Godrej & Boyce Mfg. Co. Ltd.
Regd. Office: Pirojshanagar,
Vikhroli, Mumbai 400 079, India
Tel: +91-22-6796 1700 / 1800
info@godrej.com
www.godrej.com
CIN U28993MH1932PLC001828

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.

GODREJ & BOYCE MFG. CO. LTD. MUMBAI

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

Date : 9th December, 2014
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 16th December 2014 to 31st December 2014**
	c) Number of shares to be acquired from each person mentioned in 4(a) above	**Upto 18,00,000 equity shares of the face value of Rs. 5 each**
	d) Total shares to be acquired as % of share capital of TC	**Upto 0.90% 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. 311.02 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. 248.82 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 repealed Takeover Regulations 1997)	**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.**

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 9th December, 2014)**		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	49,40,688	2.48	67,40,688	3.38
	GODREJ INVESTMENTS PVT LTD	41,10,862	2.06	41,10,862	2.06
	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)	**3,03,66,004**	**15.22**	**3,21,66,004**	**16.12**
	B) Seller (s)				
	GODREJ INDUSTRIES LIMITED	11,89,80,304	59.68	11,71,80,304	**58.78**
	TOTAL (b)	**11,89,80,304**	**59.68**	**11,71,80,304**	**58.78**

 # 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 9.12.2014 – 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.

GODREJ & BOYCE MFG. CO. LTD. MUMBAI

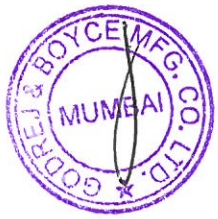
P E Fouzdar
Executive Vice President (Corporate Affairs) &
Company Secretary

Encl : A/a
Date : 9th December, 2014
Place : Mumbai

Calculation of Volume-Weighted Average market Price

	Weighted Average Share Price On			
Name of the company	**NSE ***	**BSE**	**Closing market price as of 08.12.2014 (NSE)**	**25% above the weighted avg. on NSE ***
Godrej Properties Ltd.	248.82	244.96	270.65	311.02

