

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,
4th 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 Godrej Buildcon Private Limited (a material wholly owned subsidiary of Godrej Properties Limited) and Godrej Projects Development Private Limited (a wholly owned subsidiary of Godrej Properties Limited) at their respective meetings held today i.e. November 03, 2017 has approved the Scheme of Amalgamation under Section 230-232 of the Companies Act, 2013 of Godrej Buildcon Private Limited with Godrej Projects Development Private Limited (“Scheme”).

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

Godrej Projects Development Private Limited is in process of converting the status from Private Limited Company to Public Limited Company.

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 Buildcon Private Limited with Godrej Projects Development Private 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 Buildcon Private Limited (“GBPL”) and Godrej Projects Development Private Limited (“GPDPL”) both wholly owned subsidiaries of Godrej Properties Limited (GPL).</p> <p><i>Annual Turnover as at March 31, 2017 & paid up share capital:</i></p> <p>GBPL – Turnover of Rs. 353.97 crore with paid up equity share capital of Rs. 500,000 as on date.</p> <p>GPDPL – Turnover of Rs. 252.24 crore with paid up equity share capital of Rs. 23,15,520 as on date.</p> <p>GPDPL has applied for the conversion from a private limited company to public limited company.</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, GPDPL 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	GBPL & GPDPL are engaged in the Construction and Real Estate Development
4.	Rationale for the merger	<p>The Rationale of amalgamation of GBPL with GPDPL is as mentioned below:</p> <ul style="list-style-type: none"> • Integration of operations; • rationalization of administrative and operating costs; and • Elimination of Multiple Entities.
5.	In case of Cash consideration – amount or otherwise share exchange ratio	50,000 Preference Shares of GPDPL of Rs. 10 each fully paid up to be issued and allotted to all the shareholders of GBPL in proportion of their holdings in GBPL.
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.


