

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

CIN : L74120MH1985PLC035308

August 08, 2019

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 023.

**National Stock Exchange of India Limited,**  
Plot no.C-1, G Block, Exchange Plaza,  
4<sup>th</sup> Floor, Bandra-Kurla Complex,  
Mumbai 400 051.

**Re: - BSE - Scrip Code: 533150, Scrip ID - GODREJPRP**  
BSE-Security ID 782GPL20 – Debt Segment  
NSE - GODREJPROP

Dear Sir,

**Sub: - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

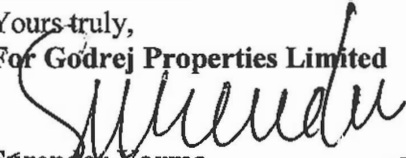
In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 please note that the Board of Directors of Godrej Landmark Redevelopers Private Limited (a material wholly owned subsidiary of Godrej Properties Limited) and Godrej Projects Development Limited (a material wholly owned subsidiary of Godrej Properties Limited) at their respective meetings held today i.e. August 08, 2019 have approved the Scheme of Amalgamation under Section 230-232 of the Companies Act, 2013 of Godrej Landmark Redevelopers Private Limited with Godrej Projects Development Limited (“Scheme”).

The Scheme is subject to the requisite statutory/ regulatory approvals including the approval of National Company Law Tribunal.

We enclose herewith the details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 in Annexure for the above mentioned Scheme.

Thank You.

Yours truly,  
For Godrej Properties Limited

  
Suren Varma  
Company Secretary & Chief Legal Officer

Encl.: a/a



**ANNEXURE**

**Amalgamation of Godrej Landmark Redevelopers Private Limited with Godrej Projects Development Limited:**

Sr. No.	Details of Events that need to be provided	Information of such Events
1.	Name of the Entity forming part of the amalgamation/merger, details in brief such as size, turnover etc.	<p>Godrej Landmark Redevelopers Private Limited (“GLRPL”) and Godrej Projects Development Limited (“GPDL”) both wholly owned subsidiaries of Godrej Properties Limited (GPL).</p> <p><i>Annual Turnover as at March 31, 2019 &amp; paid up share capital:</i></p> <p>GLRPL – Turnover of Rs. 930.07 crores with paid up equity share capital of Rs. 500,000 as on date.</p> <p>GPDL – Turnover of Rs. 1,386.29 crores with paid up equity share capital of Rs. 23,15,520 as on date.</p>
2.	Whether the transaction would fall within related party transaction(s)? If yes, whether the same is done at arms length	<p>GPL is neither a Transferor nor Transferee in the Scheme. Further, the transaction/Scheme would not fall within related party transactions in terms of the provisions of Section 188 of the Companies Act, 2013.</p> <p>Upon the proposed Scheme of Amalgamation coming into effect, GPDL will continue to be a wholly owned subsidiary of GPL and there will not be any change in the economic interest of GPL and its shareholders.</p>
3.	Area of business of the entities	GLRPL & GPDL are engaged in the Construction and Real Estate Development
4.	Rationale for the merger	<p>The Rationale of amalgamation of GLRPL with GPDL is as mentioned below:</p> <p>Consolidation of ownership in real estate projects</p> <ul style="list-style-type: none"> <li>• Elimination of multiple entities</li> <li>• Reducing the multiplicities of legal and regulatory compliances</li> <li>• Reducing time and efforts for coordination of financials at group level</li> <li>• Elimination of duplicative communication and coordination efforts</li> <li>• Rationalisation of administrative and compliance costs</li> </ul>
5.	In case of Cash consideration – amount or otherwise share exchange ratio	Not Applicable
6.	Brief details of change in shareholding pattern (if any) of listed entity	Upon the Scheme coming into effect, there will be no change in the shareholding of GPL and the shareholders of GPL will continue to remain beneficial owners of GPL in the same proportion in which they hold shares in GPL prior to the Scheme of Amalgamation.

