

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

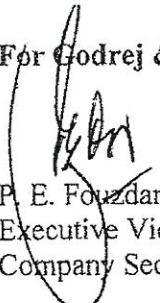
Please find enclosed herewith the Disclosure under Regulation 10(5) with respect to the proposed acquisition of equity shares of Godrej Properties Limited under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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 : 16th June, 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 23 rd June 2014 to 30 th June 2014
	c) Number of shares to be acquired from each person mentioned in 4(a) above	Upto 20,00,000 equity shares of the face value of Rs. 5 each
	d) Total shares to be acquired as % of share capital of TC	Upto 1% 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. 276.39 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. 221.12 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 13 th June, 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	32,40,688	1.62	52,40,688	2.62
	GODREJ INVESTMENTS PVT LTD	20,15,862	1.01	20,15,862	1.01
	ENSEMBLE HOLDINGS AND FINANCE LTD	13,82,310	0.69	13,82,310	0.69
	GODREJ FAMILY MEMBERS #	1,99,32,144	10.01	1,99,32,144	10.01
	TOTAL (a)	2,65,71,004	13.33	2,47,71,004	14.33
	B) Seller (s)				
	GODREJ INDUSTRIES LIMITED	12,27,75,304	61.62	12,07,75,304	60.62
	TOTAL (b)	12,27,75,304	61.62	12,45,75,304	60.62

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

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. Fozdar
Executive Vice President (Corporate Affairs) &
Company Secretary



Encl : A/a

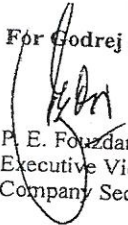
Date : 16th June, 2014
Place : Mumbai

Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On		Closing market price as of 13.06.2014 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Properties Ltd.	221.12	220.44	242.30	276.39

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

For Godrej & Boyce Mfg. Co. Ltd.


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



Historical Security-wise Price Volume Data on National Stock Exchange Limited
Company: Godrej Properties Ltd.

