

ENSEMBLE HOLDINGS & FINANCE LIMITED

CIN: U67120MH1992PLC065457

Regd. Office: Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai - 400 079

Phone: 022-25188010

Date: May 20, 2020

To,
The Manager,

BSE Limited

Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Scrip Code: 533150
Security ID: 782GPL20 – Debt Segment

**National Stock Exchange of India
Limited**

Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051
Symbol: GODREJPROP

Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your records.

You are requested to kindly take note of the above.

For Ensemble Holdings and Finance Limited

Sd/-

**Nitin Nabar
Director**

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

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

| | | | |
|--|---|--|--|
| Name of the Target Company (TC) | Godrej Properties Limited | | |
| Name(s) of the transferor and Persons acting in Concert (PAC) with the transferor | Ensemble Holdings and Finance Limited | | |
| Whether the transferor belongs to promoter / promoter group | The transferor is a part of the promoter group | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | 1. The National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE) | | |
| Details of the transfer as follows | Number | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the transfer under consideration, holding of the transferor along with PAC: | | | |
| a) Shares carrying voting rights | 13,82,310 (Individually) 16,24,33,533 (Together with PAC) | 0.55% (Individually) 64.45% (Together with PAC) | 0.55% (Individually) 64.45% (Together with PAC) |
| b) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others) | NIL | NIL | NIL |
| c) Voting rights (VR) otherwise than by shares | NIL | NIL | NIL |
| d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 16,24,33,533 | 64.45% | 64.45% |
| Details of transfer: | | | |
| a) Shares carrying voting rights transferred | 13,82,310 | 0.55% | 0.55% |
| b) VRs transferred/ sold otherwise than by shares | NIL | NIL | NIL |
| c) Warrants/convertible securities/any other instrument that entitles the transferor to | NIL | NIL | NIL |

| | | | |
|---|---|--|--|
| receive shares carrying voting rights in the TC (specify holding in each category) transferred/ sold d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | NIL | NIL | NIL |
| e) Total (a+b+c+/-d) | 13,82,310 | 0.55% | 0.55% |
| After the transfer, holding of transferor along with PAC: | | | |
| a) Shares carrying voting rights | Nil (Individually) 16,24,33,533 (Together with PAC) (Refer Annexure A) | Nil (Individually) 64.45% (Together with PAC) (Refer Annexure A) | Nil (Individually) 64.45% (Together with PAC) (Refer Annexure A) |
| b) Shares encumbered with the acquirer | NIL | NIL | NIL |
| c) VRs otherwise than by shares | NIL | NIL | NIL |
| d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 16,24,33,533 | 64.45% | 64.45% |
| Mode of transfer (e.g. open market/ off-market /public issue / rights issue / preferential allotment / inter-se transfer etc). | Transferred pursuant to the Scheme of Arrangement (Demerger) between Ensemble Holdings and Finance Limited and Godrej Industries Limited and their respective shareholders ('Scheme') (Refer Note 1) | | |
| Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the TC. | May 14, 2020 being date of Scheme becoming effective by filing of e-Form INC – 28 with the Ministry of Corporate Affairs. The said e-Form was approved by the Ministry of Corporate Affairs on May 19, 2020. | | |
| Equity share capital / total voting capital of the TC before the said transfer | Rs. 1,26,01,19,555 (25,20,23,911 equity shares of Rs. 5 each) | | |

| | |
|--|---|
| Equity share capital/ total voting capital of the TC after the said transfer | Rs. 1,26,01,19,555 (25,20,23,911 equity shares of Rs. 5 each) |
| Total diluted share/voting capital of the TC after the said transfer | Rs. 1,26,01,19,555 (25,20,23,911 equity shares of Rs. 5 each) |

Note 1:

The National Company Law Tribunal, Mumbai bench vide its Order dated April 22, 2020 has approved the Scheme of Arrangement (Demerger) between Ensemble Holdings and Finance Limited (EHFL) and Godrej Industries Limited and their respective shareholders. Consequent to the said Order and filing of the final certified Orders vide e-Form INC – 28 with the Ministry of Corporate Affairs on May 14, 2020, the Scheme has become effective. The said e-Form has been approved by the Ministry of Corporate Affairs on May 19, 2020. Upon coming into effect of the Scheme, 13,82,310 equity shares (aggregating to 0.55% of the equity shares) of Godrej Properties Limited, being a part of the investment undertaking of EHFL stand transferred to and vested in Godrej Industries Limited. EHFL is a wholly owned subsidiary of Godrej Industries Limited. The actual transfer of shares in demat accounts is pending on account of lockdown restrictions.

The transfer pursuant to demerger relates to 0.55% of the equity shares of the Target Company. However, this disclosure has been filed out of abundant caution.

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 35 of the listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into Equity Shares of the TC.

Date: May 20, 2020

For Ensemble Holdings and Finance Limited

Sd/-

Nitin Nabar

Director

Annexure A - Shares of the Target Company

| | Pre-Scheme | | | Acquired / transferred pursuant to Scheme | | | Post-Scheme | | |
|---|--------------------|--------------------------|----------------------------------|---|--------------------------|----------------------------------|--------------------|--------------------------|----------------------------------|
| | Number of shares | % of total share capital | % of total diluted share capital | Number of shares | % of total share capital | % of total diluted share capital | Number of shares | % of total share capital | % of total diluted share capital |
| Acquirer(s)/ Transferee(s)/ Resulting Company: | | | | | | | | | |
| Godrej Industries Limited | 123,027,510 | 48.82% | 48.82% | 1,382,310 | 0.55% | 0.55% | 124,409,820 | 49.36% | 49.36% |
| Seller(s)-Transferor(s)/ Demerged Company: | | | | | | | | | |
| Ensemble Holdings and Finance Limited | 1,382,310 | 0.55% | 0.55% | (1,382,310) | -0.55% | -0.55% | - | 0.00% | 0.00% |
| Other PAC | 38,023,713 | 15.09% | 15.09% | - | - | - | 38,023,713 | 15.09% | 15.09% |
| Total | 162,433,533 | 64.45% | 64.45% | - | - | - | 162,433,533 | 64.45% | 64.45% |