

November 06, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Ref: Godrej Properties Limited

BSE - Script Code: 533150, Scrip ID - GODREJPROP

BSE - Security Code – 974950, 974951, 975090, 975091, 975856, 975857, 976000 - Debt Segment

NSE - Symbol - GODREJPROP

Sub: - Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), this is to inform you that the Board of Directors of the Company at its meeting held today, i.e. November 06, 2025, has approved the Scheme of Amalgamation of Embellish Houses Private Limited (*Formerly known as Embellish Houses LLP*) (‘EHPL’ or ‘Transferor Company’), with Godrej Properties Limited (‘GPL’ or ‘Transferee Company’) and their respective shareholders (‘Scheme’) pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, subject to the requisite approvals and sanction of the jurisdictional bench of National Company Law Tribunal (‘NCLT’) and subject to the approval of shareholders and / or creditors of GPL, Central Government, or such other competent authority as may be directed by the NCLT.

The Transferor Company is a wholly owned subsidiary of the Transferee Company.

The details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as Annexure A.

The Board meeting commenced at 11:30 a.m. and concluded at 12:55 p.m.

The logo for Godrej, featuring the word "Godrej" in a stylized, cursive script font.

Request you to take the same on record.

Thank you.

Yours truly,

For Godrej Properties Limited

Ashish Karyekar
Company Secretary

Encl: a/a

The logo for Godrej, featuring the word "Godrej" in a stylized, cursive script font.

Annexure A

Details of Amalgamation:

Sr. No.	Particulars	Details												
1.	Name of the entities forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.;	<p>Transferee Company: Godrej Properties Limited ('GPL' or 'Transferee Company') bearing CIN - L74120MH1985PLC035308 is a listed company incorporated on February 08, 1985 under the provisions of the Companies Act, 1956 having its registered office at Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400079.</p> <p>Transferor Company: Embellish Houses Private Limited ('EHPL' or 'Transferor Company') bearing CIN - U68100MH2025PTC460029 is an unlisted Company incorporated on October 31, 2025 on conversion of Embellish Houses LLP, a Limited Liability Partnership incorporated on February 06, 2019, into a Company limited by shares under the provisions of the Companies Act, 2013, having registered office at Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400079.</p> <p>EHPL is a wholly owned subsidiary of GPL. GPL holds 99.99% of the paid-up equity share capital of EHPL. Godrej Projects Development Limited, a wholly owned subsidiary of GPL, holds 00.01% of the paid-up equity share capital of EHPL as a nominee shareholder on behalf of GPL.</p> <p>The details of paid up capital, net worth, and turnover of GPL and Embellish Houses LLP (now converted into Embellish Houses Private Limited i.e., EHPL) as on/ for the period ended September 30, 2025 are as under:</p> <p style="text-align: right;">(Rs. in Lakhs)</p> <table border="1" style="margin-left: auto; margin-right: auto;"><thead><tr><th style="text-align: center;">Particulars</th><th style="text-align: center;">Transferee Company</th><th style="text-align: center;">Transferor Company</th></tr></thead><tbody><tr><td>Paid up Capital</td><td style="text-align: right;">15,060.32</td><td style="text-align: right;">3.66</td></tr><tr><td>Net worth</td><td style="text-align: right;">17,51,296.63</td><td style="text-align: right;">3.66</td></tr><tr><td>Turnover</td><td style="text-align: right;">19,833.31</td><td style="text-align: center;">-</td></tr></tbody></table>	Particulars	Transferee Company	Transferor Company	Paid up Capital	15,060.32	3.66	Net worth	17,51,296.63	3.66	Turnover	19,833.31	-
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Paid up Capital	15,060.32	3.66												
Net worth	17,51,296.63	3.66												
Turnover	19,833.31	-												
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>EHPL is a wholly owned subsidiary of GPL and as such related party to each other.</p> <p>However, the said transaction shall not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013 pursuant to the clarifications given by the Ministry of Corporate Affairs, vide its General Circular No. 30/2014 dated July 17, 2014.</p> <p>Further, pursuant to the Listing Regulations, the related party transaction provisions are not applicable to the proposed Scheme, and the Scheme is also exempt from the application</p>												



Sr. No.	Particulars	Details
		of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.
3.	Area of business of the entities	EHPL is engaged primarily in the business of real estate development. GPL is engaged primarily in the business of real estate development.
4.	Rationale for amalgamation/ merger	The Rationale of amalgamation of EHPL with GPL is as mentioned below: <ul style="list-style-type: none"> • Consolidation of real estate business. There are several commonalities and synergistic linkages, and the consolidation of real estate business will result in operational efficiency; • Ensuring a streamlined group structure by reducing the number of legal entities in the group and reducing the multiplicity of legal and regulatory compliances required; • Pooling of the technical resources, personnel, capabilities, skills and expertise leading to optimum use of infrastructure, cost reduction and efficiencies, reduction of administrative and operational costs; • Administrative and operational convenience, elimination of duplication of communication and co-ordination efforts; • Rationalizing costs by eliminating multiple record keeping and administrative functions; and • Reducing time and efforts for consolidation of financials at the group level
5.	In case of cash consideration – amount or otherwise share exchange ratio	Not applicable The Transferor Company is a wholly owned subsidiary of the Transferee Company, and the entire share capital of the Transferor Company is held by the Transferee Company. Therefore, upon the scheme becoming effective, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Company.
6.	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the shareholding pattern of GPL pursuant to the proposed Scheme as no shares are being issued by GPL in consideration of the proposed Scheme.