Data for GODREJCP - ALL from 14-Mar-2014 to 12-Jun-2014													
Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price	Total Traded Quantity	Turnover in Lacs	Product (a x b)
										(a)	(b)	₹	
1	GODREJPROP	EQ	18-Mar-14	178.15	179.80	180.35	175.00	175.15	175.45	177.34	155,939	276.54	27,654,222
2	GODREJPROP	EQ	19-Mar-14	175.45	176.00	176.50	172.00	173.50	174.15	174.44	207,435	361.85	36,184,961
3	GODREJPROP	EQ	20-Mar-14	174.15	174.70	177.25	172.25	175.75	175.95	174.61	155,422	271.38	27,138,235
4	GODREJPROP	EQ	21-Mar-14	175.95	179.00	183.40	176.00	176.80	177.00	180.01	503,263	905.94	90,592,373
5	GODREJPROP	EQ	22-Mar-14	177.00	177.95	178.75	176.05	177.40	177.60	177.64	25,164	44.70	4,470,133
6	GODREJPROP	EQ	24-Mar-14	177.60	178.40	181.20	176.50	179.80	179.60	179.32	240,665	431.57	43,156,048
7	GODREJPROP	EQ	25-Mar-14	179.60	180.65	185.45	178.55	182.00	182.95	183.34	763,073	1,399.05	139,901,804
8	GODREJPROP	EQ	26-Mar-14	182.95	183.15	188.25	182.75	187.30	186.70	185.95	523,560	973.56	97,355,982
9	GODREJPROP	EQ	27-Mar-14	186.70	189.00	195.40	188.00	191.20	191.30	192.79	552,891	1,065.93	106,591,856
10	GODREJPROP	EQ	28-Mar-14	191.30	193.45	204.65	193.45	203.80	202.15	198.84	826,017	1,642.43	164,245,220
11	GODREJPROP	EQ	31-Mar-14	202.15	203.90	215.30	198.35	213.00	213.85	206.84	1,300,702	2,690.42	269,037,202
12	GODREJPROP	EQ	01-Apr-14	213.85	215.65	219.50	210.00	218.00	218.35	215.45	719,517	1,550.19	155,019,938
13	GODREJPROP	EQ	02-Apr-14	218.35	219.80	226.00	212.00	225.50	223.25	218.05	580,371	1,265.48	126,549,897
14	GODREJPROP	EQ	03-Apr-14	223.25	225.70	233.55	218.00	226.50	226.05	225.00	617,678	1,389.75	138,977,550
15	GODREJPROP	EQ	04-Apr-14	226.05	224.00	230.70	224.00	225.90	225.75	226.75	273,681	620.56	62,057,167
16	GODREJPROP	EQ	07-Apr-14	225.75	227.00	233.40	223.10	227.30	227.70	228.25	316,006	721.27	72,128,370
17	GODREJPROP	EQ	09-Apr-14	227.70	229.75	230.00	224.90	226.90	226.10	227.84	258,202	588.28	58,828,744
18	GODREJPROP	EQ	10-Apr-14	226.10	227.65	228.60	219.30	221.40	222.55	223.79	359,294	804.06	80,406,404
19	GODREJPROP	EQ	11-Apr-14	222.55	221.00	221.55	216.00	217.00	217.10	218.75	312,237	683.03	68,301,844
20	GODREJPROP	EQ	15-Apr-14	217.10	217.20	218.50	210.00	213.00	212.75	213.45	154,355	329.48	32,947,075
21	GODREJPROP	EQ	16-Apr-14	212.75	210.15	217.00	206.30	210.85	209.70	211.95	147,532	312.70	31,269,407
22	GODREJPROP	EQ	17-Apr-14	209.70	210.00	221.50	208.55	220.00	219.60	217.37	404,212	878.64	87,863,562
23	GODREJPROP	EQ	21-Apr-14	219.60	220.80	225.50	219.60	224.40	224.15	224.05	557,194	1,248.40	124,839,316
24	GODREJPROP	EQ	22-Apr-14	224.15	226.70	226.70	221.00	222.50	221.90	223.30	227,002	506.90	50,689,547
25	GODREJPROP	EQ	23-Apr-14	221.90	222.00	225.45	219.00	222.00	220.50	222.90	259,721	578.92	57,891,811
26	GODREJPROP	EQ	25-Apr-14	220.50	222.00	224.75	214.50	215.05	216.55	219.27	173,561	380.57	38,056,720
27	GODREJPROP	EQ	28-Apr-14	216.55	217.50	220.00	214.00	218.90	217.45	216.21	114,200	246.91	24,691,182
28	GODREJPROP	EQ	29-Apr-14	217.45	216.05	219.30	215.45	218.05	217.00	217.17	86,062	186.90	18,690,085
29	GODREJPROP	EQ	30-Apr-14	217.00	215.05	227.90	214.00	221.30	219.80	220.34	339,554	748.18	74,817,328
