

The Bombay Stock Exchange of India Limited
Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,
Mumbai 400 023.

The National Stock Exchange of India Ltd
Exchange Plaza, 4th Floor,
Bandra-Kurla Complex, Mumbai 400 050

Dear Sir,

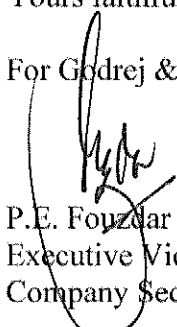
Sub: Disclosure under Regulation 10(5)- Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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

You are requested to kindly take the same on record.

Yours faithfully,

For Godrej & Boyce Mfg. Co. Ltd.


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

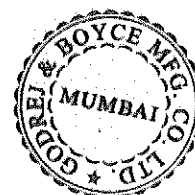


Date : 8th December, 2011
Place : Mumbai

The Godrej logo, featuring the word "Godrej" in a stylized, cursive font.

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	16th December, 2011
	c) Number of shares to be acquired from each person mentioned in 4(a) above	5,80,000 equity shares of the face value of Rs. 10 each
	d) Total shares to be acquired as % of share capital of TC	0.83% 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. 827.64 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. 662.11 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.



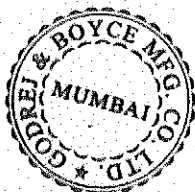
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We, Godrej & Boyce Mfg. Co. Ltd., the acquirer, hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions have been duly complied with.			
11	Shareholding details	Before the proposed transaction		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	6,90,000	0.99	12,70,000	1.82
	GODREJ INVESTMENTS PVT LTD	7,90,000	1.13	7,90,000	1.13
	ENSEMBLE HOLDINGS AND FINANCE LTD	6,91,155	0.99	6,91,155	0.99
	GODREJ FAMILY MEMBERS	78,11,250	11.18	78,11,250	11.18
	BAHAR AGROCHEM AND FEEDS PRIVATE LIMITED	11,95,780	1.71	11,95,780	1.71
	VORA SOAPS LIMITED	30,915	0.04	30,915	0.04
	TOTAL (a)	1,12,09,100	16.04	1,17,89,100	16.87
	B) Seller (s)				
	GODREJ INDUSTRIES LIMITED	4,85,45,209	69.50	4,79,65,209	68.67
	TOTAL (b)	4,85,45,209	69.50	4,79,65,209	68.67

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

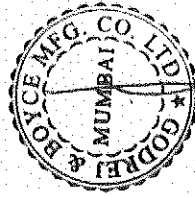


Date : 8th December, 2011
Place : Mumbai

weighted average share price on

	NSE *	BSE	Closing market price as of 7.12.2011 (NSE)	25% above the weighted avg.
GPL	552.11	638.22	676.4	827.64

