

Date: April 30, 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 under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We, Jamshyd Godrej and Smita Godrej Crishna (on behalf of ourselves and our respective family members), are submitting the requisite notification under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) in respect of the proposed realignment of shares of Godrej Properties Limited (“**GPL**”), between the promoters and promoter group (who have been classified as a member of the promoter group of GPL for more than three years in terms of Regulation 10(1)(a)(ii) of the SEBI SAST Regulations), as contemplated under the family settlement agreement entered into amongst some members of the Godrej Family (“**Family Settlement Agreement / FSA**”).

This is for your information and records.



Jamshyd Godrej (for himself and on behalf of the JNG Family)



Smita Godrej Crishna (for herself and on behalf of the SVC Family)

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Properties Limited (“GPL”) No additional shares of or voting rights in GPL are being acquired by the JNG Family and the SVC Family, as part of the Family Settlement Agreement. This disclosure is being made by way of abundant caution and on account of the shareholding to the extent of 3.83% held in GPL by Godrej & Boyce Manufacturing Company Ltd (an unlisted company) (“G&B”).
2.	Name of the acquirer(s)	(i) Jamshyd Godrej (ii) Pheroza Jamshyd Godrej (iii) Raika Jamshyd Godrej (iv) Navroze Jamshyd Godrej (persons listed to above are collectively referred to as, “JNG Family”) (v) Smita Godrej Crishna (vi) Nyrika Holkar (vii) Freyan Crishna Bieri (persons listed to above are collectively referred to as, “SVC Family”)
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Promoter & Promoter Group
4.	Details of the proposed acquisition	
	a.	Name of the person(s) from whom shares are to be acquired
	b.	Proposed date of acquisition
	c.	Number of shares to be acquired from each person mentioned in 4(a) above
		Please refer to Annexure A for the details of the promoters of GPL from whom JNG Family / SVC Family will acquire shares of G&B. The acquisition of the G&B shares is proposed to be completed any time after 4 days from the date of this intimation and after the receipt of the approval from the Competition Commission of India and in accordance with the Family Settlement Agreement. No additional shares of or voting rights in GPL are being acquired by the JNG Family and the SVC Family, as part of the Family Settlement Agreement. As a consequence of the realignment contemplated under the Family Settlement Agreement between some of the promoters (including the Acquirers) and their family members, JNG Family and SVC Family, who are promoters of G&B, will acquire from the promoter / promoter group members set out in para 4(a) above, an additional 1,91,412 shares of G&B.

			<p>G&B holds 3.83% of the share capital of GPL.</p> <p>The provisions of Takeover Regulations are not applicable for the proposed transfers, however, this form is being filed as by way of abundant caution.</p> <p>Pursuant to the FSA, the Acquirers are not to be regarded as 'persons acting in concert' with the transferors set out in Annexure A or any of the transferors affiliates, with respect to GPL, from the date hereof.</p> <p>Please refer to Annexure A for number of shares of G&B intended to be acquired by the Acquirers.</p>
	d.	Total shares to be acquired as % of share capital of TC	Please refer to our response in point 4(c) above.
	e.	Price at which shares are proposed to be acquired	Not applicable. The transaction is an indirect acquisition pursuant to the FSA where the shares are being realigned without monetary consideration.
	f.	Rationale, if any, for the proposed transfer	The proposed transaction is pursuant to the FSA.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		Regulation 10(1)(a)(ii).
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		The shares of the GPL are frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations. The volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period is Rs. 2,435.08 per share.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		Not Applicable.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		Not applicable. The transaction is an indirect acquisition pursuant to the FSA where the shares are being realigned without monetary consideration.
9.	<p>i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)</p> <p>ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p>		<p>We confirm that we have complied (during 3 years prior to the date of proposed acquisition) and will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011, as applicable.</p> <p>The disclosures filed by the transferors and the transferees, in individual capacity, in compliance with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 during 3 years prior to the date of the proposed acquisition are enclosed as Annexure B.</p>

10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		We confirm that all the conditions specified under regulation 10(1)(a) with respect to the exemption have been duly complied with. As mentioned above, this proposed transaction does not have an implication under the Takeover Regulations and this form is just being filed as a by way of abundant caution.			
11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
	A	Acquirer and PACs (other than sellers) ⁽¹⁾ :	As on date of this form, G&B holds 1,06,50,688 equity shares of shares in GPL constituting 3.83% of the total share capital of GPL.			
	B	Sellers	The shareholding of the Acquirers and PACs in GPL pre and post the proposed transaction is provided in Annexure C . No additional shares of or voting rights in GPL are being acquired by the JNG Family and the SVC Family, as part of the Family Settlement Agreement. Separately from the Family Settlement Agreement, certain Acquirers intend to acquire 1.43% shares of GPL as a separate and distinct transaction, by way of a block deal from RKN Enterprises, another promoter group entity. The required filings under Takeover Regulations, 2011, for this transfer under Regulation 10(1)(a)(ii), including the filing under Regulation 10(5) will be made by the concerned Acquirers at the relevant time by way of abundant caution.			

Notes:

- 1) Shareholding of each entity may be shown separately and then collectively in a group.



