00
	Godrej Projects North LLP	**0.00**	0.00
	Embellish Houses LLP (w.e.f. February 13, 2019)	**0.04**	0.00
	Godrej City Facilities Management LLP (w.e.f. March 18, 2019)	**0.00**	0.00

INR 0.00 represents amount less than INR 50,000

		March 31, 2020	March 31, 2019
	Ashank Realty Management LLP (w.e.f. May 30, 2019)	**0.00**	-
	Godrej Florentine LLP (w.e.f. June 21, 2019)	**0.00**	-
	Godrej Olympia LLP (w.e.f. June 21, 2019)	**0.00**	-
	Ashank Facility Management LLP (w.e.f. July 09, 2019)	**0.00**	-
(ii)	**Investment In Joint Ventures**		
	Mosiac Landmarks LLP	**0.11**	0.11
	Caroa Properties LLP	**0.04**	0.04
	Oxford Realty LLP	**0.00**	0.00
	A R Landcraft LLP	**0.05**	0.05
	Dream World Landmarks LLP	**0.04**	0.04
	M S Ramaiah Ventures LLP	**1.01**	1.01
	Godrej Developers & Properties LLP	**0.00**	0.00
	Oasis Landmarks LLP	**0.00**	0.00
	Godrej SSPDL Green Acres LLP	**0.05**	0.05
	Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*	**0.05**	0.05
	Godrej Construction Projects LLP	**0.00**	0.00
	Bavdhan Realty @ Pune 21 LLP	**0.00**	0.00
	Godrej Housing Projects LLP	**0.01**	0.01
	Godrej Projects North Star LLP	**0.01**	0.01
	Manyata Industrial Parks LLP (w.e.f. April 22, 2019)	**0.01**	-
	Manjari Housing Projects LLP (w.e.f. February 01, 2019)	**205.00**	205.00
	Prakhhyat Dwellings LLP	**0.01**	0.00
	Godrej Highview LLP	**4.80**	4.80
	Godrej Irismark LLP	**0.01**	0.01
	Roseberry Estate LLP (w.e.f. September 18, 2018)	**0.00**	0.00
	Mahalunge Township Developers LLP (w.e.f. February 01, 2019)	**206.11**	200.00
	Maan-Hinge Township Developers LLP (w.e.f. February 01, 2019)	**93.86**	89.00
	Godrej Property Developers LLP	**-**	0.00
	Godrej Vestamark LLP (Classified as Subsidiary upto May 02, 2019)	**0.00**	-
	Universal Metro Properties LLP (w.e.f. December 02, 2019)	**0.00**	-
	Godrej Odyssey LLP (w.e.f. September 26, 2019)	**0.00**	-
		878.97	853.10
	Aggregate amount of Unquoted Investments	**878.97**	853.10

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

7 Other Investments (Non-Current)

		March 31, 2020	March 31, 2019
a)	**Trade Investments (Unquoted)**		
(i)	**Investment in Debentures of Subsidiaries (Fully paid-up) (at Amortized Cost)**		
	Wonder Space Properties Private Limited (Classified as Joint Venture upto April 04, 2019)	**122.46**	-
	1,087,876 (Previous Year: Nil) 12% Unsecured Optionally Convertible Class A Debentures of INR 1,000/- each		
	Wonder Space Properties Private Limited (Classified as Joint Venture upto April 04, 2019)	**37.75**	-
	377,464 (Previous Year: Nil) 12% Unsecured Optionally Convertible Class B Debentures of INR 1,000/- each		
	Wonder Space Properties Private Limited (Classified as Joint Venture upto April 04, 2019)	**4.34**	-
	38,498 (Previous Year: Nil) 12% Unsecured Optionally Convertible Class C Debentures of INR 1,000/- each		
(ii)	**Investment in Debentures of Joint Ventures (Fully paid-up) (at Fair Value through Profit or Loss)**		
	Godrej Realty Private Limited	**2.99**	2.99
	2,989,095 (Previous Year: 2,989,095) 1% Secured Redeemable Optionally Convertible Debentures of INR 10/- each		
	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*	**331.80**	316.60
	3,318,000 (Previous Year: 3,166,000) 12 % Unsecured Optionally Convertible Debentures of INR 1,000/- each		
	Yujya Developers Private Limited	**21.69**	-
	2,172,348 (Previous Year: Nil) 12% Unsecured Optionally Convertible Debentures of INR 1,000/- each		
	Vivrut Developers Private Limited	**2.10**	-
	21,000 (Previous Year: Nil) 12% Unsecured Optionally Convertible Debentures of INR 1,000/- each		
(iii)	**Investment in Debentures of Joint Ventures (Fully paid-up) (at Amortised Cost)**		
	Wonder City Buildcon Private Limited	**12.28**	30.40
	307,833 (Previous Year: 307,833) 12% (Previous Year: 17.45%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each		
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)	**-**	115.58
	Nil (Previous Year: 1,019,154) 12% Unsecured Optionally Convertible Class A Debentures of INR 1,000/- each		
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)	**-**	37.75
	Nil (Previous Year: 377,464) 12% Unsecured Optionally Convertible Class B Debentures of INR 1,000/- each		

		March 31, 2020	March 31, 2019
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)	**-**	4.34
	Nil (Previous Year: 38,498) 12% Unsecured Optionally Convertible Class C Debentures of INR 1,000/- each		
	Godrej Home Constructions Private Limited	**18.26**	41.46
	413,949 (Previous Year: 413,949) 12% (Previous Year: 17.45%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each		
	Wonder Projects Development Private Limited	**23.48**	27.58
	275,500 (Previous Year: 275,500) 12% (Previous Year: 17%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each		
	Pearlite Real Properties Private Limited	**7.04**	81.04
	73,500 (Previous Year: 796,005) 12% (Previous Year: 17%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each		
	Godrej Real View Developers Private Limited	**43.45**	42.16
	461,700 (Previous Year: 427,500) 12% (Previous Year: 17%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each		
	Godrej Greenview Housing Private Limited	**24.94**	25.27
	260,946 (Previous Year: 260,946) 12% (Previous Year: 17.45%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each		
	Ashank Macbricks Private Limited	**43.94**	-
	437,000 (Previous Year: Nil) 12% Unsecured Compulsorily Convertible Debentures of INR 1,000/- each		
b)	**Non trade Investments**		
	Investment in Fully paid-up Equity Instruments (at Fair Value through Profit or Loss)		
	Quoted Investments		
	Alacrity Housing Limited	**-**	0.00
	Nil (Previous Year: 100) Equity Shares of INR 10/- each		
	Ansal Buildwell Limited	**0.00**	0.00
	100 (Previous Year: 100) Equity Shares of INR 10/- each		
	Ansal Housing Limited	**0.00**	0.00
	300 (Previous Year: 300) Equity Shares of INR 10/-each		
	Ansal Properties and Infrastructure Limited	**0.00**	0.00
	600 (Previous Year: 600) Equity Shares of INR 5/- each		
	Unitech Limited	**0.00**	0.00
	13,000 (Previous Year: 13,000) Equity Shares of INR 2/- each		
	The Great Eastern Shipping Company Limited	**0.00**	0.00
	72 (Previous Year: 72) Equity Shares of INR 10/- each		
	Radhe Developers (India) Limited	**0.00**	0.00
	100 (Previous Year: 100) Equity Shares of INR 10/- each		

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

	March 31, 2020	March 31, 2019
United Textiles Limited	**0.00**	0.00
23,700 (Previous Year: 23,700) Equity Shares of INR 10/- each		
Unquoted Investments		
Saraswat Co-operative Bank Limited	**0.00**	0.00
1,000 (Previous Year: 1,000) Equity Shares of INR 10/- each		
AB Corp Limited	**0.00**	0.00
25,000 (Previous Year: 25,000) Equity Shares of INR 10/- each		
Lok Housing and Constructions Limited	**0.00**	0.00
100 (Previous Year: 100) Equity Shares of INR 10/- each		
Global Infrastructure & Technologies Limited	**0.00**	0.00
100 (Previous Year: 100) Equity Shares of INR 10/- each		
Premier Energy and Infrastructure Limited	**0.00**	0.00
100 (Previous Year: 100) Equity Shares of INR 10/- each		
D.S. Kulkarni Developers Limited	**0.00**	0.00
100 (Previous Year: 100) Equity Shares of INR 10/- each		
GOL Offshore Limited	**0.00**	0.00
18 (Previous Year: 18) Equity Shares of INR 10/- each		
Modella Textiles Private Limited	**0.00**	0.00
2 (Previous Year: 2) Equity Shares of INR 100/- each		
Lotus Green Construction Private Limited	**0.00**	0.00
1 (Previous Year: 1) Equity Shares of INR 10/- each		
Alacrity Housing Limited	**0.00**	-
100 (Previous Year: Nil) Equity Shares of INR 10/- each		
	696.52	725.18
Less: Provision for expected credit loss on investments	**(10.50)**	-
	686.02	725.18
Aggregate amount of Quoted Investments and Market Value thereof	**0.00**	0.00
Aggregate amount of Unquoted Investments	**696.52**	725.18
Aggregate amount of Provision for expected credit loss on investments	**10.50**	-

8 Loans (Non-Current)

To parties other than related parties		
Secured, Considered Good		
Deposits - Projects (refer note (a) below)	**26.33**	28.57
	26.33	28.57

(a) Secured Deposits - Projects are Secured against Terms of Development Agreements.

INR 0.00 represents amount less than INR 50,000

9 Other Non-Current Financial Assets

	March 31, 2020	March 31, 2019
Unsecured, Considered Good		
Deposit With Banks (refer note (a) below)	**2.99**	-
	2.99	-

(a) Fixed deposits held as margin money and lien marked for issuing bank guarantees amounting to INR 2.91 Crore (Previous Year: INR Nil).

10 Deferred Tax Assets and Tax Expense

a) Amounts recognised in the Standalone statement of profit and loss

Current Tax	**29.61**	(8.90)
Current Tax	**29.59**	-
Tax Adjustment of Prior Years	**0.02**	(8.90)
Deferred Tax Charge/ (Credit)	**169.76**	84.53
Deferred Tax		
Origination and reversal of temporary difference	**183.78**	78.89
MAT Credit (Utilisation) / Entitlement	**(14.02)**	5.64
Tax Expense for the year	**199.37**	75.63

b) Movement in Deferred Tax Balances

Particulars	Balance as at April 01, 2019	Movement during the year				Balance as at March 31, 2020
		Recognised in Profit or Loss	Recognised in OCI	Recognised in Other Equity	Others	
Deferred Tax Assets/ (Liabilities)						
Property, Plant and Equipment (including Right-of-use-Asset)	0.99	(0.67)	-	0.54	-	**0.86**
Brought Forward Loss	319.90	(169.53)	-	-	-	**150.37**
Inventories	18.25	-	-	-	-	**18.25**
Unabsorbed Depreciation	5.17	(5.17)	-	-	-	**-**
Employee Benefits	5.42	0.56	0.36	-	-	**6.34**
Equity-settled share-based payments	1.85	0.24	-	-	-	**2.09**
MAT Credit	19.75	(14.02)	-	-	-	**5.73**
Investments	(12.63)	7.87	-	-	-	**(4.76)**
Provision for doubtful assets	8.31	8.26	-	-	-	**16.57**
Other Items	7.03	2.70	-	-	(0.21)	**9.52**
Deferred Tax Assets/ (Liabilities)	**374.04**	**(169.76)**	**0.36**	**0.54**	**(0.21)**	**204.97**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

Particulars	Balance as at April 01, 2018 (Restated)	Movement during the year				Balance as at March 31, 2019
		Recognised in Profit or Loss	Recognised in OCI	Recognised in Other Equity	Others	
Deferred Tax Assets/ (Liabilities)						
Property, Plant and Equipment	(1.02)	2.01	-	-	-	0.99
Brought Forward Loss	418.76	(98.86)	-	-	-	319.90
Inventories	18.25	-	-	-	-	18.25
Unabsorbed Depreciation	-	5.17	-	-	-	5.17
Employee Benefits	6.21	(0.96)	0.17	-	-	5.42
Equity-settled share-based payments	1.63	0.22	-	-	-	1.85
MAT Credit	14.10	5.64	-	-	0.01	19.75
Investments	(3.69)	(8.94)	-	-	-	(12.63)
Provision for doubtful assets	0.11	8.20	-	-	-	8.31
Other Items	4.04	2.99	-	-	-	7.03
Deferred Tax Assets/ (Liabilities)	**458.39**	**(84.53)**	**0.17**	**-**	**0.01**	**374.04**

c) Reconciliation of Effective Tax Rate

Particulars	**March 31, 2020**	March 31, 2019
Profit Before Tax	**512.19**	284.98
Tax using the Company's domestic tax rate 34.944% (Previous Year: 34.944%)	**178.98**	99.58
Tax effect of:		
Non-deductible expenses	**15.79**	0.84
Tax-exempt income	**21.74**	(2.65)
Change in recognised deductible temporary differences	**(7.87)**	(8.70)
Rate difference	**-**	0.03
Income / Expense offered in tax books	**(9.21)**	-
Adjustment for tax of prior years	**0.02**	(8.90)
MAT credit of previous year recognised in current year	**-**	(5.64)
Other adjustments	**(0.08)**	1.07
Tax expense recognised	**199.37**	75.63

d) The Company has recognised deferred tax asset to the extent that the same will be recoverable using the estimated future taxable income based on the approved business plans and budgets of the Company.The Company is expected to generate taxable income from the financial year ended March 31, 2020 onwards. The business losses can be carried forward for a period of 8 years as per the tax regulations and the Company expects to recover the losses.

e) A new Section 115BAA was inserted in the Income Tax Act, 1961, by The Government of India on September 20, 2019 vide the Taxation Laws (Amendment) Ordinance, 2019 which provides an option to companies for paying income tax at reduced rates in accordance with the provisions/conditions defined in the said section. The Company has decided to continue with the existing tax structure for the year ended March 31, 2020.

f) Deferred tax assets amounting to INR 15.26 Crore have not been recognised in respect of provision for expected credit loss on investments due to uncertainty as at the current date with respect to future realisation.

g) On March 30, 2019, MCA has issued amendment regarding the income tax Uncertainty over Income Tax Treatments. As per the Company's assessment, there are no material income tax uncertainties over income tax treatments during the current financial year.

11 Other Non-Current Non Financial Assets

Particulars	March 31, 2020	March 31, 2019
Unsecured, Considered Good		
Capital advances	**37.56**	56.61
	37.56	56.61

12 Inventories (Valued at lower of Cost and Net Realisable Value)

Finished Goods	**310.75**	71.37
Construction Work in Progress (refer note 52)	**936.67**	1,508.73
	1,247.42	1,580.10

13 Investments

Unquoted		
Investment in Mutual Funds carried at Fair Value through Profit or Loss	**1,997.65**	887.68
	1,997.65	887.68
Aggregate amount of Unquoted Investments	**1,997.65**	887.68

14 Trade Receivables

To related parties		
Unsecured, Considered Good (refer note (a) below)	**23.60**	33.39
To parties other than related parties		
Unsecured, Considered Good	**115.52**	70.24
Unsecured, Credit Impaired	**30.90**	23.45
Less: Allowance for Credit Risk	**(30.90)**	(23.45)
	139.12	103.63

(a) Includes entity where directors are interested, viz Godrej Industries Limited INR 0.03 Crore (Previous Year: INR Nil).

15 Cash and Cash Equivalents

Balances With Banks (refer note 55)		
In Current Accounts	**10.07**	42.04
In Fixed Deposit Accounts with original maturity less than 3 months	**55.60**	66.11
Cheques On Hand	**9.02**	4.75
Cash On Hand	**0.03**	0.02
	74.72	112.92

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

16 Bank Balances other than above

	March 31, 2020	March 31, 2019
Balances With Banks (refer note 55)		
In Current Accounts (refer note (a) below)	**0.97**	0.51
In Fixed Deposit Accounts with maturity more than 3 months but less than 12 months (refer note (b) below)	**351.59**	168.69
	352.56	169.20

(a) Includes

(i) Balances with Banks in current accounts includes INR 0.03 Crore (Previous Year: INR 0.04 Crore) is on account of earmarked balance for unclaimed dividend.

(ii) Balances with Banks in current accounts includes INR 0.54 Crore (Previous Year: INR 0.47 Crore) is amount received from flat buyers towards maintenance charges.

(b) Includes

(i) INR 40.01 Crore (Previous Year: INR 2.18 Crore) received from flat buyers and held in trust on their behalf in a corpus fund and towards maintenance charges.

(ii) Deposits held as Deposit Repayment Reserve amounting to INR 0.10 Crore (Previous Year: INR 0.10 Crore).

(iii) Fixed deposits held as margin money and lien marked for issuing bank guarantees amounting to INR 0.19 Crore (Previous Year: INR 0.23 Crore).

17 Loans (Current)

Secured, Considered Good		
To related parties		
Loan to Related Party (refer note (a) below)	**-**	7.50
To parties other than related parties		
Deposits - Projects (refer note (b) below)	**189.63**	212.14
Unsecured, Considered Good		
To related parties		
Loan to Related Parties	**2,788.97**	1,809.43
To parties other than related parties		
Loan to others	**14.86**	12.88
Recoverable from projects	**18.82**	22.02
	3,012.28	2,063.97

(a) Loan to related party represents loan given to Prakhhyat Dwelling LLP INR Nil (Previous Year: INR 7.50 Crore), a joint venture of the Company and is secured against immovable property of the LLP.

(b) Deposits - Projects are Secured against Terms of Development Agreement.

18 Other Current Financial Assets

	March 31, 2020	March 31, 2019
Unsecured, Considered Good		
To related parties		
Receivable from LLPs	**37.02**	34.75
Interest Accrued	**444.02**	288.84
Deposits - Others (refer note (a) below)	**1.91**	1.90
Others (includes expenses recoverable etc.)	**26.27**	-
To parties other than related parties		
Deposits - Others	**44.40**	23.00
Interest Accrued	**28.15**	10.60
Others (includes expenses recoverable etc.)	**0.15**	16.69
	581.92	375.78

(a) Represents entities where directors are interested, viz Godrej Industries Limited INR 0.36 Crore (Previous Year: INR 0.36 Crore), Annamudi Real Estates LLP INR 1.51 Crore (Previous Year: INR 1.51 Crore) and Godrej One Premises Management Private Limited INR 0.04 Crore (Previous Year: INR 0.03 Crore).

19 Other Current Non Financial Assets

Secured, Considered Good		
To parties other than related parties		
Advance to Suppliers and Contractors (refer note (a) below)	**1.35**	5.79
Unsecured, Considered Good		
To related parties		
Unbilled Revenue (refer note (b) below)	**1.49**	0.20
To parties other than related parties		
Unbilled Revenue	**128.43**	57.28
Balances with Government Authorities	**28.51**	66.58
Advance to Suppliers and Contractors	**18.01**	40.53
Prepayments	**1.38**	1.85
Advance for Land, Development Rights and Flats	**144.40**	29.13
Others (includes deferred brokerage etc.)	**14.49**	22.60
	338.06	223.96

(a) Advance to Suppliers and Contractors includes advances amounting to INR 1.35 Crore (Previous Year: INR 5.79 Crore) secured against bank guarantees.

(b) Includes amount unbilled to a director INR 0.98 Crore (Previous Year: INR Nil) and entities where directors are interested, viz Godrej Agrovet Limited INR Nil (Previous Year: INR 0.02 Crore), Godrej Consumer Products Limited INR Nil (Previous Year: INR 0.09 Crore) and Godrej Industries Limited INR Nil (Previous Year: INR 0.09 Crore).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

20 Equity Share Capital

	March 31, 2020	March 31, 2019
a) Authorised :		
1,338,000,000 Equity Shares of INR 5/- each (Previous Year: 1,338,000,000 Equity Shares of INR 5/- each)	**669.00**	669.00
	669.00	669.00
b) Issued, Subscribed and Paid-up:		
252,023,911 Equity Shares of INR 5/- each (Previous Year: 229,323,713 Equity Shares of INR 5/- each) fully paid-up	**126.01**	114.66
	126.01	114.66

c) During the year, the Company has issued 70,888 equity shares (Previous Year: 78,585 equity shares) under the Employee Stock Grant Scheme.

d) During the year, the Company has allotted 22,629,310 equity shares of face value of INR 5 each through Qualified Institutions Placement aggregating to INR 2,100 Crore.

e) Reconciliation of number of shares outstanding at the beginning and end of the year :

	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (In Crore)**	No. of Shares	INR (In Crore)
Equity Shares :				
Outstanding at the beginning of the year	**229,323,713**	**114.66**	216,480,128	108.24
Issued during the year	**22,700,198**	**11.35**	12,843,585	6.42
Outstanding at the end of the year	**252,023,911**	**126.01**	229,323,713	114.66

f) Shareholding Information

Equity Shares are held by:	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (In Crore)**	No. of Shares	INR (In Crore)
Godrej Industries Limited (Holding Company)	**123,027,510**	**61.51**	123,027,510	61.51
Godrej & Boyce Manufacturing Company Limited (Ultimate Holding Company upto March 29, 2017)	**10,650,688**	**5.33**	10,650,688	5.33
Ensemble Holdings & Finance Limited (Subsidiary of Holding Company)	**1,382,310**	**0.69**	1,382,310	0.69
Innovia Multiventures Private Limited (Subsidiary of Holding Company)	**7,440,862**	**3.72**	7,440,862	3.72

Pursuant to the approved Scheme of Arrangement (Demerger) by National Company Law Tribunal ("NCLT"), Mumbai bench Order dated April 22, 2020, 1,382,310 number of shares held by Ensemble Holdings & Finance Limited have been taken over by Godrej Industries Limited.

g) Rights, preferences and restrictions attached to Equity shares

The Company has only one class of equity shares having a par value of INR 5/- per share. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

h) Shareholders holding more than 5% shares in the Company:

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	**%**	No. of Shares	%
Equity shares				
Godrej Industries Limited	**123,027,510**	**48.82%**	123,027,510	53.65%

i) Equity Shares allotted as fully paid-up without payment being received in cash

Particulars	Financial Year	No. of Shares	INR (In Crore)
Equity Shares:			
Godrej Industries Limited	March 31, 2016	16,745,762	8.37

The Company has not allotted any equity shares as fully paid-up without payment being received in cash in preceding five years other than those disclosed above.

j) Equity Shares Reserved for Issue Under Options (refer note 39)

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (in Crore)**	No. of Shares	INR (in Crore)
(i) 26,242 Employee Stock Grants eligible for 26,242 equity shares of INR 5/- each, out of which 26,242 is vesting on June 01, 2019.	**-**	**-**	26,242	0.01
(ii) 871 Employee Stock Grants eligible for 871 equity shares of INR 5/- each, out of which 871 is vesting on January 01, 2020.	**-**	**-**	871	0.00
(iii) 204 Employee Stock Grants eligible for 204 equity shares of INR 5/- each, out of which 204 is vesting on March 01, 2020.	**-**	**-**	204	0.00
(iv) 23,864 Employee Stock Grants eligible for 23,864 equity shares of INR 5/- each, out of which 23,864 is vesting on May 31, 2020.	**23,864**	**0.01**	49,573	0.02
(v) 976 Employee Stock Grants eligible for 976 equity shares of INR 5/- each, out of which 976 is vesting on June 09, 2020.	**976**	**0.00**	1,953	0.00
(vi) 35,226 Employee Stock Grants eligible for 35,226 equity shares of INR 5/- each, out of which 17,613 is vesting on May 15, 2020 and 17,613 is vesting on May 15, 2021.	**35,226**	**0.02**	54,749	0.03
(vii) 214 Employee Stock Grants eligible for 214 equity shares of INR 5/- each, out of which 107 is vesting on May 18, 2020 and 107 is vesting on May 18, 2021.	**214**	**0.00**	321	0.00

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (in Crore)**	No. of Shares	INR (in Crore)
(viii) 50,069 Employee Stock Grants eligible for 50,069 equity shares of INR 5/- each, out of which 16,690 is vesting on April 30, 2020, 16,690 is vesting on April 30, 2021 and 16,689 is vesting on April 30, 2022.	**50,069**	**0.03**	-	-
(ix) 728 Employee Stock Grants eligible for 728 equity shares of INR 5/- each, out of which 243 is vesting on December 02, 2020, 243 is vesting on December 02, 2021 and 242 is vesting on December 02, 2022 .	**728**	**0.00**	-	-

21 Borrowings (Non-Current)

Particulars	Maturity Date	Terms of repayment	March 31, 2020	March 31, 2019
Unsecured Debentures				
7.82% 5,000 (Previous Year: 5,000) redeemable non-convertible debentures ("NCD") of face Value INR 1,000,000 each	September 25, 2020	Single Principal Repayment at the end of the Term	-	500.00
			-	500.00

22 Provisions (Non-Current)

Provision for Employee Benefits		
Gratuity	**12.62**	11.51
	12.62	11.51

23 Borrowings (Current)

Particulars	Interest Rate p.a	March 31, 2020	March 31, 2019
Secured Loans			
From Banks	7.80%-8.30%		
Working Capital Loan (refer note (a) below)	(Previous Year: 8.30%-8.60%)	**902.73**	803.84
Cash Credit Loan (refer note (b) below)		**110.48**	108.46
Unsecured Loans			
From Banks	6.45%-8.30%		
Overdraft Facilities (refer note (c) below)	(Previous Year: 7.48%-9.00%)	**148.84**	176.03
Other Loans (refer note (d) below)		**1,280.87**	1,271.51
From Others	5.93%-6.75%		
Commercial Papers (refer note (d) below)	(Previous Year: 7.49%-7.91%)	**761.12**	656.00
		3,204.04	3,015.84

INR 0.00 represents amount less than INR 50,000

(a) The Working Capital Loan (WCL) of INR 500 Crore (Previous Year: INR 800 Crore) from SBI is secured by a primary charge of hypothecation of Current Assets of the Company and work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5th Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary).

The WCL of INR 400 Crore (Previous Year: INR Nil) from SBI is secured by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5th Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary).

(b) Cash Credit availed from SBI is secured by a primary charge of hypothecation of Current Assets of the Company and work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5th Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and is repayable on demand.

(c) Unsecured Overdraft facilities from Banks is repayable on demand.

(d) Other Loans includes Unsecured Working Capital Loans and Commercial Papers. Working capital loans are repayable within one year and Commercial Papers are repayable within 48 days to 164 days.

24 Other Current Financial Liabilities

	March 31, 2020	March 31, 2019
Current maturities of Long Term Debentures	**500.00**	-
Interest Accrued but not due	**20.19**	20.14
Unclaimed Fixed Deposits and Interest	**0.38**	0.52
Unclaimed Dividend	**0.03**	0.04
Deposits - Others	**1.54**	2.30
Advance Share of Profit from Joint Ventures	**19.74**	19.65
Share of Loss from LLPs	**126.08**	40.66
Employee Benefits Payable	**122.67**	108.80
Other Liabilities (includes payable for development rights, etc.)	**45.32**	48.90
	835.95	241.01

25 Other Current Non Financial Liabilities

Statutory Dues	**18.71**	24.14
Advances Received Against Sale of Flats/ Units	**226.31**	1,158.39
Others (includes advance from customer for maintenance, etc.)	**24.25**	4.75
	269.27	1,187.28

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

26 Provisions (Current)

	March 31, 2020	March 31, 2019
Provision for Employee Benefits		
Gratuity	**2.17**	1.94
Compensated Absences	**2.86**	2.63
Provision for Tax Dues (refer note (a) below)	**3.99**	4.66
Others (refer note (b) below)	**2.77**	1.75
	11.79	10.98

(a) Provision for tax dues. Utilised: INR 0.67 Crore (Previous Year: INR Nil) and Accrued: INR Nil (Previous Year: INR Nil)

(b) Others include provision made during the year for legal cases. The same is expected to be settled in foreseeable future. (Utilised: INR Nil (Previous Year: INR Nil), Accrued INR 1.02 Crore (Previous Year: INR 0.25 Crore))

27 Revenue from Operations

Sale of Real Estate Developments	**1,575.67**	1,326.78
Sale of Services	**145.67**	78.69
Other Operating Revenues		
Other Income from Customers	**22.90**	23.63
Share of Profit in Limited Liability Partnerships (net)	**-**	0.19
Lease Rent	**2.81**	4.46
	1,747.05	1,433.75

28 Other Income

Interest Income	**426.09**	303.59
Dividend Income	**0.00**	0.00
Profit on Sale of Property, Plant and Equipment (net)	**0.08**	-
Income from Investment measured at FVTPL	**27.59**	94.21
Profit on Sale of Investments (net)	**82.54**	58.26
Miscellaneous Income	**4.33**	4.19
	540.63	460.25

29 Cost of Materials Consumed

Land/ Development Rights	**269.81**	65.13
Construction, Material and Labour	**267.28**	234.40
Architect Fees	**15.00**	2.02
Finance Costs	**53.00**	135.82
Other Costs (including depreciation expense)	**73.39**	71.97
	678.48	509.34

INR 0.00 represents amount less than INR 50,000

30 Changes in Inventories of Finished Goods and Construction Work-in-Progress

	March 31, 2020	March 31, 2019
Inventories at the beginning of the year		
Finished Goods	**71.37**	64.46
Construction Work-in-Progress	**1,508.73**	2,016.19
	1,580.10	2,080.65
Inventories at the end of the year		
Finished Goods	**310.75**	71.37
Construction Work-in-Progress	**936.67**	1,508.73
	1,247.42	1,580.10
Less : Transferred to Investment Property and Capital Work-in-Progress	**15.02**	-
	317.66	500.54

31 Employee Benefits Expense*

Salaries, Bonus and Allowances	**139.24**	132.30
Contribution to Provident and Other Funds	**3.65**	2.90
Share Based Payments to Employees	**4.38**	3.55
Staff Welfare Expenses	**5.16**	4.77
	152.43	143.52

* Net of allocations

32 Finance Costs

Interest Expense	**234.07**	296.85
Interest on Income Tax	**0.03**	0.38
Total Interest Expense	**234.10**	297.23
Other Borrowing costs	**89.45**	90.54
Total Finance Costs	**323.55**	387.77
Less : Transferred to Construction Work-in-Progress	**(53.00)**	(135.82)
Net Finance Costs	**270.55**	251.95

33 Depreciation and Amortisation Expense

Depreciation and amortisation on Property, Plant and Equipment	**11.07**	9.87
Depreciation on Right-of-Use Assets	**4.63**	-
Depreciation on Investment Property	**0.23**	0.28
Amortisation of Intangible Assets	**2.69**	2.97
Total Depreciation and Amortisation Expense	**18.62**	13.12
Less : Transferred to Construction Work-in-Progress	**(1.95)**	-
	16.67	13.12

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

34 Other Expenses

	March 31, 2020	March 31, 2019
Consultancy Charges	**44.51**	32.86
Rent	**2.41**	6.36
Insurance	**0.88**	1.17
Rates and Taxes	**3.61**	0.50
Advertisement and Marketing Expense	**54.35**	51.24
Share of loss in Limited Liability Partnerships (net)	**62.21**	-
Other Expenses (refer note 46, 48 and 49)	**171.73**	98.42
	339.70	190.55

35 Earnings Per Share

a) Basic Earnings Per Share

The calculation of basic earnings per share is based on the profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding.

(i) Profit attributable to ordinary shareholders (basic)		
Profit for the year, attributable to ordinary shareholders of the Company	**312.82**	209.35
	312.82	209.35

(ii) Weighted average number of ordinary shares (basic)		
Number of equity shares at the beginning of the year	**229,323,713**	216,480,128
Add: Weighted average number of equity shares issued during the year	**17,126,554**	10,386,863
Add: Weighted average effect of share options exercised	**55,643**	63,456
Weighted average number of equity shares outstanding at the end of the year	**246,505,910**	226,930,447
Basic Earnings Per Share (INR) (Face value INR 5 each) (Previous year: INR 5 each)	**12.69**	9.22

b) Diluted Earnings Per Share

The calculation of diluted earnings per share is based on the profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

(i) Profit attributable to ordinary shareholders (diluted)		
Profit for the year, attributable to ordinary shareholders of the Company	**312.82**	209.35
	312.82	209.35

		March 31, 2020	March 31, 2019
(ii)	**Weighted average number of ordinary shares (diluted)**		
	Weighted average number of equity shares outstanding (basic)	**246,505,910**	226,930,447
	Add: Weighted average effect of potential equity shares under ESGS plan	**68,028**	87,722
		246,573,938	227,018,169
	Diluted Earnings Per Share (INR) (Face value INR 5 each) (Previous year: INR 5 each)	**12.69**	9.22

36 Employee Benefits

a) Defined Contribution Plans:

Contribution to Defined Contribution Plans recognised as an expense for the year are as under:

Particulars	**March 31, 2020**	March 31, 2019
Employer's Contribution to Provident Fund (Gross before Allocation)	**9.23**	7.95
Employer's Contribution to ESIC	**-**	0.00

b) Defined Benefit Plans:

Contribution to Gratuity Fund (Non-Funded)

Gratuity is payable to all eligible employees on death or on separation/ termination in terms of the provisions of the Payment of Gratuity Act or as per the Company's policy whichever is beneficial to the employees.

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(i) Changes in present value of defined benefit obligation

Particulars	**March 31, 2020**	March 31, 2019
Present value of obligation as at beginning of the year	**13.45**	11.59
Interest Cost	**0.95**	0.90
Current Service Cost	**2.23**	2.38
Benefits Paid	**(1.50)**	(1.51)
Effect of Liability Transfer in	**-**	0.11
Effect of Liability Transfer out	**(1.38)**	(0.52)
Actuarial (gains)/ losses on obligations - due to change in demographic assumptions	**-**	(0.79)
Actuarial (gains)/ losses on obligations - due to change in financial assumptions	**0.56**	0.42
Actuarial (gains) /losses on obligations - due to change in experience	**0.48**	0.87
Present value of obligation as at the end of the year	**14.79**	13.45

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

(ii) Amount recognised in the Standalone Balance Sheet

Particulars	**March 31, 2020**	March 31, 2019
Present value of obligation as at end of the year	**14.79**	13.45
Fair value of plan assets as at end of the year	**-**	-
Net obligation as at end of the year	**14.79**	13.45

(iii) Net gratuity cost for the year

Particulars	**March 31, 2020**	March 31, 2019
Recognised in the Standalone Statement of Profit and Loss		
Current Service Cost	**2.23**	2.38
Interest Cost	**0.95**	0.90
Total	**3.18**	3.28
Recognised in Other Comprehensive Income (OCI)		
Remeasurement due to:		
Actuarial (gains)/losses on obligations - due to change in demographic assumptions	**-**	(0.79)
Actuarial (gains)/losses on obligations - due to change in financial assumptions	**0.56**	0.42
Actuarial (gains)/losses on obligations - due to change in experience	**0.48**	0.87
Total	**1.04**	0.50
Net Gratuity cost in Total Comprehensive Income (TCI)	**4.22**	3.78

The cumulative amount of actuarial (gains) / losses on obligations recognised in other comprehensive income as at March 31, 2020 is INR 4.69 Crore (Previous Year: INR 4.01 Crore).

