

Date: July 18, 2024

To,
The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533150	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
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Sub: Disclosure in terms of Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

We, Nadir Godrej , Tanya Dubash, Nisaba Godrej, Pirojsha Godrej, Burjis Godrej and Hormazd Godrej are submitting the requisite notification under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) in respect of the indirect acquisition and realignment of voting rights over Godrej Properties Limited (“**GPL**”), among the promoter group (who have been classified as promoter group of GPL for more than three years in terms of Regulation 10(1)(a)(ii) of the SEBI SAST Regulations), pursuant to the family settlement agreement entered into amongst some members of the Godrej family on April 30, 2024 (“**Family Settlement Agreement / FSA**”).

This is for your information and records.

Thanking you,

Nadir Godrej	Tanya Dubash	Nisaba Godrej	Pirojsha Godrej	Burjis Godrej	Hormazd Godrej
40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006	Hasman Bungalow, 89B Bhulabhai Desai Road, Mumbai 400026, Maharashtra	4501, Strata, Planet Godrej, KK Marg, Mahalaxmi East, Mumbai 400011, Maharashtra	Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra	40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006	40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

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

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

PART A – Details of the Acquisition

Name of the Target Company (TC)	Godrej Properties Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mr. Nadir Godrej Ms. Tanya Dubash Ms. Nisaba Godrej Mr. Pirojsha Godrej Mr. Burjis Godrej Mr. Hormazd Godrej List of PAC is as per Annexure A		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition 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 acquisition under consideration, holding of acquirer along with PACs of:	Not applicable since it is an indirect acquisition and hence there is no change in the shareholding of GPL. As mentioned below, the family settlement agreement entered into between some of the members of the promoter group and their family members (“FSA”) contemplated a realignment of shares between members of the Godrej family in GIL and IMPL and therefore there is an indirect change in control of GPL. Consequently, the Acquirers along with PACs now own and control:		
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by equity shares	1.	64.66% of Godrej Industries Limited (“GIL”) ¹ , which in turn holds 47.34% stake in GPL;	
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	2.	80% of Innovia Multiventures Private Limited (“IMPL”), which in turn holds 2.68% stake in GPL.	
e) Total (a+b+c+d)	The number of shares acquired and the shareholding of GIL and IMPL before and after the realignment pursuant to the FSA is provided in Annexure B .		
Details of acquisition	Acquirers have not directly acquired equity shares of GPL. As mentioned below, the FSA contemplated a realignment of shares between members of the Godrej		

¹ Separately, the acquirers have acquired 12.65% shares of GIL, by way of a block deal from RKN Enterprises, another promoter group entity on July 8, 2024 (“**RKNE Transaction**”)

<p>a) Shares carrying voting rights acquired</p> <p>b) VRs acquired otherwise than by equity shares</p> <p>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+/-d)</p>	<p>family in GIL and IMPL and therefore there is an indirect change in control of GPL. The number of shares acquired and the shareholding of GIL and IMPL before and after the realignment pursuant to the FSA is provided in Annexure B. Consequently, the Acquirers along with PACs now own and control:</p> <ol style="list-style-type: none"> 1. 64.66% of GIL, which in turn holds 47.34% stake in GPL; 2. 80% of IMPL, which in turn holds 2.68% stake in GPL.
<p>After the acquisition, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p> <p>c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+d)</p>	<p>Acquirers have not directly acquired equity shares of GPL. The number of shares acquired and the shareholding of GIL and IMPL before and after the realignment pursuant to the FSA is provided in Annexure B.</p>
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc).</p>	<p>Acquirers have not directly acquired equity shares of GPL, but pursuant to the FSA, the Acquirers have,</p> <ol style="list-style-type: none"> 1. acquired 21.40% shares in GIL, by way of (a) realignment of 20.84% shares of GIL from the transferors to the Acquirers as stated in Annexure B, who are and have been members of the promoter group of GPL for more than 3 years; and (b) retiral of certain members of the Godrej family from Anamudi Real Estates LLP, an intermediate holding entity and promoter group entity, holding 0.57% shares of GIL. 2. acquired 40% of equity shares of IMPL by way of a realignment from transferors to the Acquirers as stated in Annexure B, who are