* 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

Data for GODREJPROP - ALL from 01-09-2011 to 06-12-2011

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
1	GODREJPRC	EQ	08-Sep-11	719.9	712.7	719	690	709	706.6	702.76	15742	110.63	11062847.92
2	GODREJPRC	EQ	09-Sep-11	706.6	691	732.85	681	700	702.75	702.97	4031	28.34	2833672.07
3	GODREJPRC	EQ	12-Sep-11	702.75	682.65	700	670.15	695	688.5	681.49	35451	241.6	24159501.99
4	GODREJPRC	EQ	13-Sep-11	688.5	692	720	672.65	680	683.45	688.89	14182	97.7	9769837.98
5	GODREJPRC	EQ	14-Sep-11	683.45	682	695	680	693	689.2	686.05	2671	18.32	1832439.55
6	GODREJPRC	EQ	15-Sep-11	689.2	698	698	685	697.95	694.85	692.26	1607	11.12	1112461.82
7	GODREJPRC	EQ	16-Sep-11	694.85	686	700	685	687.8	686.2	693.05	8211	56.91	5690633.55
8	GODREJPRC	EQ	19-Sep-11	686.2	693	693	685.05	686	686.7	687.78	693	4.77	476631.54
9	GODREJPRC	EQ	20-Sep-11	686.7	693	693	669.6	670	675.15	681.2	8938	60.89	6088565.6
10	GODREJPRC	EQ	21-Sep-11	675.15	674.95	674.95	656	657	661.15	666.97	15324	102.21	10220648.28
11	GODREJPRC	EQ	22-Sep-11	661.15	659.95	659.95	635	645	641.85	645.99	10851	70.1	7009637.49
12	GODREJPRC	EQ	23-Sep-11	641.85	645	649	611	649	644.8	631.82	10139	64.06	6406022.98
13	GODREJPRC	EQ	26-Sep-11	644.8	644	644	612.6	634.8	627.75	627.2	4217	26.45	2644902.4
14	GODREJPRC	EQ	27-Sep-11	627.75	643	684	635	636.05	639.8	653.37	100626	657.46	65746009.62
15	GODREJPRC	EQ	28-Sep-11	639.8	641	670	636.1	667.9	660.85	655.63	19950	130.8	13079818.5
16	GODREJPRC	EQ	29-Sep-11	660.85	658	679.95	646.25	679	675.05	671.05	13294	89.21	8920938.7
17	GODREJPRC	EQ	30-Sep-11	675.05	679	679.95	660	662.05	662.75	671.09	5725	38.42	3841990.25
18	GODREJPRC	EQ	03-Oct-11	662.75	648.05	662	647.05	660	658.05	657.23	4002	26.3	2630234.46
19	GODREJPRC	EQ	04-Oct-11	658.05	665	665	643	650	645.85	646.18	13203	85.31	8531514.54
20	GODREJPRC	EQ	05-Oct-11	645.85	660	660	617.95	629.95	625.45	652.42	249114	1625.27	162526955.9
21	GODREJPRC	EQ	07-Oct-11	625.45	639.95	660	624	659.95	653	634.8	113623	721.28	72127880.4
22	GODREJPRC	EQ	10-Oct-11	653	655	664	643.05	662	662	656.97	4826	31.71	3170537.22
23	GODREJPRC	EQ	11-Oct-11	662	668	683	651.35	655	656.8	669.76	13885	93	9299617.6
24	GODREJPRC	EQ	12-Oct-11	656.8	670	670	661.75	664.5	664.6	664.41	12618	83.84	8383525.38
25	GODREJPRC	EQ	13-Oct-11	664.6	664.6	693	664.6	666	670.85	681.22	23582	160.65	16064530.04
26	GODREJPRC	EQ	14-Oct-11	670.85	665.8	686	660.5	683	679.75	679.06	13585	92.25	9225030.1
27	GODREJPRC	EQ	17-Oct-11	679.75	672.5	683	665	666	668.35	670.25	3512	23.54	2353918
28	GODREJPRC	EQ	18-Oct-11	668.35	652.1	669	652.1	662	664.6	660.55	9781	64.61	6460839.55
29	GODREJPRC	EQ	19-Oct-11	664.6	673.7	744	662.2	671	672	670.99	11259	75.55	7554676.41