(iv) The Principal assumptions used in determining the present value of defined benefit obligation for the Company's plan are given below:

Particulars	**March 31, 2020**	March 31, 2019
Discount Rate	**6.24%**	7.07%
Salary escalation rate	**8%**	8%
Attrition Rate	**17%**	17%
Mortality	**Indian Assured Lives Mortality (2006-08)**	Indian Assured Lives Mortality (2006-08)

(v) Sensitivity analysis

A quantitative sensitivity analysis on Defined Benefit Obligation for significant assumptions as at March 31, 2020 is shown below:

Particulars	**March 31, 2020**		March 31, 2019	
	Increase	**Decrease**	Increase	Decrease
Discount Rate (1% movement)	**(0.67)**	**0.74**	(0.59)	0.65
Salary escalation rate (1% movement)	**0.72**	**(0.66)**	0.64	(0.59)
Attrition Rate (1% movement)	**(0.13)**	**0.14**	(0.09)	0.10

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior year.

(vi) The expected future cash flows in respect of gratuity as at March 31, 2020 were as follows:

Maturity Analysis of Projected Benefit Obligation: From the Employer

Projected Benefits Payable in Future Years from the Reporting Date	**March 31, 2020**	March 31, 2019
1st Following Year	**2.17**	1.94
2nd Following Year	**1.90**	1.80
3rd Following Year	**1.78**	1.88
4th Following Year	**1.82**	1.62
5th Following Year	**1.64**	1.59
Sum of Years 6 to 10	**6.13**	5.67

Compensated absences

Compensated absences for employee benefits of INR 0.94 Crore (Previous Year: INR 1.28 Crore) expected to be paid in exchange for the services recognised as an expense during the year.

37 Financial instruments – Fair values and risk management

a) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

March 31, 2020	**Carrying amount**			**Fair value**			
	Fair value through profit or loss	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets							
Non-Current							
Investment in Preference Shares	0.11	-	0.11	-	-	0.11	0.11
Other Investments							
Investment in Debentures	358.58	327.44	686.02	-	358.58	-	358.58
Investment in Equity Instruments	0.00	-	0.00	0.00	-	-	0.00
Loans	-	26.33	26.33	-	-	-	-
Other Non-Current Financial Assets	-	2.99	2.99	-	-	-	-

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

March 31, 2020	Carrying amount			Fair value			
	Fair value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Current							
Investments	1,997.65	-	1,997.65	1,997.65	-	-	1,997.65
Trade receivables	-	139.12	139.12	-	-	-	-
Cash and cash equivalents	-	74.72	74.72	-	-	-	-
Bank balances other than above	-	352.56	352.56	-	-	-	-
Loans	-	3,012.28	3,012.28	-	-	-	-
Other Current Financial Assets	-	581.92	581.92	-	-	-	-
	2,356.34	**4,517.36**	**6,873.70**	**1,997.65**	**358.58**	**0.11**	**2,356.34**
Financial Liabilities							
Non-Current							
Lease Liabilities	-	1.15	1.15	-	-	1.15	1.15
Current							
Borrowings	-	3,204.04	3,204.04	-	-	-	-
Lease Liabilities	-	2.84	2.84	-	-	2.84	2.84
Trade Payables	-	430.89	430.89	-	-	-	-
Other Current Financial Liabilities	-	835.95	835.95	-	500.00	-	500.00
	-	**4,474.87**	**4,474.87**	**-**	**500.00**	**3.99**	**503.99**

March 31, 2019	Carrying amount			Fair value			
	Fair value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets							
Non-Current							
Investment in Preference Shares	-	0.11	0.11	-	-	-	-
Other Investments							
Investment in Debentures	319.59	405.58	725.18	-	319.59	-	319.59
Investment in Equity Instruments	0.00	-	0.00	0.00	-	-	0.00
Loans	-	28.57	28.57	-	-	-	-

INR 0.00 represents amount less than INR 50,000

(Currency in INR Crore)

March 31, 2019	Carrying amount			Fair value			
	Fair value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Current							
Investments	887.68	-	887.68	887.68	-	-	887.68
Trade receivables	-	103.63	103.63	-	-	-	-
Cash and cash equivalents	-	112.92	112.92	-	-	-	-
Bank Balances other than above	-	169.20	169.20	-	-	-	-
Loans	-	2,063.97	2,063.97	-	-	-	-
Other Current Financial Assets	-	375.78	375.78	-	-	-	-
	1,207.27	**3,259.76**	**4,467.03**	**887.68**	**319.59**	**-**	**1,207.27**
Financial Liabilities							
Non Current							
Borrowings	-	500.00	500.00	-	500.00	-	500.00
Current							
Borrowings	-	3,015.84	3,015.84	-	-	-	-
Trade Payables	-	143.02	143.02	-	-	-	-
Other Current Financial Liabilities	-	241.01	241.01	-	-	-	-
	-	**3,899.87**	**3,899.87**	**-**	**500.00**	**-**	**500.00**

b) Measurement of Fair Value

(i) The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

(ii) The Company uses the Discounted Cash Flow valuation technique (in relation to financial assets measured at amortised cost and fair value through profit or loss) which involves determination of present value of expected receipt/ payment discounted using appropriate discounting rates. The fair value so determined for financial asset measured at fair value through profit and loss are classified as Level 2.

(iii) The Company uses the discounted cash flow valuation technique (in relation to financial liabilities measured at amortised cost) which involves determination of the present value of expected payments, discounted using bank rate.

(iv) For financial assets that are measured at fair value under Level 3, the carrying amounts are equal to the fair values.

(v) Lease liabilities are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

c) Risk Management Framework

The Company's Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

d) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

(i) Credit Risk

(ii) Liquidity Risk

(iii) Market Risk.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investments in debt securities, loans given to related parties and project deposits.

The carrying amount of financial assets represents the maximum credit exposure.

Trade Receivables

Customer credit risk is managed by requiring customers to pay advances through progress billings before transfer of ownership, therefore substantially eliminating the Company's credit risk in this respect.

The Company's credit risk with regard to trade receivable has a high degree of risk diversification, due to the large number of projects of varying sizes and types with numerous different customer categories in a large number of geographical markets.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

Particulars	**March 31, 2020**	March 31, 2019
Opening balance	**23.45**	9.47
Add: Impairment loss recognised	**7.45**	16.30
Less: Impairment loss reversed	**-**	2.32
Closing balance	**30.90**	23.45

Investment in Debt Securities, Loans to Related Parties, Project Deposits and Other Financial Assets

The Company has investments in compulsorily convertible debentures / optionally convertible debentures, preference shares, loans to related parties and project deposits. The settlement of such instruments is linked to the completion of the respective underlying projects. During the year, the Company has recorded provision / expected credit loss on investment in debentures of INR 10.50 Crore and on financial assets of INR 5.00 Crore.

Cash and Bank balances

Credit risk from cash and bank balances is managed by the Company's treasury department in accordance with the Company's policy.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Company has access to funds from debt markets through loan from banks, commercial papers, fixed deposits from public and other debt instruments. The Company invests its surplus funds in bank fixed deposits and debt based mutual funds.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date:

March 31, 2020	**Carrying Amount**	**Contractual cash flows**				
		Total	**Within 12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Financial Liabilities						
Current						
Borrowings	**3,204.04**	**3,263.28**	**3,263.28**	**-**	**-**	**-**
Trade Payables	**430.89**	**431.44**	**426.14**	**3.83**	**0.65**	**0.82**
Other Current Financial Liabilities	**835.95**	**854.86**	**854.86**	**-**	**-**	**-**

March 31, 2019	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non Current						
Borrowings	500.00	558.06	18.96	539.10	-	-
Current						
Borrowings	3,015.84	3,067.00	3,067.00	-	-	-
Trade Payables	143.02	143.91	133.51	9.16	1.24	-
Other Current Financial Liabilities	241.01	241.01	241.01	-	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

(iii) Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rate and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) Currency Risk

Currency risk is not material, as the Company's primary business activities are within India and does not have significant exposure in foreign currency.

b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable, competitive, cost of funding.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management is as follows:

Particulars	**March 31, 2020**	March 31, 2019
Financial liabilities		
Variable rate instruments	**259.32**	684.49
Fixed rate instruments	**3,441.99**	2,827.14
	3,701.31	3,511.63
Financial assets		
Variable rate instruments	**-**	-
Fixed rate instruments	**4,116.10**	3,030.61
	4,116.10	3,030.61

Fair value sensitivity analysis for fixed rate instruments

The Company does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rate would have resulted in variation in the interest expense for the Company by the amounts indicated in the table below. Given that the Company capitalises interest to the cost of inventory to the extent permissible, the amounts indicated below may have an impact on reported profits over the life cycle of projects to which such interest is capitalised. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Particulars	Profit or Loss INR (In Crore)	
	100 BP increase	100 BP decrease
March 31, 2020		
Financial Liabilities		
Variable rate instruments		
Borrowings	**(2.59)**	**2.59**
Cash flow sensitivity (net)	**(2.59)**	**2.59**
March 31, 2019		
Financial Liabilities		
Variable rate instruments		
Borrowings	(6.84)	6.84
Cash flow sensitivity (net)	(6.84)	6.84

The Company does not have any additional impact on equity other than the impact on retained earnings.

38 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Board of Directors seek to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages by a sound capital position.

The Company monitors capital using a ratio of 'Net Debt to Equity'. For this purpose, net debt is defined as total borrowings (including interest accrued) less cash and bank balances and other current investments.

The Company's net debt to equity ratio is as follows:

Particulars	March 31, 2020	March 31, 2019
Net debt	**1,296.31**	2,366.18
Total equity	**5,034.78**	2,657.05
Net debt to Equity ratio	**0.26**	0.89

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

39 Employee Stock Grant Scheme

The Company instituted an Employee Stock Grant Scheme (GPL ESGS) approved by the Board of Directors, the Shareholders and the Remuneration Committee.

a) Details of Stock Grants are as under:

Particulars	No. of Options		Weighted average Exercise Price (INR)	Weighted average Share Price (INR)
	March 31, 2020	March 31, 2019		
Options Outstanding at the beginning of the year	**133,913**	181,859		
Add: Options granted	**50,797**	58,635		
Less: Options exercised	**70,888**	78,585	5.00	915.12
Less : Option lapsed	**2,745**	27,996		
Options Outstanding at the end of the year	**111,077**	133,913		

b) The weighted average exercise price of the options outstanding as at March 31, 2020 is INR 5 per share (Previous year: INR 5 per share) and the weighted average remaining contractual life of the options outstanding as at March 31, 2020 is 0.74 years (Previous year: 0.76 years)

c) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. The weighted average fair value of the options granted is INR 756.42 (Previous year: INR 593.60). The following table lists the average inputs to the model used for the plan for the year ended March 31, 2020:

Particulars	March 31, 2020	March 31, 2019	Description of the Inputs used
Dividend yield %	**-**	-	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	**33%-51%**	32% - 42%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	**6.37%-7.07%**	6.31 % - 7.20%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	**1 to 3 years**	1 to 3 years	
Weighted Average Market price on date of granting the options	**INR 760.99**	INR 598.00	

d) The expense arising from ESGS scheme during the year is INR 4.38 Crore (Previous Year: INR 3.55 Crore)

40 Leases

a) First time Adoption of IND AS 116 - Leases (IND AS 116)

IND AS 116 has been notified by Ministry of Corporate Affairs (MCA) on March 30, 2019 and is effective from accounting period beginning on or after April 01, 2019. The Company has applied modified retrospective approach in adopting the new standard as a lessee (for all leases other than those end within a period of 12 months) and accordingly has given an cumulative effect of applying this standard on the opening balance of retained earnings as at April 01, 2019.

b) The Company has recognised INR 2.28 Crore towards minimum lease payments for short-term leases and INR 0.13 Crore for low-value assets accounted as per paragraph 6 of IND AS 116 and INR 2.81 Crore minimum lease receipt in the Standalone statement of profit and loss.

c) As a lessor

The Company's significant leasing arrangements are in respect of operating leases for Commercial premises. Lease income from operating leases is recognised on a straight-line basis over the period of lease. The future minimum lease receivables of non-cancellable operating leases are as under:

Particulars	**March 31, 2020**	March 31, 2019
Future minimum lease receipts under operating leases		
Not later than 1 year	**2.08**	2.83
Later than 1 year and not later than 5 years	**8.00**	12.42
Later than 5 years	**2.23**	46.36

d) As a Lessee

The Company's significant leasing arrangements are in respect of operating leases for Commercial / Residential premises. Lease expenditure for operating leases is recognised on a straight-line basis over the period of lease. These leasing arrangements are non-cancellable / cancellable and are renewable on a periodic basis by mutual consent on mutually accepted terms.

Right-of-Use Assets	**March 31, 2020**
Particulars	
Cost	
Balance as at April 01, 2019	**9.44**
Add: Additions	**-**
Less: Disposals	**(1.52)**
Balance as at March 31, 2020	**7.92**
Accumulated Depreciation	
Balance as at April 01, 2019	**-**
Add: Depreciation charge for the year	**4.63**
Less: Disposals	**-**
Balance as at March 31, 2020	**4.63**
Carrying amount	
Balance as at April 01, 2019	**9.44**
Balance as at March 31, 2020	**3.29**
Lease Liabilities	
Balance as at April 01, 2019	**11.00**
Less: Disposals	**(2.11)**
Add: Interest Expense on lease Liabilities	**0.53**
Less: Total cash outflow for leases	**(5.43)**
Balance as at March 31, 2020	**3.99**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

The future minimum lease payments of non-cancellable operating leases are as under:

Particulars	**March 31, 2020**	March 31, 2019
Future minimum lease payments under operating leases		
Not later than 1 year	**3.03**	6.43
Later than 1 year and not later than 5 years	**1.18**	7.85
Weighted average effective interest rate (%)	**8.00%**	N.A.

e) Impact of change in financial position

The Company has applied modified retrospective approach and hence it has not restated previous period but has given an cumulative effect of applying this standard on the opening balance of retained earnings as at April 01, 2019 amounting to INR 1.02 Crore.

f) Impact of change in accounting policy on basic and diluted earnings per share

The Company has applied modified retrospective approach and hence it has not restated previous period numbers. Also, the effect of this adoption is not material on the basic and diluted earnings per share for the year ended March 31, 2020.

g) Reconciliation between operating lease commitments disclosed in March 31, 2019 financials applying IND AS 17 and lease liabilities recognised as per IND AS 116 as at April 01, 2019 in these standalone financial statements:

Particulars	**Amount**
Operating lease commitments disclosed in March 31, 2019 standalone financial statements (under IND AS 17)	**14.28**
Less: Short-term Leases ending within a period of 12 months adoption of the standard	**(0.06)**
Less: Discounting impact	**(3.22)**
Lease liabilities as per IND AS 116 recognised in these standalone financial statements as at April, 01 2019	**11.00**

41 Related Party Transactions

1. Related Party Disclosures:

Related party disclosures as required by IND AS - 24, "Related Party Disclosures" for the year ended March 31, 2020 are given below:

Relationships:

i) Holding Company:

Godrej Industries Limited (GIL)

ii) a) Subsidiaries Companies:

1 Godrej Projects Development Limited
2 Godrej Garden City Properties Private Limited
3 Godrej Home Developers Private Limited
4 Godrej Hillside Properties Private Limited
5 Godrej Prakriti Facilities Private Limited
6 Godrej Highrises Properties Private Limited
7 Godrej Genesis Facilities Management Private Limited
8 Prakritiplaza Facilities Management Private Limited
9 Citystar Infraprojects Limited
10 Godrej Residency Private Limited
11 Godrej Landmark Redevelopers Private Limited (w.e.f. March 15, 2019)
12 Godrej Properties Worldwide Inc., USA
13 Wonder Space Properties Private Limited (w.e.f. April 05, 2019)
14 Ceear Lifespaces Private Limited (w.e.f March 20, 2020)

b) Subsidiaries Limited Liability Partnership :

1 Godrej Highrises Realty LLP
2 Godrej Project Developers & Properties LLP
3 Maan-Hinge Township Developers LLP (upto January 31, 2019)
4 Mahalunge Township Developers LLP (upto January 31, 2019)
5 Godrej Skyview LLP
6 Godrej Green Properties LLP
7 Godrej Projects (Soma) LLP
8 Godrej Projects North LLP
9 Godrej Athenmark LLP
10 Godrej Vestamark LLP (upto May 02, 2019)
11 Manjari Housing Projects LLP (upto January 31, 2019)
12 Embellish Houses LLP (w.e.f February 13, 2019)
13 Godrej City Facilities Management LLP (w.e.f. March 18, 2019)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

14 Godrej Olympia LLP (w.e.f. June 21, 2019)

15 Godrej Florentine LLP (w.e.f. June 21, 2019)

16 Godrej Odyssey LLP (w.e.f. June 21, 2019 till September 25, 2019)

17 Ashank Realty Management LLP (w.e.f. May 30, 2019)

18 Ashank Facility Management LLP (w.e.f. July 09, 2019)

iii) a) Associate:

1 Godrej One Premises Management Private Limited

iii) b) Joint Venture :

1 Godrej Realty Private Limited

2 Godrej Landmark Redevelopers Private Limited (upto March 14, 2019)

3 Godrej Redevelopers (Mumbai) Private Limited

4 Godrej Greenview Housing Private Limited

5 Wonder Space Properties Private Limited (upto April 04, 2019)

6 Wonder City Buildcon Private Limited

7 Godrej Home Constructions Private Limited

8 Wonder Projects Development Private Limited

9 Godrej Real View Developers Private Limited

10 Pearlite Real Properties Private Limited

11 Godrej Skyline Developers Private Limited

12 Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*

13 Ashank Macbricks Private Limited (w.e.f. July 31, 2018)

14 Munjal Hospitality Private Limited (w.e.f. June 29, 2019)

15 Yujya Developers Private Limited (w.e.f December 2, 2019)

16 Vivrut Developers Private Limited (w.e.f February 10, 2020)

17 Mosaic Landmarks LLP

18 Dream World Landmarks LLP

19 Oxford Realty LLP

20 Godrej SSPDL Green Acres LLP

21 Caroa Properties LLP

22 M S Ramaiah Ventures LLP

23 Oasis Landmarks LLP

24 Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*

25 Godrej Construction Projects LLP

26 Godrej Housing Projects LLP

27 Godrej Property Developers LLP

28 AR Landcraft LLP

29 Bavdhan Realty @ Pune 21 LLP

30 Prakhhyat Dwellings LLP

31 Godrej Highview LLP
32 Godrej Projects North Star LLP
33 Godrej Developers & Properties LLP
34 Godrej Reserve LLP *(formerly known as Sai Srushti One Hub Projects LLP)*
35 Godrej Irismark LLP
36 Roseberry Estate LLP (w.e.f. September 18, 2018)
37 Suncity Infrastructures (Mumbai) LLP (w.e.f. October 10, 2018)
38 Manjari Housing Projects LLP *(* (w.e.f. February 01, 2019)
39 Maan-Hinge Township Developers LLP (w.e.f. February 01, 2019)
40 Mahalunge Township Developers LLP (w.e.f. February 01, 2019)
41 Godrej Vestamark LLP (w.e.f. May 03,2019)
42 Manyata Industrial Parks LLP (w.e.f. April 22, 2019)
43 Godrej Odyssey LLP (w.e.f. September 26, 2019)
44 Universal Metro Properties LLP. (w.e.f December 2, 2019)

iv) Other Related Parties in Godrej Group :

1 Godrej & Boyce Manufacturing Company Limited
2 Godrej Investment Advisors Private Limited
3 Godrej Agrovet Limited
4 Natures Basket Limited (upto July 04, 2019)
5 Cream Line Dairy Products Limited
6 Godrej Consumer Products Limited
7 Annamudi Real Estates LLP
8 Godrej Housing Finance Limited

v) Key Management Personnel and their Relatives :

1 Mr Adi B Godrej
2 Mr. Nadir B Godrej
3 Mr. Pirojsha Godrej
4 Mr. Mohit Malhotra
5 Mr. Jamshyd N. Godrej
6 Mr. Amit Choudhury (upto March 31, 2019)
7 Mr. K. B. Dadiseth
8 Mrs. Lalita D. Gupte
9 Mr.Pranay Vakil
10 Dr. Pritam Singh (upto March 31, 2019)
11 Mr. Amitava Mukherjee
12 Ms. Sutapa Banerjee (w.e.f November 5, 2019)
13 Mrs Tanya Dubash
14 Mst. Hormazd Nadir Godrej

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

2. The following transactions were carried out with the related parties in the ordinary course of business.

(i) Details relating to parties referred to in item (i), (ii), (iii) and (iv) above

Nature of Transaction	Godrej Industries Limited (i)	Subsidiary Companies and LLP (ii)	Associate (iii) (a)	Joint Ventures (iii) (b)	Other related parties in Godrej Group (iv)	Total
Transactions during the Year						
Purchase of Property, Plant and Equipment						
Current Year	-	-	-	0.26	-	0.26
Previous Year	-	-	-	1.09	0.20	1.29
Purchase of Land/ Development Agreement						
Current Year	-	-	-	-	134.68	134.68
Previous Year	-	-	-	-	-	-
Expense charged by other Companies / Entities						
Current Year	10.75	5.79	3.38	0.06	10.15	30.13
Previous Year	9.92	4.64	3.15	-	16.51	34.22
Interest Income on Debenture $						
Current Year	-	18.82	-	61.54	-	80.36
Previous Year	-	-	-	79.82	-	79.82
Amount paid on transfer of Employee (Net)						
Current Year	1.83	-	-	1.86	0.01	3.70
Previous Year	1.76	-	-	-	-	1.76
Income Received from other Companies / Entities						
Current Year	-	-	-	0.83	-	0.83
Previous Year	-	-	-	0.45	0.07	0.52
Expense charged to other Companies / Entities						
Current Year	0.12	51.34	-	169.89	0.75	222.10
Previous Year	0.00	40.08	-	141.66	-	181.74
Development Management Fees Received						
Current Year	-	-	-	110.10	8.37	118.47
Previous Year	-	-	-	40.82	2.96	43.78

INR 0.00 represents amount less than INR 50,000

(Currency in INR Crore)

Nature of Transaction	Godrej Industries Limited (i)	Subsidiary Companies and LLP (ii)	Associate (iii) (a)	Joint Ventures (iii) (b)	Other related parties in Godrej Group (iv)	Total
Interest Income						
Current Year	-	95.94	-	208.70	-	304.64
Previous Year	-	74.84	-	117.52	-	192.36
Share of Profit/(Loss) in LLP						
Current Year	-	(0.94)	-	(61.27)	-	(62.21)
Previous Year	-	(0.15)	-	0.34	-	0.19
Amount received on transfer of Employee (Net)						
Current Year	0.01	-	-	-	0.14	0.15
Previous Year	-	-	-	-	-	-
Commitment / Bank Guarantee / Letter of Credit issued / Corporate/ Performance Guarantee						
Current Year	-	4.51	-	-	-	4.51
Previous Year	-	2.99	-	0.15	-	3.14
Investment made in Equity / Preference Share						
Current Year	-	0.01	-	14.22	-	14.23
Previous Year	-	3.44	-	11.88	-	15.32
Investment made in Capital Account of LLP						
Current Year	-	0.04	-	10.98	-	11.02
Previous Year	-	0.00	-	494.01	-	494.01
Investment made in Debenture						
Current Year	-	-	-	86.14	-	86.14
Previous Year	-	-	-	71.99	-	71.99
Investment Sold /Redeemed / Repayment of Partners Capital/ Withdrawal of Share of Profit						
Current Year	-	-	-	20.96	-	20.96
Previous Year	-	0.05	-	0.66	-	0.71
Revenue recognised for Sale of Units / Development Rights						
Current Year	2.26	-	-	-	3.63	5.89
Previous Year	12.35	-	-	-	19.83	32.18

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

Nature of Transaction	Godrej Industries Limited (i)	Subsidiary Companies and LLP (ii)	Associate (iii) (a)	Joint Ventures (iii) (b)	Other related parties in Godrej Group (iv)	Total
Redemption / Sale of Debenture						
Current Year	-	-	-	147.45	-	147.45
Previous Year	-	-	-	-	-	-
Loans and Advances given / (taken) #						
Current Year	-	1,447.04	-	1,136.95	-	2,583.99
Previous Year	-	371.71	-	653.56	-	1,025.27
Loans and Advances repaid						
Current Year	-	818.11	-	776.70	-	1,594.81
Previous Year	-	664.32	-	646.52	-	1,310.84
Deposit given						
Current Year	-	-	0.01	-	-	0.01
Previous Year	-	-	-	-	-	-
Deposit repaid						
Current Year	-	-	-	-	-	-
Previous Year	0.01	-	-	-	-	0.01
Amount received against Sale of Flat/ Units						
Current Year	2.06	-	-	-	3.35	5.41
Previous Year	14.12	-	-	-	22.83	36.95
Amount received against share of Profit						
Current Year	-	-	-	0.09	-	0.09
Previous Year	-	-	-	-	-	-

Balance Outstanding as at March 31, 2020

Nature of Transaction	Godrej Industries Limited (i)	Subsidiary Companies and LLP (ii)	Associate (iii) (a)	Joint Ventures (iii) (b)	Other related parties in Godrej Group (iv)	Total
Amount Receivable *						
As at March 31, 2020	0.03	1,604.50	-	1,527.48	0.01	3,132.02
As at March 31, 2019	0.02	986.65	-	1,041.32	0.01	2,028.00
Amount Payable						
As at March 31, 2020	1.80	2.17	-	0.21	136.27	140.45
As at March 31, 2019	2.60	-	0.28	-	6.49	9.37
Unbilled Revenue						
As at March 31, 2020	-	-	-	-	-	-
As at March 31, 2019	0.09	-	-	-	0.11	0.20

(Currency in INR Crore)

Nature of Transaction	Godrej Industries Limited (i)	Subsidiary Companies and LLP (ii)	Associate (iii) (a)	Joint Ventures (iii) (b)	Other related parties in Godrej Group (iv)	Total
Advance received against Share of Profit						
As at March 31, 2020	-	-	-	19.74	-	19.74
As at March 31, 2019	-	-	-	19.65	-	19.65
Deposit Receivable						
As at March 31, 2020	0.36	-	0.04	-	1.51	1.91
As at March 31, 2019	0.36	-	0.03	-	1.51	1.90
Debenture Outstanding						
As at March 31, 2020	-	164.54	-	531.98	-	696.52
As at March 31, 2019	-	-	-	725.17	-	725.17
Debenture Interest Outstanding						
As at March 31, 2020	-	20.47	-	128.71	-	149.18
As at March 31, 2019	-	-	-	109.91	-	109.91
Advance received against Sale of Flats/ Units						
As at March 31, 2020	-	-	-	-	0.15	0.15
As at March 31, 2019	0.72	-	-	-	1.26	1.98
Receivable from LLPs						
As at March 31, 2020	-	0.07	-	36.95	-	37.02
As at March 31, 2019	-	-	-	34.75	-	34.75
Share of Loss from LLPs						
As at March 31, 2020	-	1.18	-	124.90	-	126.08
As at March 31, 2019	-	0.18	-	40.47	-	40.65
Investment in Capital account						
As at March 31, 2020	-	0.04	-	511.17	-	511.21
As at March 31, 2019	-	0.00	-	500.19	-	500.19
Investment in Equity/Preference shares						
As at March 31, 2020	-	259.37	0.00	108.39	-	367.76
As at March 31, 2019	-	253.17	0.00	99.74	-	352.91

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

Nature of Transaction	Godrej Industries Limited (i)	Subsidiary Companies and LLP (ii)	Associate (iii) (a)	Joint Ventures (iii) (b)	Other related parties in Godrej Group (iv)	Total
Commitment / Bank Guarantee / Letter of Credit / Corporate/ Performance Guarantee Outstanding						
As at March 31, 2020	-	10.76	-	13.35	-	24.11
As at March 31, 2019	-	6.36	-	28.71	-	35.07

(ii) Details relating to parties referred to in items 1(v) above

Particulars	March 31,2020	March 31,2019
Short-term employee benefits **	**23.00**	28.13
Post retirement benefits	**0.38**	0.25
Share based payment transactions	**0.77**	0.89
Total Compensation paid to Key Management Personnel	**24.15**	29.27
Revenue recognised for sale of flats / units to KMP and their relatives	**31.30**	7.52
Amount received from sale of flats/ units to KMP and their relatives	**2.16**	7.21
Trade receivable / (advance) on account of sale of flats / units to KMP and their relatives	**(0.40)**	(28.71)
Unbilled Revenue	**1.49**	-

Refer note 23 for current assets of Godrej Projects Development Limited, a wholly owned subsidiary, hypothecated against loan taken by the Company.

* Amount receivable includes loan given to Prakhhyat Dwellings LLP, a joint venture, of INR Nil (Previous Year : INR 7.50 Crore) which is secured against immovable property of the LLP (refer note 17)

Includes Interest receivable as on April 01, 2019 converted into Loan

$ Including income from Investment measured at FVTPL

**including commission and sitting fees paid to KMP

Refer note 45 (c)(iv) for Commitments

3. Significant Related Party Disclosure

Nature of Transaction	March 31,2020	March 31,2019
Loans and Advances given / (taken) #		
Godrej Project Development Limited	**1,198.76**	297.89
Loans and Advances repaid		
Godrej Project Development Limited	**733.57**	651.28
Godrej Vestamark LLP	**329.01**	-

42 Revenue from Contracts with Customers

(a) The amount of INR 965.26 Crore (Previous Year: INR 824.42 Crore) recognised in contract liabilities at the beginning of the year has been recognised as revenue during the year ended March 31, 2020.

(b) Significant changes in contract asset and contract liabilities balances are as follows:

Particulars	**March 31, 2020**	March 31, 2019
Contract asset		
At the beginning of the reporting period	**57.48**	83.31
Cumulative catch-up adjustments to revenue affecting contract asset	**72.44**	(25.83)
At the end of the reporting period	**129.92**	57.48
Contract liability		
At the beginning of the reporting period	**1,158.39**	1,596.26
Cumulative catch-up adjustments affecting contract liability	**(862.60)**	(406.61)
Significant financing component	**(69.48)**	(31.26)
At the end of the reporting period	**226.31**	1,158.39

(c) Performance obligation

The Company engaged primarily in the business of real estate construction, development and other related activities.

All the Contracts entered with the customers consists of a single performance obligation thereby the consideration allocated to the performance obligation is based on standalone selling prices.

Revenue is recognised upon transfer of control of residential and commercial units to customers for an amount that reflects the consideration which the Company expects to receive in exchange for those units. The trigger for revenue recognition is normally completion of the project or receipt of approvals on completion from relevant authorities or intimation to the customer of completion, post which the contract becomes non-cancellable by the parties.

The revenue is measured at the transaction price agreed under the contract. In certain cases, the Company has contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company adjusts the transaction price for the effects of a significant financing component.

Any costs incurred that do not contribute to satisfying performance obligations are excluded from the Company's input methods of revenue recognition as the amounts are not reflective of our transferring control of the system to the customer. Significant judgment is required to evaluate assumptions related to the amount of net contract revenues, including the impact of any performance incentives, liquidated damages, and other forms of variable consideration.

If estimated incremental costs on any contract, are greater than the net contract revenues, the Company recognises the entire estimated loss in the period the loss becomes known.

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as at March 31, 2020 is INR 179.16 Crore, which will be recognised as revenue over a period of 1-2 years and INR 469.42 Crore which will be recognised over a period of 2-4 years.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

(d) Reconciliation of revenue recognised in the Standalone Statement of Profit and Loss

The following table discloses the reconciliation of amount of revenue recognised as at March 31, 2020:

Particulars	**March 31, 2020**	March 31, 2019
Contract price of the revenue recognised	**1,639.07**	1,291.20
Add: Significant financing component	**95.06**	127.42
Less: Customer incentive/benefits	**12.79**	13.15
Revenue from Sale of Real Estate Developments and Sale of Services recognised in the Standalone Statement of Profit and Loss	**1,721.34**	1,405.47

43 Information on Subsidiaries, Joint Ventures and Associates

a) Information on Subsidiaries

Sr. No.	**Name of the entity**	**Country of Incorporation**	**Percentage of Holding**	
			As on March 31, 2020	As on March 31, 2019
			%	%
(i)	**Companies:**			
1	Godrej Projects Development Limited	India	**100%**	100%
2	Godrej Garden City Properties Private Limited	India	**100%**	100%
3	Godrej Hillside Properties Private Limited	India	**100%**	100%
4	Godrej Home Developers Private Limited	India	**97.56%**	97.56%
5	Godrej Prakriti Facilities Private Limited	India	**100%**	99.99%
6	Prakritiplaza Facilities Management Private Limited	India	**99.99%**	99.99%
7	Godrej Highrises Properties Private Limited	India	**100%**	99.99%
8	Citystar Infraprojects Limited	India	**100%**	98.60%
9	Godrej Residency Private Limited	India	**100%**	100%
10	Godrej Properties Worldwide Inc., USA	USA	**100%**	100%
11	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019 to December 17, 2019)	India	**96.03%**	N.A
12	Wonder Space Properties Private Limited (Classified as Wholly Owned Subsidiary w.e.f. December 18, 2019)	India	**100%**	N.A
13	Ceear Lifespaces Private Limited (w.e.f. March 20, 2020)	India	**100%**	N.A

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding		Percentage of Voting Rights	
			As on March 31, 2020	As on March 31, 2019	**As on March 31, 2020**	As on March 31, 2019
			%	%	**%**	%
(ii)	**LLPs**					
1	Godrej Highrises Realty LLP	India	**34%**	34%	**33.33%**	34%
2	Godrej Project Developers & Properties LLP	India	**51%**	51%	**50%**	51%
3	Godrej Projects (Soma) LLP	India	**1%**	1%	**50%**	99%
4	Godrej Projects North LLP	India	**1%**	1%	**50%**	50%
5	Godrej Athenmark LLP	India	**1%**	1%	**50%**	50%
6	Godrej Vestamark LLP (Classified as Joint Venture w.e.f. May 03, 2019)	India	**N.A.**	1%	**N.A.**	50%
7	Godrej City Facilities Management LLP (w.e.f. March 18, 2019)	India	**99%**	99%	**50%**	50%
8	Godrej Skyview LLP	India	**1%**	1%	**50%**	50%
9	Embellish Houses LLP (w.e.f. February 13, 2019)	India	**99%**	99%	**50%**	50%
10	Ashank Realty Management LLP (w.e.f. May 30, 2019)	India	**90%**	N.A.	**50%**	N.A.
11	Godrej Olympia LLP (w.e.f. June 21, 2019)	India	**90%**	N.A.	**50%**	N.A.
12	Ashank Facility Management LLP (w.e.f. July 09, 2019)	India	**50%**	N.A.	**50%**	N.A.
13	Godrej Odyssey LLP (Classified as Wholly Owned Subsidiary w.e.f. June 21, 2019 to September 25, 2019)	India	**N.A.**	N.A.	**N.A.**	N.A.
14	Godrej Florentine LLP (w.e.f. June 21, 2019)	India	**90%**	N.A.	**50%**	N.A.

