

BSE Limited

Corporate Relations Department
1st Floor, Rotunda Bldg.,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001.

The National Stock Exchange of India Ltd

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

Dear Sir,

Ref. : **Godrej Properties Ltd.**
BSE – Scrip Code : 533150, Scrip ID – GODREJPRP
NSE - GODREJPROP

Sub: Disclosure 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

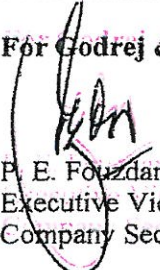
Please find enclosed herewith the Disclosure under Regulation 10(5) with respect to the proposed acquisition of equity shares of Godrej Properties Limited under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record and acknowledge.

Thank You.

Yours faithfully,

For Godrej & Boyce Mfg. Co. Ltd.


P. E. Fouzdar
Executive Vice President (Corporate Affairs) &
Company Secretary



Date : 13th March, 2015

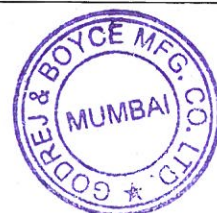
Place : Mumbai

Encl : A/a



Disclosure 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
2	Name of the acquirer(s)	Godrej & Boyce Mfg. Co. Ltd.
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	Yes
4	Details of the proposed acquisition	
	a) Name of the person(s) from whom shares are to be acquired	Godrej Industries Limited
	b) Proposed date of acquisition	In tranches or otherwise, between the period 23rd March 2015 to 31st March 2015
	c) Number of shares to be acquired from each person mentioned in 4(a) above	Upto 36,00,000 equity shares of the face value of Rs. 5 each
	d) Total shares to be acquired as % of share capital of TC	Upto 1.81 % of the share capital of Godrej Properties Limited, the target company
	e) Price at which shares are proposed to be acquired	Market price prevailing on the proposed date of the acquisition, subject to the price not exceeding Rs. 345.03 per share on any of the stock exchanges where the shares of the target company are traded
	f) Rationale, if any, for the proposed transfer	Inter-se transfer of shares amongst qualifying persons
5	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	(iii)
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.	Rs. 276.03 on the National Stock Exchange (WORKINGS ENCLOSED)
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.	We, Godrej & Boyce Mfg. Co. Ltd, the acquirer, hereby declare that the acquisition price of equity shares of Godrej Properties Limited, the target company, would not be higher by more than 25% of the price computed in point 6 hereinabove.
9	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the	We, Godrej & Boyce Mfg. Co. Ltd., the acquirer, hereby declare that Godrej Industries Ltd., the transferor and we, the transferee, have complied with applicable disclosure requirements of Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



	repealed Takeover Regulations 1997)				
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, Godrej & Boyce Mfg. Co. Ltd., the acquirer, hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions have been duly complied with.			
11	Shareholding details	Before the proposed transaction (as on 13 th March, 2015)		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(s) and PACs (other than sellers)(*)				
	GODREJ & BOYCE MFG CO LTD	63,50,688	3.18	99,50,688	4.99
	GODREJ INVESTMENTS PVT LTD	57,20,862	2.87	57,20,862	2.87
	ENSEMBLE HOLDINGS AND FINANCE LTD	13,82,310	0.69	13,82,310	0.69
	GODREJ FAMILY MEMBERS #	1,99,32,144	9.99	1,99,32,144	9.99
	TOTAL (a)	3,33,86,004	16.73	3,69,86,004	18.54
	B) Seller (s)				
	GODREJ INDUSTRIES LIMITED	11,59,60,304	58.17	11,23,60,304	56.36
	TOTAL (b)	11,59,60,304	58.17	11,23,60,304	56.36

Godrej Family Members include Mr. A.B. Godrej, Mr. J.N. Godrej, Mr. N.B. Godrej, Ms. S. G. Crishna and their respective spouse, parents, brothers, sisters and children and Mr. R.K. Naoroji.

Paid up capital of Godrej Properties Ltd. as on 13.03.2015 – 19, 93,48,704 equity shares of Rs. 5 each

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Godrej & Boyce Mfg. Co. Ltd.

P. E. Fouzdar

Executive Vice President (Corporate Affairs) &
Company Secretary



Encl : A/a

Date : 13th March, 2015

Place : Mumbai

Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On		Closing market price as of 12.03.2015 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Properties Ltd.	276.03	261.84	268.20	345.03

* since volume of shares traded on NSE are higher than BSE, the weighted average rate on NSE is considered.