30	GODREJPROP	EQ	02-May-14	219.80	223.00	226.00	208.75	213.75	213.75	218.23	923,865	2,016.13	201,615,059
31	GODREJPROP	EQ	05-May-14	213.75	214.00	218.50	206.95	215.00	214.90	212.82	323,714	688.93	68,892,813
32	GODREJPROP	EQ	06-May-14	214.90	215.50	220.95	212.00	214.00	213.75	216.55	150,724	326.40	32,639,282
33	GODREJPROP	EQ	07-May-14	213.75	212.00	215.50	208.00	208.50	209.80	211.70	95,997	203.23	20,322,565
34	GODREJPROP	EQ	08-May-14	209.80	210.00	212.00	207.00	208.00	207.75	209.02	71,710	149.89	14,988,824
35	GODREJPROP	EQ	09-May-14	207.75	208.05	213.95	208.00	210.30	211.00	209.89	405,793	851.71	85,171,893
36	GODREJPROP	EQ	12-May-14	211.00	211.50	216.95	211.50	214.95	215.00	214.93	346,004	743.66	74,366,640
37	GODREJPROP	EQ	13-May-14	215.00	215.05	220.95	213.20	214.65	215.75	217.24	375,317	815.33	81,533,865
38	GODREJPROP	EQ	14-May-14	215.75	216.90	221.90	214.25	216.50	216.75	218.04	290,953	634.39	63,439,392
39	GODREJPROP	EQ	15-May-14	216.75	218.65	222.00	214.30	216.00	215.15	217.80	306,522	667.60	66,760,492
40	GODREJPROP	EQ	16-May-14	215.15	217.00	225.50	217.00	219.10	219.20	221.07	423,911	937.15	93,714,005
41	GODREJPROP	EQ	19-May-14	219.20	220.00	241.90	220.00	235.50	235.60	232.16	978,919	2,272.68	227,265,835
42	GODREJPROP	EQ	20-May-14	235.60	241.00	245.35	238.40	239.00	239.85	242.65	684,052	1,659.85	165,985,218
43	GODREJPROP	EQ	21-May-14	239.85	240.00	249.90	239.85	244.95	244.70	244.87	394,776	966.70	96,668,799
44	GODREJPROP	EQ	22-May-14	244.70	245.00	261.00	245.00	250.00	250.65	253.05	604,567	1,529.83	152,985,679
45	GODREJPROP	EQ	23-May-14	250.65	252.00	257.40	248.50	248.80	250.55	252.88	338,291	855.47	85,547,028
46	GODREJPROP	EQ	26-May-14	250.55	257.00	259.00	230.10	235.50	236.00	249.67	625,515	1,561.74	156,172,330
47	GODREJPROP	EQ	27-May-14	236.00	237.70	238.90	228.00	234.00	233.70	232.90	207,351	482.93	48,292,048
48	GODREJPROP	EQ	28-May-14	233.70	235.00	245.50	235.00	240.50	240.65	241.82	213,133	515.39	51,539,822
49	GODREJPROP	EQ	29-May-14	240.65	240.65	244.10	236.15	239.00	238.45	240.45	123,457	296.86	29,685,236
50	GODREJPROP	EQ	30-May-14	238.45	238.00	246.85	238.00	243.60	243.15	243.62	160,528	391.08	39,107,831
51	GODREJPROP	EQ	02-Jun-14	243.15	242.55	246.90	240.10	242.70	241.45	244.48	174,398	426.38	42,636,823
52	GODREJPROP	EQ	03-Jun-14	241.45	242.00	249.80	241.05	249.00	248.20	245.92	280,971	690.96	69,096,388
53	GODREJPROP	EQ	04-Jun-14	248.20	246.00	253.90	244.15	251.00	251.55	250.66	256,347	642.56	64,255,939
54	GODREJPROP	EQ	05-Jun-14	251.55	253.00	253.75	246.35	249.00	249.60	249.80	198,562	496.01	49,600,788
55	GODREJPROP	EQ	06-Jun-14	249.60	251.45	259.00	249.95	254.90	255.85	254.53	339,352	863.76	86,375,265
56	GODREJPROP	EQ	09-Jun-14	255.85	256.00	262.00	254.55	260.00	260.40	258.64	360,511	932.43	93,242,565
57	GODREJPROP	EQ	10-Jun-14	260.40	261.10	263.00	251.35	257.25	257.90	255.85	208,901	534.48	53,447,321
58	GODREJPROP	EQ	11-Jun-14	257.90	259.00	259.90	245.15	248.30	249.80	252.72	237,274	599.64	59,963,885
59	GODREJPROP	EQ	12-Jun-14	249.80	250.00	254.40	246.60	251.50	251.00	250.78	305,715	766.66	76,667,208
60	GODREJPROP	EQ	13-Jun-14	251.00	258.00	259.85	235.55	242.15	242.30	247.44	200,369	495.79	49,579,305
										Total	21,762,009		4,811,914,124
Weighted Average Price										221.12			