In case of LLPs percentage of holding in the above table denotes the Share of Profits in the LLP.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

b) Information on Joint Ventures:

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding	
			As on March 31, 2020	As on March 31, 2019
			%	%
(i)	**Companies:**			
1	Godrej Realty Private Limited	India	**51%**	51%
2	Wonder Space Properties Private Limited (upto April 04, 2019)	India	**N.A.**	25.10%
3	Wonder City Buildcon Private Limited	India	**25.10%**	25.10%
4	Godrej Home Constructions Private Limited	India	**25.10%**	25.10%
5	Godrej Greenview Housing Private Limited	India	**20%**	20%
6	Wonder Projects Development Private Limited	India	**20%**	20%
7	Godrej Real View Developers Private Limited	India	**20%**	20%
8	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*	India	**50%**	50%
9	Pearlite Real Properties Private Limited	India	**49%**	49%
10	Ashank Macbricks Private Limited (w.e.f. July 31, 2018)	India	**20%**	20%
11	Yujya Developers Private Limited (w.e.f December 02, 2019)	India	**20%**	N.A.
12	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	India	**20%**	N.A.

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding		Percentage of Voting Rights	
			As on March 31, 2020	As on March 31, 2019	**As on March 31, 2020**	As on March 31, 2019
			%	%	**%**	%
(ii)	**LLPs**					
1	Godrej Property Developers LLP	India	**32%**	32%	**50%**	50%
2	Mosiac Landmarks LLP	India	**1%**	1%	**66.67%**	66.66%
3	Dream World Landmarks LLP	India	**40%**	40%	**66.67%**	66.66%
4	Oxford Realty LLP	India	**35%**	35%	**51%**	51%
5	Godrej SSPDL Green Acres LLP	India	**37%**	37%	**66.67%**	66.66%
6	Oasis Landmarks LLP	India	**38%**	38%	**66.67%**	66.66%
7	M S Ramaiah Ventures LLP	India	**49.50%**	49.50%	**51%**	51%
8	Caroa Properties LLP	India	**35%**	35%	**66.67%**	66.66%
9	Godrej Construction Projects LLP	India	**34%**	34%	**51%**	51%

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding		Percentage of Voting Rights	
			As on March 31, 2020	As on March 31, 2019	**As on March 31, 2020**	As on March 31, 2019
			%	%	**%**	%
10	Godrej Housing Projects LLP	India	**50%**	50%	**51%**	51%
11	Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*	India	**46%**	46%	**50%**	50%
12	A R Landcraft LLP	India	**29%**	29%	**50%**	50%
13	Prakhhyat Dwellings LLP	India	**50%**	42.50%	**50%**	50%
14	Bavdhan Realty @ Pune 21 LLP	India	**45%**	45%	**66.67%**	45%
15	Godrej Highview LLP	India	**40%**	40%	**50%**	50%
16	Godrej Developers & Properties LLP	India	**37.50%**	37.50%	**50%**	50%
17	Godrej Irismark LLP	India	**50%**	50%	**50%**	50%
18	Godrej Projects North Star LLP	India	**55%**	55%	**50%**	50%
19	Mahalunge Township Developers LLP (w.e.f. February 01, 2019)	India	**39%**	39%	**25%**	50%
20	Maan-Hinge Township Deveopers LLP (w.e.f. February 01, 2019)	India	**39%**	39%	**25%**	50%
21	Manjari Housing Projects LLP (w.e.f. February 01, 2019)	India	**39%**	39%	**25%**	50%
22	Roseberry Estate LLP (w.e.f. September 18, 2018)	India	**49%**	49%	**50%**	50%
23	Godrej Odyssey LLP (w.e.f. September 26, 2019)	India	**55%**	N.A.	**33.33%**	N.A.
24	Manyata Industrial Parks LLP (w.e.f. April 22, 2019)	India	**1%**	N.A.	**50%**	N.A.
25	Godrej Vestamark LLP (Classified as Subsidiary upto May 02, 2019)	India	**51%**	N.A.	**25%**	N.A.
26	Universal Metro Properties LLP (w.e.f. December 02, 2019)	India	**49%**	N.A.	**50%**	N.A.

In case of LLPs percentage of holding in the above table denotes the Share of Profits in the LLP.

c) Information on Associate:

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding	
			As on March 31, 2020	As on March 31, 2019
			%	%
(i)	**Companies:**			
1	Godrej One Premises Management Private Limited	India	**30%**	30%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

44 Disclosure pursuant to Section 186 of the Companies Act, 2013 and under Regulation 34(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Sr. No	Nature of Transaction (loans given/ investment made/ guarantee given/ security provided)	Purpose for which the loan/ guarantee/ security is proposed to be utilised by the recipient	Balance as at		Movement during the Year	Maximum Outstanding During the year	
			March 31, 2020	March 31, 2019		**March 31, 2020**	March 31, 2019
1	**Loans and Advances**						
	Godrej Realty Private Limited	Working Capital	**0.74**	1.03	(0.29)	**1.10**	1.03
	Godrej Projects Development Limited	Working Capital	**1,242.82**	844.08	398.74	**1,377.23**	1,168.71
	Wonder City Buildcon Private Limited	Working Capital	**-**	-	-	**524.90**	2.72
	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*	Working Capital	**-**	-	-	**-**	7.70
	Mosiac Landmarks LLP	Working Capital	**-**	-	-	**-**	2.46
	Godrej Property Developers LLP	Working Capital	**0.15**	0.14	0.01	**0.16**	0.14
	Dream World Landmarks LLP	Working Capital	**51.31**	75.41	(24.10)	**77.88**	80.63
	Oxford Realty LLP	Working Capital	**52.13**	56.14	(4.01)	**84.27**	74.98
	Godrej SSPDL Green Acres LLP	Working Capital	**27.63**	26.56	1.07	**32.24**	35.65
	M S Ramaiah Ventures LLP	Working Capital	**2.99**	2.97	0.02	**3.41**	2.97
	Oasis Landmarks LLP	Working Capital	**113.39**	132.83	(19.44)	**146.08**	179.10
	Caroa Properties LLP	Working Capital	**74.43**	113.22	(38.79)	**116.69**	108.19
	Godrej Construction Projects LLP	Working Capital	**20.24**	6.30	13.94	**22.28**	43.64
	Godrej Housing Projects LLP	Working Capital	**11.41**	35.64	(24.23)	**35.84**	77.60
	Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*	Working Capital	**76.32**	69.55	6.77	**89.57**	69.55
	Mahalunge Township Developers LLP	Working Capital	**95.47**	-	95.47	**102.81**	86.10
	Godrej Developers & Properties LLP	Working Capital	**46.81**	40.28	6.53	**57.84**	72.18
	Godrej Highrises Realty LLP	Working Capital	**3.72**	3.71	0.01	**4.17**	3.71
	Godrej Project Developers & Properties LLP	Working Capital	**-**	-	-	**-**	0.02
	Wonder Projects Development Private Limited	Working Capital	**-**	-	-	**-**	1.54
	AR Landcraft LLP	Working Capital	**69.09**	26.45	42.64	**90.55**	55.21
	Prakhhyat Dwellings LLP	Working Capital	**142.16**	18.20	123.96	**156.65**	18.20
	Bavdhan Realty @ Pune 21 LLP	Working Capital	**6.06**	4.93	1.13	**6.71**	4.93
	Pearlite Real Properties Private Limited	Working Capital	**-**	-	-	**-**	1.29
	Godrej Highrises Properties Private Limited	Working Capital	**123.80**	94.26	29.54	**131.21**	94.26
	Citystar Infraprojects Limited	Working Capital	**0.42**	0.37	0.05	**0.42**	0.37
	Godrej Highview LLP	Working Capital	**49.39**	51.96	(2.57)	**74.88**	117.75
	Godrej Projects (Soma) LLP	Working Capital	**0.02**	0.01	0.01	**0.02**	0.01
	Godrej Projects North LLP	Working Capital	**0.01**	-	0.01	**0.01**	0.01

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

Sr. No	Nature of Transaction (loans given/ investment made/ guarantee given/ security provided)	Purpose for which the loan/ guarantee/ security is proposed to be utilised by the recipient	Balance as at		Movement during the Year	Maximum Outstanding During the year	
			March 31, 2020	March 31, 2019		**March 31, 2020**	March 31, 2019
	Godrej Projects North Star LLP	Working Capital	**29.85**	12.13	17.72	**31.91**	12.13
	Godrej Irismark LLP	Working Capital	**50.96**	59.67	(8.71)	**86.04**	59.80
	Godrej Reserve LLP *(formerly known as Sai Srushti Onehub Projects LLP)*	Working Capital	**-**	-	-	**-**	0.64
	Roseberry Estate LLP (w.e.f. September 18, 2018)	Working Capital	**203.22**	141.79	61.43	**242.41**	141.79
	Godrej Athenmark LLP	Working Capital	**0.28**	0.29	(0.01)	**0.31**	0.29
	Wonder Space Properties Private Limited	Working Capital	**37.33**	113.95	(76.62)	**115.39**	114.08
	Godrej Home Developers Private Limited	Working Capital	**0.02**	0.00	0.02	**0.03**	0.00
	Godrej Hillside Properties Private Limited	Working Capital	**0.03**	0.01	0.02	**0.03**	0.01
	Godrej Genesis Facilities Management Private Limited	Working Capital	**0.81**	-	0.81	**1.19**	-
	Godrej Real View Developers Private Limited	Working Capital	**0.00**	18.61	(18.61)	**18.61**	18.62
	Godrej Skyline Developers Private Limited	Working Capital	**-**	0.10	(0.10)	**0.10**	19.01
	Maan-Hinge Township Developers LLP	Working Capital	**33.68**	-	33.68	**36.67**	-
	Godrej Vestamark LLP	Working Capital	**-**	43.91	(43.91)	**322.24**	43.91
	Manjari Housing Projects LLP	Working Capital	**31.12**	-	31.12	**37.32**	-
	Ashank Macbricks Private Limited (w.e.f. July 31, 2018)	Working Capital	**-**	1.36	(1.36)	**11.81**	1.36
	Embellish Houses LLP (w.e.f. February 13, 2019)	Working Capital	**0.01**	-	0.01	**0.01**	-
	Godrej City Facilities Management LLP (w.e.f. March 18, 2019)	Working Capital	**0.01**	-	0.01	**0.01**	-
	Manyata Industrial Parks LLP (w.e.f. April 22, 2019)	Working Capital	**24.94**	-	24.94	**38.32**	-
	Godrej Odyssey LLP (w.e.f. June 21, 2019)	Working Capital	**14.85**	-	14.85	**15.42**	-
	Godrej Florentine LLP (w.e.f. June 21, 2019)	Working Capital	**-**	-	-	**0.00**	-
	Godrej Olympia LLP (w.e.f. June 21, 2019)	Working Capital	**0.00**	-	0.00	**0.00**	-
	Ashank Realty Management LLP (w.e.f. May 30, 2019)	Working Capital	**-**	-	-	**0.01**	-
	Universal Metro Properties LLP (w.e.f. December 02, 2019)	Working Capital	**41.70**	-	41.70	**42.57**	-
	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	Working Capital	**-**	-	-	**10.50**	-
	Ceear Lifespaces Private Limited (w.e.f. March 20, 2020)	Working Capital	**109.50**	-	109.50	**109.51**	-

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

Sr. No	Nature of Transaction (loans given/ investment made/ guarantee given/ security provided)	Purpose for which the loan/ guarantee/ security is proposed to be utilised by the recipient	Balance as at		Movement during the Year
			March 31, 2020	March 31, 2019	
2	**Guarantees**				
	Godrej Projects Development Limited	Working Capital	**10.76**	6.36	4.40
	Oasis Landmarks LLP	Working Capital	**-**	1.83	(1.83)
	Dream World Landmarks LLP	Working Capital	**0.25**	0.25	-
3	**Investment in fully paid-up equity instruments and current investments**	**refer note 6 and 7**			

45 Contingent Liabilities and Commitments

a) Contingent Liabilities

Matters		**March 31, 2020**	March 31, 2019
I)	**Claims against Company not Acknowledged as debts:**		
i)	Claims not acknowledged as debts represent cases filed by parties in the Consumer forum, Civil Court and High Court and disputed by the Company as advised by our advocates. In the opinion of the management the claims are not sustainable	**36.98**	65.22
ii)	Claims under Income Tax Act, Appeal preferred to The Deputy Commissioner/ Commissioner of Income Tax (Appeals)	**5.23**	33.83
iii)	Claims under MVAT, Appeal preferred to The Deputy Commissioner/Joint Commissioner of Sales Taxes ((Appeals) IV/V), Mumbai	**13.73**	3.34
iv)	Appeal preferred to Customs, Excise, GST and Service Tax Appellate tribunal	**61.65**	74.31
v)	Appeal preferred to The Joint Commissioner of Sales Tax (Appeal -4) at Maharashtra under Entry of Goods Into Local Areas Act, 2002	**0.77**	0.77
II)	**Guarantees:**		
i)	Guarantees given by Bank, counter guaranteed by the Company	**36.02**	31.56
ii)	Guarantees given by the Company	**13.10**	26.63

b) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant and has been provided in the books of account. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

c) Commitments

	Particulars	**March 31, 2020**	March 31, 2019
(i)	Capital Commitment (includes Capital work-in-progress and Investment Property under construction)	**31.76**	43.63

(ii) The Company enters into construction contracts for Civil, Elevator, External Development, MEP work etc. with its vendors. The total amount payable under such contracts will be based on actual measurements and negotiated rates, which are determinable as and when the work under the said contracts are completed.

(iii) The Company has entered into development agreements with owners of land for development of projects. Under the agreements the Company is required to pay certain payments/ deposits to the owners of the land and share in built up area/ revenue from such developments in exchange of undivided share in land as stipulated under the agreements.

(iv) The Company will arrange funds / subscribe to further capital to support continuing operations in certain subsidiaries and joint ventures (jointly with the shareholders / Partners of the respective joint ventures), if required, based upon operation of such entities. The Company expects the said subsidiaries and joint ventures to meet its obligations and no liability on this account is anticipated.

46 Payment to Auditors (net of taxes)

Particulars	**March 31, 2020**	March 31, 2019
Audit Fees	**0.76**	0.75
Fees for QIP related work	**0.38**	-
Certification and other services	**0.05**	0.05
Reimbursement of Expenses	**0.05**	0.03
Total	**1.24**	0.83

47 Foreign Exchange Difference

The amount of exchange difference included in the Standalone Statement of Profit and Loss, is INR 0.22 Crore (Net Gain) (Previous Year: INR (0.04) Crore (Net Loss)).

48 Other Expenses includes provision for expected credit loss on investments and financial assets of INR 66.63 Crore (Previous Year: 13.98 Crore).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(Currency in INR Crore)

49 Corporate Social Responsibility

The Company has spent INR 2.57 Crore during the year (Previous Year: INR 1.78 Crore) as per the provisions of Section 135 of the Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities grouped under 'Other Expenses'.

(a) Gross amount required to be spent by the Company during the year INR 3.13 Crore. (Previous Year: INR 1.72 Crore)

(b) Amount spent during the year on :

Particulars	Amount Spent in Cash	Amount yet to be paid in Cash	Total Amount
Year ended March 31, 2020			
(i) Construction / Acquisition of any Asset	**-**	**-**	**-**
(ii) On purposes other than (i) above	**2.57**	**-**	**2.57**
Year ended March 31, 2019			
(i) Construction / Acquisition of any Asset	-	-	-
(ii) On purposes other than (i) above	1.78	-	1.78

50 Utilisation of proceeds from issue of Shares

During the year, the Company raised a sum of INR 2,100.00 Crore by allotting 22,629,310 equity shares on a Qualified Institutional Placement basis.

Qualified Institutional Placement

Particulars	March 31, 2020
Proceeds from the issue of shares during the year	**2,100.00**
Utilisation during the year:	
Issue related expenses	**34.32**
Utilised for business development deals	**87.24**
Balance unutilised amount invested in mutual funds and fixed deposits with Banks	**1,978.44**

During the previous year, the Company raised a sum of INR 1,000.14 Crore by allotting 12,765,000 equity shares on a preferential basis.

Private Placement

Particulars	March 31, 2019
Proceeds from the issue of shares during the previous year	1,000.14
Utilisation during the previous year:	
Issue related expenses	3.57
Utilised for business development deals in previous year	613.65
Balance unutilised amount invested in mutual funds as at March 31, 2019	382.92
Utilised for business development deals in current year	382.92
Balance unutilised amount as at March 31, 2020	-

51 Segment Reporting

A. Basis of Segmentation

Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, the Company has only one reportable segment namely, Development of real estate property. The Managing Director of the Company acts as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators.

B. Geographical Information

The geographic information analyses the Company's revenue and Non-Current Assets by the Company's country of domicile and other countries. As the Company is engaged in Development of Real Estate property in India, it has only one reportable geographical segment.

C. Information about major customers

None of the customers for the years ended March 31, 2020 and March 31, 2019 constituted 10% or more of the total revenue of the Company.

52 The write-down of inventories to net realisable value during the year amounted to INR 27.74 Crore (Previous Year: INR 4.75 Crore).

53 Additional disclosure to Micro, Small and Medium enterprises :

Particulars		**March 31, 2020**	March 31, 2019
(a)	The principal amount remaining unpaid to any supplier as at the end of the accounting year;	**10.84**	10.31
(b)	The interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	**Nil**	Nil
(c)	The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	**Nil**	Nil
(d)	the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	**Nil**	Nil
(e)	The amount of interest accrued and remaining unpaid at the end of accounting year	**Nil**	Nil
(f)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	**Nil**	Nil

Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. There is no undisputed amount overdue during the years ended and as at March 31, 2020 and March 31, 2019 to Micro, Small and Medium Enterprises on account of principal or interest.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

54 The Company has assessed the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of Receivables, Inventories, Investments and other assets / liabilities. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these standalone financial statements has used internal and external sources of information. As on current date, the Company has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties in future periods, if any.

55 Cash and Cash Equivalents and Bank Balances includes balances in Escrow Account which shall be used only for specified purposes as defined under Real Estate (Regulation and Development) Act, 2016.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

INDEPENDENT AUDITOR'S REPORT

To the Members of Godrej Properties Limited

Report on the Audit of Consolidated financial statements

Opinion

We have audited the consolidated financial statements of Godrej Properties Limited (hereinafter referred to as 'the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2020, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and its joint ventures as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143 (10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate and its joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition (refer note 28 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
The Group's most significant revenue streams involve sale of residential and commercial units representing 90.24% of the total revenue from operations of the Group. Revenue is recognised post transfer of control of residential and commercial units to customers for the amount / consideration which the Group expects to receive in exchange for those units. The trigger for revenue recognition is normally completion of the project or receipt of approvals on completion from relevant authorities or intimation to the customer of completion, post which the contract becomes non-cancellable. The Group records revenue, over time till the actual possession to the customers, or on actual possession to the customers, as determined by the terms of contract with customers.	Our audit procedures on Revenue recognition included the following: • Evaluating the design and implementation and tested operating effectiveness of key internal controls over revenue recognition. • Evaluating the accounting policies adopted by the Group for revenue recognition to check those are in line with the applicable accounting standards and their consistent application to the significant sales contracts. • Scrutinising the revenue journal entries raised throughout the reporting period and comparing details of a sample of these journals, which met certain risk-based criteria, with relevant underlying documentation.

The Key Audit Matter	How the matter was addressed in our audit
The risk for revenue being recognised in an incorrect period presents a key audit matter due to the financial significance and geographical spread of the Group's projects across different regions in India.	• Testing timeliness of revenue recognition by comparing individual sample sales transactions to underlying contracts. • Conducting site visits during the year for selected projects to understand the scope, nature and progress of the projects. • Considering the adequacy of the disclosures in the consolidated financial statements in respect of the judgments taken in recognising revenue for residential and commercial property units in accordance with IND AS 115.
Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete Revenue recognition involves significant estimates related to measurement of costs to complete for the projects. Revenue from projects is recorded based on the Group's assessment of the work completed, costs incurred and accrued and the estimate of the balance costs to complete. Considering the significant estimate involved in measurement of revenue, we have considered measurement of revenue as key audit matter.	**Revenue recognition prior to receipt of Occupancy Certificate/ similar approval and intimation to the customer** • Obtaining and understanding revenue recognition process including identification of performance obligations and determination of transfer of control of the asset underlying the performance obligation to the customer. • Evaluating revenue overstatement or understatement by assessing Group's key judgments in interpreting contractual terms. Determining the point in time at which the control is transferred by evaluating Group's in-house legal interpretations of the underlying agreements i.e. when contract becomes non-cancellable. • Identifying and testing operating effectiveness of key controls around approvals of contracts, milestone billing, intimation of possession letters / intimation of receipt of occupation certificate and controls over collection from customers. • Testing sample sales of units for projects with the underlying contracts, completion status and proceeds received from customers. • Requesting confirmations, on a sample basis, from major customers for selected projects and reconciling them with revenue recognised. In case of non-receipt of confirmations, we have performed alternative procedures by comparing details with contracts, collection details and other underlying project related documentation.

The Key Audit Matter	How the matter was addressed in our audit
	Measurement of revenue recorded over time which is dependent on the estimates of the costs to complete • Identifying and testing operating effectiveness of key controls over recording of project costs. • Assessing the costs incurred and accrued to date on the balance sheet by examining underlying invoices and signed agreements on a sample basis. Assessing contract costs to check no costs of revenue nature are incorrectly recorded in the balance sheet. • Comparing, on a sample basis, revenue transactions recorded during the year with the underlying contracts, progress reports, invoices raised on customers and collections in bank accounts. Also, checked the related revenue had been recognised in accordance with the Group's revenue recognition policies. • Comparing the costs to complete workings with the budgeted costs and inquiring for variance. • Sighting Group's internal approvals, on sample basis, for changes in budgeted costs along with the rationale for the changes.

Inventories (refer note 13 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
Inventories held by the Group comprising of finished goods and construction work in progress represent 21.03% of the Group's total assets. Inventory may be held for long periods of time before sale making it vulnerable to reduction in net realisable value (NRV). This could result in an overstatement of the value of inventory when the carrying value is higher than the NRV. **Assessing NRV** NRV is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale and estimated costs of completion (in case of construction work-in- progress). The inventory of finished goods and construction work-in- progress is not written down below cost when completed flats/ under-construction flats /properties are expected to be sold at or above cost.	Our audit procedures included: • Understanding from the Group the basis of estimated selling price for the unsold units and units under construction. • Evaluating the design and testing operating effectiveness of controls over preparation and update of NRV workings by designated personnel. Testing controls related to Group's review of key estimates, including estimated future selling prices and costs of completion for property development projects. • Evaluating the Group's judgement with regards to application of write-down of inventory units by auditing the key estimates, data inputs and assumptions adopted in the valuations. Comparing expected future average selling prices with available market conditions such as price range available under industry reports published by reputed consultants and the sales budget plans maintained by the Group.

The Key Audit Matter	How the matter was addressed in our audit
For NRV assessment, the estimated selling price is determined for a phase, sometimes comprising multiple units. The assessment and application of write-down of inventory to NRV are subject to significant judgement by the Group. As such inappropriate assumptions in these judgements can impact the assessment of the carrying value of inventories. Considering the Group's judgement associated with long dated estimation of future market and economic conditions and materiality in the context of total assets of the Group, we have considered assessment of net realisable value of inventory as key audit matter.	• Comparing the estimated construction costs to complete each project with the Group's updated budgets. Re-computing the NRV, on a sample basis, to test inventory units are held at the lower of cost and NRV.

Deferred Tax Assets (refer note 11 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
Recognition and measurement of deferred tax assets Under IND AS, the Group is required to reassess recognition of deferred tax asset at each reporting date. The Group has deferred tax assets in respect of brought forward losses and other temporary differences, as set out in note 11 (c) to the consolidated financial statements. The Group's deferred tax assets in respect of brought forward business losses are based on the projected profitability. This is determined on the basis of approved business plans demonstrating availability of sufficient taxable income to utilise such brought forward business loss. We have identified recognition of deferred tax assets as key audit matter because of the related complexity and subjectivity of the assessment process. The assessment process is based on assumptions affected by expected future market or economic conditions.	Our audit procedures included: • Obtaining the approved business plans, projected profitability statements for the existing ongoing projects. • Evaluating the design and testing the operating effectiveness of controls over quarterly assessment of deferred tax balances and underlying data. • Evaluating the projections of future taxable profits. Testing the underlying data and assumptions used in the profitability projections and performing sensitivity analysis. Checking other convincing evidence like definitive agreements for land / development rights and verifying the project plans in respect of new projects and review of contractual agreements with customers and estimates on unsold inventory for existing projects. • Assessing the recoverability of deferred tax assets by evaluating profitability, Group's forecasts and fiscal developments. • Focusing on the adequacy of the Group's disclosures on deferred tax and assumptions used. The Group's disclosures concerning income taxes are included in note 11 to the consolidated financial statements.

Investments in joint ventures and an associate and loans / financial instruments to joint ventures (refer note 6, 7 and 18 to the consolidated financial statements)

The Key Audit Matter	How the matter was addressed in our audit
The carrying amount of the investments in joint ventures and an associate held at cost less impairment represents 8.14% of the Group's total assets. The loans / financial instruments to joint ventures represent 19.91% of the Group's total assets. **Recoverability of investments in joint ventures and an associate** The Group's investments in joint ventures and an associate are carried at cost less any diminution in value. The investments are assessed for impairment at each reporting date. The impairment assessment involves the use of estimates and judgements. The identification of impairment event and the determination of an impairment charge also require the application of significant judgement by the Group. The judgement, in particular, is with respect to the timing, quantity and estimation of projected cash flows of the real estate projects in these underlying entities. In view of the significance of these investments and above, we consider valuation / impairment of investments in joint ventures and an associate to be a key audit matter. **Recoverability of loans to joint ventures** The Group has extended loans to joint ventures. These are assessed for recoverability at each period end. Due to the nature of the business in the real estate industry, the Group is exposed to heightened risk in respect of the recoverability of the loans granted to its joint ventures. In addition to nature of business, there is also significant judgment involved as to the recoverability of the working capital and project specific loans. This depends on property developments projects being completed over the time period specified in agreements. We have identified measurement of loans to joint ventures as key audit matter because recoverability assessment involves Group's significant judgement and estimate.	**Recoverability of investments in joint ventures and an associate** Our audit procedures included: • Evaluating design and implementation and testing operating effectiveness of controls over the Group's process of impairment assessment and approval of forecasts. • Assessing the valuation methods used, financial position of the joint ventures and an associate to identify excess of their net assets over their carrying amount of investment by the Group and assessing profit history of those joint ventures and an associate. • For the investments where the carrying amount exceeded the net asset value, understanding from the Group regarding the basis and assumptions used for the projected profitability. • Verifying the inputs used in the projected profitability. • Testing the assumptions and understanding the forecasted cash flows of joint ventures and an associate based on our knowledge of the Group and the markets in which they operate. • Assessing the comparability of the forecasts with historical information. • Analysing the possible indications of impairment and understanding Group's assessment of those indications. • Considering the adequacy of disclosures in respect of the investment in joint ventures and an associate. **Recoverability of loans to joint ventures** Our procedures included: • Evaluating the design and implementation and testing operating effectiveness of key internal controls placed around the impairment assessment process of the recoverability of the loans. • Assessing the net worth of joint ventures on the basis of latest available financial statements.

	• Assessing the controls for grant of new loans and sighting the Board approvals obtained. We have tested Group's assessment of the recoverability of the loans, which includes cash flow projections over the duration of the loans. These projections are based on underlying property development appraisals. • Tracing loans advanced / repaid during the year to bank statement. • Obtaining independent confirmations to assess completeness and existence of loans and advances given to joint ventures as on 31 March 2020.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors'/Designated Partners Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit / loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate and joint ventures, in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) prescribed under Section 133 of the Act. The respective Management and Board of Directors of the companies/Designated Partners of limited liability partnerships included in the Group, its associate and its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/limited liability partnership and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies / Designated Partners of the limited liability partnerships included in the Group and of its associates and joint ventures are responsible for assessing the ability of each company/ limited liability partnerships to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors / Designated Partners either intends to liquidate the Company/ limited liability partnerships or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies/Designated Partners of the limited liability partnerships included in the Group and of its associate, joint ventures is responsible for overseeing the financial reporting process of each company/ limited liability partnerships.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Holding Company and subsidiaries), its associate and its joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding financial information of such entities or business activities within the Group, its associate and its joint ventures, to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

(A) As required by Section 143 (3) of the Act, based on our audit and other financial information of such subsidiaries, its associate and its joint venture companies, we report, to the extent applicable, that:

(a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

(c) the consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (IND AS) specified under Section 133 of the Act;

(e) on the basis of the written representations received from the directors of the Group companies, its associate and its joint ventures companies incorporated in India as on 31 March 2020 and taken on record by the Board of Directors of the Group companies, its associate and its joint ventures companies, none of the directors of the Group companies, its associate and its joint ventures incorporated in India are disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) with respect to adequacy of the internal financial controls with reference to financial statements of the Group companies, its associate and its joint ventures companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

(B) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and also the other financial information of the subsidiaries, its associate and its joint ventures:

i. the consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group, its associate and its joint ventures – Refer Note 47 to the consolidated financial statements;

ii. the Group, its associate and its joint ventures did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group, its associate and its joint ventures incorporated in India during the year ended 31 March 2020; and

iv. the disclosures in the consolidated financial statements regarding holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 have not been made in these consolidated financial statements since they do not pertain to the financial year ended 31 March 2020.

(C) With respect to the matter to be included in the Auditors' Report under Section 197 (16) of the Act, we report that:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Group, its associate and its joint ventures companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Group, its associate and its joint ventures companies is not in excess of the limit laid down under Section 197 of the Act; and the Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Aniruddha Godbole
Partner
Membership No: 105149
UDIN: 20105149AAAADI9374

Mumbai
11 May 2020

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH 2020

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Godrej Properties Limited ("the Holding Company") as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India (the Holding Company and its subsidiary companies incorporated in India together referred to as the "Group"), its associate and its joint venture companies, in respect of companies incorporated in India and to whom the internal financial control with reference to financial statements is applicable, as of that date.

