

Godrej & Boyce Mfg. Co. Ltd.

Regd. Office: Pirojshanagar,
Vikhroli, Mumbai 400 079, India

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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 – GODREJPROP
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

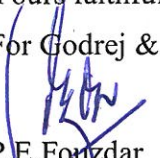
Please find enclosed herewith the Disclosure under Regulation 10(5) with respect to the proposed acquisition of equity shares of Godrej Properties Limited under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record and acknowledge.

Thank You.

Yours faithfully,

For Godrej & Boyce Manufacturing Company Limited .


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

Date : 15th September, 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 Manufacturing Company Limited .
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 September 2015 to 30 th September 2015
	c) Number of shares to be acquired from each person mentioned in 4(a) above	Upto 14,00,000 equity shares of the face value of Rs. 5 each
	d) Total shares to be acquired as % of share capital of TC	Upto 0.70% 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. Rs.366.20 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. Rs.292.96 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 Manufacturing Company Limited ,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 Manufacturing Company Limited , 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 Manufacturing Company Limited, 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 15 th September, 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	93,95,688	4.71	1,07,95,688	5.41
	GODREJ INVESTMENTS PVT. LTD	61,85,862	3.10	61,85,862	3.10
	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)	3,68,96,004	18.49	3,82,96,004	19.19
	B) Seller (s)				
	GODREJ INDUSTRIES LIMITED	11,24,50,304	56.36	11,10,50,304	55.66
	TOTAL (b)	11,24,50,304	56.36	11,10,50,304	55.66

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

Paid up capital of Godrej Properties Ltd. as at 15th September, 2015 – 19,95,13,366 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.

Yours faithfully,

For Godrej & Boyce Manufacturing Company Limited .

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



Date : 15th September, 2015

Place : Mumbai

Encl : A/a

Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On		Closing market price as of 14.09.2015 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Properties Ltd.	292.96	293.03	294.20	366.20

* 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 GODREJCP - ALL from 23-June-2015 to 14-September-2015

Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price	Total Traded Quantity	Turnover in	Product
										(a)	(b)	₹ Lacs	(a x b)
1	GODREJPROP	EQ	23-Jun-15	251.60	252.00	258.00	249.15	250.00	250.15	254.61	1,96,990	501.55	501,55,624
2	GODREJPROP	EQ	24-Jun-15	250.15	250.15	252.05	244.15	246.00	246.60	249.68	53,421	133.38	133,38,155
3	GODREJPROP	EQ	25-Jun-15	246.60	246.70	248.80	244.80	247.00	245.80	246.28	33,627	82.82	82,81,658
4	GODREJPROP	EQ	26-Jun-15	245.80	245.10	250.05	244.65	248.80	249.60	247.47	68,757	170.15	170,15,295
5	GODREJPROP	EQ	29-Jun-15	249.60	244.80	247.30	239.40	246.00	245.20	243.55	60,684	147.80	147,79,588
6	GODREJPROP	EQ	30-Jun-15	245.20	244.05	249.00	244.00	247.00	246.85	246.23	36,074	88.82	88,82,501
7	GODREJPROP	EQ	01-Jul-15	246.85	250.00	295.70	247.25	247.90	248.20	251.08	84,310	211.68	211,68,555
8	GODREJPROP	EQ	02-Jul-15	248.20	249.50	252.00	246.80	252.00	250.10	249.77	1,15,575	288.67	288,67,168
9	GODREJPROP	EQ	03-Jul-15	250.10	250.50	252.65	247.05	250.10	249.40	249.91	86,706	216.69	216,68,696
10	GODREJPROP	EQ	06-Jul-15	249.40	248.00	252.80	244.65	251.95	251.50	248.49	1,57,952	392.49	392,49,492
11	GODREJPROP	EQ	07-Jul-15	251.50	253.80	262.00	250.85	254.05	254.00	254.87	1,45,656	371.23	371,23,345
12	GODREJPROP	EQ	08-Jul-15	254.00	254.80	256.80	249.60	254.10	254.40	253.83	1,71,565	435.48	435,48,344
13	GODREJPROP	EQ	09-Jul-15	254.40	254.05	255.85	246.65	250.00	248.85	249.07	1,58,144	393.89	393,88,926
14	GODREJPROP	EQ	10-Jul-15	248.85	250.05	252.00	248.10	251.00	251.75	251.27	55,567	139.62	139,62,320
15	GODREJPROP	EQ	13-Jul-15	251.75	252.00	254.75	249.75	254.00	254.05	253.30	58,826	149.01	149,00,626
16	GODREJPROP	EQ	14-Jul-15	254.05	254.05	255.05	251.00	252.85	253.70	253.80	63,158	160.30	160,29,500
17	GODREJPROP	EQ	15-Jul-15	253.70	252.30	256.95	252.30	255.00	255.35	255.24	49,481	126.29	126,29,530
18	GODREJPROP	EQ	16-Jul-15	255.35	256.05	284.85	256.05	271.50	270.65	272.49	4,89,300	1,333.31	1,333,29,357
19	GODREJPROP	EQ	17-Jul-15	270.65	271.05	273.00	266.35	269.10	269.85	270.47	1,31,637	356.04	356,03,859
20	GODREJPROP	EQ	20-Jul-15	269.85	268.50	277.50	267.00	274.00	274.65	273.54	1,55,998	426.71	426,71,693
21	GODREJPROP	EQ	21-Jul-15	274.65	277.65	279.00	270.10	272.00	273.20	274.99	1,15,236	316.89	316,88,748
22	GODREJPROP	EQ	22-Jul-15	273.20	277.45	277.45	267.00	270.00	270.10	269.86	57,096	154.08	154,07,927
23	GODREJPROP	EQ	23-Jul-15	270.10	270.00	273.80	268.60	271.75	270.10	270.22	1,02,757	277.67	277,66,997
24	GODREJPROP	EQ	24-Jul-15	270.10	270.00	277.00	268.50	277.00	274.45	273.21	71,237	194.63	194,62,661
25	GODREJPROP	EQ	27-Jul-15	274.45	274.45	275.50	262.55	274.80	268.30	268.61	1,83,559	493.06	493,05,783
26	GODREJPROP	EQ	28-Jul-15	268.30	271.30	271.30	256.40	259.00	258.10	260.28	99,146	258.06	258,05,721
27	GODREJPROP	EQ	29-Jul-15	258.10	258.95	261.50	258.00	260.00	260.15	259.92	43,810	113.87	113,87,095
28	GODREJPROP	EQ	30-Jul-15	260.15	260.95	265.50	259.15	260.05	262.10	262.76	59,751	157.00	157,00,173
29	GODREJPROP	EQ	31-Jul-15	262.10	264.85	270.05	262.00	268.20	268.10	266.96	65,809	175.69	175,68,371
30	GODREJPROP	EQ	03-Aug-15	268.10	270.50	274.40	264.05	269.30	267.00	270.25	1,23,090	332.65	332,65,073