30	GODREJPRC	EQ	20-Oct-11	672	675	675	637.1	663	660.75	650.57	30653	199.42	19941922.21
31	GODREJPRC	EQ	21-Oct-11	660.75	679.6	685	652.65	665.1	668.6	673.69	37680	253.85	25384639.2
32	GODREJPRC	EQ	24-Oct-11	668.6	659	699.9	659	664.9	663.55	664.2	11842	78.65	7865456.4
33	GODREJPRC	EQ	25-Oct-11	663.55	672	672	663	668	668.3	667.28	2922	19.5	1949792.16
34	GODREJPRC	EQ	26-Oct-11	668.3	675	680	675	675.15	678.55	677.76	7565	51.27	5127254.4
35	GODREJPRC	EQ	28-Oct-11	678.55	680	697.7	666.1	690	687.4	687.32	19613	134.8	13480407.16
36	GODREJPRC	EQ	31-Oct-11	687.4	690.5	698	673.6	688	688.85	692.87	6023	41.73	4173156.01
37	GODREJPRC	EQ	01-Nov-11	688.85	676.55	690	676.55	688.9	684.5	685.35	4621	31.67	3167002.35
38	GODREJPRC	EQ	02-Nov-11	684.5	672.25	687	663.6	667.5	667.8	673.9	5377	36.24	3623560.3
39	GODREJPRC	EQ	03-Nov-11	667.8	661.1	678	661.1	670	671	669.8	4379	29.33	2933054.2
40	GODREJPRC	EQ	04-Nov-11	671	673.4	688	668.05	680	680.5	682.15	12760	87.04	8704234
41	GODREJPRC	EQ	08-Nov-11	680.5	680	684.3	673.6	681.15	681.8	679.48	2025	13.76	1375947
42	GODREJPRC	EQ	09-Nov-11	681.8	685	690.05	674.2	674.45	676.35	679.76	5825	39.6	3959602
43	GODREJPRC	EQ	11-Nov-11	676.35	679	681	664.4	679.95	674.7	672.57	2852	19.18	1918169.64
44	GODREJPRC	EQ	14-Nov-11	674.7	672.05	688.95	665	675	673.55	677.96	186304	1263.07	126306659.8
45	GODREJPRC	EQ	15-Nov-11	673.55	678	678	667	670	671.15	672.97	6176	41.56	4156262.72
46	GODREJPRC	EQ	16-Nov-11	671.15	656.1	673.95	647	670	666.45	657.87	22441	147.63	14763260.67
47	GODREJPRC	EQ	17-Nov-11	666.45	672	675	665	673	670.2	671.37	8942	60.03	6003390.54
48	GODREJPRC	EQ	18-Nov-11	670.2	663	672	648	664.95	660.3	656.65	12981	85.24	8523973.65
49	GODREJPRC	EQ	21-Nov-11	660.3	669.9	669.9	645	645.05	654.65	653.67	13620	89.03	8902985.4
50	GODREJPRC	EQ	22-Nov-11	654.65	659.55	659.9	637	640.5	640.25	645.15	10040	64.77	6477306
51	GODREJPRC	EQ	23-Nov-11	640.25	637.05	640	622.05	623.1	625.5	628.46	10088	63.4	6339904.48
52	GODREJPRC	EQ	24-Nov-11	625.5	622.4	660	622.4	660	644.4	636.16	8590	54.65	5464614.4
53	GODREJPRC	EQ	25-Nov-11	644.4	650	668	650	668	658.9	659.65	16659	109.89	10989109.35
54	GODREJPRC	EQ	28-Nov-11	658.9	658.15	674.95	658.15	661	661.8	663.39	2650	17.58	1757983.5
55	GODREJPRC	EQ	29-Nov-11	661.8	658.1	675	658.1	670	669.35	668.01	5249	35.06	3506384.49
56	GODREJPRC	EQ	30-Nov-11	669.35	657.1	670	657.1	669.85	663.8	661.34	5180	34.26	3425741.2
57	GODREJPRC	EQ	01-Dec-11	663.8	689.9	689.9	670	678	673.95	674.86	5988	40.41	4041061.68
58	GODREJPRC	EQ	02-Dec-11	673.95	665.4	680	665	675	675	676.77	3177	21.5	2150098.29
59	GODREJPRC	EQ	05-Dec-11	675	668	678	668	675	674.45	674.16	2843	19.17	1916636.88
60	GODREJPRC	EQ	07-Dec-11	674.45	670.1	680	670.1	675	676.4	676.01	1895	12.81	1281038.95