In our opinion, the Group, its associate and its joint venture companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Aniruddha Godbole
Partner
Membership No: 105149
UDIN: 20105149AAAADI9374

Mumbai
11 May 2020

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

(Currency in INR Crore)

Particulars	Note	As At March 31, 2020	As At March 31, 2019
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	**77.89**	71.90
Right-of-use Asset	41	**3.76**	-
Capital Work-in-Progress	3	**160.86**	98.77
Investment Property	4	**9.79**	2.20
Goodwill on Consolidation		**0.04**	0.04
Other Intangible Assets	5	**21.48**	22.55
Intangible Assets Under Development	5	**2.05**	0.77
Investment in Joint Ventures and Associate	6	**822.75**	722.85
Financial Assets			
Other Investments	7	**686.68**	862.20
Trade Receivables	8	**89.83**	-
Loans	9	**26.33**	28.57
Other Non-Current Financial Assets	10	**3.21**	32.85
Deferred Tax Assets (Net)	11	**364.41**	515.53
Income Tax Assets (Net)		**154.78**	157.98
Other Non-Current Non Financial Assets	12	**37.56**	56.61
Total Non-Current Assets		**2,461.42**	2,572.82
Current Assets			
Inventories	13	**2,125.31**	2,210.80
Financial Assets			
Investments	14	**2,061.57**	1,052.10
Trade Receivables	15	**432.75**	159.91
Cash and Cash Equivalents	16	**146.87**	152.51
Bank Balances other than above	17	**360.11**	190.09
Loans	18	**1,602.53**	1,030.19
Other Current Financial Assets	19	**491.75**	343.02
Other Current Non Financial Assets	20	**423.67**	381.30
Total Current Assets		**7,644.56**	5,519.92
TOTAL ASSETS		**10,105.98**	8,092.74
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	21	**126.01**	114.66
Other Equity		**4,678.47**	2,354.35
Equity attributable to Shareholders of the Company		**4,804.48**	2,469.01
Non-Controlling Interest		**-**	-
Total Equity		**4,804.48**	2,469.01
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	22	**-**	500.00
Lease Liabilities	41	**1.15**	-
Deferred Tax Liabilities (Net)	11	**0.40**	0.73
Provisions	23	**12.80**	11.52
Total Non-Current Liabilities		**14.35**	512.25
Current Liabilities			
Financial Liabilities			
Borrowings	24	**3,210.08**	3,015.84
Lease Liabilities	41	**3.53**	-
Trade Payables			
Total Outstanding Dues of Micro Enterprises and Small Enterprises		**13.31**	13.45
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		**706.38**	234.25
Other Current Financial Liabilities	25	**888.88**	262.09
Other Current Non-Financial Liabilities	26	**385.31**	1,556.36
Provisions	27	**23.15**	11.15
Current Tax Liabilities (Net)		**56.51**	18.34
Total Current Liabilities		**5,287.15**	5,111.48
Total Liabilities		**5,301.50**	5,623.73
TOTAL EQUITY AND LIABILITIES		**10,105.98**	8,092.74
Significant Accounting Policies	1		

The accompanying notes 1 to 56 form an integral part of these Consolidated Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of
Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

Mumbai
May 11, 2020

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

RAJENDRA KHETAWAT
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

Particulars	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
INCOME			
Revenue from Operations	28	**2,441.42**	2,817.40
Other Income	29	**473.17**	404.58
Total Income		**2,914.59**	3,221.98
EXPENSES			
Cost of Materials Consumed	30	**1,489.53**	565.11
Change in inventories of finished goods and construction work-in-progress	31	**73.77**	1,628.75
Employee Benefits Expense	32	**184.68**	173.04
Finance Costs	33	**222.02**	234.03
Depreciation and Amortisation Expense	34	**20.52**	14.34
Other Expenses	35	**348.01**	272.46
Total Expenses		**2,338.53**	2,887.73
Profit before share of (loss) / profit in joint ventures and associate and tax		**576.06**	334.25
Share of (loss) / profit of joint ventures and associate (net of tax)		**(85.12)**	13.95
Profit before Tax		**490.94**	348.20
Tax Expense Charge/ (Credit)			
Current Tax	11(a)	**68.52**	(31.59)
Deferred Tax	11(c)	**151.79**	126.64
Total Tax Expense		**220.31**	95.05
Profit for the Year		**270.63**	253.15
Other Comprehensive Income			
Items that will not be subsequently reclassified to profit or loss			
Remeasurements of the defined benefit plan		**(1.05)**	(0.50)
Tax on above	11(b)	**0.37**	0.17
Items that will be subsequently reclassified to profit or loss			
Exchange difference in translating the financial statements of a foreign operations.		**0.18**	0.10
Other Comprehensive Income for the Year (Net of Tax)		**(0.50)**	(0.23)
Total Comprehensive Income for the Year		**270.13**	252.92
Profit attributable to:			
Owners of the Company		**267.21**	253.15
Non-Controlling Interests		**3.42**	-
		270.63	253.15
Other Comprehensive (Loss) attributable to:			
Owners of the Company		**(0.50)**	(0.23)
Non-Controlling Interests		**-**	-
		(0.50)	(0.23)
Total Comprehensive Income attributable to:			
Owners of the Company		**266.71**	252.92
Non-Controlling Interests		**3.42**	-
		270.13	252.92
Earnings Per Share (Amount in INR)			
Basic	36(a)	**10.84**	11.16
Diluted	36(b)	**10.84**	11.15

The accompanying notes 1 to 56 form an integral part of these Consolidated Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

Mumbai
May 11, 2020

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

RAJENDRA KHETAWAT
Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

a) Equity Share Capital

Particulars	As At March 31, 2020	As At March 31, 2019
Balance at the beginning of the year	**114.66**	108.24
Changes in equity share capital during the year	**11.35**	6.42
Balance at the end of the year	**126.01**	114.66

b) Other Equity

Particulars	Attributable to the shareholders of the Company							Total attributable to the shareholders of the Company	Attributable to Non controlling Interests	Total
	Reserves and Surplus									
	Capital Reserve (refer note (a) below)	Capital Reserve on Account of Amalgamation/ Acquisition (refer note (b) below)	Securities Premium (refer note (c) below)	Debenture Redemption Reserve (refer note (d) below)	Employee Stock Grant Scheme Reserve (refer note (e) below)	Retained Earnings (refer note (f) below)	Exchange differences on translating the financial statements of a foreign operation (refer note (g) below)			
Restated balance as at April 01, 2018	7.20	132.61	1,702.25	50.00	4.65	(794.55)	-	1,102.16	-	1,102.16
Total Comprehensive Income:										
i) Profit for the year	-	-	-	-	-	253.15	-	253.15	-	253.15
ii) Remeasurements of the defined benefit plan (net of tax) (refer note 37)	-	-	-	-	-	(0.33)	-	(0.33)	-	(0.33)
iii) Exchange difference in translating the financial statements of a foreign operations	-	-	-	-	-	-	0.10	0.10	-	0.10
Adjustments:										
i) On fresh issues of shares (net of expenses INR 3.57 Crore)	-	-	990.18	-	-	-	-	990.18	-	990.18
ii) Additions during the year (refer note 43)	-	5.54	-	-	-	-	-	5.54	-	5.54
iii) Transfer to debenture redemption reserve	-	-	-	50.00	-	(50.00)	-	-	-	-
iv) Transfer to securities premium on exercise of stock grants	-	-	2.93	-	(2.93)	-	-	-	-	-
v) Share based payments to employees (refer note 40)	-	-	-	-	3.55	-	-	3.55	-	3.55
Balance as at March 31, 2019	7.20	138.15	2,695.36	100.00	5.27	(591.73)	0.10	2,354.35	-	2,354.35

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

Particulars	Attributable to the shareholders of the Company							Total attributable to the shareholders of the Company	Attributable to Non controlling Interests	Total
	Reserves and Surplus									
	Capital Reserve (refer note (a) below)	Capital Reserve on Account of Amalgamation/ Acquisition (refer note (b) below)	Securities Premium (refer note (c) below)	Debenture Redemption Reserve (refer note (d) below)	Employee Stock Grant Scheme Reserve (refer note (e) below)	Retained Earnings (refer note (f) below)	Exchange differences on translating the financial statements of a foreign operation (refer note (g) below)			
Balance as at April 01, 2019, as previously reported	7.20	138.15	2,695.36	100.00	5.27	(591.73)	0.10	2,354.35	-	2,354.35
Adjustment on initial application of IND AS 116, (net of tax) (refer note 41)	-	-	-	-	-	(1.37)	-	(1.37)	-	(1.37)
Restated Balance as at April 01, 2019	7.20	138.15	2,695.36	100.00	5.27	(593.10)	0.10	2,352.98	-	2,352.98
Total Comprehensive Income:										
i) Profit for the year	-	-	-	-	-	267.21	-	267.21	3.42	270.63
ii) Remeasurements of the defined benefit plan (net of tax) (refer note 37)	-	-	-	-	-	(0.68)	-	(0.68)	-	(0.68)
iii) Exchange difference in translating the financial statements of a foreign operations	-	-	-	-	-	-	0.18	0.18	-	0.18
Adjustments:										
i) On fresh issues of shares (net of expenses INR 37.80 Crore)	-	-	2,050.88	-	-	-	-	2,050.88	-	2,050.88
ii) On amalgamation (refer note 43)	-	0.36	-	-	-	-	-	0.36	-	0.36
iii) Transfer to securities premium on exercise of stock grants	-	-	3.69	-	(3.69)	-	-	-	-	-
(iv) Share based payments to employees (refer note 40)	-	-	-	-	4.38	-	-	4.38	-	4.38
v) Acquisition of Non-controlling interests	-	3.16	-	-	-	-	-	3.16	(3.42)	(0.26)
Balance as at March 31, 2020	**7.20**	**141.67**	**4,749.93**	**100.00**	**5.96**	**(326.57)**	**0.28**	**4,678.47**	**-**	**4,678.47**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

(a) Capital Reserve

Profit on sale of treasury shares held by the ESOP trust is recognised in Capital Reserve.

(b) Capital Reserve on Account of Amalgamation / Acquisition

The excess of net assets taken, over the cost of consideration paid is treated as capital reserve on amalgamation / acquisition.

(c) Securities Premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

(d) Debenture Redemption Reserve

The Group has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), requires the Group to create Debenture Redemption Reserve out of profits of the Group available for payment of dividend.

(e) Employee Stock Grant Scheme Reserve

The fair value of the equity-settled share based payment transactions with employees including key management personnel is recognised in the Consolidated Statement of Profit and Loss with corresponding credit to Employee Stock Grant Scheme Reserve.

(f) Retained Earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, debenture redemption reserve, dividends or other distributions paid to shareholders.

(g) Exchange differences on translating the financial statements of a foreign operation

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

The accompanying notes 1 to 56 form an integral part of these Consolidated Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of
Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash Flow from Operating Activities		
Profit before tax	**490.94**	348.20
Adjustment for:		
Depreciation and amortisation expense	**20.52**	14.34
Finance costs	**222.02**	234.03
(Profit) / Loss on sale of property, plant and equipment (net)	**(0.08)**	7.35
Share of Loss / (Profit) in joint ventures and associate	**85.12**	(13.95)
Share based payments to employees	**4.38**	3.55
Expenses on amalgamation	**0.35**	0.40
Interest income	**(349.33)**	(232.40)
Dividend income	**(0.00)**	(0.00)
Profit on sale of investments (net)	**(90.50)**	(61.44)
Income from Investment measured at FVTPL	**(28.30)**	(95.63)
Provision/expected credit loss on financial assets	**26.35**	20.18
Liabilities written back	**(1.00)**	(10.89)
Write down of inventories	**33.32**	4.75
Impairment of Goodwill	**0.06**	-
Assets Written off	**2.18**	-
Lease rent from investment property	**(0.66)**	(0.79)
Operating profit before working capital changes	**415.37**	217.70
Changes in Working Capital:		
(Decrease) in Non Financial Liabilities	**(1,089.97)**	(1,172.67)
Increase / (Decrease) in Financial Liabilities	**357.68**	(71.77)
Decrease in Inventories	**166.65**	1,632.45
(Increase) in Non Financial Assets	**(50.15)**	(0.58)
(Increase) in Financial Assets	**(6.08)**	(89.01)
	(621.87)	298.42
Taxes Paid (net)	**(23.24)**	(38.06)
Net Cash Flows (used in) / generated from operating activities	**(229.74)**	478.06
Cash Flow from Investing Activities		
Acquisition of property, plant and equipment, investment property and intangible assets*	**(63.32)**	(74.38)
Proceeds from sale of property, plant and equipment	**0.23**	0.59
Investment in debentures of joint ventures	**(188.81)**	(141.33)
Proceeds from redemption of debentures of joint ventures	**162.74**	-
(Purchase) of mutual funds (net)	**(899.83)**	(386.45)
(Purchase) of investments in fixed deposits (net)	**(173.17)**	15.81
(Investment) / Withdrawal in joint ventures	**(233.97)**	(503.93)
Proceeds from sale of investments in joint ventures	**129.65**	0.01
Acquisition of Control in subsidiaries (refer note (d) below)	**(4.15)**	(42.73)
Loan (given to) / refunded by joint ventures (net)	**(487.37)**	29.80
Loan (given to) others (net)	**(43.63)**	(8.00)
Expenses on amalgamation	**(0.35)**	(0.40)
Dividend received	**0.00**	0.00
Interest received	**80.14**	129.64
Lease rent from investment property	**0.66**	0.79
Net cash flows (used in) investing activities	**(1,721.18)**	(980.58)
Cash Flow from Financing Activities		
Proceeds from issue of equity share capital (net of issue expenses)	**2,065.92**	999.53
Proceeds from /(Repayment of) short-term borrowings (net)	**216.87**	265.49
Interest paid	**(301.40)**	(294.97)
Payment of Minimum Lease Liabilities	**(8.75)**	-
Acquisition of Non-controlling interests	**(0.26)**	-
Payment of unclaimed dividend	**(0.01)**	(0.00)
Payment of unclaimed fixed deposits	**(0.14)**	(0.27)
Net cash flows generated from financing activities	**1,972.23**	969.78
Net Increase in Cash and Cash Equivalents	**21.31**	467.26
Cash and Cash Equivalents - Opening Balance	**(23.52)**	(499.99)
Cash and Cash Equivalents of subsidiaries acquired during the year (refer note (d) below)	**0.06**	9.21
Effect of exchange rate fluctuations on cash held	**0.18**	-
Cash and Cash Equivalents - Closing Balance (refer note 56)	**(1.97)**	(23.52)

INR 0.00 represents amount less than INR 50,000

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(Currency in INR Crore)

Notes :

(a) The above Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) -7 "Statement of Cash Flows".

(b) Reconciliation of Cash and Cash Equivalents as per the Consolidated Statement of Cash Flows.
Cash and Cash Equivalents as per the above comprise of the following:

Particulars	**For the year ended March 31, 2020**	For the year ended March 31, 2019
Cash and Cash Equivalents (refer note 16)	**146.87**	152.51
Less: Bank overdrafts repayable on demand (refer note 24)	**148.84**	176.03
Cash and Cash Equivalents as per the Consolidated Statement of Cash Flows	**(1.97)**	(23.52)

(c) Effect of disposal of subsidiaries on the financial position of the Group:

Particulars	**For the year ended March 31, 2020**	For the year ended March 31, 2019
Capital work-in-progress	**-**	0.00
Investments in joint ventures and associate	**-**	0.00
Deferred tax assets (Net)	**-**	0.00
Current financial assets	**226.72**	0.00
Cash and cash equivalents	**8.04**	0.01
Non current financial liabilities	**-**	0.00
Current financial liabilities	**235.15**	0.06
Current non-financial liabilities	**0.00**	0.00
Assets net of Liabilities	**(0.40)**	(0.05)
Consideration received, satisfied in cash	**-**	-
Cash and Cash Equivalents disposed of	**-**	-
Net Cash Inflows	**-**	-

(d) Effect of acquisiton of full control in Joint Venture on the financial position of the Group:

Particulars	**March 31, 2020**	March 31, 2019
Property, plant and equipment	**-**	0.03
Intangible assets	**-**	0.02
Non-current financial assets	**-**	0.10
Deferred tax assets (Net)	**0.35**	1.29
Income tax assets (Net)	**2.92**	5.17
Inventories	**93.21**	106.24
Current financial assets	**119.01**	38.15
Cash and cash equivalents	**0.02**	9.21
Bank balances other than above	**-**	0.50
Current non-financial assets	**-**	41.93
Current financial liabilities	**(212.24)**	(51.61)
Current non-financial liabilities	**(0.17)**	(48.01)
Current tax liabilities	**-**	(4.01)
Assets net of liabilities	**3.10**	99.01
Consideration paid, satisfied in cash	**4.14**	42.73
Cash and cash equivalents acquired	**0.02**	9.21
Net cash outflows	**4.12**	33.52

INR 0.00 represents amount less than INR 50,000

(e) Changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes::

Reconciliation of liabilities arising from financing activities

Particulars	**As at April 01, 2019**	**Changes as per the Consolidated Statement of Cash Flows**	**Non Cash Changes**			**As at March 31, 2020**
			Acquisition	**Changes from losing control of subsidiary**	**Fair Value Changes**	
Long-term borrowings (including current maturities of Long-term borrowings)	500.00	-	-	-	-	**500.00**
Short-term borrowings	2,835.61	216.87	6.04	-	-	**3,058.52**

Particulars	As at April 01, 2018 (Restated)	Changes as per the Consolidated Statement of Cash Flows	Non Cash Changes			As at March 31, 2019
			Acquisition	Changes from losing control of subsidiary	Fair Value Changes	
Long-term borrowings	500.00	-	-	-	-	500.00
Short-term borrowings	2,570.12	265.49	-	-	-	2,835.61

(f) The above Consolidated Statement of Cash Flows include INR 2.57 Crore (Previous Year 2019: INR 1.78 Crore) towards Corporate Social Responsibility (CSR) activities (refer note 50).

* During the year, INR 15.02 Crore (Previous Year 2019: INR Nil) amount of inventories have been transferred to Investment Property and Capital Work-in-Progress.

The accompanying notes 1 to 56 form an integral part of these Consolidated Financial Statements.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of
Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Note 1

I. Group overview

Godrej Properties Limited ("the Company") having CIN: L74120MH1985PLC035308, together with its subsidiaries collectively referred to as ("the Group"), its joint ventures and associate, is engaged primarily in the business of real estate construction, development and other related activities. The Company is a public limited company incorporated and domiciled in India having its registered office at Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai – 400079. The Company's equity shares are listed on The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE.)

II. Basis of preparation and measurement

a) Statement of Compliance

The financial statements of the subsidiaries, joint ventures and associate used for the purpose of consolidation are drawn upto the same reporting date as that of the Company, i.e. March 31, 2020.

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under the Section 133 of the Companies Act, 2013 ("the Act") and the relevant provisions and amendments, as applicable.

This is the first set of the Group's consolidated financial statements in which IND AS 116, Leases has been applied. Changes to significant accounting policies are described in note 1 (III) (n) and (u) and the impact of transition to IND AS 116 on the consolidated financial statements is disclosed in note 41.

The consolidated financial statements of the Group for the year ended March 31, 2020 were authorised for issue by the Board of Directors on May 11, 2020.

b) Functional and Presentation Currency

These consolidated financial statements are presented in Indian rupees, which is also the functional currency of the Group. All financial information presented in Indian rupees has been rounded to the nearest crore, unless otherwise stated.

c) Basis of measurement

These financial statements have been prepared on historical cost basis except certain financial instruments, defined benefit plans and share based payments measured at fair value.

d) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with IND AS requires the use of estimates, judgements and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- *Evaluation of satisfaction of performance obligation for the purpose of revenue recognition*

  Determination of revenue under the satisfaction of performance obligation necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the timing of satisfaction of performance obligation, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of

changes, if any, to estimates is recognised in the consolidated financial statements for the period in which such changes are determined

- *Evaluation of control*

  The Group makes assumptions, when assessing whether it exercises control, joint control or significant influence over entities in which it holds less than 100 percent of the voting rights. These assumptions are made based on the contractual rights with the other shareholders, relevant facts and circumstances which indicate that the Group has power over the potential subsidiary or that joint control exists. Changes to contractual arrangements or facts and circumstances are monitored and are evaluated to determine whether they have a potential impact on the assessment as to whether the Group is exercising control over its investment.

- *Evaluation of Net realisable Value of Inventories*

  Inventories comprising of finished goods and construction-work-in progress are valued at lower of cost and net realisable value. Net Realisable value is based upon the estimates of the management. The effect of changes, if any, to the estimates is recognised in the consolidated financial statements for the period in which such changes are determined.

- *Useful life and residual value of property, plant and equipment and intangible assets*

  Useful lives of tangible assets are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on internal technical evaluation. Assumptions are also made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

  The estimation of residual value of assets is based on management's judgment about the condition of such asset at the point of sale of asset.

- *Recognition and measurement of defined benefit obligations*

  The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities. The period to maturity of the underlying securities correspond to the probable maturity of the post-employment benefit obligations.

- *Share based payments*

  Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses Black-Scholes model.

  The assumptions used for estimating fair value for share-based payment transactions are disclosed in Note 40 to the consolidated financial statements.

- *Fair value measurement of financial instruments*

  When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation technique. The inputs to these models are taken from the observable market where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Any changes in the aforesaid assumptions will affect the fair value of financial instruments.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

- *Expected Credit losses and Impairment losses on investment*

  The Group reviews its carrying value of investments carried at amortised cost annually or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- *Recognition of deferred tax asset*

  The deferred tax assets in respect of brought forward business losses is recognised based on reasonable certainty of the projected profitability, determined on the basis of approved business plans, to the extent that sufficient taxable income will be available to absorb the brought forward business losses.

- *Provisions and contingencies*

  The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the amount included in other provisions.

e) Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

f) Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

g) Operating Cycle

The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed and realisation of project into cash and cash equivalents and range from 3 to 7 years. Accordingly, project related assets and liabilities have been classified into current and non-current based on operating cycle of respective projects. All other assets and liabilities have been classified into current and non-current based on a period of twelve months.

III. Significant Accounting Policies

a. Basis of Consolidation

i) Business combination

- The Group accounts for each business combination (other than common control transactions) by applying the acquisition method. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.
- The Group measures goodwill as of the applicable acquisition date at the fair value of the consideration transferred, including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (measured at fair value) of the identifiable assets acquired and liabilities (including contingent liabilities in case such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably) assumed. When the fair value of the net identifiable assets acquired and liabilities assumed exceeds the consideration transferred, a bargain purchase gain is recognised as capital reserve.
- Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration. Consideration transferred does not include amounts related to settlement of pre-existing relationships.
- Transaction costs that the Group incurs in connection with a business combination are expensed as incurred except to the extent related to the issue of debt or equity securities.
- On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.
- Put options issued to non-controlling interests are recognised as a liability and the subsequent changes in the put option are recognised directly in reserves.
- Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.
- Common control transactions are accounted for based on pooling of interests method where the assets and liabilities of the acquiree are recorded at their existing carrying values. The identity of reserves of the acquiree is preserved and the difference between consideration and the face value of the share capital of the acquiree is transferred to capital reserve, which is shown separately from other capital reserves.
- The financial information in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the consolidated financial statements irrespective of the actual date of the combination.

ii) Subsidiaries

Subsidiaries are all entities (including special purpose entities) that are controlled by the Company. Control exists when the Group is exposed to, or has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis while eliminating the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. The financial statements of subsidiaries are included in these consolidated financial statements from the date that control commences until the date that control ceases. For the purpose of preparing these consolidated financial

statements, the accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

Upon loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in the consolidated statement of profit and loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost and the differential is recognised in the consolidated statement of profit and loss. Subsequently, it is accounted for as an equity-accounted investee depending on the level of influence retained.

iii) Joint Ventures and associate (equity accounted investees)

The Group's interests in equity accounted investees comprise interests in joint ventures and associate.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures and associate are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which significant influence or joint control ceases.

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in an entity; the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of other entity.

iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in full while preparing these consolidated financial statements. Unrealised gains or losses arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Deferred tax asset or liability is created on any temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

v) Acquisition of non-controlling interest

Acquisition of some or all of the non-controlling interest ("NCI") is accounted for as a transaction with equity holders in their capacity as equity holders. Consequently, the difference arising between the fair value of the purchase consideration paid and the carrying value of the NCI is recorded as an adjustment to retained earnings that is attributable to the Company. The associated cash flows are classified as financing activities. No goodwill is recognised as a result of such transactions.

b. Property, Plant and Equipment, depreciation and amortisation

i) Recognition and Measurement:

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment are derecognised from the consolidated financial statements, either on disposal or when no economic benefits are expected from its us or disposal. The gain or loss arising from disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment recognised in the consolidated statement of profit and loss account in the year of occurrence.

Assets under construction includes the cost of property, plant and equipment that are not ready to use at the balance sheet date. Advances paid to acquire property, plant and equipment before the balance sheet date are disclosed under other non-current assets. Assets under construction are not depreciated as these assets are not yet available for use.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii) Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on property, plant and equipment of the Group has been provided using the written down value method based on the useful lives specified in Schedule II to the Companies Act, 2013. The useful lives of certain motor vehicles are estimated in the range of 3-8 years and the residual value of certain furniture and fixtures are estimated at 50% of actual cost. These lives are different from those indicated in Schedule II.

Assets costing less than INR 5,000 are depreciated at 100% in the year of acquisition.

Assets acquired on lease and leasehold improvements are amortised over the period of the lease on straight line basis.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate

c. Investment property and depreciation

i) Recognition and measurement:

Investment properties comprises of land and building are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation.

ii) Depreciation

Depreciation on Investment Property is provided using the written down value method based on the useful lives specified in Schedule II to the Companies Act, 2013.

d. Intangible assets and amortisation

i) Recognition and measurement:

Items of Intangible Assets are measured at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises:

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii) Amortisation

Intangible assets are amortised over their estimated useful life using straight line method.

Trademark is amortised over a period of 20 years.

Intangible Assets (other than trademark) are amortised over a period of six years.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

e. Impairment of non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceeds the estimated recoverable amount, impairment loss is recognised for such excess amount. The impairment loss is recognised as an expense in the consolidated statement of profit and loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a decrease to the extent a revaluation reserve is available for that asset.

Goodwill on business combinations is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the consolidated statement of profit and loss, to the extent the amount was previously charged to the consolidated statement of profit and loss. In case of revalued assets, such reversal is not recognised.

f. Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of entities within the Group at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in the consolidated statement of profit and loss in the period in which they arise.

In case of foreign operations whose functional currency is different from the Company's functional currency, the assets and liabilities of such foreign operations, including goodwill and fair value adjustments arising upon acquisition, are

translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the year. Resulting foreign currency differences are recognised in other comprehensive income or (loss) and presented within equity as part of foreign currency translation reserve (FCTR). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to the consolidated statement of profit and loss.

g. Investment in joint ventures and associate

Investments in equity shares of joint ventures and associate are recorded at cost and reviewed for impairment at each reporting date. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in joint ventures and associate, the difference between net disposal proceeds and the carrying amounts are recognised in the Consolidated Statement of Profit and Loss.

h. Financial instruments

I. Financial assets

Classification

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

Trade receivables and debt securities issued are initially recognised when they originate.

The Group recognises financial assets (other than trade receivables and debt securities) when it becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified in three categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through profit or loss
- Equity investments

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

b) Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the consolidated statement of profit and loss. The losses arising from impairment are recognised in the consolidated statement of profit and loss.

Debt instruments at Fair Value through Profit or Loss

Debt instruments included within the fair value through profit or loss (FVTPL) category are measured at fair value with all changes recognised in the consolidated statement of profit and loss.

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Equity investments

All equity investments other than investment in joint ventures and associate are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in other comprehensive income (OCI). There is no recycling of the amounts from OCI to consolidated statement of profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the consolidated statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised when:

- the rights to receive cash flows from the asset have expired, or
- the Group has transferred substantially all the risks and rewards of the asset, or
- the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group applies 'simplified approach' measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and bank balance.
- Trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit loss at each reporting date, right from its initial recognition.

II. Financial Liabilities

Classification

The Group classifies all financial liabilities as subsequently measured at amortised cost.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the consolidated statement of profit and loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transactions costs. The EIR amortisation is included as finance costs in the consolidated statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

III Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

IV Share Capital

Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares are recognised as a deduction from equity.

Treasury shares

The Company has created an Employee Stock Options Trust (ESOP) for providing share-based payment to its employees. The Company uses ESOP as a vehicle for distributing shares to employees under the employee remuneration schemes. The ESOP buys shares of the Company from the market, for giving shares to employees. The Company treats ESOP as its extension and shares held by ESOP are treated as treasury shares.

Treasury shares are recognised at cost and deducted from equity. No gain or loss is recognised in the consolidated statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve. Share options exercised during the reporting period are deducted from treasury shares.

i. Inventories

Inventories are valued as under:

(a) Finished Goods - At Lower of cost and Net realisable value.

(b) Construction work –in-progress - At Lower of cost and Net realisable value.

Costs are determined on a weighted average basis.

Construction work-in-progress / Finished Goods includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The inventory of construction work-in- progress is not written down below cost if flats /properties are expected to be sold at or above cost.

j. Revenue Recognition

The Group derives revenues primarily from sale of properties comprising of both commercial and residential units.

The Group recognises revenue when it determines the satisfaction of performance obligations at a point in time and subsequently over time when the Group has enforceable right for payment for performance completed to date. Revenue is recognised upon transfer of control of promised products to customer in an amount that reflects the consideration which the Group expects to receive in exchange for those products.

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In arrangements for sale of units the Group has applied the guidance in IND AS 115, on "Revenue from contract with customer", by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering sale of units as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract liabilities are recognised when there is billing in excess of revenue and advance received from customers.

The Group enters into Development and Project Management agreements with land-owners. Accounting for income from such projects, measured at fair value, is done on accrual basis as per the terms of the agreement.

The Group receives maintenance amount from the customers and utilises the same towards the maintenance of the respective projects. Revenue is recognised to the extent of maintenance expenses incurred by the Group towards maintenance of respective projects. Balance amount of maintenance expenses to be incurred is reflected as liability under the head other current liabilities

Interest income

Interest income is accounted on an accrual basis at effective interest rate. Interest on delayed payment and forfeiture income are accounted based upon underlying agreements with customers.

Dividend Income and Share of Profit in LLP

Dividend income and share of profits in LLP is recognised when the right to receive the same is established.

k. Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in the consolidated statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- has a legally enforceable right to set off the recognised amounts; and
- Intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent there is convincing evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it

is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- The Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Minimum Alternative Tax (MAT)

MAT credit is recognised as a deferred tax asset only when and to the extent there is a convincing evidence that the Group will pay normal tax during specified period. MAT credit is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

I. Employee benefits

i) Short term employee benefits

Short-term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Obligations for contributions to defined contribution plans such as Provident Fund and Employee State Insurance Corporations are expensed as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses are recognised immediately in other comprehensive income (OCI). Re-measurement, if any, are not reclassified to the consolidated statement of profit and loss in subsequent period. Net interest expense / (income) on the net defined liability / (assets) is computed by applying the discount rate, based on the market yield on government securities as at the reporting date, used to measure the net defined liability / (asset). Net interest expense and other expenses related to defined benefit plans are recognised in the consolidated statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the consolidated statement of profit and loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

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ii) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. They are therefore measured at the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method. The discount rates used are based on the market yields on government securities as at the reporting date. Re- measurement are recognised in the consolidated statement of profit and loss in the period in which they arise.

m. Share-based payment transactions

Employees Stock Options Plans ("ESOPs") and Employee Stock Grant Scheme ("ESGS"): The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award as if the award was, in substance, multiple awards. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in equity under "Employee stock grant scheme reserve". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest.

n. Leases

Policy applicable before April 01, 2019

i) Finance Lease

Agreements are classified as finance leases, if substantially all the risks and rewards incidental to ownership of the leased asset is transferred to the lessee.

ii) Operating Lease

Agreements which are not classified as finance leases are considered as operating lease. Operating lease payments/income are recognised as an expense/income in the consolidated statement of profit and loss on a straight line basis over the lease term unless there is another systematic basis which is more representative of the time pattern of the lease

Policy applicable after April 01, 2019

At the inception of a contract, the Group assesses whether a contract is or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an asset the Group assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Group has the tight to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

As a Lessee

Right-of-Use-Asset

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability,

any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Lease Liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

Short-term lease and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short- term leases that have a lease term of less than 12 months or less and leases of low-value assets, including IT Equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying assets of a similar nature and use in Group's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

o. Borrowing costs

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.

Borrowing costs, pertaining to development of long term projects, are transferred to Construction work in progress, as part of the cost of the projects till the time all the activities necessary to prepare these projects for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

p. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

q. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. If potential equity shares converted into equity shares increases the earnings per share, then they are treated as anti-dilutive and anti-dilutive earning per share is computed.

r Provisions and contingent liabilities

A provision is recognised when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are discounted to their present value at a pre-tax rate that

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reflects current market assessments of the time value of money and the risks specific to the liability and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. The unwinding of the discount is recognised as finance cost

Contingent liabilities are disclosed in the notes. Contingent liabilities are disclosed for:

i) possible obligations which will be confirmed only by future events not wholly within the control of the Group; or

ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised in the consolidated financial statements. However, the same are disclosed in the consolidated financial statements where an inflow of economic benefit is probable.

s. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted with the consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

u. Change in significant accounting policies

The Group has applied IND AS 116 Leases using the modified retrospective approach (for all leases other than short–term leases and leases of low-value assets) i.e. by recognising the cumulative effect of initially applying IND AS 116 as an adjustment to the opening balance of equity as at April 01, 2019. Due to the transition method chosen by the Group in applying this standard, comparative information throughout these financial statements has not been restated and continues to be reported under IND AS 17.

IND AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to those leases will change as IND AS 116 replaces the operating lease expense (i.e. rent) with depreciation charge for ROU assets and interest expense on lease liabilities.

2 Property, Plant and Equipment

Particulars	GROSS BLOCK					ACCUMULATED DEPRECIATION/ AMORTISATION				NET BLOCK	
	As at April 01, 2019	Additions during the year	Acquired through business combinations (refer note 43)	Deductions during the year	As at March 31, 2020	As at April 01, 2019	For the Year	Deductions	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Tangible Assets											
Freehold Land	0.06	-	-	-	**0.06**	-	-	-	**-**	**0.06**	0.06
Buildings (refer note (a) below)	65.04	-	-	-	**65.04**	10.62	2.50	-	**13.12**	**51.92**	54.42
Leasehold Improvements	8.71	0.18	-	-	**8.89**	5.94	2.04	-	**7.98**	**0.91**	2.77
Office Equipments	3.96	0.47	-	0.17	**4.26**	2.82	0.57	0.16	**3.23**	**1.03**	1.14
Site Equipments	0.94	0.70	-	0.01	**1.63**	0.60	0.27	0.00	**0.87**	**0.76**	0.34
Furniture and Fixtures	15.28	3.06	-	0.69	**17.65**	6.87	1.79	0.63	**8.03**	**9.62**	8.41
Computers	14.31	3.08	-	0.74	**16.65**	10.96	2.74	0.70	**13.00**	**3.65**	3.35
Vehicles	4.93	0.62	-	0.54	**5.01**	3.79	0.88	0.52	**4.15**	**0.86**	1.14
Electrical Installations and Equipments	0.64	0.01	-	-	**0.65**	0.37	0.07	-	**0.44**	**0.21**	0.27
Plant & Machinery	-	10.03	-	-	**10.03**	-	1.16	-	**1.16**	**8.87**	-
Total Property, Plant and Equipment	**113.87**	**18.15**	**-**	**2.15**	**129.87**	**41.97**	**12.02**	**2.01**	**51.98**	**77.89**	**71.90**

Particulars	GROSS BLOCK					ACCUMULATED DEPRECIATION/ AMORTISATION				NET BLOCK	
	As at April 01, 2018 (Restated)	Additions during the year	Acquired through business combinations (refer note 43)	Deductions during the year	As at March 31, 2019	As at April 01, 2018 (Restated)	For the Year	Deductions	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018 (Restated)
Tangible Assets											
Freehold Land	0.06	-	-	-	0.06	-	-	-	-	0.06	0.06
Buildings (refer note (a) below)	73.04	-	-	8.00	65.04	8.39	2.84	0.61	10.62	54.42	64.65
Leasehold Improvements	7.91	0.80	-	-	8.71	4.18	1.76	-	5.94	2.77	3.73
Office Equipments	3.83	0.54	0.01	0.42	3.96	2.64	0.57	0.39	2.82	1.14	1.19
Site Equipments	0.79	0.15	-	-	0.94	0.37	0.23	-	0.60	0.34	0.42
Furniture and Fixtures	14.99	1.17	0.02	0.90	15.28	5.96	1.66	0.75	6.87	8.41	9.03
Computers	12.46	2.55	0.00	0.70	14.31	8.61	3.00	0.65	10.96	3.35	3.85
Vehicles	4.65	0.80	-	0.52	4.93	3.41	0.84	0.46	3.79	1.14	1.24
Electrical Installations and Equipments	1.03	-	-	0.39	0.64	0.38	0.13	0.14	0.37	0.27	0.65
Total Property, Plant and Equipment	**118.76**	**6.01**	**0.03**	**10.93**	**113.87**	**33.94**	**11.03**	**3.00**	**41.97**	**71.90**	**84.82**

(a) Of the above, a Building carrying value INR 51.11 Crore (Previous Year: INR 53.74 Crore) is subject to first charge for secured bank loans (refer note 24).

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

3 Capital work-in-progress

Particulars	Property, Plant and Equipment		Investment Property		Total	
	March 31, 2020	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**	**March 31, 2020**	**March 31, 2019**
Opening Capital Work-in-Progress	**98.63**	71.37	**0.14**	-	**98.77**	71.37
Add: Addition during the year	**53.59**	27.26	**1.64**	0.14	**55.23**	27.40
Add: Transferred from Inventories (refer note (b) below)	**-**	-	**9.76**	-	**9.76**	-
Less: Capitalised during the year	**2.90**	-	**-**	-	**2.90**	-
Closing Capital Work-in-Progress (refer note (a) below)	**149.32**	**98.63**	**11.54**	**0.14**	**160.86**	**98.77**

(a) The Group's investment property consists of a commercial and retail property in India.

(b) Based on the intention and business plans, some commercial and retail properties owned by the Company is considered as being held for capital appreciation and rental income rather than for business purposes. Hence, the Company has reclassified the same from inventories to investment property under construction during the year ended March 31, 2020.

(c) The Company has no restriction on the realisability of its investment property under construction.

