

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
---	--

Sub: Intimation under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(a)(ii) 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 10(6) 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 40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006	Tanya Dubash Hasman Bungalow, 89B Bhulabhai Desai Road, Mumbai 400026, Maharashtra	Nisaba Godrej 4501, Strata, Planet Godrej, KK Marg, Mahalaxmi East, Mumbai 400011, Maharashtra	Pirojsha Godrej Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra	Burjis Godrej 40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006	Hormazd Godrej 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

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Properties Limited (“ GPL ”)
2.	Name of the acquirer(s)	Mr. Nadir Godrej Ms. Tanya Dubash Ms. Nisaba Godrej Mr. Pirojsha Godrej Mr. Burjis Godrej Mr. Hormazd Godrej
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Acquirers have not directly acquired equity shares of GPL, but pursuant to a family settlement agreement between some of the members of the promoter group and their family members (“FSA”), the Acquirers have, 1. acquired 21.40% shares in Godrej Industries Limited (“GIL”), by way of (a) realignment of 20.84% shares of GIL from the transferors to the Acquirers as stated in Annexure A, 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; and 2. acquired 40% of equity shares of Innovia Multiventures Private Limited (“IMPL”) by way of a realignment from transferors to the Acquirers as stated in Annexure A, who are and have been members of the promoter group of GPL for more than 3 years. Consequently, the Acquirers along with PACs now own and control: - 64.66% of GIL,¹ which in turn holds 47.34% stake in GPL; - 80.00% of IMPL, which in turn holds 2.68% stake in GPL.

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**”).

		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. Please refer to Annexure A for number of shares of GIL and IMPL acquired by the Acquirers.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii)
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	- Yes, disclosure of the indirect acquisition was required to be made under Regulation 10(5). - Yes, disclosure was made to the stock exchanges within the timeline specified in the regulations i.e., at least 4 working days prior to the indirect acquisition. - The disclosure dated April 30, 2024 was filed with the stock exchanges on May 1, 2024.
7.	Details of acquisition	Disclosures required to be made under regulation 10(5) Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller: i. Mr. Jamshyd Godrej ii. Mr. Navroze Godrej iii. Ms. Raika Godrej iv. Mrs. Smita Godrej Crishna v. Mrs. Nyrika Holkar vi. Ms. Freyan Crishna Bieri vii. Retiral of partners from Anamudi Real Estates LLP, resulting in only the Acquirers continuing to be partners in Anamudi Real Estates LLP	Yes Yes
	b. Date of acquisition	1. The retiral of partners from Anamudi Real Estates LLP was completed on July 10, 2024; and

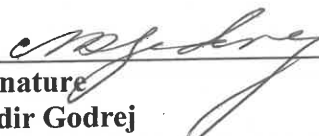
			2. The realignment of 20.84% shares of GIL from the transferors to the acquirers was completed on July 18, 2024.			
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above –	As specified above, the Acquirers have not directly acquired equity shares of GPL.			
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Shares of GPL have not been acquired directly. However, 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.			
	e.	Price at which shares are proposed to be acquired / actually acquired	Not Applicable since it is an indirect acquisition.			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee (*)	As mentioned above, the FSA contemplated a realignment of shares between members of the Godrej family and therefore there is an indirect change in control of GPL. The shareholding of GIL and IMPL before and after the FSA transactions is provided in Annexure A . Acquirers have not directly acquired equity shares of GPL.			
	b	Each Seller / Transferor				

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.

Date: July 18, 2024

[Signature pages to follow]


Signature
Nadir Godrej

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

[Signature page to the intimation under Regulation 10(6) 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 10(6) 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 10(6) 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 10(6) 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 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

Hormazd Godrej

Signature

Hormazd Godrej

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

[Signature page to the intimation under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

ANNEXURE A

(i) Acquirers and PACs

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

(ii) **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%

(iii) **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%

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

<i>Name of Transferor</i>	<i>Name of Transferee</i>	<i>Number of shares being 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%

(v) **Pre-acquisition and Post-acquisition shareholding in Godrej Industries Limited²**

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%

² 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>
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%
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 ³	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%	-	-	-

³ Mr. Navroze Godrej, Ms. Raika Godrej, Mrs. Smita Godrej Crishna, Mrs. Nyrika Holkar and Mr. Rishad K. Naoroji have retired from Anamudi Real Estates LLP with effect from July 10, 2024.

(vi) **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%	-	-	-