Jamshyd Godrej (for himself and on behalf of the JNG Family)

Date: April 30, 2024

Place: Mumbai



Smita Godrej Crishna (for herself and on behalf of the SVC Family)

Date: April 30, 2024

Place: Mumbai

ANNEXURE A

(i) **Family Settlement Transfers in Godrej & Boyce Manufacturing Company Limited (G&B)**

S. No.	Transferor from the ABG Family and/ or the NBG Family	Number of Realignment Shares of G&B to be transferred	Transferee from the JNG Family and/ or SVC Family	Number of Realignment Shares of G&B to be received
1	Mr. Adi Godrej Mrs. Tanya Dubash Ms. Nisaba Godrej Mr. Pirojsha Godrej	5 34,727 34,728 26,246	Mr. Jamshyd N. Godrej	95,706
2	Mr. Pirojsha Godrej Mr. Nadir Godrej Mr. Burjis Godrej	8,482 85,765 1,459	Mrs. Smita Godrej Crishna	95,706

(ii) **Pre-acquisition and Post-acquisition shareholding in G&B**

Name of the Shareholder	Pre-transaction holding		Post-transaction holding	
	No. of Shares	% holding	No. of Shares	% holding
Mr. A.B. Godrej	5	0.00%	-	0.00%
Ms. T.A. Dubash	34,727	5.12%	-	0.00%
Ms. Nisaba Godrej	34,728	5.12%	-	0.00%
Mr. P.A. Godrej	34,728	5.12%	-	0.00%
ABG Family	104,188	15.36%	-	0.00%
Mr. N.B. Godrej & Ms. R.N. Godrej	87,224	12.86%	1,459.00	0.22%
Mr. N.B. Godrej, Trustee of NBG Family Trust	15,455	2.28%	15,455.00	2.28%
Mr. B.N. Godrej & Ms. R.N. Godrej	1,459	0.22%	-	0.00%
Mr. S.N. Godrej & Ms. R.N. Godrej	47	0.01%	47.00	0.01%
NBG Family	104,185	15.36%	16,961.00	2.50%
Mr. J.N. Godrej	5	0.00%	5.00	0.00%
Mr. J.N. Godrej & P.J. Godrej			95,706.00	14.11%
Mr. J.N. Godrej & Others, Trustees of JNG Family Trust	32,710	4.82%	32,710.00	4.82%
Mrs. P.J. Godrej & Mr. J.N. Godrej	33	0.00%	33.00	0.00%
Ms. R.J. Godrej	1	0.00%	1.00	0.00%
Mr. J.N. Godrej & Others, Trustees of The Raika Godrej Family Trust	10,376	1.53%	10,376.00	1.53%

Mr. J.N.Godrej & Others, Trustees of Raika Lineage Trust	25,342	3.74%	25,342.00	3.74%
Mr. N.J. Godrej & Mr. J.N.Godrej	10,369	1.53%	10,369.00	1.53%
Mr. N.J. Godrej & Mrs. P.J. Godrej & Mr. J.N. Godrej	10	0.00%	10.00	0.00%
Mr. J.N.Godrej & Others, Trustees of Navroze Lineage Trust	25,342	3.74%	25,342.00	3.74%
JNG Family	104,188	15.36%	199,894.00	29.46%
Mrs. S.G. Crishna & Mr. V.M. Crishna	20	0.00%	95,726.00	14.11%
Mrs. S.G. Crishna & Others, Trustees of SGC Family Trust	35,313	5.20%	35,313.00	5.20%
Mr. V.M. Crishna & Mrs. S.G. Crishna	13	0.00%	13.00	0.00%
Mrs. F.C.Bieri & Mrs. S.G.Crishna	10,370	1.53%	10,370.00	1.53%
Mrs. F.C. Bieri & Mrs. S.G. Crishna & Mr. V.M. Crishna	10	0.00%	10.00	0.00%
Mrs. S.G. Crishna & Others, Trustees of FVC Family Trust	24,040	3.54%	24,040.00	3.54%
Mrs. Nyrika Holkar & Mrs. S.G.Crishna	10,381	1.53%	10,381.00	1.53%
Mrs. S.G. Crishna & Others, Trustees of NVC Family Trust	24,040	3.54%	24,040.00	3.54%
SVC Family	104,187	15.36%	199,893.00	29.46%
Mr. R.K.Naoroji	1	0.00%	1.00	0.00%
Mr. R.K.Naoroji & Others, Partners of M/s. RKN Enterprises	104,185	15.36%	104,185.00	15.36%
RKN	104,186	15.36%	104,186.00	15.36%
Godrej Family Members	520,934	76.78%	520,934.00	76.78%
Mr. P.D. Lam & Others, Trustees of Pirojsha Godrej Foundation	157,500	23.21%	157,500.00	23.21%
Surveyors & Co. Pvt. Ltd.	11	0.00%	11.00	0.00%
Total Shareholding	678,445	100.00%	678,445.00	100.00%

ANNEXURE B

Entity making disclosure	Date	Regulation Number	Submitted to	Reasons (if applicable)
Acquirers	N.A. <i>(No disclosures have been made by the Acquirers, in individual capacity under Takeover Regulations, 2011 during 3 years prior to the date of the proposed acquisition)</i>			
Sellers	Enclosed as part of Annexure B .			

ANNEXURE C

Pre-acquisition and Post-acquisition shareholding in Godrej Properties 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. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of JNG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of PJG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Ms. Raika Jamshyd Godrej	25	0.00%	0.00%	25	0.00%	0.00%
Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of The Raika Godrej Family Trust)	12	0.00%	0.00%	12	0.00%	0.00%
Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of RJG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of Raika Lineage Trust)	1,904,875	0.69%	0.69%	1,904,875	0.69%	0.69%
Mr. Navroze Jamshyd Godrej	16	0.00%	0.00%	16	0.00%	0.00%
Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of NJG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mr. Jamshyd Godrej, Mrs. Pheroza Godrej and Mr. Navroze Godrej (Trustees of Navroze Lineage Trust)	2,081,500	0.75%	0.75%	2,081,500	0.75%	0.75%
Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of SGC Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mrs. Smita Godrej Crishna, Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar (Trustees of VMC Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mrs. Freyan Crishna Bieri	176,628	0.06%	0.06%	176,628	0.06%	0.06%