(d) Though the Company measures investment property under construction using cost based measurement, the fair value of investment property under construction is based on valuation performed by an accredited independent valuer. The main inputs used are location and locality, facilities and amenities, quality of construction, residual life of building, business potential, supply and demand, local nearby enquiry, market feedback of investigation and Ready Reckoner published by the Government.

(e) Fair valuation is based on Sales Comparison method which is INR 21.78 Crore. The fair value measurement is categorised in level 3 fair value hierarchy.

(f) During the year, INR 8.83 Crore (Previous Year: INR 6.26 Crore) amount of interest cost has been capitalised to capital work-in-progress.

(g) Refer note 47 for disclosure of Capital Commitments for acquisition of Property, plant and equipment.

(Currency in INR Crore)

4 Investment Property

Reconciliation of Carrying Amount

Particulars	Amount
Gross Block	
As at April 01, 2018 (Restated)	**2.60**
Add: Additions during the year	**-**
Less: Disposals/Adjustments	**-**
As at March 31, 2019	**2.60**
Add: Additions during the year	**2.56**
Add: Transferred from Inventories (refer note (b) below)	**5.26**
Less: Disposals/Adjustments	**-**
As at March 31, 2020	**10.42**
Accumulated Depreciation	
As at April 01, 2018 (Restated)	**0.12**
Add: For the Year	**0.28**
Less: Deductions during the year	**-**
As at March 31, 2019	**0.40**
Add: For the Year	**0.23**
Less: Deductions during the year	**-**
As at March 31, 2020	**0.63**
Net Block	
As at March 31, 2019	**2.20**
As at March 31, 2020	**9.79**

Information regarding income and expenditure of Investment Property

Particulars	March 31, 2020	March 31, 2019
Rental Income derived from Investment Property	**0.66**	0.79
Direct Operating Expenses	**-**	-
Profit arising from Investment Property before depreciation	**0.66**	0.79
Less: Depreciation	**0.23**	0.28
Profit arising from Investment Property	**0.43**	0.51

(a) The Group's investment property consists of some commercial and retail properties in India.

(b) Based on the intention and revised business plans, a commercial and retail building owned by the Group is considered as being held for capital appreciation and rental income rather than for business purposes. Hence, the Group has reclassified the same from inventories to investment property during the year ended March 31, 2020.

(c) The Group has no restriction on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

(d) Though the Group measures investment property using cost based measurement, the fair value of investment property is based on valuation performed by an accredited independent valuer. The main inputs used are location and locality, facilities and amenities, quality of construction, residual life of building, business potential, supply and demand, local nearby enquiry, market feedback of investigation and ready reckoner published by the Government.

(e) Fair valuation of retail properties is based on Sales Comparison Method which is INR 11.40 Crore (Previous Year: INR Nil) and commercial properties is based on Rent Capitalisation Method, which is INR 9.38 Crore (Previous Year: INR 9.46 Crore). The fair value measurement is categorised in level 3 fair value hierarchy.

5 Intangible Assets and Intangible Assets under Development

Particulars	GROSS BLOCK					ACCUMULATED AMORTISATION				NET BLOCK	
	As at April 01, 2019	Additions during the year	Acquired through business combi-nations (refer note 43)	Deductions during the year	As at March 31, 2020	As at April 01, 2019	For the Year	Deductions	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Intangible Assets											
Licenses and Software	9.80	1.68	-	0.02	**11.46**	6.37	1.40	0.02	**7.75**	**3.71**	3.43
Trade Mark	24.52	-	-	-	**24.52**	5.40	1.35	-	**6.75**	**17.77**	19.12
Total Intangible Assets	**34.32**	**1.68**	**-**	**0.02**	**35.98**	**11.77**	**2.75**	**0.02**	**14.50**	**21.48**	**22.55**
Intangible Assets Under Development (refer note (a) below)										**2.05**	**0.77**

Particulars	GROSS BLOCK					ACCUMULATED AMORTISATION				NET BLOCK	
	As at April 01, 2018 (Restated)	Additions during the year	Acquired through business combi-nations (refer note 43)	Deductions during the year	As at March 31, 2019	As at April 01, 2018 (Restated)	For the Year	Deductions	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018 (Restated)
Intangible Assets											
Licenses and Software	9.51	0.27	0.02	-	9.80	4.69	1.68	-	6.37	3.43	4.82
Trade Mark	24.52	-	-	-	24.52	4.05	1.35	-	5.40	19.12	20.47
Total Intangible Assets	**34.03**	**0.27**	**0.02**	**-**	**34.32**	**8.74**	**3.03**	**-**	**11.77**	**22.55**	**25.29**
Intangible Assets Under Development										0.77	0.12

(a) Refer note 47 for disclosure of Capital Commitments for acquisition of Intangible Assets under development

(Currency in INR Crore)

6 Investment in Joint Ventures and Associate

		March 31, 2020	March 31, 2019
a)	**Investment in Equity Instruments (Fully Paid-up unless stated otherwise) (Unquoted)**		
(i)	**Investment in Joint Ventures**		
	Godrej Realty Private Limited		
	884,850 (Previous Year : 884,850) Equity Shares of INR 10/- each	**4.72**	4.74
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)		
	Nil (Previous Year: 114,191) Class B and Ordinary Equity Shares of INR 10/- each	**-**	1.26
	Wonder City Buildcon Private Limited		
	810,420 (Previous Year: 810,420) Equity Shares of INR 10/- each	**-**	-
	Godrej Home Constructions Private Limited		
	1,071,770 (Previous Year: 1,071,770) Equity Shares of INR 10/- each	**-**	-
	Wonder Projects Development Private Limited		
	1,070,060 (Previous Year: 1,070,060) Equity Shares of INR 10/- each	**-**	-
	Godrej Real View Developers Private Limited		
	2,140,000 (Previous Year: 2,068,000) Equity Shares of INR 10/- each	**-**	-
	Pearlite Real Properties Private Limited		
	3,871,000 (Previous Year: 3,871,000) Equity Shares of INR 10/- each	**2.39**	-
	Godrej Greenview Housing Private Limited		
	1,264,560 (Previous Year: 1,264,560) Equity Shares of INR 10/- each	**-**	-
	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*		
	360,813 (Previous Year: 355,384) Equity Shares of INR 10/- each	**202.28**	206.34
	Godrej Skyline Developers Private Limited		
	260,000 (Previous Year: 260,000) Equity Shares of INR 10/- each	**-**	-
	Godrej Redevelopers (Mumbai) Private Limited		
	28,567 (Previous Year: 28,567) Equity Shares of INR 10/- each	**0.62**	-
	Ashank Macbricks Private Limited (w.e.f July 31, 2018)		
	1,675,000 (Previous Year: 200) Equity Shares of INR 10/- each	**-**	0.00
	Munjal Hospitality Private Limited (w.e.f June 29, 2019)		
	60,961,200 (Previous Year: Nil) Equity Shares of INR 13.41/- each	**84.32**	-
	Yujya Developers Private Limited (w.e.f December 02, 2019)		
	7,241,360 (Previous Year: Nil) Equity Shares of INR 10/- each	**6.83**	-

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

		March 31, 2020	March 31, 2019
	Vivrut Developers Private Limited (w.e.f. February 10, 2020)		
	700,000 (Previous Year: Nil) Equity Shares of INR 10/- each	**0.65**	-
(ii)	**Investment in Associate**		
	Godrej One Premises Management Private Limited		
	3,000 (Previous Year: 3,000) Equity Shares of INR 10/- each	**0.00**	0.00
b)	**Investment in Preference Shares (Fully paid-up unless stated otherwise) (at Fair Value through Profit or Loss) (Unquoted)**		
(i)	**Investment in Joint Ventures**		
	Godrej Skyline Developers Private Limited		
	13,000,000 (Previous Year: 13,000,000) 0.01% Redeemable Non-cumulative Preference Shares of INR 10/- each	**-**	0.43
c)	**Investment In Limited Liability Partnerships**		
	Mosiac Landmarks LLP	**10.54**	11.18
	Caroa Properties LLP	**-**	-
	Oxford Realty LLP	**6.28**	-
	A R Landcraft LLP	**-**	-
	Dream World Landmarks LLP	**4.70**	1.69
	M S Ramaiah Ventures LLP	**0.75**	0.82
	Godrej Developers & Properties LLP	**-**	-
	Oasis Landmarks LLP	**-**	-
	Godrej SSPDL Green Acres LLP	**-**	-
	Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*	**-**	-
	Godrej Construction Projects LLP	**-**	-
	Bavdhan Realty @ Pune 21 LLP	**-**	-
	Godrej Housing Projects LLP	**-**	-
	Godrej Projects North Star LLP	**-**	-
	Prakhhyat Dwellings LLP	**-**	-
	Godrej Highview LLP	**-**	-
	Godrej Irismark LLP	**-**	-
	Godrej Reserve LLP *(formerly known as Sai Srushti Onehub Projects LLP)*	**-**	-
	Godrej Property Developers LLP	**-**	0.00
	Suncity Infrastructures (Mumbai) LLP (w.e.f. October 10, 2018)	**-**	0.00
	Roseberry Estate LLP (w.e.f September 18, 2018)	**-**	-
	Mahalunge Township Developers LLP (w.e.f. February 01, 2019)	**199.71**	200.99

INR 0.00 represents amount less than INR 50,000

(Currency in INR Crore)

	March 31, 2020	March 31, 2019
Manjari Housing Projects LLP (w.e.f. February 01, 2019)	**203.94**	205.99
Maan-Hinge Township Developers LLP (w.e.f. February 01, 2019)	**95.02**	89.41
Godrej Vestamark LLP (Classified as Joint Venture w.e.f. May 03, 2019)	**-**	-
Universal Metro Properties LLP (w.e.f December 02, 2019)	**-**	-
Godrej Odyssey LLP (w.e.f September 26, 2019)	**-**	-
Manyata Industrial Parks LLP (w.e.f. April 22, 2019)	**-**	-
	822.75	722.85
Aggregate amount of Unquoted Investments	**822.75**	722.85

The amount of investment in joint ventures and associate is after giving effect of consolidated adjustments

Summarised information for those joint ventures which are material to the Group are as under:

Summarised balance sheet of material joint ventures based on its IND AS financials :

Particulars	**Oxford Realty LLP**	**Wonder City Buildcon Private Limited**	**Godrej Redevelopers (Mumbai) Private Limited**	**Pearlite Real Properties Private Limited**
Nature of relationship	**Joint Venture**	**Joint Venture**	**Joint Venture**	**Joint Venture**
Principal place of business	**Pune**	**NCR**	**Mumbai**	**Pune**
% Ownership	**35.00%**	**25.10%**	**51.00%**	**49.00%**
Accounting method	**Equity accounted**	**Equity accounted**	**Equity accounted**	**Equity accounted**
	March 31, 2020	**March 31, 2020**	**March 31, 2020**	**March 31, 2020**
Current Assets Other than Cash and Cash Equivalents	209.64	411.39	283.23	261.91
Cash and Cash Equivalents	15.22	8.60	75.12	27.91
Other Non-Current Assets	8.60	12.04	8.89	5.27
(A)	233.46	432.03	367.24	295.09
Current Liabilities	197.91	501.11	358.97	271.34
Non-current Liabilities	0.10	-	0.63	0.19
(B)	198.01	501.11	359.60	271.53
Net assets (100%) (A - B)	35.46	(69.08)	7.64	23.56
% Holding	35.00%	25.10%	51.00%	49.00%
Share of Net Worth	12.41	(17.34)	3.90	11.54
Less:				
Adjustment on Consolidation	(6.12)	17.34	(3.28)	(9.16)
Carrying amount of Investment in Joint Ventures	6.28	-	0.62	2.39

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Summarised statement of profit and loss of material joint ventures based on its IND AS financials:

Statement of Profit and Loss	Oxford Realty LLP	Wonder City Buildcon Private Limited	Godrej Redevelopers (Mumbai) Private Limited	Pearlite Real Properties Private Limited
	March 31, 2020	**March 31, 2020**	**March 31, 2020**	**March 31, 2020**
Total Income	640.66	286.83	1,114.02	532.00
Depreciation and Amortisation expense	0.61	0.16	0.85	0.27
Interest expense	1.12	1.06	5.29	8.83
Expenses other than above	496.73	338.40	1,072.96	466.14
Tax expense	50.05	7.96	22.75	15.70
Profit after Tax	92.15	(60.76)	12.19	41.06
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income	92.15	(60.76)	12.19	41.06
Group's share of profit	32.25	(15.25)	6.21	20.12
Group's share of OCI	-	-	-	-
Group's share of total comprehensive income	32.25	(15.25)	6.21	20.12

Refer note 47 for the contingent liabilities and commitments relating to its interest in Joint Ventures.

Aggregate information for those joint ventures and associate that are not material to the Group are as under:

		March 31, 2020	March 31, 2019
(i)	**Investment in Joint Ventures**		
	Carrying amount of Investment in Joint Ventures	**819.74**	722.85
	Summarised statement of profit and loss		
	Profit for the year	**(352.01)**	(29.71)
	Other Comprehensive Income for the year	**-**	-
	Total Comprehensive Income (100%)	**(352.01)**	(29.71)
	Group's share of total comprehensive income	**(128.46)**	13.95
(ii)	**Investment In Associate**		
	Carrying amount of Investment in Associate	**0.00**	0.00
	Summarised statement of profit and loss		
	Profit for the year	**0.00**	0.00
	Other Comprehensive Income for the year	**0.00**	0.00
	Total Comprehensive Income (100%)	**0.00**	0.00
	Group's share of total comprehensive income	**0.00**	0.00
		0.00	0.00

INR 0.00 represents amount less than INR 50,000

7 Other Investments (Non-Current)

		March 31, 2020	March 31, 2019
a)	**Trade Investments (Unquoted)**		
(i)	**Investment in Debentures of Joint Ventures (Fully paid-up) (at Fair Value through Profit or Loss)**		
	Godrej Realty Private Limited		
	2,989,095 (Previous Year: 2,989,095), 1% Secured Redeemable Optionally Convertible Debentures of INR 10/- each	**2.99**	2.99
	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*		
	3,318,000 (Previous Year: 3,166,000), 12% Unsecured Optionally Convertible Debentures of INR 1,000/- each	**331.80**	316.60
	Godrej Skyline Developers Private Limited		
	5,304,000 (Previous Year: 5,304,000), 12% Unsecured Optionally Convertible Debentures of INR 100/- each	**52.90**	52.55
	Yujya Developers Private Limited		
	2,172,348 (Previous Year: Nil), 12% Unsecured Optionally Convertible Debentures of INR 100/- each	**21.69**	-
	Vivrut Developers Private Limited		
	21,000 (Previous Year: Nil), 12% Unsecured Optionally Convertible Debentures of INR 1,000/- each	**2.10**	-
	Munjal Hospitality Private Limited		
	960,000 (Previous Year: Nil), 12% Unsecured Optionally Convertible Debentures of INR 100/- each	**9.56**	-
(ii)	**Investment in Debentures of Joint Ventures (Fully paid-up) (at Amortised Cost)**		
	Wonder City Buildcon Private Limited		
	307,833 (Previous Year: 307,833), 12% (Previous Year: 17.45%) Unsecured Compulsorily Convertible Class B Debentures of INR 1,000/- each	**12.05**	30.40
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)		
	Nil (Previous Year: 1,019,154), 12% Unsecured Optionally Convertible Class A Debentures of INR 1,000/- each	**-**	115.58
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)		
	Nil (Previous Year: 377,464), 12% Unsecured Optionally Convertible Class B Debentures of INR 1,000/- each	**-**	37.75
	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019)		
	Nil (Previous Year: 38,498), 12% Unsecured Optionally Convertible Class C Debentures of INR 1,000/- each	**-**	4.34

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

		March 31, 2020	March 31, 2019
	Godrej Home Constructions Private Limited		
	413,949 (Previous Year: 413,949), 12% (Previous Year: 17.45%) Unsecured Compulsorily Convertible Class B Debentures of INR 1,000/- each	**23.58**	41.46
	Wonder Projects Development Private Limited		
	275,500 (Previous Year: 275,500), 12% (Previous Year: 17%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each	**27.68**	27.58
	Pearlite Real Properties Private Limited		
	73,500 (Previous Year: 796,005), 12% (Previous Year: 17%) Unsecured Compulsorily Convertible Class B Debentures of INR 1,000/- each	**10.45**	81.04
	Godrej Real View Developers Private Limited		
	461,700 (Previous Year: 427,500), 12% (Previous Year: 17%) Unsecured Compulsorily Convertible Class B Debentures of INR 1,000/- each	**46.41**	42.16
	Godrej Greenview Housing Private Limited		
	260,946 (Previous Year: 260,946), 12% (Previous Year: 17.45%) Unsecured Compulsorily Convertible Debentures of INR 1,000/- each	**26.99**	25.27
	Godrej Redevelopers (Mumbai) Private Limited		
	843,736 (Previous Year: 843,736), 12% (Previous Year: 17.45%) Unsecured Compulsory Convertible Debentures of INR 1,000/- each	**84.48**	84.48
	Ashank Macbricks Private Limited		
	437,000 (Previous Year: Nil), 12% Unsecured Compulsory Convertible Debentures of INR 1,000/- each	**44.50**	-
b)	**Non trade Investments**		
	Investment in Fully paid-up Equity Instruments (at Fair Value through Profit or Loss)		
	Quoted Investments		
	Alacrity Housing Limited		
	Nil (Previous Year: 100) Equity Shares of INR 10/- each	**-**	0.00
	Ansal Buildwell Limited		
	100 (Previous Year: 100) Equity Shares of INR 10/- each	**0.00**	0.00
	Ansal Housing Limited		
	300 (Previous Year: 300) Equity Shares of INR 10/- each	**0.00**	0.00
	Ansal Properties and Infrastructure Limited		
	600 (Previous Year: 600) Equity Shares of INR 5/- each	**0.00**	0.00
	Unitech Limited		
	13,000 (Previous Year: 13,000) Equity Shares of INR 2/- each	**0.00**	0.00
	The Great Eastern Shipping Company Limited		
	72 (Previous Year: 72) Equity Shares of INR 10/- each	**0.00**	0.00
	Radhe Developers (India) Limited		
	100 (Previous Year: 100) Equity Shares of INR 10/- each	**0.00**	0.00

INR 0.00 represents amount less than INR 50,000

		March 31, 2020	March 31, 2019
	United Textiles Limited		
	23,700 (Previous Year: 23,700) Equity Shares of INR 10/- each	**0.00**	0.00
	Unquoted Investments		
	Saraswat Co-operative Bank Limited		
	1,000 (Previous Year: 1,000) Equity Shares of INR 10/- each	**0.00**	0.00
	AB Corp Limited		
	25,000 (Previous Year: 25,000) Equity Shares of INR 10/- each	**0.00**	0.00
	Lok Housing and Constructions Limited		
	100 (Previous Year: 100) Equity Shares of INR 10/- each	**0.00**	0.00
	Global Infrastructure & Technologies Limited		
	100 (Previous Year: 100) Equity Shares of INR 10/- each	**0.00**	0.00
	Premier Energy and Infrastructure Limited		
	100 (Previous Year: 100) Equity Shares of INR 10/- each	**0.00**	0.00
	D.S. Kulkarni Developers Limited		
	100 (Previous Year: 100) Equity Shares of INR 10/- each	**0.00**	0.00
	GOL Offshore Limited		
	18 (Previous Year: 18) Equity Shares of INR 10/- each	**0.00**	0.00
	Modella Textiles Private Limited		
	2 (Previous Year: 2) Equity Shares of INR 100/-each	**0.00**	0.00
	Lotus Green Construction Private Limited		
	1 (Previous Year: 1) Equity Shares of INR 100/- each	**0.00**	0.00
	Alacrity Housing Limited		
	100 (Previous Year: Nil) Equity Shares of INR 10/- each	**0.00**	-
		697.18	862.20
	Less: Provision for expected credit loss on investments	**10.50**	-
		686.68	862.20
	Aggregate amount of Quoted Investments and Market Value thereof	**0.00**	0.00
	Aggregate amount of Unquoted Investments	**697.18**	862.20
	Aggregate amount of Provision for expected credit loss on investments	**10.50**	-
8	**Trade Receivables (Non-Current)**		
	To related parties		
	Unsecured, Considered Good	**89.83**	-
		89.83	-
9	**Loans (Non-Current)**		
	Secured, Considered Good		
	Deposits - Projects (refer note (a) below)	**26.33**	28.57
		26.33	28.57

(a) Secured Deposits - Projects are Secured against Terms of Development Agreements.
INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

10 Other Non-Current Financial Assets

	March 31, 2020	March 31, 2019
Unsecured, Considered Good		
Deposit With Banks (refer note (a) below)	**3.21**	-
Deposits - Others	**-**	32.85
	3.21	32.85

(a) Fixed deposits held as margin money and lien marked for issuing bank guarantees amounting to INR 2.91 Crore (Previous Year: INR Nil).

11 Deferred Tax Assets and Tax Expenses

a) Amounts recognised in the Consolidated statement of profit and loss

Current Tax	**68.52**	(31.59)
Current Tax	**67.91**	(22.69)
Tax Adjustment of Prior Years	**0.61**	(8.90)
Deferred Tax Charge	**151.79**	126.64
Deferred Tax attributable to :		
Origination and reversal of temporary difference	**165.82**	121.00
MAT Credit (Utilisation) / Entitlement	**(14.03)**	5.64
Tax Expense for the year	**220.31**	95.05

b) Amounts recognised in the Other Comprehensive Income

Deferred Tax Charge	**0.37**	0.17
Deferred Tax attributable to :		
Employee Benefits	**0.37**	0.17
Tax Expense for the year	**0.37**	0.17

c) Movement in Deferred Tax Balances

Particulars	As at April 01, 2019		Movement during the year					As At March 31, 2020	
	Deferred Tax Asset	Deferred Tax Liabilities	Recog-nised in Profit or Loss	Recog-nised in Other Equity	Recog-nised in OCI	Acquired through business combination (refer note 43)	Others	Deferred Tax Asset	Deferred Tax Liabilities
Deferred Tax Assets/ (Liabilities)									
Property, Plant and Equipment (including Right-of-Use Asset)	2.11	-	(0.70)	0.70	-	-	-	2.11	-
Brought Forward Loss	398.22	0.73	(183.37)	-	-	0.41	-	214.62	0.09
Inventories	30.96	-	(5.22)	-	-	-	-	25.74	-
Unabsorbed Depreciation	6.27	-	(4.98)	-	-	-	-	1.29	-
Employee Benefits	7.16	-	0.56	-	0.37	-	-	8.09	-

(Currency in INR Crore)

Particulars	As at April 01, 2019		Movement during the year					As At March 31, 2020	
	Deferred Tax Asset	Deferred Tax Liabilities	Recog-nised in Profit or Loss	Recog-nised in Other Equity	Recog-nised in OCI	Acquired through business combination (refer note 43)	Others	Deferred Tax Asset	Deferred Tax Liabilities
Equity-settled share-based payments	1.85	-	0.24	-	-	-	-	2.09	-
MAT Credit	26.57	-	(20.78)	-	-	-	-	5.79	-
Investments	(12.72)	-	7.58	-	-	-	-	(4.83)	0.31
Provision for doubtful assets	21.73	-	5.66	-	-	-	-	27.39	-
Other Items	33.38	-	49.22	-	-	0.06	(0.54)	82.12	-
Deferred Tax Assets/ (Liabilities)	**515.53**	**0.73**	**(151.79)**	**0.70**	**0.37**	**0.47**	**(0.54)**	**364.41**	**0.40**

Particulars	As at April 01, 2018 (Restated)		Movement during the year					As At March 31, 2019	
	Deferred Tax Asset	Deferred Tax Liabilities	Recog-nised in Profit or Loss	Recog-nised in Other Equity	Recog-nised in OCI	Acquired through business combination (refer note 43)	Others	Deferred Tax Asset	Deferred Tax Liabilities
Deferred Tax Assets/ (Liabilities)									
Property, Plant and Equipment	(0.28)	-	2.39	-	-	-	-	2.11	-
Brought Forward Loss	564.36	0.59	(166.28)	-	-	-	-	398.22	0.73
Inventories	39.14	-	(8.18)	-	-	-	-	30.96	-
Unabsorbed Depreciation	0.27	-	6.00	-	-	-	-	6.27	-
Employee Benefits	6.30	-	0.69	-	0.17	-	-	7.16	-
Equity-settled share-based payments	1.63	-	0.22	-	-	-	-	1.85	-
MAT Credit	20.90	-	5.64	-	-	-	0.03	26.57	-
Investments	(3.86)	-	(8.86)	-	-	-	-	(12.72)	-
Provision for doubtful assets	1.91	-	19.82	-	-	-	-	21.73	-
Other Items	10.17	-	21.92	-	-	1.29	-	33.38	-
Deferred Tax Assets/ (Liabilities)	**640.54**	**0.59**	**(126.64)**	**-**	**0.17**	**1.29**	**0.03**	**515.53**	**0.73**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

d) Reconciliation of Effective Tax Rate

Particulars	**March 31, 2020**	March 31, 2019
Profit Before Tax	**490.94**	348.20
Tax using the Company's domestic tax rate of 34.944% (Previous Year: 34.944%)	**171.55**	121.67
Tax effect of:		
Difference in Rate of Subsidiaries	**27.23**	1.04
Non-deductible expenses	**15.12**	1.18
Tax-exempt income	**0.00**	(0.27)
Changes in recognised deductible temporary differences	**(5.04)**	(8.79)
Income / Expense offered in tax books	**(9.21)**	-
Adjustment for tax of prior years	**0.61**	(8.90)
MAT credit of previous year (recognised) / reversed in current year	**5.93**	(5.64)
Unabsorbed Losses	**-**	(0.36)
Share of (loss) / profit of joint ventures	**14.48**	(7.47)
Other Adjustments	**(0.36)**	2.59
Tax expense recognised	**220.31**	95.05

e) Unrecognised deferred tax liabilities

As at March 31, 2020, undistributed earnings of subsidiaries and joint ventures amounted to INR 194.25 Crore (Previous Year: INR 130.61 Crore). The corresponding deferred tax liability is not recognised because the Company controls the dividend policy of its subsidiaries and is able to veto the payment of dividends of its joint ventures - i.e. the Company controls the timing of reversal of the related taxable temporary differences and management is satisfied that they will not reverse in the foreseeable future.

f) Unrecognised deferred tax assets

(i) Deferred tax assets amounting to INR 1.03 Crore (Previous Year: 0.30 Crore) have not been recognised in respect of tax losses amounting to INR 3.48 Crore (Previous Year: 0.97 Crore) because it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom.

The tax losses expire in 2025-28.

(ii) Deferred tax assets amounting to INR 15.26 Crore have not been recognised in respect of expected credit loss on investments due to uncertainty as at the current date with respect to future realisation.

g) A new Section 115BAA was inserted in the Income Tax Act, 1961, by The Government of India on September 20, 2019 vide the Taxation Laws (Amendment) Ordinance 2019 which provides an option to companies for paying income tax at reduced rates in accordance with the provisions/conditions defined in the said section and accordingly, the Company and its certain wholly owned subsidiaries have decided to continue with the existing tax structure for the year ended March 31, 2020. However all other subsidiaries, joint ventures and associate have adopted the new rate. The entities where this option have been exercised, recognised provision for income tax on the basis of the rate prescribed in the said new section and re-measured its deferred tax assets/liabilities accordingly for the year ended March 31, 2020.

h) On March 30, 2019, MCA has issued amendment regarding the income tax Uncertainty over Income Tax Treatments. As per the Company's assessment, there are no material income tax uncertainties over income tax treatments during the current financial year.

12 Other Non-Current Non Financial Assets

Particulars	March 31, 2020	March 31, 2019
Unsecured, Considered Good		
To parties other than related parties		
Capital advances	**37.56**	56.61
	37.56	56.61

13 Inventories (Valued at lower of Cost and Net Realisable Value)

Finished Goods	**492.30**	71.37
Construction Work-in-Progress (refer note 53)	**1,633.01**	2,139.43
	2,125.31	2,210.80

14 Investments

Unquoted		
Investment in Mutual Funds carried at Fair Value through Profit or Loss	**2,061.57**	1,052.10
	2,061.57	1,052.10
Aggregate amount of Unquoted Investments	**2,061.57**	1,052.10

15 Trade Receivables

To related parties		
Unsecured, Considered Good (refer note (a) below)	**267.38**	34.71
To parties other than related parties		
Unsecured, Considered Good	**165.37**	125.20
Unsecured, Credit Impaired	**71.53**	60.68
Less: Allowance for Credit Risk	**(71.53)**	(60.68)
	432.75	159.91

(a) Includes entity where directors are interested, viz Godrej Industries Limited INR 0.03 Crore (Previous Year: INR Nil).

16 Cash and Cash Equivalents

Balances With Banks (refer note 56)		
In Current Accounts	**22.93**	65.38
In Fixed Deposit Accounts with original maturity less than 3 months	**113.21**	82.31
Cheques On Hand	**10.69**	4.79
Cash On Hand	**0.04**	0.03
	146.87	152.51

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

17 Bank Balances other than above

	March 31, 2020	March 31, 2019
Balances With Banks (refer note 56)		
In Current Accounts (refer note (a) below)	**1.24**	1.20
In Fixed Deposit Accounts with maturity more than 3 months but less than 12 months (refer note (b) below)	**358.87**	188.89
	360.11	190.09

(a) Includes

(i) Balances with Banks in current accounts INR 0.03 Crore (Previous Year: INR 0.04 Crore) is on account of earmarked balance for unclaimed dividend.

(ii) Balances with Banks in current accounts INR 0.82 Crore (Previous Year: INR 1.16 Crore) is amount received from buyers towards maintenance charges.

(b) Includes

(i) INR 46.56 Crore (Previous Year: INR 8.48 Crore) received from flat buyers and held in trust on their behalf in a corpus fund and towards maintenance charges.

(ii) Deposits held as Deposit Repayment Reserve amounting to INR 0.10 Crore (Previous Year: INR 0.10 Crore).

(iii) Fixed deposits held as margin money and lien marked for issuing bank guarantees amounting to INR 0.29 Crore (Previous Year: INR 0.86 Crore).

18 Loans (Current)

Secured, Considered Good		
To related parties		
Loan to Related Party (refer note (a) below)	**-**	7.50
To parties other than related parties		
Deposits - Projects (refer note (b) below)	**200.13**	222.58
Unsecured, Considered Good		
To related parties		
Loan to Related Parties	**1,325.20**	763.59
To parties other than related parties		
Loan to others	**56.51**	12.88
Recoverable from projects	**20.69**	23.64
	1,602.53	1,030.19

(a) Loan to related party represents loan given to Prakhhyat Dwelling LLP INR Nil (Previous Year: INR 7.50 Crore), a joint venture of the Company and is secured against immovable property of the LLP.

(b) Deposits - Projects are Secured against Terms of Development Agreements.

19 Other Current Financial Assets

	March 31, 2020	March 31, 2019
Unsecured, Considered Good		
To related parties		
Interest Accrued	**371.51**	265.21
Deposits - Others (refer note (a) below)	**3.57**	3.56
Others (includes expenses recoverable etc.)	**26.27**	-
To parties other than related parties		
Deposits - Others	**50.51**	43.23
Interest Accrued	**35.45**	11.12
Others (includes expenses recoverable etc.)	**4.44**	19.90
	491.75	343.02

(a) Represents entities where directors are interested, viz Godrej Industries Limited INR 0.36 Crore (Previous Year: INR 0.36 Crore), Annamudi Real Estates LLP INR 3.17 Crore (Previous Year: INR 3.17 Crore) and Godrej One Premises Management Private Limited INR 0.04 Crore (Previous Year: INR 0.03 Crore).

20 Other Current Non Financial Assets

Secured, Considered Good		
To parties other than related parties		
Advance to Suppliers and Contractors (refer note (a) below)	**1.39**	10.78
Unsecured, Considered Good		
To related parties		
Unbilled Revenue (refer note (b) below)	**1.49**	0.20
To parties other than related parties		
Unbilled Revenue	**140.92**	75.63
Balances with Government Authorities	**78.04**	118.38
Advance to Suppliers and Contractors	**31.60**	65.06
Prepayments	**2.17**	2.13
Advance for Land, Development Rights and Flats	**145.64**	37.31
Others (includes deferred brokerage, etc.)	**22.41**	71.81
	423.67	381.30

(a) Advance to Suppliers and Contractors includes advances amounting to INR 1.39 Crore (Previous Year: INR 10.78 Crore) secured against bank guarantees.

(b) Includes amount unbilled to a director INR 0.98 Crore (Previous Year:INR Nil) and entities where directors are interested, viz Godrej Agrovet Limited INR Nil (Previous Year: INR 0.02 Crore), Godrej Consumer Products Limited INR Nil (Previous Year: INR 0.09 Crore) and Godrej Industries Limited INR Nil (Previous Year: INR 0.09 Crore).