	<p>and have been members of the promoter group of GPL for more than 3 years,</p> <p>Consequently, the Acquirers along with PACs now own and control:</p> <p>3. 64.66% of GIL², which in turn holds 47.34% stake in GPL;</p> <p>4. 80% of IMPL, which in turn holds 2.68% stake in GPL.</p> <p>Taken together with their existing shareholding in GPL, the Acquirers along with PACs now hold and control 50.35% of the voting rights of GPL.</p> <p>Please refer to Annexure B for number of shares of GIL and IMPL acquired by the Acquirers.</p>
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	<p>1. The retiral of partners from Anamudi Real Estates LLP was completed on July 10, 2024; and</p> <p>2. The realignment of 20.84% shares of GIL from the transferors to the acquirers was completed on July 18, 2024</p>
Equity share capital / total voting capital of the TC before the said acquisition	INR 1,39,02,84,825 (27,80,56,965 equity shares of INR 5 each)
Equity share capital/ total voting capital of the TC after the said acquisition	INR 1,39,02,84,825 (27,80,56,965 equity shares of INR 5 each)
Total diluted share/voting capital of the TC after the said acquisition	INR 1,39,05,64,680 (27,81,12,936 equity shares of INR 5 each)

² Separately, the acquirers have acquired 12.65% shares of GIL, by way of a block deal from RKN Enterprises, another promoter group entity on July 8, 2024 (“**RKNE Transaction**”)



Signature

Nadir Godrej

40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



Signature

Pirojsha Godrej

Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



Signature

Tanya Dubash

Hasman Bungalow, 89B Bhulabhai Desai Road, Mumbai 400026, Maharashtra

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



Signature

Nisaba Godrej

4501, Strata, Planet Godrej, KK Marg, Mahalaxmi East, Mumbai 400011, Maharashtra

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

Burjis N. Godrej

Signature

Burjis Godrej

40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

[Signature page to the intimation under Regulation 29 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

Homazd Godrej

Signature

Homazd Godrej

40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

[Signature page to the intimation under Regulation 29 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

ANNEXURE A

1. Mr. Nadir Godrej
2. Ms. Tanya Dubash
3. Ms. Nisaba Godrej
4. Mr. Pirojsha Godrej
5. Mr. Adi Godrej
6. Ms. Rati Godrej
7. Ms. Karla Bookman
8. Mr. Burjis Godrej
9. Mr. Sohrab Godrej
10. Mr. Hormazd Godrej
11. Mr. Azaar Dubash
12. Mr. Aryaan Dubash
13. Ms. Sasha Godrej
14. Ms. Lana Godrej
15. Mr. Zoran Mehta
16. Ms. Aidan Mehta
17. ABG Family Trust
18. TAD Family Trust
19. TAD Children Trust
20. NG Family Trust
21. NG Children Trust
22. PG Family Trust
23. PG Children Trust
24. PG Lineage Trust
25. NBG Family Trust
26. RNG Family Trust
27. BNG Family Trust

28. BNG Successor Trust
29. BNG Lineage Trust
30. SNG Family Trust
31. SNG Successor Trust
32. SNG Lineage Trust
33. HNG Family Trust
34. AREL Enterprise LLP

ANNEXURE B

(i) **Realignment in Godrej Industries Limited pursuant to FSA**

<i>Name of Transferor</i>	<i>Name of Transferee</i>	<i>Number of shares realigned</i>	<i>% of shareholding in GIL</i>
Mr. Jamshyd Godrej	Mr. Nadir Godrej	30,868,338	9.17%
Ms. Raika Godrej	Ms. Tanya Dubash	997,089	0.30%
Mr. Navroze Godrej	Ms. Tanya Dubash	10,157,316	3.02%
Mrs. Smita Godrej Crishna	Ms. Tanya Dubash	606,329	0.18%
Mr. Jamshyd Godrej	Ms. Tanya Dubash	560,212	0.17%
Mrs. Nyrika Holkar	Ms. Tanya Dubash	773,383	0.23%
Mrs. Nyrika Holkar	Ms. Nisaba Godrej	13,094,330	3.89%
Mrs. Nyrika Holkar	Mr. Pirojsha Godrej	13,094,325	3.89%
Total		7,01,51,322	20.84%