** 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 05-September-2014 to 08-December-2014

Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price (a)	Total Traded Quantity (b)	Turnover in ₹ Lacs	Product (a x b)
1	GODREJPROP	EQ	05-Sep-14	235.85	235.85	242.00	234.30	236.20	237.65	237.84	222,678	529.63	52,961,736
2	GODREJPROP	EQ	08-Sep-14	237.65	239.40	244.40	235.00	241.30	241.20	240.66	259,353	624.16	62,415,893
3	GODREJPROP	EQ	09-Sep-14	241.20	242.00	243.25	236.00	236.65	236.75	239.32	234,573	561.37	56,138,010
4	GODREJPROP	EQ	10-Sep-14	236.75	238.00	239.00	232.60	234.00	234.30	236.53	195,270	461.87	46,187,213
5	GODREJPROP	EQ	11-Sep-14	234.30	236.70	240.00	235.05	239.95	239.10	238.45	151,345	360.88	36,088,215
6	GODREJPROP	EQ	12-Sep-14	239.10	238.30	243.90	235.10	235.55	236.85	239.74	199,217	477.61	47,760,284
7	GODREJPROP	EQ	15-Sep-14	236.85	236.00	245.40	233.20	238.15	238.50	239.83	282,314	677.09	67,707,367
8	GODREJPROP	EQ	16-Sep-14	238.50	240.70	248.40	233.00	234.00	233.85	242.34	545,903	1,322.94	132,294,133
9	GODREJPROP	EQ	17-Sep-14	233.85	234.60	237.95	230.80	235.65	235.80	234.75	128,529	301.73	30,172,183
10	GODREJPROP	EQ	18-Sep-14	235.80	236.40	242.80	233.05	237.20	237.70	238.79	256,209	611.80	61,180,147
11	GODREJPROP	EQ	19-Sep-14	237.70	240.00	245.80	238.85	240.00	240.40	241.46	378,247	913.32	91,331,521
12	GODREJPROP	EQ	22-Sep-14	240.40	240.00	252.00	240.00	247.95	248.85	247.68	635,248	1,573.38	157,338,225
13	GODREJPROP	EQ	23-Sep-14	248.85	249.80	250.60	236.00	238.50	238.60	243.92	230,911	563.25	56,323,811
14	GODREJPROP	EQ	24-Sep-14	238.60	240.00	249.00	235.00	240.10	240.70	242.10	296,621	718.12	71,811,944
15	GODREJPROP	EQ	25-Sep-14	240.70	241.60	242.80	230.00	235.00	233.80	234.71	217,505	510.51	51,050,599
16	GODREJPROP	EQ	26-Sep-14	233.80	231.70	235.30	230.60	233.50	233.10	232.45	123,372	286.78	28,677,821
17	GODREJPROP	EQ	29-Sep-14	233.10	234.00	245.90	233.90	239.45	239.70	240.53	133,277	320.57	32,057,117
18	GODREJPROP	EQ	30-Sep-14	239.70	238.10	244.00	235.80	236.25	236.90	239.72	94,861	227.40	22,740,079
19	GODREJPROP	EQ	01-Oct-14	236.90	235.45	239.95	234.00	234.90	235.30	236.59	79,979	189.23	18,922,232
20	GODREJPROP	EQ	07-Oct-14	235.30	237.70	242.55	234.55	237.85	237.75	238.68	124,052	296.08	29,608,731
21	GODREJPROP	EQ	08-Oct-14	237.75	237.75	238.40	234.35	235.00	235.35	235.64	109,219	257.36	25,736,365
22	GODREJPROP	EQ	09-Oct-14	235.35	236.10	243.90	235.10	240.70	240.60	238.32	126,375	301.17	30,117,690
23	GODREJPROP	EQ	10-Oct-14	240.60	238.20	242.70	236.20	238.00	239.20	239.38	79,423	190.12	19,012,278
24	GODREJPROP	EQ	13-Oct-14	239.20	235.50	241.50	235.50	239.00	240.15	238.89	62,525	149.36	14,936,597
25	GODREJPROP	EQ	14-Oct-14	240.15	238.10	241.95	236.00	236.05	237.45	239.20	81,185	194.19	19,419,452
26	GODREJPROP	EQ	16-Oct-14	237.45	238.50	241.30	231.00	233.00	233.25	236.54	111,478	263.69	26,369,006
27	GODREJPROP	EQ	17-Oct-14	233.25	235.00	236.55	220.00	227.75	229.60	226.84	184,405	418.30	41,830,430
28	GODREJPROP	EQ	20-Oct-14	229.60	233.70	234.85	223.00	225.35	225.30	228.73	104,327	238.63	23,862,715
29	GODREJPROP	EQ	21-Oct-14	225.30	225.00	235.00	225.00	234.75	233.75	232.08	77,287	179.37	17,936,767
30	GODREJPROP	EQ	22-Oct-14	233.75	234.50	237.00	232.95	234.00	233.75	234.49	49,951	117.13	11,713,010