31	GODREJPROP	EQ	04-Aug-15	267.00	269.70	273.90	260.00	261.75	261.25	266.69	3,86,881	1,031.77	1,031,77,294
32	GODREJPROP	EQ	05-Aug-15	261.25	263.00	267.50	262.55	264.00	263.80	264.10	2,99,580	791.20	791,19,078
33	GODREJPROP	EQ	06-Aug-15	263.80	264.70	286.90	264.70	282.35	284.15	276.99	3,71,420	1,028.78	1,028,79,626
34	GODREJPROP	EQ	07-Aug-15	284.15	282.00	287.60	279.00	283.10	283.55	282.70	1,66,686	471.22	471,22,132
35	GODREJPROP	EQ	10-Aug-15	283.55	291.00	311.50	286.00	304.00	302.70	301.93	8,46,155	2,554.81	2,554,79,579
36	GODREJPROP	EQ	11-Aug-15	302.70	304.50	317.05	302.65	308.70	309.35	309.73	5,94,821	1,842.37	1,842,33,908
37	GODREJPROP	EQ	12-Aug-15	309.35	304.10	309.90	287.00	295.00	295.10	299.35	2,93,840	879.61	879,61,004
38	GODREJPROP	EQ	13-Aug-15	295.10	297.00	300.95	290.25	297.00	296.00	295.31	1,13,371	334.80	334,79,590
39	GODREJPROP	EQ	14-Aug-15	296.00	295.20	310.05	294.25	304.00	305.85	304.77	2,55,086	777.43	777,42,560
40	GODREJPROP	EQ	17-Aug-15	305.85	307.50	330.70	306.95	321.10	319.50	320.41	6,10,327	1,955.53	1,955,54,874
41	GODREJPROP	EQ	18-Aug-15	319.50	319.85	338.70	317.00	331.50	332.20	328.07	3,79,739	1,245.81	1,245,80,974
42	GODREJPROP	EQ	19-Aug-15	332.20	329.50	356.00	325.20	345.00	344.40	345.34	7,35,406	2,539.68	2,539,65,108
43	GODREJPROP	EQ	20-Aug-15	344.40	341.65	358.50	323.00	327.00	326.75	335.67	4,40,083	1,477.25	1,477,22,661
44	GODREJPROP	EQ	21-Aug-15	326.75	323.40	323.40	303.30	309.95	309.55	309.27	7,02,138	2,171.51	2,171,50,219
45	GODREJPROP	EQ	24-Aug-15	309.55	299.40	303.00	285.00	287.00	289.50	295.08	3,06,460	904.30	904,30,217
46	GODREJPROP	EQ	25-Aug-15	289.50	283.60	299.00	270.00	288.10	288.60	285.47	2,60,708	744.23	744,24,313
47	GODREJPROP	EQ	26-Aug-15	288.60	289.70	300.75	282.15	293.95	292.65	299.26	6,61,584	1,979.89	1,979,85,628
48	GODREJPROP	EQ	27-Aug-15	292.65	296.35	304.80	294.20	295.95	296.60	297.75	1,65,751	493.52	493,52,360
49	GODREJPROP	EQ	28-Aug-15	296.60	302.45	306.00	287.00	288.75	290.00	298.74	2,30,094	687.38	687,38,282
50	GODREJPROP	EQ	31-Aug-15	290.00	290.25	311.00	290.05	310.00	309.40	305.35	3,49,440	1,067.00	1,067,01,504
51	GODREJPROP	EQ	01-Sep-15	309.40	312.00	314.00	290.20	292.95	293.90	301.79	2,33,655	705.16	705,14,742
52	GODREJPROP	EQ	02-Sep-15	293.90	295.00	298.90	293.00	298.00	295.25	295.91	1,49,329	441.88	441,87,944
53	GODREJPROP	EQ	03-Sep-15	295.25	297.00	311.50	294.00	303.00	302.60	303.57	2,24,034	680.11	680,10,001
54	GODREJPROP	EQ	04-Sep-15	302.60	298.00	299.60	290.85	293.05	293.95	294.50	1,45,848	429.52	429,52,236
55	GODREJPROP	EQ	07-Sep-15	293.95	295.00	303.40	290.00	290.00	290.40	296.14	1,67,111	494.88	494,88,252
56	GODREJPROP	EQ	08-Sep-15	290.40	291.05	293.05	277.50	284.40	284.60	285.22	2,98,213	850.56	850,56,312
57	GODREJPROP	EQ	09-Sep-15	284.60	289.05	296.30	287.15	292.40	292.50	292.26	1,79,250	523.88	523,87,605
58	GODREJPROP	EQ	10-Sep-15	292.50	289.95	290.00	282.50	285.20	285.30	285.28	1,32,516	378.04	378,04,164
59	GODREJPROP	EQ	11-Sep-15	285.30	288.35	290.75	280.50	288.50	288.15	287.53	1,64,611	473.31	473,30,601
60	GODREJPROP	EQ	14-Sep-15	288.15	288.15	296.00	285.00	295.00	294.20	291.30	2,55,927	745.53	745,51,535
Total											134,14,983		39300,37,083
Volume Weighted Average Price										292.96			