(ii) **Partner Retirals**

<i>Name of the partnership</i>	<i>Number of shares held</i>	<i>% of shareholding in GIL</i>
Anamudi Real Estates LLP	19,16,792	0.57%

(iii) **Realignment in Innovia Multiventures Private Limited pursuant to FSA**

<i>Name of Transferor</i>	<i>Name of Transferee</i>	<i>Number of shares realigned</i>	<i>% shareholding of IMPL</i>
Ms. Raika Godrej	Mrs. Tanya Dubash	17,333	6.67%
Ms. Raika Godrej	Ms. Nisaba Godrej	8,667	3.33%
Mr. Navroze Godrej		8,666	3.33%
Mr. Navroze Godrej	Mr. Pirojsha Godrej	17,334	6.67%
Mrs. Freyan Crishna Bieri	Mr. Burjis Godrej	26,000	10.00%
Mrs. Nyrika Holkar	Mr. Hormazd Godrej	26,000	10.00%
Total		1,04,000	40.00%

(iv) **Pre-acquisition and Post-acquisition shareholding in Godrej Industries Limited³**

Name	Pre-acquisition shareholding (After RKNE Transaction)	Pre-acquisition shareholding % (After RKNE Transaction)	Pre-acquisition voting rights % (After RKNE Transaction)	Post-acquisition shareholding	Post-acquisition shareholding %	Post-acquisition voting rights %
(A) Acquirers and PACs						
Mr. Adi Godrej	6,07,692	0.18%	0.18%	6,07,692	0.18%	0.18%
Ms. Tanya Dubash	64,36,532	1.91%	1.91%	1,95,30,861	5.80%	5.80%
Ms. Nisaba Godrej	64,36,531	1.91%	1.91%	1,95,30,861	5.80%	5.80%
Mr. Pirojsha Godrej	64,36,535	1.91%	1.91%	1,95,30,860	5.80%	5.80%
Ms. Karla Bookman	2,37,000	0.07%	0.07%	2,37,000	0.07%	0.07%
Mr. Azaar Dubash	-	-	-	-	-	-
Mr. Aryaan Dubash	-	-	-	-	-	-
Ms. Sasha Godrej	2,41,200	0.07%	0.07%	2,41,200	0.07%	0.07%
Ms. Lana Godrej	2,65,000	0.08%	0.08%	2,65,000	0.08%	0.08%
Mr. Zoran Mehta	-	-	-	-	-	-
Ms. Aidan Mehta	-	-	-	-	-	-
Mr. Nadir Godrej	2,60,97,948	7.75%	11.53%	5,69,66,286	16.92%	20.69%
Mrs. Rati Godrej	-	-	-	-	-	-
Mr. Burjis Godrej	56,94,975	1.69%	0.00%	56,94,975	1.69%	-
Mr. Sohrab Godrej	52,82,647	1.57%	0.00%	52,82,647	1.57%	-
Mr. Hormazd Godrej	17,31,000	0.51%	0.00%	17,31,000	0.51%	-
ABG Family Trust	1,15,07,016	3.42%	3.42%	1,15,07,016	3.42%	3.42%
TAD Family Trust	1,19,34,517	3.54%	3.54%	1,19,34,517	3.54%	3.54%
TAD Children Trust	1	0.00%	0.00%	1	0.00%	0.00%
NG Family Trust	1,19,34,518	3.54%	3.54%	1,19,34,518	3.54%	3.54%
NG Children Trust	1	0.00%	0.00%	1	0.00%	0.00%
PG Family Trust	1,11,91,318	3.32%	3.32%	1,11,91,318	3.32%	3.32%
PG Children trust	1	0.00%	0.00%	1	0.00%	0.00%

³ After the intimation dated April 30, 2024, filed under Regulation 10(5) on May 1, 2024, and before the date of this intimation i.e., July 18, 2024, in relation to the FSA, the Acquirers have, after making the requisite filings, undertaken the RKNE Transaction. For convenience, the pre-acquisition shareholding in GIL in the table includes the shares acquired by the Acquirers pursuant to the RKNE Transaction. .