For Godrej & Boyce Mfg. Co. Ltd.

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



Archives - Stock Prices									
Company : GODREJ PROPERTIES LTD. (532424) ON BSE LIMITED									
Period (18-Mar-2014 to 13-Jun-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	18-Mar-14	179.05	180.25	175.00	175.40	177.44	44,968	1,627.00	7,978,946.00
2	19-Mar-14	176.75	176.75	172.00	174.35	174.04	52,111	1,797.00	9,069,415.00
3	20-Mar-14	173.75	177.45	172.05	176.00	174.63	43,380	1,231.00	7,575,629.00
4	21-Mar-14	178.95	183.40	176.65	177.55	180.14	137,959	3,927.00	24,851,654.00
5	22-Mar-14	177.90	178.50	176.50	177.50	177.65	8,071	212.00	1,433,822.00
6	24-Mar-14	176.10	181.00	176.10	179.65	179.49	62,176	2,302.00	11,160,206.00
7	25-Mar-14	179.60	185.25	178.30	182.25	183.20	89,069	2,572.00	16,317,790.00
8	26-Mar-14	183.70	187.90	182.75	186.60	185.88	112,084	3,045.00	20,834,216.00
9	27-Mar-14	188.00	195.60	188.00	191.60	192.91	166,069	6,156.00	32,036,096.00
10	28-Mar-14	193.35	205.00	193.25	202.65	199.25	194,850	5,478.00	38,823,784.00
11	31-Mar-14	203.95	215.00	198.25	213.40	207.26	294,628	7,567.00	61,065,200.00
12	01-Apr-14	214.95	218.90	210.00	217.90	215.27	169,104	5,860.00	36,402,556.00
13	02-Apr-14	219.80	225.00	211.25	222.65	218.41	147,256	4,341.00	32,162,328.00
14	03-Apr-14	224.90	233.60	218.10	226.15	225.81	229,180	5,888.00	51,750,370.00
15	04-Apr-14	227.85	231.00	224.25	226.35	227.16	75,647	2,573.00	17,184,077.00
16	07-Apr-14	227.85	233.00	223.80	227.40	227.56	30,859	1,885.00	7,022,141.00
17	09-Apr-14	229.00	230.00	225.75	226.65	228.27	33,564	2,155.00	7,661,613.00
18	10-Apr-14	227.00	227.85	219.85	222.35	222.98	82,899	3,964.00	18,484,813.00
19	11-Apr-14	221.00	221.10	215.20	216.30	218.42	43,706	2,458.00	9,546,336.00
20	15-Apr-14	217.50	218.85	210.00	212.00	212.86	46,205	2,667.00	9,835,068.00
21	16-Apr-14	213.00	216.80	205.00	207.30	209.97	64,878	3,588.00	13,622,352.00
22	17-Apr-14	210.00	220.60	208.65	218.90	216.60	83,775	3,987.00	18,145,422.00
23	21-Apr-14	220.85	226.90	220.20	225.40	224.22	85,695	3,161.00	19,214,669.00
24	22-Apr-14	225.00	225.85	220.20	221.40	223.67	51,504	1,801.00	11,519,821.00
25	23-Apr-14	223.10	225.50	220.50	222.30	223.80	28,947	1,640.00	6,478,380.00
26	25-Apr-14	223.00	224.70	215.05	216.85	219.82	20,830	1,413.00	4,578,771.00
27	28-Apr-14	220.00	220.20	214.90	218.35	217.16	26,984	1,546.00	5,859,797.00
28	29-Apr-14	216.50	219.35	215.70	216.85	217.19	27,147	1,405.00	5,896,162.00
29	30-Apr-14	217.00	226.45	214.20	220.50	220.77	69,284	3,523.00	15,295,764.00
