

Godrej Industries Ltd.
Regd. Office : Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8068/8063/8074
Website : www.godrejinds.com
CIN : L24241MH1988PLC097781

Email / Hand Delivery

December 18, 2014

Godrej Properties Limited
Godrej Bhavan 4th Floor,
4A, Home Street,
Fort, Mumbai - 400 001.

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.

Dear Sir,

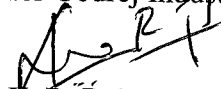
Disclosure under Regulation 29(2) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find enclosed disclosure in the format prescribed in Regulation 29(2) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to kindly take note of the same and acknowledge receipt.

Thank you.

Yours faithfully,
for Godrej Industries Limited


K. R. Rajput
Company Secretary

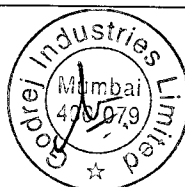


encl.: as above.



Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Godrej Properties Limited		
Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer	Godrej Industries Limited		
Whether the acquirer / seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and The National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition/ disposal under consideration, holding of :			
a) Shares carrying voting rights	12,27,75,304	61.619%	61.619%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer / seller to receive shares carrying voting rights in the T C (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	<u>12,27,75,304</u>	<u>61.619%</u>	<u>61.619%</u>
Details of acquisition/sale:			
a) Shares carrying voting rights acquired / sold	68,15,000	3.419 % #	3.419% #
b) VRs acquired /sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer / seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold	--	--	--
d) Shares encumbered / invoked/released by the acquirer / seller	--	--	--
e) Total (a+b+c+/-d)	<u>68,15,000</u>	<u>3.419 % #</u>	<u>3.419 % #</u>
# Adjusted for various corporate actions of Godrej Properties Limited (Target Company)			

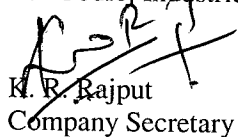


After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	11,59,60,304	58.170 % ^{\$}	58.170 % ^{\$}
b) Share encumbered with the acquirer/ seller	--	--	--
c) VRs otherwise than by shares	--	--	--
d) Warrants/convertible securities / any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the T C (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	<u>11,59,60,304</u>	<u>58.170 % ^{\$}</u>	<u>58.170 % ^{\$}</u>
^{\$} Adjusted for various corporate actions of Godrej Properties Limited (Target Company)			
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Total 68,15,000 equity shares of face value of Rs.5/- each by way of open market sale on BSE Limited, details attached (Annexure 1).		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	As per Annexure 1, attached		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	As per Annexure 1, attached		
Total diluted share/voting capital of the TC after the said acquisition / sale	As per Annexure 1, attached		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Godrej Industries Limited


K. R. Rajput
Company Secretary



Encl.: As above

Place: Mumbai

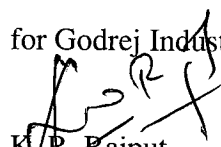
Date: December 18, 2014

Annexure to disclosure under Reg.29(2), dated December 18, 2014

Name of the Company : Godrej Properties Limited
Name of the Promoter Company : Godrej Industries Limited
Statement showing particulars of shares sold by the Promoter

Date	Quantity of equity shares sold	Transaction price per equity share (Rs.)	Sale Value (Rs. crore)	Paid up equity share capital of TC before & after sale and diluted share capital of TC after sale	% of paid up equity share capital of TC sold
	(a)	(b)	(a x b)		
25-Jun-14	17,00,000	237.35	40.35	19,92,48,958	0.853%
24-Sep-14	20,95,000	241.00	50.49	19,93,47,222	1.051%
17-Dec-14	30,20,000	248.50	75.05	19,93,48,704	1.515%
TOTAL	68,15,000		165.89		3.419 %

for Godrej Industries Limited


K/R Rajput
Company Secretary