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

21 Equity Share Capital

	March 31, 2020	March 31, 2019
a) Authorised :		
1,338,000,000 Equity Shares of INR 5/- each (Previous Year: 1,338,000,000 Equity Share of INR 5/- each)	**669.00**	669.00
	669.00	669.00
b) Issued, Subscribed and Paid-up:		
252,023,911 Equity Shares of INR 5/- each (Previous Year: 229,323,713 Equity Shares of INR 5/- each) fully paid-up	**126.01**	114.66
	126.01	114.66

c) During the year, the Company has issued 70,888 equity shares (Previous Year: 78,585 equity shares) under the Employee Stock Grant Scheme.

d) During the year, the Company has allotted 22,629,310 equity shares of face value of INR 5 each through Qualified Institutions Placement aggregating to INR 2,100 Crore.

e) Reconciliation of number of shares outstanding at the beginning and end of the year :

	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (In Crore)**	No. of Shares	INR (In Crore)
Equity Shares :				
Outstanding at the beginning of the year	**229,323,713**	**114.66**	216,480,128	108.24
Issued during the year	**22,700,198**	**11.35**	12,843,585	6.42
Outstanding at the end of the year	**252,023,911**	**126.01**	229,323,713	114.66

f) Shareholding Information

Equity Shares are held by:	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (In Crore)**	No. of Shares	INR (In Crore)
Godrej Industries Limited (Holding Company)	**123,027,510**	**61.51**	123,027,510	61.51
Godrej & Boyce Manufacturing Company Limited (Ultimate Holding Company upto March 29, 2017)	**10,650,688**	**5.33**	10,650,688	5.33
Ensemble Holdings & Finance Limited (Subsidiary of Holding Company)	**1,382,310**	**0.69**	1,382,310	0.69
Innovia Multiventures Private Limited (Subsidiary of Holding Company)	**7,440,862**	**3.72**	7,440,862	3.72

Pursuant to the approved Scheme of Arrangement (Demerger) by National Company Law Tribunal ("NCLT"), Mumbai bench Order dated April 22, 2020, 1,382,310 number of shares held by Ensemble Holdings & Finance Limited have been taken over by Godrej Industries Limited.

g) Rights, preferences and restrictions attached to Equity shares

The Company has only one class of equity shares having a par value of INR 5/- per share. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

h) Shareholders holding more than 5% shares in the Company:

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	**%**	No. of Shares	%
Equity shares				
Godrej Industries Limited	**123,027,510**	**48.82%**	123,027,510	53.65%

i) Equity Shares allotted as fully paid-up without payment being received in cash

Particulars	Financial Year	No. of Shares	INR (In Crore)
Equity Shares:			
Godrej Industries Limited	March 31, 2016	16,745,762	8.37

The Company has not allotted any equity shares as fully paid-up without payment being received in cash in preceding five years other than those disclosed above.

j) Equity Shares Reserved for Issue Under Options (refer note 40)

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (in Crore)**	No. of Shares	INR (in Crore)
(i) 26,242 Employee Stock Grants eligible for 26,242 equity shares of INR 5/- each, out of which 26,242 is vesting on June 01, 2019.	**-**	**-**	26,242	0.01
(ii) 871 Employee Stock Grants eligible for 871 equity shares of INR 5/- each, out of which 871 is vesting on January 01, 2020.	**-**	**-**	871	0.00
(iii) 204 Employee Stock Grants eligible for 204 equity shares of INR 5/- each, out of which 204 is vesting on March 01, 2020.	**-**	**-**	204	0.00
(iv) 23,864 Employee Stock Grants eligible for 23,864 equity shares of INR 5/- each, out of which 23,864 is vesting on May 31, 2020.	**23,864**	**0.01**	49,573	0.02
(v) 976 Employee Stock Grants eligible for 976 equity shares of INR 5/- each, out of which 976 is vesting on June 09, 2020.	**976**	**0.00**	1,953	0.00
(vi) 35,226 Employee Stock Grants eligible for 35,226 equity shares of INR 5/- each, out of which 17,613 is vesting on May 15, 2020 and 17,613 is vesting on May 15, 2021.	**35,226**	**0.02**	54,749	0.03
(vii) 214 Employee Stock Grants eligible for 214 equity shares of INR 5/- each, out of which 107 is vesting on May 18, 2020 and 107 is vesting on May 18, 2021.	**214**	**0.00**	321	0.00

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	**INR (in Crore)**	No. of Shares	INR (in Crore)
(viii) 50,069 Employee Stock Grants eligible for 50,069 equity shares of INR 5/- each, out of which 16,690 is vesting on April 30, 2020, 16,690 is vesting on April 30, 2021 and 16,689 is vesting on April 30, 2022.	**50,069**	**0.03**	-	-
(ix) 728 Employee Stock Grants eligible for 728 equity shares of INR 5/- each, out of which 243 is vesting on December 02, 2020, 243 is vesting on December 02, 2021 and 242 is vesting on December 02, 2022.	**728**	**0.00**	-	-

22 Borrowings (Non-Current)

Particulars	Maturity Date	Terms of repayment	March 31, 2020	March 31, 2019
Unsecured Debentures				
From Others				
7.82% 5,000 (Previous Year: 5,000) redeemable non-convertible debentures ("NCD") of face Value INR 1,000,000 each.	September 25, 2020	Single Repayment at the end of the Term	-	500.00
			-	500.00

23 Provisions (Non-Current)

Provision for Employee Benefits		
Gratuity	**12.80**	11.52
	12.80	11.52

24 Borrowings (Current)

Particulars	Interest Rate p.a	March 31, 2020	March 31, 2019
Secured Loans			
From Banks	7.80%-8.30%		
Working Capital Loan (refer note (a) below)	(Previous Year: 8.30% -8.60%)	**902.73**	803.84
Cash Credit Loan (refer note (b) below)		**110.48**	108.46
Unsecured Loans			
From Banks	6.45%-8.30%		
Overdraft Facilities (refer note (c) below)	(Previous Year: 7.48% - 9.00%)	**148.84**	176.03
Other Loans (refer note (d) below)		**1,280.87**	1,271.51
From Others	5.93%-6.75%		
Commercial Papers: (refer note (d) below)	(Previous Year: 7.49% - 7.91%)	**761.12**	656.00
Others (refer note (e) below)	-	**6.04**	-
		3,210.08	3,015.84

INR 0.00 represents amount less than INR 50,000

(a) The Working Capital Loan (WCL) of INR 500 Crore (Previous Year: INR 800 Crore) from SBI is secured by a primary charge of hypothecation of Current Assets of the Company and work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5th Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary).

The WCL of INR 400 Crore (Previous Year: INR Nil) from SBI is secured by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5th Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary).

(b) Cash Credit availed from SBI is secured by a primary charge of hypothecation of Current Assets of the Company and work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and by a collateral of Mortgage of Immovable property (including all fit-outs therein) of the Company at Unit No 5C, on the 5th Floor in Godrej One (along with car parking spaces) at Pirojshanagar, Vikhroli East, Mumbai and the hypothecation of Current Assets excluding work-in-progress of Godrej Projects Development Limited (wholly owned subsidiary) and is repayable on demand.

(c) Unsecured Overdraft facilities from Banks is repayable on demand.

(d) Other Loans includes Unsecured Working Capital Loans and Commercial papers. Working capital loans are repayable within one year and Commercial Papers are repayable within 48 days to 164 days.

(e) The Loan is interest free and repayable on demand.

25 Other Current Financial Liabilities

	March 31, 2020	March 31, 2019
Current Maturities of Long-term Debentures	**500.00**	-
Interest Accrued but not due	**20.19**	20.14
Unclaimed Fixed Deposits and Interest	**0.38**	0.52
Unclaimed Dividend	**0.03**	0.04
Deposits - Others	**3.58**	3.99
Advance Share of Profit from Joint Ventures	**47.85**	35.42
Employee Benefits Payable	**125.56**	109.24
Other Liabilities (includes payable for development rights etc)	**191.29**	92.74
	888.88	262.09

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

26 Other Current Non Financial Liabilities

	March 31, 2020	March 31, 2019
Statutory Dues	**31.03**	39.23
Advances Received Against Sale of Flats/ Units	**320.65**	1,484.43
Other liabilities (includes advance from customer for maintenance, etc.)	**33.63**	32.70
	385.31	1,556.36

27 Provisions (Current)

Provision for Employee Benefits		
Gratuity	**2.20**	2.11
Compensated Absences	**2.86**	2.63
Provision for Tax Dues (refer Note (a) below)	**15.31**	4.66
Others (refer Note (b) below)	**2.77**	1.75
	23.15	11.15

(a) Provision for tax dues. Utilised: INR 0.67 Crore (Previous Year: INR Nil) and Accrued - INR 11.32 Crore (Previous Year: INR 1.73 Crore).

(b) Others include provision made during the year for Legal Cases. The same is expected to be settled in foreseeable future. (Utilised: INR Nil (Previous Year: INR Nil), Accrued: INR 1.02 Crore (Previous Year: INR 0.25 Crore)).

28 Revenue from Operations

Sale of Real Estate Developments	**2,203.10**	2,671.77
Sale of Services	**138.05**	63.75
Other Operating Revenue		
Other Income from Customers	**95.73**	77.33
Lease Rent	**4.54**	4.55
	2,441.42	2,817.40

29 Other Income

Interest Income	**349.33**	232.40
Dividend income	**0.00**	0.00
Profit on Sale of Property, Plant and Equipment (Net)	**0.08**	-
Income from investment measured at FVTPL	**28.30**	95.63
Profit on Sale of Investments (net)	**90.50**	61.44
Miscellaneous Income	**4.96**	15.11
	473.17	404.58

INR 0.00 represents amount less than INR 50,000

30 Cost of Materials Consumed

	March 31, 2020	March 31, 2019
Land/ Development Rights	**779.17**	65.13
Construction, Material and Labour	**416.34**	251.62
Architect Fees	**18.48**	2.23
Finance Costs	**79.49**	148.12
Other Costs (including depreciation expense)	**196.05**	98.01
	1,489.53	565.11

31 Changes in Inventories of Finished Goods and Construction Work-in-Progress

Inventories at the beginning of the year		
Finished Goods	**71.37**	64.46
Construction Work-in-Progress	**2,139.43**	3,668.94
	2,210.80	3,733.40
Inventories at the end of the year		
Finished Goods	**492.30**	71.37
Construction Work-in-Progress	**1,633.01**	2,139.43
	2,125.31	2,210.80
Add : Acquired through business combination and asset acquisition	**230.02**	106.24
Less : Transferred to Investment Property and Capital Work in Progress	**15.02**	-
Less : Transferred on loss of control	**226.72**	-
Less : Transferred to current asset	**-**	0.09
	73.77	1,628.75

32 Employee Benefits Expense*

Salaries, Bonus and Allowances	**171.26**	161.60
Contribution to Provident and Other Funds	**3.73**	2.95
Share Based Payments to Employees	**4.38**	3.55
Staff Welfare Expenses	**5.31**	4.94
	184.68	173.04

* Net of allocations

33 Finance Costs

Interest Expense	**235.10**	301.13
Interest on Income Tax	**1.98**	0.38
Total Interest Expense	**237.08**	301.51
Other Borrowing costs	**90.64**	90.54
Total Finance Costs	**327.72**	392.05
Less : Transferred to Construction Work-in-Progress, Capital Work-in-Progress and Others	**(105.70)**	(158.02)
Net Finance Costs	**222.02**	234.03

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

34 Depreciation and Amortisation Expense

	March 31, 2020	March 31, 2019
Depreciation and amortisation on Property, Plant and Equipment	**12.02**	11.03
Depreciation and amortisation on Right-of-Use Asset	**7.47**	-
Depreciation on Investment Property	**0.23**	0.28
Amortisation of Intangible Assets	**2.75**	3.03
	22.47	14.34
Less : Transferred to Construction Work-in-Progress	**(1.95)**	-
	20.52	14.34

35 Other Expenses

Consultancy Charges	**49.40**	35.99
Rent	**2.45**	9.68
Insurance	**1.22**	1.35
Rates and Taxes	**7.12**	1.29
Advertisement and Marketing Expense	**86.11**	64.57
Other Expenses (refer note 48 and 50)	**201.71**	159.58
	348.01	272.46

36 Earnings Per Share

a) Basic Earnings Per Share

The calculation of basic earnings per share is based on the profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding.

	March 31, 2020	March 31, 2019
(i) Profit attributable to ordinary shareholders (basic)		
Profit for the year, attributable to ordinary shareholders of the Company	**267.21**	253.15
	267.21	253.15
(ii) Weighted average number of ordinary shares (basic)		
Weighted average number of equity shares at the beginning of the year	**229,323,713**	216,480,128
Add: Weighted average number of equity shares issued during the year	**17,126,554**	10,386,863
Add: Weighted average effect of share options exercised	**55,643**	63,456
Weighted average number of equity shares outstanding at the end of the year	**246,505,910**	226,930,447
Basic Earnings Per Share (INR) (Face value INR 5 each) (Previous Year: INR 5 each)	**10.84**	11.16

b) Diluted Earnings Per Share

The calculation of diluted earnings per share is based on the profit attributable to ordinary shareholders and weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

	March 31, 2020	March 31, 2019
(i) Profit attributable to ordinary shareholders (diluted)		
Profit for the year, attributable to ordinary shareholders of the Company	**267.21**	253.15
	267.21	253.15
(ii) Weighted average number of ordinary shares (diluted)		
Weighted average number of Equity shares outstanding (basic)	**246,505,910**	226,930,447
Add: Weighted average effect of potential equity shares under ESGS plan	**68,028**	87,722
Weighted average number of equity shares outstanding (diluted)	**246,573,938**	227,018,169
Diluted Earnings Per Share (INR) (Face value INR 5 each) (Previous Year: INR 5 each)	**10.84**	11.15

37 Employee Benefits

a) Defined Contribution Plans:

Contribution to Defined Contribution Plans recognised as expense for the year are as under:

Particulars	**March 31, 2020**	March 31, 2019
Employer's Contribution to Provident Fund (Gross before Allocation)	**9.28**	8.00
Employer's Contribution to ESIC	**0.00**	0.00

b) Defined Benefit Plans:

Contribution to Gratuity Fund (Non-Funded)

Gratuity is payable to all eligible employees on death or on separation/ termination in terms of the provisions of the Payment of Gratuity Act or as per the Group's policy whichever is beneficial to the employees.

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(i) Changes in present value of defined benefit obligation

Particulars	**March 31, 2020**	March 31, 2019
Changes in present value of obligation		
Present value of obligation as at beginning of the year	**13.63**	11.73
Interest Cost	**0.96**	0.91
Current Service Cost	**2.24**	2.42
Benefits Paid	**(1.50)**	(1.51)
Effect of Liability Transfer in	**-**	0.10
Effect of Liability Transfer out	**(1.38)**	(0.52)
Actuarial (gains)/ losses on obligations - due to change in demographic assumptions	**(0.00)**	(0.79)
Actuarial (gains)/ losses on obligations - due to change in financial assumptions	**0.57**	0.42
Actuarial (gains) / losses on obligations - due to change in experience	**0.48**	0.87
Present value of obligation as at end of the year	**15.00**	13.63

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

(ii) Amount recognised in the Consolidated Balance Sheet

Particulars	**March 31, 2020**	March 31, 2019
Present value of obligation as at end of the year	**15.00**	13.63
Fair value of plan assets as at end of the year	**-**	-
Net obligation as at end of the year	**15.00**	13.63

(iii) Net gratuity cost for the year

Particulars	**March 31, 2020**	March 31, 2019
Recognised in the Consolidated Statement of Profit and Loss		
Current Service Cost	**2.24**	2.42
Interest Cost	**0.96**	0.91
Total	**3.20**	3.33
Recognised in Other Comprehensive Income (OCI)		
Remeasurements due to:		
Actuarial (gains)/losses on obligations - due to change in demographic assumptions	**(0.00)**	(0.79)
Actuarial (gains)/losses on obligations - due to change in financial assumptions	**0.57**	0.42
Actuarial (gains)/losses on obligations - due to change in experience	**0.48**	0.87
Total	**1.05**	0.50
Net gratuity cost in Total Comprehensive Income (TCI)	**4.25**	3.83

The cumulative amount of actuarial (gains) / losses on obligations recognised in other comprehensive income as at March 31, 2020 is INR 4.76 Crore (Previous Year: INR 4.08 Crore).

(iv) The Principal assumptions used in determining the present value of defined benefit obligation for the Group's plan are given below:

Particulars	**March 31, 2020**	March 31, 2019
Discount rate	**5.76%-6.24%**	7.07%-7.79%
Salary Escalation rate	**8%**	8%
Attrition Rate	**17%**	17%/1%
Mortality	**Indian Assured Lives Mortality (2006-08)**	Indian Assured Lives Mortality (2006-08)

(v) Sensitivity analysis

A quantitative sensitivity analysis on Defined Benefit Obligation for significant assumptions as at March 31, 2020 is shown below:

Particulars	**March 31, 2020**		March 31, 2019	
	Increase	**Decrease**	Increase	Decrease
Discount rate (1% movement)	**(0.68)**	**0.75**	(0.61)	0.67
Salary escalation rate (1% movement)	**0.73**	**(0.67)**	0.66	(0.61)
Attrition rate (1% movement)	**(0.14)**	**0.14**	(0.09)	0.10

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior year.

(vi) The expected future cash flows in respect of gratuity as at March 31, 2020 were as follows:

Maturity Analysis of Projected Benefit Obligation: From the Employer

Projected Benefits Payable in Future Years from the Reporting Date	**March 31, 2020**	March 31, 2019
1st Following Year	**2.20**	1.94
2nd Following Year	**1.93**	1.80
3rd Following Year	**1.81**	1.88
4th Following Year	**1.84**	1.62
5th Following Year	**1.64**	1.59
Sum of Years 6 to 10	**6.20**	5.75

Compensated absences

Compensated absences for employee benefits of INR 1.40 Crore (Previous Year: INR 1.33 Crore) expected to be paid in exchange for the services recognised as an expense during the year.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

38 Financial instruments – Fair values and risk management

a) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

March 31, 2020	Carrying amount			Fair value			
	Fair value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets							
Non-Current							
Investment in Preference Shares	-	-	-	-	-	-	-
Other Investments							
Investments in Debentures	421.04	265.64	686.68	-	421.04	-	421.04
Investments in Equity Instruments	0.00	-	0.00	0.00	-	-	0.00
Trade receivable	-	89.83	89.83	-	-	-	-
Loans	-	26.33	26.33	-	-	-	-
Other Non-Current Financial Assets	-	3.21	3.21	-	-	-	-
Current							
Investments	2,061.57	-	2,061.57	2,061.57	-	-	2,061.57
Trade receivables	-	432.75	432.75	-	-	-	-
Cash and cash equivalents	-	146.87	146.87	-	-	-	-
Bank balances other than above	-	360.11	360.11	-	-	-	-
Loans	-	1,602.53	1,602.53	-	-	-	-
Other Current Financial Assets	-	491.75	491.75	-	-	-	-
	2,482.61	**3,419.02**	**5,901.63**	**2,061.57**	**421.04**	**-**	**2,482.61**
Financial Liabilities							
Non-Current							
Lease Liabilities	-	1.15	1.15	-	-	1.15	1.15
Current							
Borrowings	-	3,210.08	3,210.08	-	-	-	-

INR 0.00 represents amount less than INR 50,000

(Currency in INR Crore)

March 31, 2020	Carrying amount			Fair value			
	Fair value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Lease Liabilities	-	3.53	3.53	-	-	3.53	3.53
Trade Payables	-	719.69	719.69	-	-	-	-
Other Current Financial Liabilities	-	888.88	888.88	-	500.00	-	500.00
	-	**4,823.33**	**4,823.33**	**-**	**500.00**	**4.68**	**504.68**

March 31, 2019	Carrying amount			Fair value			
	Fair value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets							
Non-Current							
Investment in Preference Shares	0.43	-	0.43	-	0.43	-	0.43
Other Investments							
Investments in Debentures	372.14	490.06	862.20	-	372.14	-	372.14
Investments in Equity Instruments	0.00	-	0.00	0.00	-	-	0.00
Loans	-	28.57	28.57	-	-	-	-
Other Non-Current Financial Assets	-	32.85	32.85	-	-	-	-
Current							
Investments	1,052.10	-	1,052.10	1,052.10	-	-	1,052.10
Trade receivables	-	159.91	159.91	-	-	-	-
Cash and cash equivalents	-	152.51	152.51	-	-	-	-
Bank Balances other than above	-	190.09	190.09	-	-	-	-
Loans	-	1,030.19	1,030.19	-	-	-	-
Other Current Financial Assets	-	343.02	343.02	-	-	-	-
	1,424.67	**2,427.20**	**3,851.87**	**1,052.10**	**372.57**	**-**	**1,424.67**

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

March 31, 2019	Carrying amount			Fair value			
	Fair value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Liabilities							
Non-Current							
Borrowings	-	500.00	500.00	-	500.00	-	500.00
Current							
Borrowings	-	3,015.84	3,015.84	-	-	-	-
Lease Liabilities	-	-	-	-	-	-	-
Trade Payables	-	247.70	247.70	-	-	-	-
Other Current Financial Liabilities	-	262.09	262.09	-	-	-	-
	-	**4,025.63**	**4,025.63**	**-**	**500.00**	**-**	**500.00**

b) Measurement of Fair Value

(i) The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

(ii) The Group uses the Discounted Cash Flow valuation technique (in relation to financial assets measured at amortised cost and fair value through profit or loss) which involves determination of present value of expected receipt/ payment discounted using appropriate discounting rates. The fair value so determined for financial asset measured at fair value through profit and loss are classified as Level 2.

(iii) The Group uses the discounted cash flow valuation technique (in relation to financial liabilities measured at amortised cost) which involves determination of the present value of expected payments, discounted using bank rate.

(iv) Lease liabilities are valued using Level 3 techniques. A change in one or more of the inputs to reasonably possible alternative assumptions would not change the value significantly.

c) Risk Management Framework

The Company's Board of Directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

d) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

(i) Credit Risk

(ii) Liquidity Risk

(iii) Market Risk.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, investments in debt securities, loans given to related parties and project deposits.

The carrying amount of financial assets represents the maximum credit exposure.

Trade Receivables

Customer credit risk is managed by requiring customers to pay advances through progress billings before transfer of ownership and also establishes specific payment period for its customers, therefore substantially eliminating the Group's credit risk in this respect.

The Group's credit risk with regard to trade receivable has a high degree of risk diversification, due to the large number of projects of varying sizes and types with numerous different customer categories in a large number of geographical markets.

As per simplified approach, the Group makes provision of expected credit losses on trade receivables to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

Particulars	**March 31, 2020**	March 31, 2019
Opening balance	**60.68**	40.50
Add: Impairment loss recognised	**10.85**	22.50
Less: Impairment loss reversed	**-**	2.32
Closing balance	**71.53**	60.68

Investment in Debt Securities, Loans to Related Parties, Project Deposits and Other Financial Assets

The Group has investments in compulsorily convertible debentures / optionally convertible debentures, preference shares, loans to related parties and project deposits. The settlement of such instruments is linked to the completion of the respective underlying projects. During the year the group has recorded provision / expected credit loss on investment in debentures of INR 10.50 Crore and provision on financial assets of INR 5.00 crore.

Cash and Bank balances

Credit risk from cash and bank balances is managed by the Group's treasury department in accordance with the Group's policy.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Management monitors rolling forecasts of the Group's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Group has access to funds from debt markets through loan from banks, commercial papers, fixed deposits from public and other debt instruments. The Group invests its surplus funds in bank fixed deposits and debt based mutual funds.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date:

March 31, 2020	**Carrying Amount**	**Contractual cash flows**				
		Total	**Within 12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Financial Liabilities						
Current						
Borrowings	**3,210.08**	**3,269.32**	**3,269.32**	**-**	**-**	**-**
Trade Payables	**719.69**	**720.11**	**714.81**	**3.83**	**0.65**	**0.82**
Other Current Financial Liabilities	**888.88**	**888.88**	**888.88**	**-**	**-**	**-**

March 31, 2019	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
Financial Liabilities						
Non-current						
Borrowings	500.00	558.06	18.96	539.10	-	-
Current						
Borrowings	3,015.84	3,067.00	3,067.00	-	-	-
Trade Payables	247.70	248.86	237.69	9.88	1.29	-
Other Current Financial Liabilities	262.09	262.09	262.09	-	-	-

(iii) Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rate and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) Currency Risk

Currency risk is not material, as the Group's primary business activities are within India and does not have significant exposure in foreign currency.

b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The management is responsible for the monitoring of the Group's interest rate position. Various variables are considered by the Group's management in structuring the Group's borrowings to achieve a reasonable, competitive, cost of funding.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management is as follows:

Particulars	**March 31, 2020**	March 31, 2019
Financial liabilities		
Variable rate instruments	**259.32**	684.49
Fixed rate instruments	**3,441.99**	2,827.14
	3,701.31	3,511.63
Financial assets		
Variable rate instruments	**-**	-
Fixed rate instruments	**2,766.93**	2,168.95
	2,766.93	2,168.95

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rate would have resulted in variation in the interest expense for the Group by the amounts indicated in the table below. Given that the Group capitalises interest to the cost of inventory to the extent permissible, the amounts indicated below may have an impact on reported profits over the life cycle of projects to which such interest is capitalised. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Particulars	**Profit or Loss INR (In Crore)**	
	100 BP increase	**100 BP decrease**
March 31, 2020		
Financial Liabilities		
Variable rate instruments		
Borrowings	**(2.59)**	**2.59**
Cash flow sensitivity (net)	**(2.59)**	**2.59**
March 31, 2019		
Financial Liabilities		
Variable rate instruments		
Borrowings	(6.84)	6.84
Cash flow sensitivity (net)	(6.84)	6.84

The Group does not have any additional impact on equity other than the impact on retained earnings.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

39 Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Board of Directors seek to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages by a sound capital position.

The Group monitors capital using a ratio of 'Net Debt to Equity'. For this purpose, net debt is defined as total borrowings (including interest accrued) less cash and bank balances and other current investments.

The Group's net debt to equity ratio is as follows:

Particulars	**March 31, 2020**	March 31, 2019
Net debt	**1,158.51**	2,141.28
Total equity	**4,804.48**	2,469.01
Net debt to Equity ratio	**0.24**	0.87

40 Employee Stock Grant Scheme

The Company instituted an Employee Stock Grant Scheme (GPL ESGS) approved by the Board of Directors, the Shareholders and the Remuneration Committee.

a) Details of Stock Grants are as under:

Particulars	**No. of Options**		**Weighted average Exercise Price (INR)**	**Weighted average Share Price (INR)**
	As at March 31, 2020	As at March 31, 2019		
Options Outstanding at the beginning of the year	**133,913**	181,859		
Options granted	**50,797**	58,635		
Less: Options exercised	**70,888**	78,585	5.00	915.12
Less : Option lapsed	**2,745**	27,996		
Options Outstanding at end of the year	**111,077**	133,913		

b) The weighted average exercise price of the options outstanding as at March 31, 2020 is INR 5 per share (Previous Year: INR 5 per share) and the weighted average remaining contractual life of the options outstanding as at March 31, 2020 is 0.74 years (Previous Year: 0.76 years)

c) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. The weighted average fair value of the options granted is INR 756.42 (Previous Year: INR 593.60).

The following table lists the average inputs to the model used for the plan for the year ended March 31, 2020:

Particulars	**March 31, 2020**	March 31, 2019	**Description of the Inputs used**
Dividend yield %	**-**	-	Dividend yield of the options is based on recent dividend activity.
Expected volatility %	**33%-51%**	32% - 42%	Expected volatility of the option is based on historical volatility, during a period equivalent to the option life, of the observed market prices of the Company's publicly traded equity shares.
Risk free Interest rate %	**6.37%-7.07%**	6.31 % - 7.20%	Risk-free interest rates are based on the government securities yield in effect at the time of the grant.
Expected life of share options	**1 to 3 years**	1 to 3 years	
Weighted Average Market price on date of granting the options	**INR 760.99**	INR 598.00	

d) The expense arising from ESGS scheme during the year is INR 4.38 Crore (Previous Year: INR 3.55 Crore).

41 Leases

a) First time Adoption of IND AS 116 - Leases (IND AS 116)

IND AS 116 has been notified by Ministry of Corporate Affairs (MCA) on March 30, 2019 and is effective from accounting period beginning on or after April 01, 2019. The Company has applied modified retrospective approach in adopting the new standard as a lessee (for all leases other than those end within a period of 12 months) and accordingly has given an cumulative effect of applying this standard on the opening balance of retained earnings as at April 01, 2019.

b) The Company has recognised INR 2.32 Crore towards minimum lease payments for short-term leases and INR 0.13 crore for low-value assets accounted as per paragraph 6 of IND AS 116 and INR 4.54 Crore minimum lease receipt in the Statement of Profit and Loss.

c) As a lessor

The Company's significant leasing arrangements are in respect of operating leases for Commercial premises. Lease income from operating leases is recognised on a straight-line basis over the period of lease. The future minimum lease receivables of non-cancellable operating leases are as under:

Particulars	**March 31, 2020**	March 31, 2019
Future minimum lease receipts under operating leases		
Not later than 1 year	**2.08**	2.83
Later than 1 year and not later than 5 years	**8.00**	12.42
Later than 5 years	**2.23**	46.36

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

d) As a Lessee

The Company's significant leasing arrangements are in respect of operating leases for Commercial / Residential premises. Lease expenditure for operating leases is recognised on a straight-line basis over the period of lease. These leasing arrangements are non-cancellable / cancellable and are renewable on a periodic basis by mutual consent on mutually accepted terms.

Right-of-Use Assets	**March 31, 2020**
Particulars	
Cost	
As at April 01, 2019	**12.76**
Add: Additions	**-**
Less: Disposals	**(1.52)**
Balance as at March 31, 2020	**11.23**
Accumulated Depreciation	
As at April 01, 2019	**-**
Add: Depreciation charge for the year	**7.47**
Less: Disposals	**-**
Balance as at March 31, 2020	**7.47**
Carrying amount	
As at April 01, 2019	**12.76**
Balance as at March 31, 2020	**3.76**
Lease Liabilities	
As at April 01, 2019	**14.83**
Less :Disposals	**(2.11)**
Add: Interest Expense on lease Liabilities	**0.71**
Less: Total cashoutflow for leases	**(8.75)**
Balance as at March 31, 2020	**4.68**

The future minimum lease payments of non-cancellable operating leases are as under:

Particulars	**March 31, 2020**	March 31, 2019
Future minimum lease payments under operating leases		
Not later than 1 year	**3.73**	10.40
Later than 1 year and not later than 5 years	**1.18**	10.31
Weighted average effective interest rate (%)	**8.00%**	N.A.

e) Impact of change in financial position

The Group has applied modified retrospective approach and hence it has not restated previous period but has given an cumulative effect of applying this standard on the opening balance of retained earnings as at April 01, 2019 amounting to INR 1.37 Crore.

f) Impact of change in accounting policy on basic and diluted earnings per share

The Group has applied modified retrospective approach and hence it has not restated previous period numbers. Also, the effect of this adoption is not material on the basic and diluted earnings per share for the year ended March 31, 2020.

g) Reconciliation between operating lease commitments disclosed in March 31, 2019 financials applying IND AS 17 and lease liabilities recognised as per IND AS 116 as at April 01, 2019 in these consolidated financial statements:

Particulars	**Amount**
Operating lease commitments disclosed in March 31, 2019 consolidated financial statements (under IND AS 17)	**20.72**
Less: Short-term Leases ending within a period of 12 months adoption of the standard	**(2.48)**
Less: Discounting impact	**(3.41)**
Lease liabilities as per IND AS 116 recognised in these consolidated financial statements as at April, 01 2019	**14.83**

42 Related Party Transactions

1. Related Party Disclosures:

Consolidated Related party disclosures as required by IND AS - 24, "Related Party Disclosures" for the year ended March 31, 2020 are given below:

Relationships:

i) Holding Company:

Godrej Industries Limited (GIL)

ii) a) Associate:

1 Godrej One Premises Management Private Limited

b) Joint Ventures :

1 Godrej Realty Private Limited
2 Godrej Landmark Redevelopers Private Limited (upto March 14, 2019)
3 Godrej Redevelopers (Mumbai) Private Limited
4 Godrej Greenview Housing Private Limited
5 Wonder Space Properties Private Limited (upto April 04, 2019)
6 Wonder City Buildcon Private Limited
7 Godrej Home Constructions Private Limited
8 Wonder Projects Development Private Limited
9 Godrej Real View Developers Private Limited
10 Pearlite Real Properties Private Limited
11 Godrej Skyline Developers Private Limited
12 Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*
13 Ashank Macbricks Private Limited (w.e.f. July 31, 2018)
14 Munjal Hospitality Private Limited (w.e.f. June 29, 2019)
15 Yujya Developers Private Limited (w.e.f December 02, 2019)
16 Vivrut Developers Private Limited (w.e.f February 10, 2020)
17 Madhuvan Enterprises Private Limited (w.e.f January 16, 2020)
18 Mosaic Landmarks LLP
19 Dream World Landmarks LLP
20 Oxford Realty LLP
21 Godrej SSPDL Green Acres LLP
22 Caroa Properties LLP
23 M S Ramaiah Ventures LLP
24 Oasis Landmarks LLP
25 Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*
26 Godrej Construction Projects LLP
27 Godrej Housing Projects LLP
28 Godrej Property Developers LLP
29 AR Landcraft LLP
30 Bavdhan Realty @ Pune 21 LLP
31 Prakhhyat Dwellings LLP

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

32 Godrej Highview LLP
33 Godrej Projects North Star LLP
34 Godrej Developers & Properties LLP
35 Godrej Reserve LLP *(formerly known as Sai Srushti One Hub Projects LLP)*
36 Godrej Irismark LLP
37 Roseberry Estate LLP (w.e.f. September 18, 2018)
38 Suncity Infrastructures (Mumbai) LLP (w.e.f. October 10, 2018)
39 Manjari Housing Projects LLP (w.e.f. February 01, 2019)
40 Maan-Hinge Township Developers LLP (w.e.f. February 01, 2019)
41 Mahalunge Township Developers LLP (w.e.f. February 01, 2019)
42 Godrej Vestamark LLP (w.e.f. May 03,2019)
43 Manyata Industrial Parks LLP (w.e.f. April 22, 2019)
44 Godrej Odyssey LLP (w.e.f. September 26, 2019)
45 Universal Metro Properties LLP. (w.e.f December 2, 2019)

iii) Other Related Parties in Godrej Group :

1 Godrej & Boyce Manufacturing Company Limited
2 Godrej Investment Advisors Private Limited
3 Godrej Agrovet Limited
4 Natures Basket Limited (upto July 04, 2019)
5 Cream Line Dairy Products Limited
6 Godrej Consumer Products Limited
7 Annamudi Real Estates LLP
8 Godrej Housing Finance Limited

iv) Key Management Personnel and their Relatives :

1 Mr Adi B Godrej
2 Mr. Nadir B Godrej
3 Mr. Pirojsha Godrej
4 Mr. Mohit Malhotra
5 Mr. Jamshyd N. Godrej
6 Mr. Amit Choudhury (upto March 31, 2019)
7 Mr. K. B. Dadiseth
8 Mrs. Lalita D. Gupte
9 Mr.Pranay Vakil
10 Dr. Pritam Singh (upto March 31, 2019)
11 Mr. Amitava Mukherjee
12 Ms Sutapa Banerjee (w.e.f November 05, 2019)
13 Mrs Tanya Dubash
14 Mst. Hormazd Nadir Godrej

2. The following transactions were carried out with the related parties in the ordinary course of business.

(i) Details relating to parties referred to in items 1(i), (ii), and (iii) above

Transactions during the Year ended March 31, 2020

Nature of Transaction	Godrej Industries Limited (i)	Associate (ii) (a)	Joint Ventures (ii) (b)	Other related parties in Godrej Group (iii)	Total
Purchase of Property, Plant and Equipment					
Current Year	-	-	0.26	-	0.26
Previous Year	-	-	1.09	0.20	1.29
Purchase of Land/ Development Agreement					
Current Year	-	-	-	134.68	134.68
Previous Year	-	-	-	-	-
Expenses charged by other Companies / Entities					
Current Year	10.83	4.57	0.06	14.98	30.44
Previous Year	9.94	4.16	-	21.61	35.71
Interest Income on Debenture $					
Current Year	-	-	107.36	-	107.36
Previous Year	-	-	61.42	-	61.42
Amount paid on transfer of Employee (Net)					
Current Year	1.83	-	1.86	0.01	3.70
Previous Year	1.76	-	-	-	1.76
Income Received from other Companies / Entities					
Current Year	-	-	1.65	-	1.65
Previous Year	-	-	0.27	0.07	0.34
Development Management Fees Received					
Current Year	-	-	94.31	8.37	102.68
Previous Year	-	-	26.06	2.96	29.02
Expenses charged to other Companies / Entities					
Current Year	0.12	-	177.47	0.75	178.34
Previous Year	0.00	-	148.16	-	148.16
Interest Income					
Current Year	-	-	190.10	-	190.10
Previous Year	-	-	137.63	-	137.63