30	02-May-14	223.90	227.00	209.10	213.25	218.18	241,472	11,720.00	52,684,234.00
31	05-May-14	214.00	218.00	207.00	215.00	211.91	71,555	3,864.00	15,163,077.00
32	06-May-14	217.80	220.15	213.00	213.80	216.85	37,078	2,341.00	8,040,455.00
33	07-May-14	214.75	215.40	208.20	209.85	212.10	23,016	1,129.00	4,881,653.00
34	08-May-14	211.35	212.00	207.25	207.80	209.53	22,065	1,073.00	4,623,241.00
35	09-May-14	209.15	213.65	207.95	210.60	210.59	41,671	2,253.00	8,775,495.00
36	12-May-14	212.70	218.00	211.85	214.45	214.73	53,872	3,035.00	11,568,006.00
37	13-May-14	216.45	220.50	213.80	215.35	217.44	66,871	4,982.00	14,540,579.00
38	14-May-14	215.50	221.60	214.05	217.30	218.28	60,122	3,544.00	13,123,331.00
39	15-May-14	218.70	222.50	215.00	216.00	219.06	61,675	3,242.00	13,510,395.00
40	16-May-14	221.70	224.90	216.00	219.55	221.00	68,180	3,360.00	15,067,613.00
41	19-May-14	222.00	241.00	221.60	235.30	232.04	196,123	8,752.00	45,507,502.00
42	20-May-14	237.00	245.55	237.00	240.65	242.78	123,210	5,647.00	29,912,853.00
43	21-May-14	242.60	250.00	240.05	244.40	245.05	66,264	3,606.00	16,238,276.00
44	22-May-14	246.45	260.30	245.30	250.65	252.90	148,699	7,110.00	37,606,272.00
45	23-May-14	253.15	257.30	250.00	251.10	252.31	65,757	2,983.00	16,591,139.00
46	26-May-14	253.10	259.50	231.50	236.25	247.51	127,350	6,429.00	31,520,827.00
47	27-May-14	237.50	238.95	228.05	234.35	233.46	40,348	3,009.00	9,419,496.00
48	28-May-14	236.00	245.60	235.30	241.85	241.99	57,824	3,538.00	13,992,750.00
49	29-May-14	240.50	244.50	237.00	239.30	240.98	42,680	2,499.00	10,285,184.00
50	30-May-14	240.10	247.00	239.25	243.45	243.60	37,352	2,160.00	9,098,860.00
51	02-Jun-14	244.60	247.60	240.85	242.15	244.39	34,866	2,400.00	8,520,920.00
52	03-Jun-14	243.05	251.00	241.60	248.75	246.41	56,559	3,169.00	13,936,568.00
53	04-Jun-14	249.70	255.00	244.75	252.05	250.80	60,859	3,741.00	15,263,605.00
54	05-Jun-14	253.50	253.70	247.00	249.05	250.16	52,398	2,866.00	13,107,763.00
55	06-Jun-14	251.65	258.80	250.00	255.05	254.02	78,496	4,890.00	19,939,360.00
56	09-Jun-14	255.00	262.00	253.00	260.75	258.73	74,368	3,581.00	19,240,959.00
57	10-Jun-14	261.75	261.75	252.00	258.60	255.83	44,896	2,831.00	11,485,804.00
58	11-Jun-14	259.00	260.80	245.05	249.25	251.60	54,657	3,116.00	13,751,440.00
59	12-Jun-14	250.00	254.80	230.00	251.55	250.12	36,520	2,770.00	9,134,307.00
60	13-Jun-14	256.05	258.60	235.90	241.10	244.69	42,426	2,891.00	10,381,214.00
Total							4,712,058		1,038,720,376
Weighted Average Price							220.44		

For Godrej & Boyce Mfg. Co. Ltd.

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