Total

1,221,602

808836428.9

weighted avg price

662.11



Archives - Stock Prices

Company : Godrej Properties Ltd (533150) on Bombay Stock Exchange

Period (01-Sep-2011 to 28-Oct-2011)

Count	Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (Rs.)	Spread (Rs.)		product
										H-L	C-O	
1	08-Sep-11	718	718	691.15	707.25	702.7484	5484	257	3853872	26.85	-10.75	3853872
2	09-Sep-11	727.15	727.15	691.15	699.15	701.8105	797	48	559343	36	-28	559343
3	12-Sep-11	684.55	697.3	671.7	688.15	686.3509	1157	161	794108	25.6	3.6	794108
4	13-Sep-11	709	709	673.05	687.65	689.0302	2182	267	1503464	35.95	-21.35	1503464
5	14-Sep-11	677.05	695	677.05	688.35	684.1015	670	76	458348	17.95	11.3	458348
6	15-Sep-11	670.5	700.55	670.5	687	684.7124	932	179	638152	30.05	16.5	638152
7	16-Sep-11	699.45	700.5	682.5	686.2	690.5833	708	107	488933	18	-13.25	488933
8	19-Sep-11	695.95	697	683.65	692.35	690.3849	304	52	209877	13.35	-3.6	209877
9	20-Sep-11	691	691	666.8	678.5	678.8241	1944	83	1319634	24.2	-12.5	1319634
10	21-Sep-11	672.95	672.95	657.05	663.9	667.7489	3285	217	2193555	15.9	-9.05	2193555
11	22-Sep-11	658.95	659	635.15	641.55	645.3056	4489	338	2896777	23.85	-17.4	2896777
12	23-Sep-11	630.25	654	612.55	646.6	633.4441	7724	310	4892722	41.45	16.35	4892722
13	26-Sep-11	641	641	613.05	624.8	625.2286	4020	272	2513419	27.95	-16.2	2513419
14	27-Sep-11	639.85	687.9	630	639.2	631.9949	856778	2873	541479347	57.9	-0.65	541479347
15	28-Sep-11	643	667.9	639	662	655.6369	13991	413	9173016	28.9	19	9173016
16	29-Sep-11	659	676	658.05	675.15	669.4659	4106	252	2748827	17.95	16.15	2748827
17	30-Sep-11	658.05	678	657.05	662.9	669.1717	3115	164	2084470	20.95	4.85	2084470
18	03-Oct-11	650.5	665	650.5	659.9	658.2403	2110	124	1388887	14.5	9.4	1388887
19	04-Oct-11	659	669.25	639.7	648.8	648.2287	10492	201	6801216	29.55	-10.2	6801216
20	05-Oct-11	660	660	618	622	639.1358	12957	719	8281283	42	-38	8281283
21	07-Oct-11	655	659.8	622	650.75	634.2867	34555	1799	21917776	37.8	-4.25	21917776
22	10-Oct-11	654.95	662.75	647.5	658.6	654.9205	1585	185	1038049	15.25	3.65	1038049
23	11-Oct-11	661	684	652.55	656.25	666.2925	4109	364	2737796	31.45	-4.75	2737796
24	12-Oct-11	656	670	656	665	663.8341	1392	142	924057	14	9	924057
25	13-Oct-11	670	691	660.05	666.8	679.8961	8299	613	5642458	30.95	-3.2	5642458
26	14-Oct-11	670	685	667.05	676.8	678.1455	3753	312	2545080	17.95	6.8	2545080
27	17-Oct-11	683.8	683.8	664	666.3	670.6638	1722	170	1154883	19.8	-17.5	1154883
28	18-Oct-11	661.1	669	650.1	664.5	661.1016	3060	242	2022971	18.9	3.4	2022971
29	19-Oct-11	670	677	664	667.9	670.5294	1107	109	742276	13	-2.1	742276
30	20-Oct-11	666	671.8	643.05	664.65	658.6479	4629	431	3048881	28.75	-1.35	3048881
31	21-Oct-11	664.5	685	653.5	670.35	676.2415	15747	956	10648775	31.5	5.85	10648775
32	24-Oct-11	664.1	670.35	659.6	663.5	664.0507	3432	229	2279022	10.75	-0.6	2279022
33	25-Oct-11	669	669	660.05	662.7	664.7493	686	74	456018	8.95	-6.3	456018
34	26-Oct-11	670	684	670	679.7	678.8582	1833	146	1244347	14	9.7	1244347
35	28-Oct-11	670	695	670	688.7	690.0499	6458	167	4456342	25	18.7	4456342
36	31-Oct-11	685	695.2	681	691.4	691.6333	1958	151	1354218	14.2	6.4	1354218
37	01-Nov-11	682	690	676.1	680.65	681.0713	771	101	525106	13.9	-1.35	525106
38	02-Nov-11	680	684	665	667.1	675.2784	6796	182	4589192	19	-12.9	4589192
39	03-Nov-11	670.05	674.95	664.8	671.3	670.4623	5912	180	3963773	10.15	1.25	3963773
40	04-Nov-11	675	685.7	670	678.6	682.0147	5498	384	3749717	15.7	3.6	3749717
41	08-Nov-11	675.05	683.75	673.1	677.6	677.0635	724	80	490194	10.65	2.55	490194
42	09-Nov-11	687.5	687.5	675	679.5	680.1756	1503	123	1022304	12.5	-8	1022304
43	11-Nov-11	670	682.95	665	675	672.676	713	110	479618	17.95	5	479618
44	14-Nov-11	680	694.8	670	671.8	675.7605	1449	100	979177	24.8	-8.2	979177
45	15-Nov-11	677	678	660	670.75	671.9921	3423	107	2300229	18	-6.25	2300229
46	16-Nov-11	660.1	675	650.1	672.05	662.4652	1438	213	952625	24.9	11.95	952625
47	17-Nov-11	665	676.35	665	673.1	672.3732	1270	151	853914	11.35	8.1	853914
48	18-Nov-11	665	670	640	659.3	657.7876	8132	680	5349129	30	-5.7	5349129
49	21-Nov-11	659.9	659.9	642.95	651.55	651.5221	5650	269	3681100	16.95	-8.35	3681100
50	22-Nov-11	640.25	656.95	637.5	645.15	648.036	2196	273	1423087	19.45	4.9	1423087
51	23-Nov-11	644.95	644.95	620	626.2	627.364	5536	373	3473087	24.95	-18.75	3473087
52	24-Nov-11	622.55	660	621	648.5	638.998	1499	234	957858	39	25.95	957858
53	25-Nov-11	654	665	651	659	660.0721	3038	220	2005299	14	5	2005299
54	28-Nov-11	665	675	658	661.15	662.0955	597	54	395271	17	-3.85	395271
55	29-Nov-11	653.2	678.55	653.2	669.35	669.3506	7062	284	4726954	25.35	16.15	4726954
56	30-Nov-11	679.95	679.95	655	665.35	662.3368	2945	231	1950582	24.95	-14.6	1950582
57	01-Dec-11	680	680	668	672.2	672.9696	2698	191	1815672	12	-7.8	1815672
58	02-Dec-11	683.75	683.75	671.05	672.35	674.9686	764	88	515676	12.7	-11.4	515676
59	05-Dec-11	668	676.9	668	675.05	673.401	1379	98	928620	8.9	7.05	928620
60	07-Dec-11	678.95	679.4	672	679.35	677.05	1541	72	1043332	7.4	0.4	1043334.05
Total							1,104,104					704,663,717

weighted avg price

638.22