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Nature of Transaction	Godrej Industries Limited (i)	Associate (ii) (a)	Joint Ventures (ii) (b)	Other related parties in Godrej Group (iii)	Total
Share of Profit/(Loss) in Joint Ventures and Associate					
Current Year	-	-	(85.12)	-	(85.12)
Previous Year	-	-	13.97	-	13.97
Amount received on transfer of Employee (Net)					
Current Year	0.01	-	-	0.14	0.15
Previous Year	-	-	-	-	-
Commitment / Bank Guarantee / Letter of Credit issued / Corporate/ Performance Guarantee					
Current Year	-	-	-	-	-
Previous Year	-	-	0.15	-	0.15
Investment made in Equity / Prefrence Share					
Current Year	-	-	222.29	-	222.29
Previous Year	-	-	24.89	-	24.89
Investment made in Capital Account of LLP					
Current Year	-	-	10.98	-	10.98
Previous Year	-	-	494.01	-	494.01
Investment made in Debenture					
Current Year	-	-	110.26	-	110.26
Previous Year	-	-	74.07	-	74.07
Sale of Investments/ Redemption of Preference Share/ Repayment of Partners Capital/ Withdrawal of Share of Profit					
Current Year	-	-	6.46	-	6.46
Previous Year	-	-	0.66	-	0.66
Revenue recognised for sale of Units / Development Rights					
Current Year	2.26	-	141.15	93.25	236.66
Previous Year	12.35	-	-	294.39	306.74
Redemption / Sale of Debenture					
Current Year	-	-	147.45	-	147.45
Previous Year	-	-	-	-	-
Loans and Advances given / (taken)#					
Current Year	-	-	1,572.02	-	1,572.02
Previous Year	-	-	716.12	-	716.12

(Currency in INR Crore)

Nature of Transaction	Godrej Industries Limited (i)	Associate (ii) (a)	Joint Ventures (ii) (b)	Other related parties in Godrej Group (iii)	Total
Loans and Advances repaid					
Current Year	-	-	939.18	-	939.18
Previous Year	-	-	763.46	-	763.46
Deposit given					
Current Year	-	0.01	-	-	0.01
Previous Year	-	-	-	-	-
Deposit repaid					
Current Year	-	-	-	-	-
Previous Year	0.01	-	-	-	0.01
Amount received against Sale of Flat/ Unit					
Current Year	2.06	-	-	74.07	76.13
Previous Year	14.12	-	-	177.33	191.45
Amount received against share of Profit					
Current Year	-	-	14.59	-	14.59
Previous Year	-	-	-	-	-

Balance Outstanding as at March 31, 2020

Amount Receivable *					
As at March 31, 2020	0.03	-	1,934.40	0.01	1,934.44
As at March 31, 2019	-	-	1,134.62	0.00	1,134.62
Amount Payable					
As at March 31, 2020	1.81	0.19	0.21	138.90	141.11
As at March 31, 2019	2.58	0.29	-	9.10	11.97
Unbilled Revenue					
As at March 31, 2020	-	-	-	-	-
As at March 31, 2019	0.09	-	-	0.11	0.20
Advance received against Share of Profit					
As at March 31, 2020	-	-	47.85	-	47.85
As at March 31, 2019	-	-	19.65	-	19.65
Deposit Receivable					
As at March 31, 2020	0.36	0.04	-	3.17	3.57
As at March 31, 2019	0.36	-	-	3.17	3.53

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Nature of Transaction	Godrej Industries Limited (i)	Associate (ii) (a)	Joint Ventures (ii) (b)	Other related parties in Godrej Group (iii)	Total
Debenture Outstanding					
As at March 31, 2020	-	-	697.18	-	697.18
As at March 31, 2019	-	-	840.72	-	840.72
Debenture Interest Outstanding					
As at March 31, 2020	-	-	143.69	-	143.69
As at March 31, 2019	-	-	131.78	-	131.78
Advance received against Sale of Flats/ Units					
As at March 31, 2020	-	-	-	0.15	0.15
As at March 31, 2019	0.72	-	1.26	295.58	297.56
Investment in Capital account					
As at March 31, 2020	-	-	520.94	-	520.94
As at March 31, 2019	-	-	510.11	-	510.11
Investment in Equity/Preference shares					
As at March 31, 2020	-	0.00	301.81	-	301.81
As at March 31, 2019	-	0.00	212.77	-	212.77
Commitment / Bank Guarantee / Letter of Credit / Corporate/ Performance Guarantee Outstanding					
As at March 31, 2020	-	-	13.35	-	13.35
As at March 31, 2019	-	-	28.71	-	28.71

INR 0.00 represents amount less than INR 50,000

(ii) Details relating to parties referred to in items 1(iv) above

Particulars	**March 31, 2020**	March 31, 2019
Short-term employee benefits **	**23.01**	28.13
Post retirement benefits	**0.38**	0.25
Share based payment transactions	**0.77**	0.89
Total Compensation paid to Key Management Personnel	**24.16**	29.27
Revenue recognised for sale of flats / units to KMP and their relatives	**31.30**	7.52
Amount received from sale of flats/ units to KMP and their relatives	**2.16**	7.21
Trade receivable / (advance) on account of sale of flats / units to KMP and their relatives	**(0.40)**	(28.71)
Unbilled Revenue	**1.49**	-

* Amount receivable includes loan given to Prakhhyat Dwellings LLP, a joint venture, of INR Nil (Previous Year: INR 7.50 Crore) which is secured against immovable property of the LLP (refer note 18)

Includes Interest receivable converted into Loan

$ Including income from Investment measured at FVTPL

**including commission and sitting fees paid to KMP

Refer note 47 (c) (iv) for Commitments

3. Significant Related Party Disclosure

Nature of Transaction	**March 31, 2020**	March 31, 2019
Loans and Advances given / (taken)		
Godrej Vestamark LLP	**511.47**	-
Loans and Advances repaid		
Godrej Vestamark LLP	**362.59**	-

43 Business Combination

I Acquisition of Wonder Space Properties Private Limited (WSPPL)

On April 04, 2019, the Company had acquired 70.93 percent of the voting shares of WSPPL, a company engaged primarily in the business of real estate construction, development and other related activities. As a result, the Company's equity interest in WSPPL increased from 25.1 percent to 96.03 percent, giving it control of WSPPL.

(a) Consideration transferred

The following table summarises the acquisition date fair value of major class of consideration transferred:

	Amount
Consideration paid in cash	4.14
Total consideration	**4.14**

(b) Acquisition-related costs

The Group has incurred acquisition-related costs of INR 0.01 Crore on legal fees and due diligence costs. These costs have been included in legal and professional fees under other expenses.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

(c) Identifiable assets acquired and liabilities assumed

The following table summarises the acquisition date fair value of assets acquired, fair value of the consideration transferred.

Description	Amount
Deferred tax assets (Net)	0.35
Income tax assets (Net)	2.92
Inventories	93.21
Current financial assets	119.03
Other Current Non Financial Assets	1.40
Current financial liabilities	(212.24)
Other Current Non Financial Liabilities	(0.17)
Net Assets	**4.50**

(d) Capital Reserve

Capital Reserve arising from the acquisition has been determined as follows

Description	Amount
Consideration transferred (refer note (a) above)	4.14
Fair value of net identifiable assets (refer note (c) above)	4.50
Capital reserve	**0.36**

(e) From the date of acquisition, WSPPL contributed INR 141.15 Crore of revenue from operations and INR 46.66 Crore of profit to the Group during the year ended March 31, 2020.

(f) Acquisition of Non-Controlling Interests (NCI)

On December 18, 2019, the Company had acquired an additional 3.97 percent of the voting shares of WSPPL, a company engaged primarily in the business of real estate construction, development and other related activities. As a result, the Company's equity interest in WSPPL increased from 96.03 percent to 100 percent, giving it full control of WSPPL.

Description	Amount
Carrying amount of NCI Acquired	3.42
Consideration paid to NCI	0.26
Capital reserve	**3.16**

II Acquisition of Yujya Developers Private Limited

During the Year, the Group has acquired 20% shares in Yujya Developers Private Limited at an investment of INR 0.00 Crore.

III Acquisition of Vivrut Developers Private Limited

During the Year, the Group has acquired 20% shares in Vivrut Developers Private Limited at an investment of INR 0.00 Crore.

INR 0.00 represents amount less than INR 50,000

IV Acquisition of Godrej Landmark Redevelopers Private Limited (GLRPL)

On March 15, 2019, the Company had acquired 49 percent of the voting shares of GLRPL, a company engaged primarily in the business of real estate construction, development and other related activities. As a result, the Company's equity interest in GLRPL increased from 51 percent to 100 percent, giving it control of GLRPL.

(a) Consideration transferred

The following table summarises the acquisition date fair value of major class of consideration transferred:

	Amount
Consideration paid in cash	42.73
Total consideration	**42.73**

(b) Acquisition-related costs

The Group had incurred acquisition-related costs of INR 0.01 Crore on legal fees and due diligence costs. These costs have been included in legal and professional fees under other expenses.

(c) Identifiable assets acquired and liabilities assumed

The following table summarises the acquisition date fair value of assets acquired, fair value of the consideration transferred.

Description	Amount
Property, plant and equipment	0.03
Intangible assets	0.02
Non-current financial assets	0.10
Deferred tax assets (Net)	1.29
Income tax assets (Net)	5.17
Inventories	106.24
Current financial assets	47.86
Other Current Non Financial Assets	41.93
Current financial liabilities	(51.61)
Other Current Non Financial Liabilities	(48.01)
Current Tax Liabilities (Net)	(4.01)
Net Assets	**99.01**

(d) Capital Reserve

Capital Reserve arising from the acquisition had been determined as follows

Description	Amount
Consideration transferred (refer note (a) above)	42.73
Fair value of pre-existing equity interest in GLRPL	50.74
Fair value of net identifiable assets (refer note (c) above)	99.01
Capital reserve	**5.54**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

(e) From the date of acquisition, GLRPL contributed INR (13.27) Crore of revenue from operations and INR 0.44 Crore of loss to the Group during the year ended March 31, 2019. If the acquisition had taken place at the beginning of the previous year, the Group's revenue from operations would have increased by INR 762.27 Crore and profit would have increased by INR 46.69 Crore during the year ended March 31, 2019.

44 IND AS 115 - Revenue from Contracts with Customers

(a) The amount of INR 1,099.35 Crore (Previous Year: INR 1,734.08 Crore) recognised in contract liabilities at the beginning of the year has been recognised as revenue during the year ended March 31, 2020.

(b) Significant changes in contract asset and contract liabilities balances are as follows:

Particulars	**March 31, 2020**	March 31, 2019
Contract asset		
At the beginning of the reporting period	**75.83**	89.49
Cumulative catch-up adjustments to revenue affecting contract asset	**66.58**	(13.66)
At the end of the reporting period	**142.41**	75.83
Contract liability		
At the beginning of the reporting period	**1,484.43**	2,633.75
Cumulative catch-up adjustments affecting contract liability	**(1,088.28)**	(1,143.89)
Significant financing component	**(75.50)**	(40.98)
Significant change due to business combination	**-**	35.55
At the end of the reporting period	**320.65**	1,484.43

(c) Performance obligation

The Group engaged primarily in the business of real estate construction, development and other related activities.

All the Contracts entered with the customers consists of a single performance obligation thereby the consideration allocated to the performance obligation is based on standalone selling prices.

Revenue is recognised upon transfer of control of residential and commercial units to customers for an amount that reflects the consideration which the Group expects to receive in exchange for those units. The trigger for revenue recognition is normally completion of the project or receipt of approvals on completion from relevant authorities or intimation to the customer of completion, post which the contract becomes non-cancellable by the parties.

The revenue is measured at the transaction price agreed under the contract. In certain cases, the Group has contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group adjusts the transaction price for the effects of a significant financing component.

Any costs incurred that do not contribute to satisfying performance obligations are excluded from the Group's input methods of revenue recognition as the amounts are not reflective of our transferring control of the system to the customer. Significant judgment is required to evaluate assumptions related to the amount of net contract revenues, including the impact of any performance incentives, liquidated damages, and other forms of variable consideration.

If estimated incremental costs on any contract, are greater than the net contract revenues, the Group recognises the entire estimated loss in the period the loss becomes known.

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as at March 31, 2020 is INR 233.03 Crore (Previous Year: INR 1,903.21 Crore), which will be recognised as revenue over a period of 1-2 years and INR 469.42 Crore (Previous Year: INR 280.50 Crore) which will be recognised over a period of 2-4 years.

(d) Reconciliation of revenue recognised in the Consolidated Statement of Profit and Loss

The following table discloses the reconciliation of amount of revenue recognised as at March 31, 2020 :

Particulars	**March 31, 2020**	March 31, 2019
Contract price of the revenue recognised	**2,263.13**	2,610.53
Add: Significant financing component	**102.11**	141.41
Less: Customer incentive/benefits/discounts	**24.09**	16.42
Revenue from sale of real estate developments and sale of services recognised in the Consolidated Statement of Profit and Loss	**2,341.15**	2,735.52

45 Information on Subsidiaries, Joint Ventures and Associates

a) Information on Subsidiaries

Sr. No.	**Name of the entity**	**Country of Incorporation**	**Percentage of Holding**	
			As on March 31, 2020	As on March 31, 2019
			%	%
(i)	**Companies:**			
1	Godrej Projects Development Limited	India	100%	100%
2	Godrej Garden City Properties Private Limited	India	100%	100%
3	Godrej Hillside Properties Private Limited	India	100%	100%
4	Godrej Home Developers Private Limited	India	100%	100%
5	Godrej Prakriti Facilities Private Limited	India	100%	100%
6	Prakritiplaza Facilities Management Private Limited	India	100%	100%
7	Godrej Highrises Properties Private Limited	India	100%	100%
8	Godrej Genesis Facilities Management Private Limited	India	100%	100%
9	Citystar InfraProjects Limited	India	100%	100%
10	Godrej Residency Private Limited	India	100%	100%
11	Godrej Properties Worldwide Inc., USA	USA	100%	100%
12	Godrej Landmark Redevelopers Private Limited (w.e.f. March 15, 2019)	India	100%	100%
13	Wonder Space Properties Private Limited (Classified as Subsidiary w.e.f. April 05, 2019 to December 17, 2019)	India	96.03%	N.A
14	Wonder Space Properties Private Limited (Classified as Wholly Owned Subsidiary w.e.f. December 18, 2019)	India	100%	N.A
15	Ceear Lifespaces Private Limited (w.e.f. March 20, 2020)	India	100%	N.A

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding	
			As on March 31, 2020	As on March 31, 2019
			%	%
(ii)	**LLPs**			
1	Godrej Highrises Realty LLP	India	100%	100%
2	Godrej Project Developers & Properties LLP	India	100%	100%
3	Godrej Skyview LLP	India	100%	100%
4	Godrej Green Properties LLP	India	100%	100%
5	Godrej Projects (Soma) LLP	India	100%	100%
6	Godrej Projects North LLP	India	100%	100%
7	Godrej Athenmark LLP	India	100%	100%
8	Godrej Vestamark LLP (classified as Joint venture w.e.f May 03, 2019)	India	100%	100%
9	Godrej City Facilities Management LLP (w.e.f. March 18, 2019)	India	100%	100%
10	Embellish Houses LLP (w.e.f. February 13, 2019)	India	100%	100%
11	Godrej Florentine LLP (w.e.f. June 21, 2019)	India	100%	N.A.
12	Godrej Odyssey LLP (Classified as Wholly Owned Subsidiary w.e.f June 21, 2019 to September 25, 2019)	India	N.A.	N.A.
13	Godrej Olympia LLP (w.e.f. June 21, 2019)	India	100%	N.A.
14	Ashank Facility management LLP (w.e.f. July 09, 2019)	India	100%	N.A.
15	Ashank Realty management LLP (w.e.f. May 30, 2019)	India	100%	N.A.

In case of LLPs percentage of holding in the above table denotes the Share of Profits in the LLP.

b) Information on Joint Ventures:

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding	
			As on March 31, 2020	As on March 31, 2019
			%	%
(i)	**Companies:**			
1	Godrej Realty Private Limited	India	51%	51%
2	Godrej Redevelopers (Mumbai) Private Limited	India	51%	51%
3	Wonder Space Properties Private Limited (upto April 04, 2019)	India	N.A.	25.10%
4	Wonder City Buildcon Private Limited	India	25.10%	25.10%
5	Godrej Home Constructions Private Limited	India	25.10%	25.10%
6	Godrej Greenview Housing Private Limited	India	20%	20%
7	Wonder Projects Development Private Limited	India	20%	20%

(Currency in INR Crore)

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding	
			As on March 31, 2020	As on March 31, 2019
			%	%
8	Godrej Real View Developers Private Limited	India	20%	20%
9	Pearlite Real Properties Private Limited	India	49%	49%
10	Godrej Skyline Developers Private Limited	India	26%	26%
11	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*	India	50%	50%
12	Madhuvan Enterprises Private Limited (w.e.f January 16, 2020)	India	N.A.	N.A.
13	Ashank Macbricks Private Limited (w.e.f. July 31, 2018)	India	20%	20%
14	Munjal Hospitality Private Limited (w.e.f. June 29, 2019)	India	12%	N.A.
15	Yujya Developers Private Limited (w.e.f. December 02, 2019)	India	20%	N.A.
16	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	India	20%	N.A.

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding		Percentage of Voting Rights	
			As on March 31, 2020	As on March 31, 2019	**As on March 31, 2020**	As on March 31, 2019
			%	%	**%**	%
(ii)	**LLPs**					
1	Godrej Property Developers LLP	India	**32%**	32%	**50%**	50%
2	Mosiac Landmarks LLP	India	**1%**	1%	**66.67%**	66.66%
3	Dream World Landmarks LLP	India	**40%**	40%	**66.67%**	66.66%
4	Oxford Realty LLP	India	**35%**	35%	**51%**	51%
5	Godrej SSPDL Green Acres LLP	India	**37%**	37%	**66.67%**	66.66%
6	Oasis Landmarks LLP	India	**38%**	38%	**66.67%**	66.66%
7	M S Ramaiah Ventures LLP	India	**49.50%**	49.50%	**51%**	51%
8	Caroa Properties LLP	India	**35%**	35%	**66.67%**	66.66%
9	Godrej Construction Projects LLP	India	**34%**	34%	**51%**	51%
10	Godrej Housing Projects LLP	India	**50%**	50%	**51%**	51%
11	Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*	India	**46%**	46%	**50%**	50%
12	A R Landcraft LLP	India	**40%**	40%	**50%**	50%
13	Prakhhyat Dwellings LLP	India	**50.00%**	42.50%	**50%**	50%
14	Bavdhan Realty @ Pune 21 LLP	India	**45%**	45%	**66.67%**	45%

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding		Percentage of Voting Rights	
			As on March 31, 2020	As on March 31, 2019	**As on March 31, 2020**	As on March 31, 2019
			%	%	**%**	%
15	Godrej Highview LLP	India	**40%**	40%	**50%**	50%
16	Godrej Irismark LLP	India	**50%**	50%	**50%**	50%
17	Godrej Projects North Star LLP	India	**55%**	55%	**50%**	50%
18	Godrej Developers & Properties LLP	India	**37.50%**	37.50%	**50%**	50%
19	Roseberry Estate LLP (w.e.f. September 18, 2018)	India	**49%**	49%	**50%**	50%
20	Suncity Infrastructures (Mumbai) LLP (w.e.f. October 10, 2018)	India	**50%**	50%	**50%**	50%
21	Godrej Reserve LLP *(formerly known as Sai Srushti Onehub Projects LLP)*	India	**21.70%**	21.70%	**50%**	50%
22	Maan-Hinge Township Deveopers LLP (w.e.f. February 01, 2019)	India	**40%**	40%	**50%**	50%
23	Mahalunge Township Developers LLP (w.e.f. February 01, 2019)	India	**40%**	40%	**50%**	50%
24	Godrej Vestamark LLP (upto May 03, 2019)	India	**58.775%**	N.A.	**50%**	N.A.
25	Manyata Industrial Parks LLP (upto April 22, 2019)	India	**1%**	N.A.	**50%**	N.A.
26	Godrej Odyssey LLP (w.e.f. September 26, 2019)	India	**55%**	N.A.	**33.33%**	N.A.
27	Universal Metro Properties LLP (w.e.f. December 02, 2019)	India	**49%**	N.A.	**50%**	N.A.
28	Manjari Housing Projects LLP (w.e.f. February 01, 2019)	India	**40%**	40%	**50%**	50%

In case of LLPs percentage of holding in the above table denotes the Share of Profits in the LLP.

c) Information on Associate:

Sr. No.	Name of the entity	Country of Incorporation	Percentage of Holding	
			As on March 31, 2020	As on March 31, 2019
			%	%
(i)	**Companies:**			
1	Godrej One Premises Management Private Limited	India	**30%**	30%

(Currency in INR Crore)

46 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries /Joint Ventures/Associate.

Sr No	Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
		As % of consolidated net assets	Amount INR (in Crore)	As % of consolidated profit or loss	Amount INR (in Crore)	As % of consolidated OCI	Amount INR (in Crore)	As % of TCI	Amount INR (in Crore)
	Parent:								
	Godrej Properties Limited	104.79%	5,034.73	115.59%	312.82	135.54%	(0.68)	115.55%	312.14
	Subsidiaries (Indian):								
1	Godrej Projects Development Limited	0.01%	0.40	-25.08%	(67.86)	-	-	-25.12%	(67.86)
2	Godrej Garden City Properties Private Limited	0.17%	8.05	0.26%	0.71	-	-	0.26%	0.71
3	Godrej Hillside Properties Private Limited	-0.01%	(0.56)	-0.21%	(0.57)	-	-	-0.21%	(0.57)
4	Godrej Home Developers Private Limited	0.00%	0.10	0.00%	(0.01)	-	-	0.00%	(0.01)
5	Godrej Prakriti Facilities Private Limited	0.02%	0.88	0.12%	0.32	-	-	0.12%	0.32
6	Prakritiplaza Facilities Management Private Limited	0.00%	0.02	0.00%	0.01	-	-	0.00%	0.01
7	Godrej Highrises Properties Private Limited	-0.01%	(0.26)	-0.05%	(0.15)	-	-	-0.05%	(0.15)
8	Godrej Genesis Facilities Management Private Limited	0.01%	0.46	0.01%	0.04	-	-	0.01%	0.04
9	Citystar Infraprojects Limited	0.00%	(0.06)	-0.02%	(0.04)	-	-	-0.02%	(0.04)
10	Godrej Residency Private Limited	0.00%	(0.04)	-0.01%	(0.01)	-	-	-0.01%	(0.01)
11	Godrej Highrises Realty LLP	-0.07%	(3.18)	-1.02%	(2.75)	-	-	-1.02%	(2.75)
12	Godrej Project Developers & Properties LLP	0.00%	(0.03)	0.00%	(0.01)	-	-	0.00%	(0.01)
13	Godrej Skyview LLP	0.00%	(0.02)	0.00%	(0.01)	-	-	0.00%	(0.01)
14	Godrej Green Properties LLP	0.00%	(0.02)	0.00%	(0.01)	-	-	0.00%	(0.01)
15	Godrej Projects (Soma) LLP	0.00%	(0.02)	0.00%	(0.01)	-	-	0.00%	(0.01)

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

Sr No	Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income (OCI)		Share in total comprehensive income (TCI)	
		As % of consolidated net assets	Amount INR (in Crore)	As % of consolidated profit or loss	Amount INR (in Crore)	As % of consolidated OCI	Amount INR (in Crore)	As % of TCI	Amount INR (in Crore)
16	Godrej Projects North LLP	0.00%	(0.02)	0.00%	(0.01)	-	-	0.00%	(0.01)
17	Godrej Athenmark LLP	0.00%	(0.06)	-0.01%	(0.03)	-	-	-0.01%	(0.03)
18	Godrej Vestamark LLP (considered as subsidiary till May 02, 2019)	0.00%	-	0.00%	(0.00)	-	-	0.00%	(0.00)
19	Godrej City Facilities Management LLP (w.e.f. March 18, 2019)	0.00%	(0.01)	0.00%	(0.01)	-	-	0.00%	(0.01)
20	Embellish Houses LLP (w.e.f February 13, 2019)	0.00%	(0.02)	-0.02%	(0.05)	-	-	-0.02%	(0.05)
21	Godrej Landmark Redevelopers Private Limited (w.e.f. March 15, 2019)	2.26%	108.36	3.62%	9.79	-	-	3.62%	9.79
22	Wonder Space Properties Private Limited (w.e.f, December 18, 2019)	1.77%	85.26	29.27%	79.20	-	-	29.32%	79.20
23	Ceear Lifespaces Private Limited (w.e.f. March 20, 2020)	0.00%	(0.06)	0.00%	(0.01)	-	-	0.00%	(0.01)
24	Godrej Olympia LLP (w.e.f June 21, 2019)	0.00%	(0.01)	0.00%	(0.01)	-	-	0.00%	(0.01)
25	Godrej Florentine LLP (w.e.f June 21, 2019)	0.00%	(0.01)	0.00%	(0.01)	-	-	0.00%	(0.01)
26	Ashank Facility Management LLP (w.e.f. July 09,2019)	0.00%	0.01	0.00%	0.01	-	-	0.00%	0.01
27	Ashank Realty Management LLP (w.e.f. May 30, 2019)	0.00%	0.07	0.03%	0.07	-	-	0.03%	0.07
	Subsidiary (Foreign)					-			
1	Godrej Properties Worldwide Inc., USA	0.05%	2.35	-0.35%	(0.95)	-35.54%	0.18	-0.29%	(0.77)
	Associate (Indian) (Investment as per Equity Method)								
1	Godrej One Premises Management Private Limited	0.00%	0.00	-	-	-	-	-	-

INR 0.00 represents amount less than INR 50,000

(Currency in INR Crore)

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		As % of consolidated net assets	Amount INR (in Crore)	As % of consolidated profit or loss	Amount INR (in Crore)	As % of consolidated OCI	Amount INR (in Crore)	As % of TCI	Amount INR (in Crore)
	Joint Ventures (Indian) (Investment as per the Equity Method)								
1	Godrej Realty Private Limited	-	-	-0.01%	(0.02)	-	-	-0.01%	(0.02)
2	Godrej Redevelopers (Mumbai) Private Limited	-	-	2.29%	6.21	-	-	2.30%	6.21
3	Wonder Space Properties Private Limited (upto April 04, 2019)	-	-	0.00%	0.00	-	-	0.00%	0.00
4	Wonder City Buildcon Private Limited	-	-	-5.63%	(15.25)	-	-	-5.64%	(15.25)
5	Godrej Home Constructions Private Limited	-	-	-5.05%	(13.67)	-	-	-5.06%	(13.67)
6	Godrej Greenview Housing Private Limited	-	-	-1.53%	(4.15)	-	-	-1.54%	(4.15)
7	Wonder Projects Development Private Limited	-	-	-0.81%	(2.19)	-	-	-0.81%	(2.19)
8	Godrej Real View Developers Private Limited	-	-	-0.98%	(2.65)	-	-	-0.98%	(2.65)
9	Pearlite Real Properties Private Limited	-	-	7.43%	20.12	-	-	7.45%	20.12
10	Godrej Skyline Developers Private Limited	-	-	-2.64%	(7.14)	-	-	-2.64%	(7.14)
11	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*	-	-	-0.11%	(0.30)	-	-	-0.11%	(0.30)
12	Munjal Hospitality Private Limited (w.e.f. June 29, 2019)	-	-	0.00%	(0.01)	-	-	0.00%	(0.01)
13	Yujya Developers Private Limited (w.e.f. December 02, 2019)	-	-	-0.15%	(0.41)	-	-	-0.15%	(0.41)
14	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	-	-	-0.02%	(0.05)	-	-	-0.02%	(0.05)
15	Madhuvan Enterprises Private Limited (w.e.f January 16, 2020)	-	-	-	-	-	-	-	-
16	Godrej Property Developers LLP	-	-	-0.03%	(0.07)	-	-	-0.03%	(0.07)

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(Currency in INR Crore)

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		As % of consolidated net assets	Amount INR (in Crore)	As % of consolidated profit or loss	Amount INR (in Crore)	As % of consolidated OCI	Amount INR (in Crore)	As % of TCI	Amount INR (in Crore)
17	Mosiac Landmarks LLP	-	-	0.00%	0.01	-	-	0.00%	0.01
18	Dream World Landmarks LLP	-	-	0.89%	2.41	-	-	0.89%	2.41
19	Oxford Realty LLP	-	-	11.92%	32.26	-	-	11.94%	32.26
20	Godrej SSPDL Green Acres LLP	-	-	0.07%	0.19	-	-	0.07%	0.19
21	Oasis Landmarks LLP	-	-	-0.50%	(1.34)	-	-	-0.50%	(1.34)
22	M S Ramaiah Ventures LLP	-	-	-0.08%	(0.22)	-	-	-0.08%	(0.22)
23	Caroa Properties LLP	-	-	-0.65%	(1.76)	-	-	-0.65%	(1.76)
24	Godrej Construction Projects LLP	-	-	-0.49%	(1.31)	-	-	-0.49%	(1.31)
25	Godrej Housing Projects LLP	-	-	-0.93%	(2.53)	-	-	-0.94%	(2.53)
26	Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*	-	-	-1.10%	(2.99)	-	-	-1.11%	(2.99)
27	A R Landcraft LLP	-	-	-1.98%	(5.36)	-	-	-1.99%	(5.36)
28	Prakhhyat Dwellings LLP	-	-	-3.19%	(8.64)	-	-	-3.20%	(8.64)
29	Bavdhan Realty @ Pune 21 LLP	-	-	-0.02%	(0.04)	-	-	-0.02%	(0.04)
30	Godrej Highview LLP	-	-	-1.16%	(3.15)	-	-	-1.17%	(3.15)
31	Godrej Irismark LLP	-	-	-2.44%	(6.60)	-	-	-2.44%	(6.60)
32	Godrej Projects North Star LLP	-	-	-1.42%	(3.84)	-	-	-1.42%	(3.84)
33	Godrej Developers & Properties LLP	-	-	-1.82%	(4.94)	-	-	-1.83%	(4.94)
34	Godrej Reserve LLP *(formerly known as Sai Srushti Onehub Projects LLP)*	-	-	-0.98%	(2.65)	-	-	-0.98%	(2.65)
35	Roseberry Estate LLP (w.e.f. September 18, 2018)	-	-	-1.44%	(3.90)	-	-	-1.44%	(3.90)
36	Maan-Hinge Township Developers LLP (w.e.f. February 01, 2019)	-	-	-0.01%	(0.02)	-	-	-0.01%	(0.02)
37	Ashank Macbricks Private Limited (w.e.f. July 31, 2018)	-	-	-0.56%	(1.52)	-	-	-0.56%	(1.52)
38	Suncity Infrastructures (Mumbai) LLP (w.e.f. October 10, 2018)	-	-	-0.64%	(1.74)	-	-	-0.64%	(1.74)

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(Currency in INR Crore)

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		As % of consolidated net assets	Amount INR (in Crore)	As % of consolidated profit or loss	Amount INR (in Crore)	As % of consolidated OCI	Amount INR (in Crore)	As % of TCI	Amount INR (in Crore)
39	Mahalunge Township Developers LLP (w.e.f. February 01, 2019)	-	-	-3.25%	(8.80)	-	-	-3.26%	(8.80)
40	Manjari Housing Projects LLP (w.e.f. February 01, 2019)	-	-	-2.03%	(5.48)	-	-	-2.03%	(5.48)
41	Godrej Vestamark LLP (w.e.f May 03, 2019)	-	-	-12.37%	(33.49)	-	-	-12.40%	(33.49)
42	Manyata Industrial Parks LLP (w.e.f. 22 April 2019)	-	-	-0.03%	(0.09)	-	-	-0.03%	(0.09)
43	Godrej Odyssey LLP (w.e.f. September 26, 2019)	-	-	0.00%	(0.00)	-	-	0.00%	(0.00)
44	Universal Metro Properties LLP (w.e.f. 02 December 2019)	-	-	0.00%	(0.00)	-	-	0.00%	(0.00)
	Inter-company Elimination and Consolidation Adjustments	-8.99%	(431.83)	9.35%	25.29	-	-	9.36%	25.29
	Total	**100.00%**	**4,804.48**	**100.00%**	**270.63**	**100.00%**	**(0.50)**	**100.00%**	**270.13**
	Attributable to :								
	Owners of the Company	100.00%	4,804.48	98.74%	267.21	100.00%	(0.50)	98.73%	266.71
	Non-controlling Interests	-	-	1.26%	3.42	-	-	1.27%	3.42

INR 0.00 represents amount less than INR 50,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

47 Contingent Liabilities and Commitments

a) Contingent Liabilities

Matters		March 31, 2020	March 31, 2019
I)	**Claims against Company not Acknowledged as debts:**		
i)	Claims not acknowledged as debts represent cases filed by parties in the Consumer forum, Civil Court and High Court and disputed by the Group as advised by our advocates. In the opinion of the management the claims are not sustainable	**177.24**	179.82
ii)	Claims under Income Tax Act, Appeal preferred to The Deputy Commissioner/ Commissioner of Income Tax (Appeals)	**25.15**	50.06
iii)	Claims under MVAT, Appeal preferred to The Deputy Commissioner/Joint Commissioner of Sales Taxes ((Appeals) IV/V), Mumbai	**15.37**	3.34
iv)	Appeal preferred to Customs, Excise and Service Tax Appellate tribunal and order passed by National Anti-Profiteering Authority and disputed by the Group. The Group is in the process of filing writ petition against the order passed.	**158.47**	74.36
v)	Appeal preferred to The Joint Commissioner of Sales Tax (Appeal -4) at Maharashtra under Entry of Goods Into Local Areas Act, 2002	**0.77**	0.77
II)	**Guarantees:**		
i)	Guarantees given by Bank, counter guaranteed by the Group	**49.32**	32.17
ii)	Guarantees given by the Group relating to Joint Ventures	**39.06**	66.31

b) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant and has been provided in the consolidated financial statements. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

c) Commitments

	Particulars	March 31, 2020	March 31, 2019
(i)	Capital Commitment (includes Capital work in progress and investment property under Construction)	**32.10**	49.88

(ii) The Group enters into construction contracts for Civil, Elevator, External Development, MEP work etc. with its vendors. The total amount payable under such contracts will be based on actual measurements and negotiated rates, which are determinable as and when the work under the said contracts are completed.