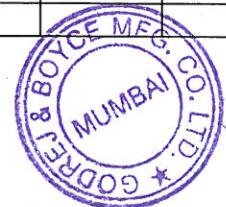


Historical Security-wise Price Volume Data on National Stock Exchange Limited

Company: Godrej Properties Ltd.

Data for GODREJPROP - ALL from 16-December-2014 to 12-March-2015

Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average	Total Traded	Turnover	Product
										Price	Quantity	in	
										(a)	(b)	₹ Lacs	(a x b)
1	GODREJPROP	EQ	16-Dec-14	255.40	254.60	258.05	245.35	246.00	248.40	252.02	149,297	376.26	37,625,830
2	GODREJPROP	EQ	17-Dec-14	248.40	246.00	262.00	242.00	247.55	247.75	248.77	350,231	871.26	87,126,966
3	GODREJPROP	EQ	18-Dec-14	247.75	253.50	258.00	248.00	249.50	249.60	251.75	152,100	382.91	38,291,175
4	GODREJPROP	EQ	19-Dec-14	249.60	253.50	254.70	245.65	246.35	246.90	249.22	164,596	410.21	41,020,615
5	GODREJPROP	EQ	22-Dec-14	246.90	248.00	249.80	246.00	248.40	247.20	247.23	59,304	146.62	14,661,728
6	GODREJPROP	EQ	23-Dec-14	247.20	249.25	251.75	246.40	248.50	248.15	248.49	105,852	263.03	26,303,163
7	GODREJPROP	EQ	24-Dec-14	248.15	246.55	250.50	244.00	249.00	248.25	246.42	146,362	360.66	36,066,524
8	GODREJPROP	EQ	26-Dec-14	248.25	248.30	250.25	246.00	249.00	248.35	248.35	45,951	114.12	11,411,931
9	GODREJPROP	EQ	29-Dec-14	248.35	248.05	253.70	247.95	250.40	250.05	250.36	88,362	221.22	22,122,310
10	GODREJPROP	EQ	30-Dec-14	250.05	259.35	269.20	255.55	257.00	257.30	261.56	374,812	980.35	98,035,827
11	GODREJPROP	EQ	31-Dec-14	257.30	258.00	260.80	255.10	257.95	257.55	257.40	140,821	362.48	36,247,325
12	GODREJPROP	EQ	01-Jan-15	257.55	258.00	258.75	254.05	255.30	255.20	256.62	44,837	115.06	11,506,071
13	GODREJPROP	EQ	02-Jan-15	255.20	257.00	259.00	255.10	257.40	256.60	257.34	55,072	141.72	14,172,228
14	GODREJPROP	EQ	05-Jan-15	256.60	260.00	267.80	256.65	263.60	264.45	262.90	147,500	387.78	38,777,750
15	GODREJPROP	EQ	06-Jan-15	264.45	261.80	264.90	254.00	256.15	255.45	259.07	107,265	277.89	27,789,144
16	GODREJPROP	EQ	07-Jan-15	255.45	256.00	258.30	248.00	252.50	252.25	253.53	96,927	245.74	24,573,902
17	GODREJPROP	EQ	08-Jan-15	252.25	253.30	258.00	250.95	252.10	252.50	253.91	59,051	149.94	14,993,639
18	GODREJPROP	EQ	09-Jan-15	252.50	254.95	256.00	250.20	250.90	251.00	252.60	80,536	203.44	20,343,394
19	GODREJPROP	EQ	12-Jan-15	251.00	251.00	254.85	250.10	253.50	253.20	252.85	62,726	158.60	15,860,269
20	GODREJPROP	EQ	13-Jan-15	253.20	254.50	256.70	251.30	253.30	252.70	253.86	52,188	132.49	13,248,446
21	GODREJPROP	EQ	14-Jan-15	252.70	252.10	253.60	250.30	253.00	251.30	251.71	49,101	123.59	12,359,213
22	GODREJPROP	EQ	15-Jan-15	251.30	255.50	266.90	255.50	260.90	261.85	263.18	328,186	863.71	86,371,991
23	GODREJPROP	EQ	16-Jan-15	261.85	262.20	265.40	257.70	260.40	259.65	262.46	92,251	242.12	24,212,197
24	GODREJPROP	EQ	19-Jan-15	259.65	264.65	264.65	260.00	262.95	261.65	262.01	69,342	181.68	18,168,297
25	GODREJPROP	EQ	20-Jan-15	261.65	264.70	273.00	261.55	269.00	269.35	268.57	189,803	509.75	50,975,392
26	GODREJPROP	EQ	21-Jan-15	269.35	271.70	271.70	264.00	265.00	265.15	266.40	78,582	209.34	20,934,245
27	GODREJPROP	EQ	22-Jan-15	265.15	267.70	273.85	264.00	268.00	267.95	269.08	151,140	406.69	40,668,751
28	GODREJPROP	EQ	23-Jan-15	267.95	268.20	273.50	265.00	267.00	266.65	268.44	112,797	302.79	30,279,227
29	GODREJPROP	EQ	27-Jan-15	266.65	266.65	281.00	266.65	275.20	275.35	276.08	782,347	2,159.92	215,990,360