<i>Name</i>	<i>Pre-acquisition shareholding (After RKNE Transaction)</i>	<i>Pre-acquisition shareholding % (After RKNE Transaction)</i>	<i>Pre-acquisition voting rights % (After RKNE Transaction)</i>	<i>Post-acquisition shareholding</i>	<i>Post-acquisition shareholding %</i>	<i>Post-acquisition voting rights %</i>
PG Lineage Trust	1	0.00%	0.00%	1	0.00%	0.00%
NBG Family Trust	1,15,07,016	3.42%	3.42%	1,15,07,016	3.42%	3.42%
RNG Family Trust	1	0.00%	0.00%	1	0.00%	0.00%
BNG Family Trust	79,99,103	2.38%	2.38%	79,99,103	2.38%	2.38%
BNG Successor Trust	1	0.00%	0.00%	1	0.00%	0.00%
BNG Lineage Trust	1	0.00%	0.00%	1	0.00%	0.00%
SNG Family Trust	83,94,193	2.49%	2.49%	83,94,193	2.49%	2.49%
SNG Successor Trust	1	0.00%	0.00%	1	0.00%	0.00%
SNG Lineage Trust	1	0.00%	0.00%	1	0.00%	0.00%
HNG Family Trust	89,35,621	2.65%	2.65%	89,35,621	2.65%	2.65%
Anamudi Real Estates LLP ⁴	19,16,792	0.57%	0.57%	19,16,792	0.57%	0.57%
AREL Enterprise LLP	27,70,983	0.82%	0.82%	27,70,983	0.82%	0.82%
(B) Sellers						
Mr. Jamshyd Naoroji Godrej	3,14,29,854	9.33%	9.33%	1,304	0.00%	0.00%
Mr. Navroze Jamshyd Godrej	1,01,57,316	3.02%	3.02%	-	-	-
Ms. Raika Godrej	9,97,089	0.30%	0.30%	-	-	-
Mrs. Smita Godrej Crishna	6,07,634	0.18%	0.18%	1,305	0.00%	0.00%
Mrs. Nyrika Holkar	2,69,62,038	8.01%	8.01%	-	-	-

⁴ Mr. Navroze Godrej, Ms. Raika Godrej, Mrs. Smita Godrej Crishna, Ms. Nyrika Holkar and Mr. Rishad K. Naoroji have retired from Anamudi Real Estates LLP with effect from July 10, 2024.

(v) **Pre-acquisition and Post-acquisition shareholding in Innovia Multiventures Private Limited**

<i>Name</i>	<i>Pre-acquisition shareholding</i>	<i>Pre-acquisition shareholding %</i>	<i>Pre-acquisition voting rights %</i>	<i>Post-acquisition shareholding</i>	<i>Post-acquisition shareholding %</i>	<i>Post-acquisition voting rights %</i>
(A) Acquirers and PACs						
Mr. Adi Godrej	6,370	2.45%	2.45%	6,370	2.45%	2.45%
Ms. Tanya Dubash	15,210	5.85%	5.85%	32,543	12.52%	12.52%
Ms. Nisaba Godrej	15,210	5.85%	5.85%	32,543	12.52%	12.52%
Mr. Pirojsha Godrej	15,210	5.85%	5.85%	32,544	12.52%	12.52%
Mr. Nadir Godrej	52,000	20.00%	20.00%	52,000	20.00%	20.00%
Mr. Burjis Godrej	-	-	-	26,000	10.00%	10.00%
Mr. Hormazd Godrej	-	-	-	26,000	10.00%	10.00%
(B) Sellers						
Mr. Navroze Godrej	26,000	10.00%	10.00%	-	-	-
Mrs. Nyrika Holkar	26,000	10.00%	10.00%	-	-	-
Ms. Freyan Crishna Bieri	26,000	10.00%	10.00%	-	-	-
Ms. Raika Godrej	26,000	10.00%	10.00%	-	-	-