Archives - Stock Prices									
Company : GODREJ PROPERTIES LTD. (533150) ON BSE LIMITED									
Period (23-June-2015 to 14-September-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	23-Jun-15	251.30	257.85	249.90	250.80	254.64	18,962	573	48,28,503
2	24-Jun-15	250.75	251.25	245.05	247.15	249.87	10,641	199	26,58,906
3	25-Jun-15	246.10	248.30	241.70	247.05	246.62	9,732	300	24,00,132
4	26-Jun-15	245.00	250.00	244.75	248.55	248.13	20,534	461	50,95,063
5	29-Jun-15	247.00	247.00	240.00	244.50	244.08	21,929	441	53,52,467
6	30-Jun-15	243.05	248.00	243.05	246.80	246.27	7,233	222	17,81,307
7	01-Jul-15	255.00	255.00	247.20	248.25	249.95	24,880	475	62,18,810
8	02-Jul-15	250.00	251.00	246.15	250.30	249.23	18,613	349	46,38,895
9	03-Jul-15	251.00	253.00	247.10	249.85	250.09	10,319	275	25,80,711
10	06-Jul-15	248.00	253.35	245.10	250.50	248.60	27,004	659	67,13,248
11	07-Jul-15	252.50	261.90	250.15	254.15	255.79	42,519	1,057	108,75,905
12	08-Jul-15	254.00	255.40	249.60	254.30	253.57	44,821	1,280	113,65,091
13	09-Jul-15	254.00	255.60	246.65	248.70	249.58	14,623	599	36,49,666
14	10-Jul-15	250.15	252.00	249.60	251.45	251.27	11,083	216	27,84,865
15	13-Jul-15	252.50	254.95	250.00	254.30	253.17	11,941	211	30,23,046
16	14-Jul-15	253.90	255.15	251.85	253.95	254.02	12,251	201	31,11,963
17	15-Jul-15	255.00	256.00	254.10	254.95	255.09	13,911	207	35,48,496
18	16-Jul-15	256.50	282.45	255.75	270.30	272.31	1,25,783	3,733	342,52,140
19	17-Jul-15	273.00	273.45	266.35	271.15	269.57	32,906	648	88,70,323
20	20-Jul-15	268.00	277.00	267.20	273.90	273.11	50,527	1,042	137,99,217
21	21-Jul-15	275.10	278.40	271.20	273.60	275.07	32,954	486	90,64,549
22	22-Jul-15	271.00	275.00	267.20	269.80	269.05	15,178	277	40,83,595
23	23-Jul-15	270.00	273.15	269.45	271.35	270.62	12,424	330	33,62,233
24	24-Jul-15	269.00	276.50	269.00	273.80	272.53	11,061	288	30,14,437
25	27-Jul-15	274.25	278.45	263.00	269.25	268.58	9,088	318	24,40,871
26	28-Jul-15	270.15	270.15	256.00	258.05	261.16	19,298	560	50,39,864
27	29-Jul-15	258.70	262.00	258.15	259.85	260.15	13,698	317	35,63,508
28	30-Jul-15	260.00	265.45	259.00	262.00	262.88	7,505	275	19,72,938
29	31-Jul-15	262.00	270.55	262.00	268.65	267.19	17,022	496	45,48,146
30	03-Aug-15	268.25	274.00	263.00	265.90	269.09	28,972	670	77,96,034
31	04-Aug-15	266.00	273.90	260.50	261.40	266.06	85,097	2,011	226,40,993
32	05-Aug-15	262.25	267.00	262.25	263.95	264.53	29,745	404	78,68,561
33	06-Aug-15	266.00	285.00	264.40	282.65	276.75	91,351	2,138	252,81,179
34	07-Aug-15	282.00	287.15	279.00	282.90	283.03	45,852	1,215	129,77,439
35	10-Aug-15	286.40	311.80	286.40	301.05	301.89	1,80,676	4,528	545,44,476
36	11-Aug-15	304.60	316.50	302.75	309.20	309.34	1,11,773	2,815	345,76,160
37	12-Aug-15	306.40	309.95	288.00	293.55	297.32	52,227	1,546	155,28,204
38	13-Aug-15	297.40	302.00	291.00	297.35	296.63	31,808	827	94,35,124
39	14-Aug-15	297.50	309.00	294.15	304.80	304.55	55,564	1,521	169,22,183
40	17-Aug-15	309.65	329.70	307.80	318.65	319.73	1,26,055	3,320	403,03,232
41	18-Aug-15	318.95	337.90	317.50	332.35	328.11	83,121	1,992	272,72,771
42	19-Aug-15	329.00	355.55	326.00	344.25	344.19	1,70,104	4,960	585,47,647
43	20-Aug-15	344.90	360.00	324.20	326.45	337.93	97,169	2,715	328,36,459
44	21-Aug-15	321.00	321.00	303.65	309.00	309.06	1,21,945	4,133	376,88,100
45	24-Aug-15	299.90	302.00	285.10	288.65	294.58	72,465	2,055	213,46,532
46	25-Aug-15	290.00	300.00	270.50	290.95	287.20	60,926	1,850	174,97,791
47	26-Aug-15	289.90	301.00	282.00	294.55	296.66	42,724	1,165	126,74,675
48	27-Aug-15	297.10	304.00	294.90	296.95	298.62	40,875	1,736	122,06,034
49	28-Aug-15	302.95	306.55	288.10	291.00	298.32	39,788	1,137	118,69,695
50	31-Aug-15	290.50	310.20	290.00	308.20	304.91	60,911	1,850	185,72,221
51	01-Sep-15	310.00	312.00	291.00	294.50	301.44	25,087	869	75,62,329
52	02-Sep-15	297.90	300.35	294.50	296.65	296.91	30,181	1,154	89,61,031
53	03-Sep-15	299.95	311.70	295.40	302.30	305.02	39,827	1,193	121,48,164
54	04-Sep-15	300.00	300.00	291.00	294.40	294.62	13,968	423	41,15,266
55	07-Sep-15	293.30	303.75	290.00	290.85	296.20	38,929	1,064	115,30,963
56	08-Sep-15	293.65	293.65	277.95	285.35	285.54	43,369	1,271	123,83,492
57	09-Sep-15	293.00	296.00	288.00	293.05	292.69	21,392	607	62,61,242
58	10-Sep-15	291.50	291.50	282.75	285.75	285.43	25,369	629	72,41,055
59	11-Sep-15	288.90	290.00	282.20	287.45	287.55	31,002	744	89,14,653
60	14-Sep-15	287.00	296.55	285.10	294.95	292.23	25,434	832	74,32,596
						Total	25,92,146		7595,75,196
						Volume Weighted Average Price	293.03		