30	GODREJPROP	EQ	28-Jan-15	275.35	270.50	287.70	270.50	277.00	276.70	280.80	451,863	1,268.82	126,883,130
31	GODREJPROP	EQ	29-Jan-15	276.70	276.85	282.00	272.70	279.00	279.05	278.12	207,103	576.00	57,599,486
32	GODREJPROP	EQ	30-Jan-15	279.05	280.00	285.00	276.00	279.15	279.50	280.14	197,609	553.58	55,358,185
33	GODREJPROP	EQ	02-Feb-15	279.50	277.05	281.10	273.55	275.50	275.70	278.00	110,536	307.29	30,729,008
34	GODREJPROP	EQ	03-Feb-15	275.70	275.00	285.25	275.00	283.50	282.00	281.39	207,310	583.34	58,334,961
35	GODREJPROP	EQ	04-Feb-15	282.00	284.90	287.50	280.50	287.50	285.00	283.69	152,749	433.33	43,333,364
36	GODREJPROP	EQ	05-Feb-15	285.00	284.00	295.00	282.25	290.00	289.65	289.79	370,800	1,074.55	107,454,132
37	GODREJPROP	EQ	06-Feb-15	289.65	287.00	295.50	282.50	286.00	283.90	289.17	228,271	660.09	66,009,125
38	GODREJPROP	EQ	09-Feb-15	283.90	282.85	288.95	279.55	283.50	284.20	285.48	118,940	339.55	33,954,991
39	GODREJPROP	EQ	10-Feb-15	284.20	283.70	289.50	281.55	288.20	287.40	286.51	92,561	265.19	26,519,652
40	GODREJPROP	EQ	11-Feb-15	287.40	286.00	297.75	286.00	293.70	294.00	293.44	138,584	406.66	40,666,089
41	GODREJPROP	EQ	12-Feb-15	294.00	296.00	303.00	294.00	298.00	297.15	298.64	231,311	690.79	69,078,717
42	GODREJPROP	EQ	13-Feb-15	297.15	297.15	299.00	294.60	298.00	295.85	296.10	89,150	263.97	26,397,315
43	GODREJPROP	EQ	16-Feb-15	295.85	295.15	299.30	294.60	297.00	295.80	296.77	91,356	271.12	27,111,720
44	GODREJPROP	EQ	18-Feb-15	295.80	298.90	302.60	297.05	298.40	298.40	299.05	246,769	737.95	73,796,269
45	GODREJPROP	EQ	19-Feb-15	298.40	300.00	309.50	299.00	302.60	304.40	304.39	207,395	631.30	63,128,964
46	GODREJPROP	EQ	20-Feb-15	304.40	304.45	307.80	296.50	303.75	302.35	303.81	202,562	615.41	61,540,361
47	GODREJPROP	EQ	23-Feb-15	302.35	299.00	304.50	299.00	302.40	301.35	300.96	95,779	288.26	28,825,648
48	GODREJPROP	EQ	24-Feb-15	301.35	304.25	306.00	298.70	301.60	301.40	301.51	104,597	315.37	31,537,041
49	GODREJPROP	EQ	25-Feb-15	301.40	306.00	306.00	297.20	298.50	298.85	300.06	121,417	364.32	36,432,385
50	GODREJPROP	EQ	26-Feb-15	298.85	299.10	302.00	297.00	297.55	298.00	298.80	60,021	179.34	17,934,275
51	GODREJPROP	EQ	27-Feb-15	298.00	303.00	304.50	297.00	297.30	298.75	300.68	91,409	274.85	27,484,858
52	GODREJPROP	EQ	28-Feb-15	298.75	303.00	304.50	292.05	295.10	296.20	299.24	112,124	335.52	33,551,986
53	GODREJPROP	EQ	02-Mar-15	296.20	297.05	300.00	294.05	297.10	297.90	296.50	167,697	497.23	49,722,161
54	GODREJPROP	EQ	03-Mar-15	297.90	295.60	302.30	295.60	298.30	298.00	298.96	75,132	224.61	22,461,463
55	GODREJPROP	EQ	04-Mar-15	298.00	303.00	303.45	286.15	286.20	288.65	293.67	227,070	666.83	66,683,647
56	GODREJPROP	EQ	05-Mar-15	288.65	287.90	289.90	279.20	281.80	281.90	282.26	113,949	321.63	32,163,245
57	GODREJPROP	EQ	09-Mar-15	281.90	282.00	283.50	275.50	280.00	278.45	279.32	97,440	272.17	27,216,941
58	GODREJPROP	EQ	10-Mar-15	278.45	279.05	279.05	270.30	273.40	272.35	274.91	93,563	257.21	25,721,404
59	GODREJPROP	EQ	11-Mar-15	272.35	274.95	274.95	265.00	268.10	267.75	268.11	153,603	411.83	41,182,500
60	GODREJPROP	EQ	12-Mar-15	267.75	270.25	273.00	265.65	267.25	268.20	268.96	87,337	234.90	23,490,160
Total											9,283,346		2,562,441,095
Volume Weighted Average Price										276.03			