31	GODREJPROP	EQ	23-Oct-14	233.75	236.70	237.85	232.85	235.60	236.10	236.00	25,882	61.08	6,108,152
32	GODREJPROP	EQ	27-Oct-14	236.10	236.10	238.15	233.00	234.40	234.60	235.14	60,439	142.12	14,211,626
33	GODREJPROP	EQ	28-Oct-14	234.60	232.40	238.20	232.40	237.10	236.55	236.36	51,892	122.65	12,265,193
34	GODREJPROP	EQ	29-Oct-14	236.55	238.45	241.95	236.10	240.00	239.55	239.72	98,594	236.34	23,634,954
35	GODREJPROP	EQ	30-Oct-14	239.55	243.90	246.90	240.00	243.50	241.55	243.91	182,266	444.57	44,456,500
36	GODREJPROP	EQ	31-Oct-14	241.55	244.70	248.35	241.60	243.05	244.15	245.06	176,598	432.77	43,277,106
37	GODREJPROP	EQ	03-Nov-14	244.15	245.65	254.60	245.00	251.10	251.25	251.26	307,290	772.09	77,209,685
38	GODREJPROP	EQ	05-Nov-14	251.25	252.00	264.00	252.00	260.00	260.35	259.68	639,221	1,659.93	165,992,909
39	GODREJPROP	EQ	07-Nov-14	260.35	262.00	264.50	249.00	255.95	255.20	254.17	430,862	1,095.11	109,512,195
40	GODREJPROP	EQ	10-Nov-14	255.20	257.00	259.05	250.25	252.20	251.80	253.17	97,586	247.06	24,705,848
41	GODREJPROP	EQ	11-Nov-14	251.80	251.60	257.05	249.70	253.00	252.60	252.97	107,379	271.64	27,163,666
42	GODREJPROP	EQ	12-Nov-14	252.60	256.00	261.00	251.00	251.75	251.95	256.09	181,449	464.67	46,467,274
43	GODREJPROP	EQ	13-Nov-14	251.95	254.80	254.80	245.00	245.95	245.30	248.07	130,102	322.74	32,274,403
44	GODREJPROP	EQ	14-Nov-14	245.30	245.15	250.90	245.00	250.20	249.40	248.07	84,792	210.34	21,034,351
45	GODREJPROP	EQ	17-Nov-14	249.40	249.45	254.35	248.70	250.90	250.80	250.94	380,028	953.66	95,364,226
46	GODREJPROP	EQ	18-Nov-14	250.80	252.95	254.25	249.00	250.90	250.65	250.80	553,134	1,387.27	138,726,007
47	GODREJPROP	EQ	19-Nov-14	250.65	250.00	251.50	245.00	245.00	245.35	246.60	263,888	650.75	65,074,781
48	GODREJPROP	EQ	20-Nov-14	245.35	243.15	247.25	243.10	244.20	243.85	245.16	79,591	195.12	19,512,530
49	GODREJPROP	EQ	21-Nov-14	243.85	247.85	259.80	247.85	252.10	252.10	252.95	1,205,193	3,048.56	304,853,569
50	GODREJPROP	EQ	24-Nov-14	252.10	254.00	256.80	252.05	255.00	254.10	254.29	147,167	374.22	37,423,096
51	GODREJPROP	EQ	25-Nov-14	254.10	254.50	257.60	245.35	251.00	250.65	251.11	149,733	376.00	37,599,454
52	GODREJPROP	EQ	26-Nov-14	250.65	255.00	257.50	253.20	254.50	254.50	255.02	205,367	523.72	52,372,692
53	GODREJPROP	EQ	27-Nov-14	254.50	254.20	255.70	248.50	250.35	250.25	251.12	102,572	257.58	25,757,881
54	GODREJPROP	EQ	28-Nov-14	250.25	251.80	256.05	248.10	251.90	250.65	252.62	148,678	375.59	37,559,036
55	GODREJPROP	EQ	01-Dec-14	250.65	250.70	255.95	250.10	251.15	251.00	252.92	108,877	275.37	27,537,171
56	GODREJPROP	EQ	02-Dec-14	251.00	251.00	253.00	250.00	251.05	250.95	250.96	88,403	221.86	22,185,617
57	GODREJPROP	EQ	03-Dec-14	250.95	252.70	269.95	250.65	269.00	268.10	262.69	481,794	1,265.63	126,562,466
58	GODREJPROP	EQ	04-Dec-14	268.10	271.90	281.00	267.80	270.70	270.30	275.58	646,482	1,781.61	178,157,510
59	GODREJPROP	EQ	05-Dec-14	270.30	272.00	276.90	268.30	269.30	270.95	272.77	196,051	534.78	53,476,831
60	GODREJPROP	EQ	08-Dec-14	270.95	270.50	282.45	268.55	269.40	270.65	275.40	266,075	732.78	73,277,055
										Total	**13,373,024**		**3,327,455,354**
					Volume Weighted Average Price				**248.82**				

