

19th December, 2011

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,

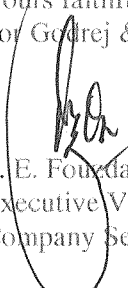
Sub: Disclosure under Regulations 13 of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

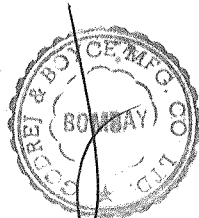
Please find enclosed declaration in Form D in accordance with Regulation 13 of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

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

Thanking You,

Yours faithfully,
For Godrej & Boyce Mfg. Co. Ltd


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



Encl: As above

Godrej

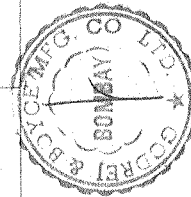
FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulations 13(4), 13(4A) and 13(6)]

Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company.

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director/ Officer.	No. & % of shares/ voting rights held by the Promoter / Person who is part of Promoter Group/Director/ Officer	Date of receipt of allotment / acquisition / sale of shares/ voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public/rights/ preferential offer, etc.)/sale	No. & % of shares/ voting rights post acquisition / sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
GODREJ & BOYCE MFG. CO. LTD AAACG1395D Pirojshanagar, Vikhroli, Mumbai 400079	6,90,000	16/12/2011	19/12/2011	Market purchase / Inter transfer of shares amongst qualifying persons	12,70,000 EQUITY SHARES 1.82% of the Paid up capital of Godrej Properties Limited, the target company	B. D. SHROFF SECURITIES PVT. LTD REG NO: INB010983934	BOMBAY STOCK EXCHANGE	5,80,000	Rs. 656.25 per share	N.A.	N.A.



For Godrej & Boyce Mfg. Co. Ltd.

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

Date: 19th December, 2011