Archives - Stock Prices

Company : GODREJ PROPERTIES LTD. (533150) ON BSE LIMITED

Period (16-December-2014 to 12-March-2015)									
Count	Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (Rs.)
						(a)	(b)		(a x b)
1	16-Dec-14	254.70	257.90	245.00	248.50	250.97	44,903	1,991	11,269,307
2	17-Dec-14	245.30	256.50	241.35	247.00	248.49	3,085,201	2,969	766,649,744
3	18-Dec-14	251.70	255.10	248.60	250.20	251.37	32,929	1,596	8,277,443
4	19-Dec-14	252.95	254.00	246.00	247.45	250.27	31,509	1,931	7,885,661
5	22-Dec-14	249.00	249.00	246.05	247.35	247.32	17,413	1,040	4,306,507
6	23-Dec-14	248.90	251.00	246.00	248.05	248.48	18,209	941	4,524,602
7	24-Dec-14	249.00	250.10	244.90	248.25	247.52	21,836	990	5,404,954
8	26-Dec-14	248.25	249.85	245.85	248.05	248.32	16,124	814	4,003,936
9	29-Dec-14	245.60	253.40	245.60	249.60	250.45	16,290	853	4,079,869
10	30-Dec-14	256.05	268.90	256.05	257.70	261.58	82,114	4,147	21,479,475
11	31-Dec-14	257.25	260.25	254.95	256.85	256.84	29,803	1,857	7,654,683
12	01-Jan-15	257.15	258.70	255.20	256.15	257.24	15,889	889	4,087,319
13	02-Jan-15	256.00	259.00	255.60	256.75	257.49	21,113	1,047	5,436,467
14	05-Jan-15	256.75	267.30	256.70	264.45	262.65	41,110	2,229	10,797,667
15	06-Jan-15	264.90	265.70	254.30	255.90	259.45	30,375	1,722	7,880,764
16	07-Jan-15	256.80	258.00	248.50	251.60	252.85	41,585	2,490	10,514,670
17	08-Jan-15	252.60	257.30	252.10	252.70	254.08	19,332	965	4,911,859
18	09-Jan-15	254.30	256.20	250.00	250.75	252.54	19,955	1,019	5,039,454
19	12-Jan-15	252.00	255.40	250.25	254.45	253.56	18,893	1,089	4,790,416
20	13-Jan-15	253.75	256.40	250.65	252.05	254.00	20,300	1,111	5,156,160
21	14-Jan-15	252.50	253.60	250.00	251.10	251.81	10,918	552	2,749,253
22	15-Jan-15	258.00	266.00	257.30	261.10	262.49	92,620	4,162	24,311,678
23	16-Jan-15	261.50	265.25	257.45	259.75	261.93	21,657	1,365	5,672,726
24	19-Jan-15	260.65	264.00	260.25	262.35	261.99	20,596	1,233	5,395,985
25	20-Jan-15	263.10	271.90	262.20	268.70	268.09	51,306	2,300	13,754,391
26	21-Jan-15	270.00	270.00	264.30	266.30	266.53	23,818	1,344	6,348,098
27	22-Jan-15	265.25	273.50	265.25	268.35	269.75	23,051	1,282	6,217,912
28	23-Jan-15	269.90	273.00	264.00	266.50	268.16	24,994	1,360	6,702,444
29	27-Jan-15	267.00	280.70	267.00	274.30	275.68	132,042	7,464	36,400,688
