

**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

November 03, 2017

**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> Fl.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**

Please note that the Board of Directors of the Company at its meeting held today i.e. November 03, 2017 has approved the Scheme of Amalgamation under Section 230-232 of the Companies Act, 2013 of Godrej Real Estate Private Limited, wholly owned subsidiary, with Godrej Properties 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. CIR/CFD/CMD/4/2015 dated September 09, 2015 in Annexure for the above mentioned Scheme.

Thank You.

Yours truly,  
**For Godrej Properties Limited**

  
**Surender Varma**  
Company Secretary & Chief Legal Officer

Encl.: a/a



**Amalgamation of Godrej Real Estate Private Limited with Godrej Properties 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 Real Estate Private Limited (“hereinafter referred as GREPL”) is a wholly owned subsidiary of Godrej Properties Limited (GPL) having an annual turnover of Rs. 10,32,543 as at March 31, 2017 with paid up equity share capital of Rs. 45,00,000/- (Rupees Forty Five Lakh only) as on date.</p> <p>GPL has an annual turnover of Rs. 705.28 crore as at March 31, 2017 and the paid up equity share capital of Rs. 1,08,23,87,885/- 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>Yes, the transaction would fall within related party transactions. However, the merger is between the wholly owned subsidiary and its parent holding company and no shares would be issued to discharge the consideration pursuant to the merger.</p> <p>Hence, no valuation report is required from an Independent Chartered Accountant under SEBI Circular dated March 10, 2017.</p>
3.	Area of business of the entities	GPL & GREPL are engaged in the Construction and Real Estate Development
4.	Rationale for the merger	<p>The Rationale of amalgamation of GREPL with GPL is as mentioned below:</p> <ul style="list-style-type: none"> <li>• Integrations of operations resulting in rationalization of administrative and operating costs; and</li> <li>• Elimination of Multiple Entities</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	<p>Since GREPL is a wholly owned subsidiary of GPL, no shares would be issued as consideration for the amalgamation. As a result, there would be no change in shareholding pattern of GPL on account of the amalgamation of GREPL with 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.</p>