Archives - Stock Prices

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

Period (05-September-2014 to 08-December-2014)

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	05-Sep-14	236.90	242.00	233.80	237.10	238.24	64,355	5,687	15,331,760
2	08-Sep-14	238.00	244.10	235.30	240.40	241.04	65,456	5,567	15,777,254
3	09-Sep-14	243.50	243.50	235.50	236.70	238.66	48,538	3,721	11,584,166
4	10-Sep-14	236.00	239.30	232.50	234.10	236.46	44,033	3,465	10,412,203
5	11-Sep-14	236.00	240.20	234.50	238.80	238.26	41,355	3,142	9,853,088
6	12-Sep-14	239.70	243.45	235.00	236.25	239.20	62,632	5,149	14,981,463
7	15-Sep-14	235.10	244.95	233.25	238.15	239.21	206,508	4,830	49,398,735
8	16-Sep-14	240.70	247.80	232.75	233.50	241.47	105,949	6,918	25,583,578
9	17-Sep-14	236.70	237.70	233.00	235.75	234.90	29,674	2,709	6,970,327
10	18-Sep-14	234.50	242.50	234.00	238.15	238.91	45,298	3,002	10,822,130
11	19-Sep-14	238.00	245.20	238.00	240.10	241.14	75,214	2,669	18,137,048
12	22-Sep-14	240.75	252.75	240.65	249.05	247.75	135,632	5,071	33,603,391
13	23-Sep-14	251.70	252.65	237.00	238.95	243.93	54,564	3,267	13,309,630
14	24-Sep-14	241.00	249.30	236.00	241.50	241.06	2,201,068	5,610	530,580,405
15	25-Sep-14	242.50	242.50	231.50	235.00	235.31	46,676	4,085	10,983,217
16	26-Sep-14	234.00	235.35	230.50	232.70	232.34	36,451	1,945	8,469,092
17	29-Sep-14	235.10	245.80	234.50	239.90	239.68	34,857	2,619	8,354,386
18	30-Sep-14	239.40	244.35	235.00	236.00	238.57	24,644	1,337	5,879,377
19	01-Oct-14	236.95	240.00	233.60	235.25	236.97	13,764	885	3,261,701
20	07-Oct-14	238.00	242.00	233.10	236.70	237.18	36,359	2,291	8,623,633
21	08-Oct-14	238.00	238.40	233.75	234.95	235.20	13,557	786	3,188,655
22	09-Oct-14	237.70	243.30	235.00	240.70	239.23	26,316	1,220	6,295,703
23	10-Oct-14	236.65	242.25	236.15	238.95	239.30	21,376	1,481	5,115,178
24	13-Oct-14	238.95	242.00	236.00	240.70	238.72	12,884	988	3,075,723
25	14-Oct-14	240.10	241.30	236.25	237.20	239.16	12,038	802	2,878,999
26	16-Oct-14	237.75	241.15	231.00	232.30	236.38	24,293	1,361	5,742,355
27	17-Oct-14	234.80	235.00	220.10	230.90	228.42	30,235	2,170	6,906,191
28	20-Oct-14	232.40	234.50	222.35	224.30	229.16	42,015	1,827	9,628,009
29	21-Oct-14	227.95	234.50	227.00	232.80	231.76	14,445	1,322	3,347,841
30	22-Oct-14	234.10	235.90	233.40	234.15	234.71	7,186	513	1,686,594
31	23-Oct-14	235.20	236.50	233.00	235.05	235.42	17,433	991	4,104,123
32	27-Oct-14	234.30	238.00	233.00	235.10	235.31	10,123	881	2,382,000
33	28-Oct-14	235.40	237.70	235.00	236.25	236.17	6,819	491	1,610,449
34	29-Oct-14	238.00	241.90	236.25	240.15	240.23	29,227	1,716	7,021,332
35	30-Oct-14	241.95	246.00	240.50	241.55	243.54	30,784	1,971	7,497,265
36	31-Oct-14	243.00	247.30	241.80	243.35	244.88	35,914	2,113	8,794,709
37	03-Nov-14	244.50	254.00	244.50	250.85	250.97	74,205	3,145	18,623,442
38	05-Nov-14	253.15	264.30	252.00	259.85	259.30	108,947	5,434	28,250,004
39	07-Nov-14	262.00	265.00	249.35	254.30	253.86	92,199	5,065	23,405,715
40	10-Nov-14	255.10	258.60	250.30	251.75	253.20	21,737	1,344	5,503,861
41	11-Nov-14	251.75	257.20	250.10	252.90	252.79	18,652	1,236	4,715,042
42	12-Nov-14	257.00	261.00	251.00	251.95	256.12	50,438	2,322	12,918,347
43	13-Nov-14	254.00	254.00	244.15	245.45	248.66	45,768	1,669	11,380,748
44	14-Nov-14	246.45	250.80	245.00	249.20	248.32	22,394	1,161	5,560,847
45	17-Nov-14	250.00	254.00	248.90	250.65	251.21	26,495	1,442	6,655,915
46	18-Nov-14	251.00	253.60	249.05	250.70	251.25	26,420	1,480	6,637,936
47	19-Nov-14	253.00	253.00	245.00	245.65	248.42	22,450	1,273	5,577,090
48	20-Nov-14	245.00	247.50	243.85	244.30	245.31	20,354	1,238	4,993,106
49	21-Nov-14	248.70	259.70	248.20	252.10	254.81	109,070	5,098	27,792,391
50	24-Nov-14	254.25	256.00	252.00	253.40	254.17	38,948	1,750	9,899,290
51	25-Nov-14	254.05	257.05	245.05	250.30	250.36	40,927	2,243	10,246,529
52	26-Nov-14	257.50	258.00	252.00	254.75	255.09	36,074	1,935	9,201,945
53	27-Nov-14	255.25	255.25	249.25	250.20	251.63	21,255	1,299	5,348,357
54	28-Nov-14	251.70	255.95	250.00	250.65	252.59	39,589	1,792	9,999,951
55	01-Dec-14	252.15	256.30	250.45	252.10	253.71	50,359	1,970	12,776,709
56	02-Dec-14	252.50	252.85	245.55	251.40	250.67	11,378	776	2,852,102
57	03-Dec-14	251.35	269.85	250.30	267.70	262.23	112,337	4,240	29,458,296
58	04-Dec-14	271.00	279.65	268.15	270.35	275.71	125,724	5,609	34,663,960
59	05-Dec-14	272.00	277.60	269.15	272.10	273.09	65,567	3,062	17,905,835
60	08-Dec-14	271.70	283.00	269.25	271.45	274.99	68,349	3,433	18,795,099
						Total	**4,957,308**		**1,214,354,227**
				Volume Weighted Average Price			**244.96**		

GODREJ & BOYCE MFG. CO. LTD. MUMBAI