30	28-Jan-15	274.30	288.00	271.40	274.55	280.20	136,939	6,417	38,370,522
31	29-Jan-15	274.45	282.00	272.70	280.25	278.71	44,971	2,557	12,533,825
32	30-Jan-15	278.85	284.70	274.70	277.65	279.69	74,878	3,507	20,942,915
33	02-Feb-15	276.00	281.00	274.10	275.60	277.69	16,898	898	4,692,411
34	03-Feb-15	276.65	284.70	276.15	281.65	280.74	72,140	2,510	20,252,704
35	04-Feb-15	282.80	286.25	280.25	284.30	282.79	44,895	1,409	12,695,738
36	05-Feb-15	286.00	294.50	282.60	285.85	288.02	189,717	5,738	54,641,379
37	06-Feb-15	286.25	295.60	283.00	283.50	288.62	57,552	3,212	16,610,513
38	09-Feb-15	280.00	288.50	279.00	282.05	283.35	65,807	2,421	18,646,108
39	10-Feb-15	281.10	290.00	280.70	287.05	286.56	32,276	1,794	9,249,029
40	11-Feb-15	288.25	298.00	288.00	293.55	293.15	41,814	1,959	12,257,602
41	12-Feb-15	296.00	302.90	294.15	298.85	298.93	145,222	3,634	43,411,118
42	13-Feb-15	297.15	299.30	295.00	295.60	295.42	38,716	766	11,437,327
43	16-Feb-15	297.00	298.80	294.60	295.90	296.62	10,870	551	3,224,302
44	18-Feb-15	295.30	302.55	295.30	297.95	298.16	37,515	1,384	11,185,631
45	19-Feb-15	299.00	309.00	299.00	304.75	304.66	40,656	2,236	12,386,187
46	20-Feb-15	305.00	307.00	297.25	302.25	303.65	47,358	1,888	14,380,313
47	23-Feb-15	304.00	304.50	299.00	301.20	300.88	24,563	968	7,390,582
48	24-Feb-15	297.15	306.00	297.15	302.40	301.45	28,445	1,281	8,574,720
49	25-Feb-15	301.50	304.50	297.50	299.50	299.87	28,228	910	8,464,696
50	26-Feb-15	300.00	301.95	297.00	297.45	299.03	18,845	849	5,635,149
51	27-Feb-15	300.00	303.85	295.90	297.95	301.09	96,730	2,059	29,124,669
52	28-Feb-15	300.00	305.00	291.95	295.35	298.76	34,320	2,373	10,253,293
53	02-Mar-15	300.60	300.60	293.55	296.25	295.94	24,413	1,668	7,224,758
54	03-Mar-15	294.95	302.15	294.95	298.20	298.97	17,437	1,162	5,213,197
55	04-Mar-15	301.05	303.80	286.25	288.00	294.24	32,847	1,713	9,664,863
56	05-Mar-15	287.65	290.00	279.55	281.25	281.92	18,891	1,213	5,325,707
57	09-Mar-15	285.00	285.00	274.35	279.15	280.04	25,206	1,400	7,058,756
58	10-Mar-15	278.65	279.00	270.60	272.05	274.95	23,671	1,627	6,508,299
59	11-Mar-15	275.00	275.00	265.00	270.15	268.84	43,746	2,254	11,760,657
60	12-Mar-15	268.60	273.25	266.75	269.05	269.24	17,289	1,029	4,654,944
						Total	5,558,740		1,455,476,046
						Volume Weighted Average Price	261.84		