(iii) The Group has entered into development agreements with owners of land for development of projects. Under the agreements the Group is required to pay certain payments/ deposits to the owners of the land and share in built up area/ revenue from such developments in exchange of undivided share in land as stipulated under the agreements.

(iv) The Company will arrange funds / subscribe to further capital to support continuing operations in certain subsidiaries and joint ventures (jointly with the shareholders / Partners of the respective joint ventures), if required, based upon operation of such entities. The Company expects the said subsidiaries and joint ventures to meet its obligations and no liability on this account is anticipated.

48 Payment to Auditors (net of taxes)

Particulars	**March 31, 2020**	March 31, 2019
Audit Fees	**1.17**	1.12
Fees for QIP related work	**0.38**	-
Certification and other services	**0.07**	0.05
Reimbursement of Expenses	**0.08**	0.04
Total	**1.70**	1.21

49 Foreign Exchange Difference

The amount of exchange difference included in the Consolidated Statement of Profit and Loss, is INR 0.22 Crore (Net Gain) (Previous Year: INR 0.04 Crore (Net Loss)).

50 Corporate Social Responsibility

The Group has spent INR 2.57 Crore during the year (Previous Year: INR 1.78 Crore) as per the provisions of Section 135 of the Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities grouped under 'Other Expenses'.

(a) Gross amount required to be spent by the Group during the year INR 4.38 Crore (Previous Year: INR 1.72 Crore).

(b) Amount spent during the year on :

Particulars	**Amount Spent in Cash**	**Amount yet to be paid in Cash**	**Total Amount**
Year ended March 31, 2020			
(i) Construction / Acquisition of any Asset	**-**	**-**	**-**
(ii) On purposes other than (i) above	**2.57**	**-**	**2.57**
Year ended March 31, 2019			
(i) Construction / Acquisition of any Asset	-	-	-
(ii) On purposes other than (i) above	1.78	-	1.78

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency in INR Crore)

51 Utilisation of proceeds from issue of Shares

During the year, the Company raised a sum of INR 2,100.00 Crore by allotting 22,629,310 equity shares on a Qualified Institutional Placement basis.

Qualified Institutional Placement

Particulars	**March 31, 2020**
Proceeds from the issue of shares during the year	**2,100.00**
Utilisation during the year:	
Withdrawal for Issue related expenses	**34.32**
Utilised for business development deals	**87.24**
Balance unutilised amount invested in mutual funds and fixed deposits with banks	**1,978.44**

During the previous year, the Company raised a sum of INR 1,000.14 Crore by allotting 12,765,000 equity shares on a preferential basis.

Private Placement

Particulars	March 31, 2019
Proceeds from the issue of shares during the previous year	1,000.14
Utilisation during the previous year:	
Issue related expenses	3.57
Utilised for business development deals in previous year	613.65
Balance unutilised amount invested in mutual funds as at March 31, 2019	382.92
Utilised for business development deals in current year	382.92
Balance unutilised amount as at March 31, 2020	-

52 Segment Reporting

A. Basis of Segmentation

Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, the Group has only one reportable segments namely, Development of real estate property. The Managing Director of the Company acts as the Chief Operating Decision Maker ("CODM"). The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators.

B. Geographical Information

The geographic information analyses the Group's revenue and Non Current Assets by the Group's country of domicile and other countries. As the Group is engaged in Development of Real Estate property in India, it has only one reportable geographical segment.

C. Information about major customers

Revenue from none of the customers for the year ended March 31, 2020 (Previous Year: INR 519.73 Crore) constituted more than 10% of the total revenue of the Group.

53 The write-down of inventories to net realisable value during the year amounted to INR 33.32 Crore (Previous Year: INR 4.75 Crore).

(Currency in INR Crore)

54 Additional Disclosure relating to Micro, Small and Medium enterprises :

	Particulars	March 31, 2020	March 31, 2019
(a)	The principal amount remaining unpaid to any supplier as at the end of the accounting year;	**13.31**	13.45
(b)	The interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	**Nil**	Nil
(c)	The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	**Nil**	Nil
(d)	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	**Nil**	Nil
(e)	The amount of interest accrued and remaining unpaid at the end of accounting year	**Nil**	Nil
(f)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	**Nil**	Nil

Disclosure of outstanding dues of Micro and Small Enterprise under Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. There is no undisputed amount overdue during the years ended and as at March 31, 2020 and March 31, 2019 to Micro, Small and Medium Enterprises on account of principal or interest.

55 The Group and its joint ventures and associate has assessed the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of Receivables, Inventories, Investments and other assets / liabilities. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Group and its joint ventures and associate, as at the date of approval of these consolidated financial statements has used internal and external sources of information. As on current date, the Group and its joint ventures and associate has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the Group and its joint ventures and associate will continue to monitor developments to identify significant uncertainties in future periods, if any.

56 Cash and Cash Equivalents and Bank Balances includes balances in Escrow Account which shall be used only for specified purposes as defined under Real Estate (Regulation and Development) Act, 2016.

As per our report of even date.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

ANIRUDDHA GODBOLE
Partner
Membership No: 105149

Mumbai
May 11, 2020

For and on behalf of the Board of Directors of
Godrej Properties Limited
CIN: L74120MH1985PLC035308

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

Annexure A: Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to Subsidiaries, Joint Ventures and Associate

Part "A" : Subsidiaries

Sr. No.	Name of Subsidiary Company /Limited Liability Partnership	Reporting Currency	Accounting Period	Capital	Reserves and Surplus	Total Assets	Total Liabilities (Refer Note (b) below)	Investments	Turnover (Refer Note (c) below)	Profit before taxation	Provision for taxation	Profit/ (Loss) after taxation	% of Holding*	Country
1	Godrej Projects Development Limited	INR	2019-20	0.23	0.17	1,606.37	1,605.97	291.64	402.20	(51.35)	16.51	(67.86)	100%	India
2	Godrej Garden City Properties Private Limited	INR	2019-20	0.05	8.00	14.86	6.81	1.05	22.74	0.99	0.28	0.71	100%	India
3	Godrej Hillside Properties Private Limited	INR	2019-20	0.41	(0.97)	0.12	0.68	0.01	(0.54)	(0.57)	(0.00)	(0.57)	100%	India
4	Godrej Home Developers Private Limited	INR	2019-20	0.41	(0.31)	0.13	0.03	0.00	0.01	(0.01)	(0.00)	(0.01)	100%	India
5	Godrej Prakriti Facilities Private Limited	INR	2019-20	0.01	0.87	5.83	4.95	-	5.91	0.43	0.11	0.32	100%	India
6	Prakritiplaza Facilities Management Private Limited	INR	2019-20	0.01	0.01	0.61	0.59	-	0.04	0.01	0.00	0.01	100%	India
7	Godrej Highrises Properties Private Limited	INR	2019-20	0.01	(0.27)	158.63	158.90	-	-	(0.09)	0.06	(0.15)	100%	India
8	Godrej Genesis Facilities Management Private Limited (Refer Note (a) below)	INR	2019-20	0.01	0.45	2.49	2.03	-	4.87	0.05	0.01	0.04	100%	India
9	Citystar InfraProjects Limited	INR	2019-20	0.05	(0.11)	0.36	0.43	-	-	(0.04)	-	(0.04)	100%	India
10	Godrej Residency Private Limited	INR	2019-20	0.00	(0.04)	0.01	0.05	-	-	(0.01)	-	(0.01)	100%	India
11	Wonder Space Properties Private Limited (w.e.f, December 18, 2019)	INR	2019-20	0.45	81.39	348.84	267.00	-	338.31	107.92	28.70	79.20	100%	India
12	Ceear Lifespaces Private Limited (w.e.f. March 20, 2020)	INR	2019-20	0.01	(0.07)	178.41	178.46	-	-	(0.01)	-	(0.01)	100%	India
13	Godrej Highrises Realty LLP (Refer Note (a) below)	INR	2019-20	0.00	(3.18)	1.00	4.18	-	-	(2.75)	-	(2.75)	100%	India
14	Godrej Project Developers & Properties LLP	INR	2019-20	0.00	(0.03)	2.15	2.18	-	-	(0.01)	-	(0.01)	100%	India
15	Godrej Skyview LLP (Refer Note (a) below)	INR	2019-20	0.00	(0.02)	0.00	0.02	-	-	(0.01)	-	(0.01)	100%	India
16	Godrej Green Properties LLP (Refer Note (a) below)	INR	2019-20	0.00	(0.02)	0.00	0.02	-	-	(0.01)	-	(0.01)	100%	India
17	Godrej Projects (Soma) LLP (Refer Note (a) below)	INR	2019-20	0.00	(0.02)	0.00	0.02	-	-	(0.01)	-	(0.01)	100%	India
18	Godrej Projects North LLP (Refer Note (a) below)	INR	2019-20	0.00	(0.02)	0.00	0.02	-	-	(0.01)	-	(0.01)	100%	India
19	Godrej Athenmark LLP (Refer Note (a) below)	INR	2019-20	0.00	(0.06)	0.26	0.31	-	-	(0.03)	-	(0.03)	100%	India

INR 0.00 represents amount less than INR 50,000

(Currency in INR Crore)

Part "A" : Subsidiaries

Sr. No.	Name of Subsidiary Company /Limited Liability Partnership	Reporting Currency	Accounting Period	Capital	Reserves and Surplus	Total Assets	Total Liabilities (Refer Note (b) below)	Investments	Turnover (Refer Note (c) below)	Profit before taxation	Provision for taxation	Profit/ (Loss) after taxation	% of Holding*	Country
20	Godrej Vestamark LLP (considered as subsidiary till May 02, 2019)	INR	2019-20	-	-	-	-	-	-	(0.00)	-	(0.00)	100%	India
21	Godrej Landmark Redevelopers Private Limited (w.e.f. March 15, 2019) (Refer Note (a) below)	INR	2019-20	0.05	108.31	193.62	85.26	62.87	187.80	13.65	3.86	9.79	100%	India
22	Godrej City Facilities Management LLP (w.e.f. March 18, 2019)	INR	2019-20	0.00	(0.01)	0.00	0.01	-	-	(0.01)	-	(0.01)	100%	India
23	Embellish Houses LLP (w.e.f. February 13, 2019)	INR	2019-20	0.04	(0.05)	0.00	0.02	-	-	(0.05)	-	(0.05)	100%	India
24	Godrej Olympia LLP (w.e.f. June 21, 2019)	INR	2019-20	0.00	(0.01)	0.00	0.01	-	-	(0.01)	-	(0.01)	100%	India
25	Godrej Florentine LLP (w.e.f. June 21, 2019)	INR	2019-20	0.00	(0.01)	0.00	0.01	-	-	(0.01)	-	(0.01)	100%	India
26	Ashank Facility Management LLP (w.e.f. July 09, 2019)	INR	2019-20	0.00	0.01	2.17	2.16	-	1.89	0.01	0.00	0.01	100%	India
27	Ashank Realty Management LLP (w.e.f. May 30, 2019)	INR	2019-20	0.00	0.07	0.10	0.03	-	0.11	0.10	0.03	0.07	100%	India
28	Godrej Properties Worldwide Inc., USA	INR	2019-20	3.36	(1.01)	2.43	0.08	-	0.00	(0.94)	0.01	(0.95)	100%	USA

*Percentage holding in LLPs denotes the Share of Profit in the LLPs

(a) Subsidiaries of Godrej Projects Development Limited

(b) Total Liabilities excludes Capital and Reserves and Surplus

(c) Turnover Includes Revenue from Operations and Other Income

(d) All the above information is given as per Ind AS

INR 0.00 represents amount less than INR 50,000

Part "B" : Joint Ventures

Sr. No.	Name of Joint Venture Company/ Limited Liability Partnership	Latest audited Balance Sheet Date	Shares of Joint Ventures held by the Company on the year end			Description of how there is significant influence	Reason why joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Share of Profit/(Loss) for the year	
			No. of Shares	Amount of Investment in Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
1	Godrej Realty Private Limited	31.03.2020	884,850	5.52	51%	through % of holding	NA	0.51	(0.02)	-
2	Godrej Redevelopers (Mumbai) Private Limited	31.03.2020	28,567	4.44	51%	through % of holding	NA	3.90	6.21	-
3	Wonder City Buildcon Private Limited	31.03.2020	810,420	-	25.10%	through % of holding	NA	(17.34)	(15.25)	-
4	Godrej Home Constructions Private Limited	31.03.2020	1,071,770	-	25.10%	through % of holding	NA	(20.47)	(13.67)	-
5	Godrej Greenview Housing Private Limited	31.03.2020	1,264,560	1.37	20%	through % of holding	NA	(8.81)	(4.15)	-
6	Wonder Projects Development Private Limited	31.03.2020	1,070,060	1.45	20%	through % of holding	NA	(3.21)	(2.19)	-
7	Godrej Real View Developers Private Limited	31.03.2020	2,140,000	2.43	20%	through % of holding	NA	(3.04)	(2.65)	-
8	Pearlite Real Properties Private Limited	31.03.2020	3,871,000	4.19	49%	through % of holding	NA	13.35	20.12	-
9	Godrej Skyline Developers Private Limited	31.03.2020	260,000	0.26	26%	through % of holding	NA	(2.76)	(7.14)	-
10	Godrej Green Homes Private Limited *(formerly known as Godrej Green Homes Limited)*	31.03.2020	360,813	83.18	50%	through % of holding	NA	145.77	(0.30)	-
11	Ashank Macbricks Private Limited (w.e.f. July 31, 2018)	31.03.2020	1,675,000	2.30	20%	through % of holding	NA	0.77	(1.52)	-
12	Yujya Developers Private Limited (w.e.f. December 02, 2019)	31.03.2020	7,241,360	7.24	20%	through % of holding	NA	13.34	(0.41)	-
13	Vivrut Developers Private Limited (w.e.f. February 10, 2020)	31.03.2020	700,000	0.70	20%	through % of holding	NA	0.57	(0.01)	-
14	Munjal Hospitality Private Limited (w.e.f. June 29, 2019)	31.03.2020	60,961,200	83.23	12%	through % of holding	NA	83.16	(0.07)	-
15	Madhuvan Enterprises Private Limited (w.e.f January 16, 2020)	31.03.2020	-	-	-	through participative rights	NA	-	-	-
16	Godrej Property Developers LLP	31.03.2020	NA	-	32%	through % of holding and Voting rights	NA	(0.10)	(0.07)	-
17	Mosiac Landmarks LLP	31.03.2020	NA	0.11	1%	through % of holding and Voting rights	NA	10.53	0.01	-
18	Dream World Landmarks LLP	31.03.2020	NA	0.04	40%	through % of holding and Voting rights	NA	9.27	2.41	-
19	Oxford Realty LLP	31.03.2020	NA	0.00	35%	through % of holding and Voting rights	NA	18.75	32.26	-
20	Godrej SSPDL Green Acres LLP	31.03.2020	NA	0.05	37%	through % of holding and Voting rights	NA	(2.27)	0.19	-
21	Oasis Landmarks LLP	31.03.2020	NA	0.00	38%	through % of holding and Voting rights	NA	(24.62)	(1.34)	-

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Part "B" : Joint Ventures

Sr. No.	Name of Joint Venture Company/ Limited Liability Partnership	Latest audited Balance Sheet Date	Shares of Joint Ventures held by the Company on the year end			Description of how there is significant influence	Reason why joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Share of Profit/(Loss) for the year	
			No. of Shares	Amount of Investment in Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
22	M S Ramaiah Ventures LLP	31.03.2020	NA	1.01	49.50%	through % of holding and Voting rights	NA	0.72	(0.22)	-
23	Caroa Properties LLP	31.03.2020	NA	0.04	35%	through % of holding and Voting rights	NA	(9.20)	(1.76)	-
24	Godrej Construction Projects LLP	31.03.2020	NA	0.00	34%	through % of holding and Voting rights	NA	(2.85)	(1.31)	-
25	Godrej Housing Projects LLP	31.03.2020	NA	0.01	50%	through % of holding and Voting rights	NA	1.94	(2.53)	-
26	Godrej Amitis Developers LLP *(formerly known as Amitis Developers LLP)*	31.03.2020	NA	0.05	46%	through % of holding and Voting rights	NA	(5.68)	(2.99)	-
27	A R Landcraft LLP	31.03.2020	NA	0.05	40%	through % of holding and Voting rights	NA	(24.94)	(5.36)	-
28	Prakhhyat Dwellings LLP	31.03.2020	NA	0.01	50.00%	through % of holding and Voting rights	NA	(8.99)	(8.64)	-
29	Bavdhan Realty @ Pune 21 LLP	31.03.2020	NA	0.00	45%	through % of holding and Voting rights	NA	(0.04)	(0.04)	-
30	Godrej Highview LLP	31.03.2020	NA	4.80	40%	through % of holding and Voting rights	NA	(10.50)	(3.15)	-
31	Godrej Irismark LLP	31.03.2020	NA	0.01	50%	through % of holding and Voting rights	NA	(6.72)	(6.60)	-
32	Godrej Projects North Star LLP	31.03.2020	NA	0.01	55.0%	through % of holding and Voting rights	NA	(3.88)	(3.84)	
33	Godrej Developers & Properties LLP	31.03.2020	NA	0.00	37.5%	through % of holding and Voting rights	NA	(7.54)	(4.94)	
34	Godrej Reserve LLP *(formerly known as Sai Srushti Onehub Projects LLP)*	31.03.2020	NA	0.01	21.7%	through % of holding and Voting rights	NA	(7.14)	(2.65)	
35	Roseberry Estate LLP (w.e.f. September 18, 2018)	31.03.2020	NA	0.00	49.0%	through % of holding and Voting rights	NA	(3.92)	(3.90)	
36	Maan-Hinge Township Developers LLP (w.e.f. February 01, 2019)	31.03.2020	NA	93.86	40.0%	through % of holding and Voting rights	NA	93.84	(0.02)	
37	Suncity Infrastructures (Mumbai) LLP (w.e.f. October 10, 2018)	31.03.2020	NA	0.01	50.0%	through % of holding and Voting rights	NA	(1.74)	(1.74)	
38	Mahalunge Township Developers LLP (w.e.f. February 01, 2019)	31.03.2020	NA	206.11	40.0%	through % of holding and Voting rights	NA	203.39	(8.80)	

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Part "B" : Joint Ventures

Sr. No.	Name of Joint Venture Company/ Limited Liability Partnership	Latest audited Balance Sheet Date	Shares of Joint Ventures held by the Company on the year end			Description of how there is significant influence	Reason why joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Share of Profit/(Loss) for the year	
			No. of Shares	Amount of Investment in Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
39	Manjari Housing Projects LLP (w.e.f. February 01, 2019)	31.03.2020	NA	205.00	40.0%	through % of holding and Voting rights	NA	205.64	(5.48)	
40	Manyata Industrial Parks LLP (w.e.f. April 22, 2019)	31.03.2020	NA	0.01	1.0%	through % of holding and Voting rights	NA	(0.08)	(0.09)	
41	Godrej Odyssey LLP (w.e.f. September 26, 2019)	31.03.2020	NA	0.00	55.0%	through % of holding and Voting rights	NA	(0.00)	(0.00)	
42	Universal Metro Properties LLP (w.e.f. December 02, 2019)	31.03.2020	NA	0.00	49.0%	through % of holding and Voting rights	NA	0.00	(0.00)	
43	Godrej Vestamark LLP (w.e.f May 03, 2019)	31.03.2020	NA	0.00	58.2775%	through % of holding and Voting rights	NA	(33.88)	(33.49)	

Part "C" : Associate

Sr. No.	Name of Joint Venture Company/ Limited Liability Partnership	Latest audited Balance Sheet Date	Shares of Joint Ventures held by the Company on the year end			Description of how there is significant influence	Reason why joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Share of Profit/(Loss) for the year	
			No. of Shares	Amount of Investment in Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
1	Godrej One Premises Management Private Limited	31.03.2020	3,000	0.00	30%	through % of holding	NA	0.00	-	-

Percentage holding in LLPs denotes the Share of Profit in the LLPs
All the above information is given as per IND AS

INR 0.00 represents amount less than INR 50,000

For and on behalf of the Board

PIROJSHA GODREJ
Executive Chairman
DIN: 00432983

MOHIT MALHOTRA
Managing Director & CEO
DIN: 07074531

SURENDER VARMA
Company Secretary
ICSI Membership No. A10428

RAJENDRA KHETAWAT
Chief Financial Officer

Mumbai
May 11, 2020

NOTICE

Notice is hereby given that the Thirty-Fifth Annual General Meeting ("AGM") of the members ("Members") of Godrej Properties Limited ("Company") will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), on Wednesday, August 05, 2020, at 2.30 p.m., to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone financial statements and the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the report of the Board of Directors and report of the Auditors thereon and other reports.

2. To appoint a Director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the "Companies Act") and Regulation 17(1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Ms. Sutapa Banerjee (DIN: 02844650), who was appointed as an Additional Director by the Board of Directors with effect from November 05, 2019 and is eligible for appointment as Independent Director and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from November 05, 2019 till November 04, 2024.

   RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution".

4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2020-21, amounting to ₹ 1,16,000 (Rupees One Lakh Sixteen Thousand only) exclusive of tax and out of pocket of expenses, be and is hereby ratified and confirmed.

NOTICE

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer
ICSI Membership No. A10428

Place: Mumbai
Date: May 11, 2020

Registered office:
Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079
CIN: L74120MH1985PLC035308
Tel: +91 22 6169 8500 Fax: +91 22 6169 8888
Website: www.godrejproperties.com
Email: secretarial@godrejproperties.com

NOTES:

1. **In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 8 below and is also available on the website of the Company at www.godrejproperties.com**
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect to Item Nos. 3 and 4 of the notice set out above is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3 and 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to secretarial@godrejproperties.com with a copy marked to evoting@nsdl.co.in
5. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, the financial statements including Report of Board of Directors,

Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).

6. **Process for registration of email id for obtaining Annual Report and user id/password for e-voting:** Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company KFin Technologies Private Limited ("KFintech") at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to einward.ris@kfintech.com.

7. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.godrejproperties.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

8. The Members will be able to attend the AGM through VC / OAVM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

9. The facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

10. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or use Toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in or at telephone number 022-24994360.

11. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

12. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE TO RAISE QUESTIONS DURING ANNUAL GENERAL MEETING:

13. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@godrejproperties.com from July 29, 2020 (9:00 a.m. IST) to August 1, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

NOTICE

15. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Friday, July 31, 2020 (9:00 a.m. IST) and ends on Tuesday, August 4, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, July 29, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

16. The Board of Directors has appointed Mr. Ashish Jain (Membership No. 6058 and CP No. 6124) of M/s. A K Jain & Co as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

17. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

18. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

19. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

20. The details of the process and manner for remote e-voting are explained herein below:

    Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

    How to Log-in to NSDL e-Voting website?

    i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.

    ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

    iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

    Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

    iv. Your User ID details are given below :

Manner of holding shares	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if your folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned in Note No. 6 above.

vi. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

iii. Select "EVEN" of company for which you wish to cast your vote.

iv. Now you are ready for e-Voting as the Voting page opens.

v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

vi. Upon confirmation, the message "Vote cast successfully" will be displayed.

vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

NOTICE

The instructions for Members for e-voting on the day of the AGM are as under:

(a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

(c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer Note No. 10 above

Other information:

21. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

22. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Executive Chairman or Managing Director or a person authorised by him in writing, who shall countersign the same.

24. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.godrejproperties.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

25. The venue of the meeting shall be deemed to be the Registered Office of the Company at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079.

26. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, upon the request being sent on secretarial@godrejproperties.com.

27. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 5, 2020 through email on secretarial@godrejproperties.com. The same will be replied by the Company suitably.

28. The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment/appointment under item No. 2 & 3 respectively of this Notice, is annexed.

29. Members who wish to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents, KFin Tech. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer to the unpaid dividend account of the Company, will be transferred along with the underlying shares to the Investor Education and Protection Fund (IEPF) as per Sections 124 and 125 of the Companies Act. Members are requested to claim their unclaimed dividends immediately to avoid transfer of the said dividends and underlying shares to the IEPF. Members may note that the dividend and shares transferred to IEPF could be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

30. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with KFintech. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants.

31. The Members of the Company had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors at the Thirty Second AGM of the Company which is valid till Thirty Seventh AGM of the Company to be held in 2022. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

32. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from April 01, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form and for ease in portfolio management.

33. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / KFintech.

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

ITEM NO. 3

In line with the Company's succession plan incorporating the phased retirement of existing directors combined with the induction of new independent directors, the Board of Director of the Company has, on the recommendation of the Nomination and Remuneration Committee, approved at its Meeting held on November 05, 2019 the appointment of Ms. Sutapa Banerjee, as an Additional Director in the category of Independent Director, subject to the approval of Members. The Company has received consent and eligibility letter from Ms. Sutapa Banerjee as required under the provisions of Section 149(6) Companies Act, 2013 and the Rules framed thereunder as well as well as Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India or any other such authority has been passed against Ms. Sutapa Banerjee debarring from accessing the capital markets and restraining from holding the position of Director in any listed Company.

In the opinion of the Board of Directors, Ms. Sutapa Banerjee, fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and are independent of the management. The brief profile of Ms. Sutapa Banerjee in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto. A copy of the draft Letter of Appointment for Independent Director is available for inspection through electronic mode, upon the request being sent on secretarial@godrejproperties.com

The Board recommends the resolution in relation to appointment of Ms. Sutapa Banerjee as an Independent Director for period upto 5 (five) consecutive years with effect from November 5, 2019 for the approval by the Members of the Company.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel their relatives except Ms. Sutapa Banerjee, are concerned or interested, financially or otherwise, in the above Resolution. The other relatives of Ms. Sutapa Banerjee may be deemed to be interested in the resolutions to the extent of their shareholding in the Company, if any.

NOTICE

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R. Nanabhoy & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-2021. In accordance with the provisions of Section 148 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, the Board of Directors recommended the Ordinary Resolution as set out at Item No. 4 of the Notice relating to ratification of the remuneration payable to the Cost Auditors for the financial year 2020-2021, for approval of the Members.

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.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by The Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed/appointed.

Brief Resume of the Directors

Name of the Director	**Mr. Pirojsha Godrej**	**Ms. Sutapa Banerjee**
Particulars	**(DIN: 00432983)**	**(DIN: 02844650)**
Age	39	54
Nationality	Indian	Indian
Date of Appointment	October 25, 2008	November 05, 2019
Shares held in the Company	10#	NIL
Qualification	Mr. Pirojsha Godrej holds a Bachelors Degree in Economics from the Wharton School at the University of Pennsylvania, a Masters degree in International Affairs from Columbia University's School of International and Public Affairs and a Masters degree in Business Administration from Columbia Business School, U.S.A.	Advanced Leadership Fellow (2015) at Harvard University, gold medalist in Economics from the XLRI School of Management in India, and an Economics honours graduate from Presidency College, Kolkata.
Expertise in specific functional Area	Management	Economics. Management and financial services
Terms & Conditions of re-appointment/ variation of remuneration	N.A.	Specified in Resolution No. 3 of the Notice
Remuneration last drawn	Kindly refer the Corporate Governance Report	NA
Directorships held in other Companies	- Godrej Agrovet Limited	- Monnet Ispat & Energy Limited

(excluding Foreign Companies and Section 8 Companies)	- Godrej Consumer Products Limited - Godrej Housing Finance Limited - Godrej Investment Advisers Private Limited - Godrej One Premises Management Private Limited - Praviz Developers Private Limited - Karukachal Developers Private Limited - Eranthus Developers Private Limited - Swaddle Projects Private Limited - Pyxis Developers Private Limited - Ceres Developers Private Limited	- Manappuram Finance Limited - Niyogin Fintech Limited - JSW Holdings Limited - Camlin Fine Sciences Limited - JSW Cement Limited - AXIS Capital Limited - Ananya Finance For Inclusive Growth Private Limited - JSW Industrial Gases Private Limited
Chairman/Membership in other committees* of the Board	None	**Manappuram Finance Limited** Member of Audit Committee **JSW Holdings Limited** Chairperson of Stakeholders Relationship Committee Member of Audit Committee **Niyogin Fintech Limited** Chairperson of Audit Committee
Inter-se relationship with other directors/ Key Managerial Personnel	No Director is related to any other Director on the Board in terms of the definition of "relative" given under the Companies Act, 2013	
No. of Board meetings attended during the year	5	2
Brief Profile	Pirojsha Godrej is the Executive Chairman of Godrej Properties, Godrej Housing Finance, and Godrej Fund Management and a Non-Executive Director at Godrej Consumer Products and Godrej Agrovet. Pirojsha graduated from the Wharton School of Business in 2002, completed his Masters in International Affairs from Columbia University in 2004, and an MBA from Columbia Business School in 2008. Pirojsha joined GPL in 2004, became an Executive Director in 2008, and was appointed CEO of Godrej Properties in 2012. He has led the company through a phase of rapid growth. In Financial Year 2016, Godrej Properties for the first time became India's #1 publicly listed real estate developer by residential sales, a position it has retained for the past 5 years.	Ms. Sutapa Banerjee has spent 24 years in the financial services industry across 2 large multinational banks (ANZ Grindlays and ABN AMRO), and a boutique Indian Investment bank (Ambit) where she built and headed several businesses. A well recognized thought leader in the Wealth Management space having headed and successfully built from scratch the Private Wealth businesses in both ABN AMRO Bank and Ambit Capital, Ms. Sutapa was voted one of the 'Top 20 Global Rising Stars of Wealth Management' by the Institutional Investor Group in 2007 - the only Indian and one of only two winners from Asia. As CEO she led Ambit Private Wealth to 'Best Private Bank in India in the 2013 AsiaMoney polls. In 2012 she was shortlisted in the '50 Most Powerful Women' by Fortune India.

NOTICE

	Under Pirojsha's leadership, Godrej Properties has been at the forefront of the sustainable development movement; in 2013, GPL received an award from former President of India, APJ Abdul Kalam for being one of the companies in India from across sectors to have driven the green building movement. Godrej Properties in 2016 was ranked #2 in Asia and #5 in the World in terms of its sustainability performance in the Global Real Estate Sustainability Benchmark Report. The Indian Green Building Council (IGBC) has awarded Pirojsha the IGBC Green Champion Award 2016 for his contribution to the sustainability of India's built environment. In 2017, Pirojsha was appointed the Executive Chairman of Godrej Properties. He also assumed the role of Executive Chairman of Godrej Fund Management. In 2019, Pirojsha founded and became the Executive Chairman of Godrej Housing Finance. He has travelled to over 90 countries and every continent and his interests include chess, scuba diving, and rare-book collecting. He is married and is the proud father of two young daughters.	Currently, she serves as an Independent Director on the boards of several companies in the JSW Group, Konecranes India, Women's World Banking Group, Axis Capital, Mannapuram Finance, Oxfam, and Niyogin Fintech. She is a Visiting Faculty with IIM Ahmedabad co-creating and co-teaching an elective on cognitive biases in decision making and its impact on corporate practices with a focus on gender- a first for any business school anywhere. Ms. Sutapa is also an adjunct faculty with IICA – the Government think tank under the Ministry of Corporate Affairs. In addition, she works as a Decision Coach for senior leadership talent and consults in the Wealth and Investments area for the Gerson Lehrman Group. Ms. Sutapa is an Advanced Leadership Fellow (2015) at Harvard University. Her area of study in which she teaches, consults, trains, writes and speaks both internationally and in India is on Cognitive Errors and Biases in Decision-making and the use of data analytics and design interventions to mitigate its impact. Ms. Sutapa is a gold medalist in Economics from the XLRI school of Management in India, and an Economics honours graduate from Presidency College Kolkata. A member of the CII National Committee on Integrity and Transparency in Governance, CII National Committee on Women's Empowerment and the Indian Women Network, she also serves on the Advisory Panel of the 'India Responsible Business Forum'.

**Details of membership and chairmanship in other committees includes only Audit Committee and Stakeholders' Relationship Committee*

 # does not include shares held as a trustee

By Order of the Board of Directors
For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer
ICSI Membership No. A10428

Place: Mumbai
Date: May 11, 2020

Registered office:
Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079
CIN: L74120MH1985PLC035308
Tel: +91 22 6169 8500 Fax: +91 22 6169 8888
Website: www.godrejproperties.com
Email: secretarial@godrejproperties.com

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Godrej Properties Limited

Registered Office:

Godrej Properties Limited

Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079. India

Tel: 91-22-61698500 | Website: www.godrejproperties.com

Regional Office

AHMEDABAD
2nd Floor,
RUDRAPATH
Near Rajpath Club
S. G. Highway
Ahmedabad -
380059.

BENGALURU
Level 10,
Prestige Obelisk,
No. 3
Kasturba Road,
Bengalure - 560 001

CHENNAI
No. 29, Riaz Gardens,
Fourth Floor,
Adjacent to Hotel
Palm Grove,
Diagonally opposite
to BRS Hospital
Kodambakkam
High Road,
Nungambakkam,
Chennai,
Tamil Nadu - 6000034

GURGAON
3rd Floor,
UM House Tower A,
Plot no.35,
Sector – 44,
Gurgaon – 122002
Haryana.

KOLKATA
Godrej Waterside,
Tower- II,
Unit No. 109 Plot – 5,
Block DP
Salt Lake Sector – V
Kolkata – 700091

PUNE
Godrej Eternia C,
Office A,
10th Floor,
3 Old Mumbai
Pune Highway,
Wakdewadi Shivaji
Nagar,
Pune - 411005

The images included in the Annual Report are relating to the following projects:

Project	RERA REGISTRATION NUMBER	RERA WEBSITE
Godrej RKS	P51800023915	https://maharera.mahaonline.gov.in/
The Trees, Residential Phase 1	P51800000165	
The Trees, Residential Phase 2	P51800000161	
The Trees, Origins	P51800000158	
Godrej Nest	P51800022159	
Godrej Exquisite	P51700024496	
Godrej Forest Grove	P52100023129	
Godrej Hillside 1	P52100022099	
Godrej Hillside 2	P52100022153	
Godrej Aria	Reg No. 61 of 2017 dated 17.08.2017	https://haryanarera.gov.in/
Godrej Summit	Reg No. 75 of 2017 dated 21.08.2017	
Godrej Nature Plus	Reg No. 18 of 2018 dated 30.01.2018	
Godrej Park Lane	UPRERAPRJ16697	http://www.up-rera.in/
Godrej Windsor	UPRERAPRJ16712	
Godrej South Estate	DLRERA2019P0003	https://rera.delhi.gov.in/
Godrej Nurture	PRM/KA/RERA/1251/308/PR/191220/003093	http://rera.karnataka.gov.in

Godrej Properties Limited, Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079. India
Tel: 91-22-61698500 | Website: www.godrejproperties.com

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