Godrej & Boyce Mfg. Co. Ltd.
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Vikhroli, Mumbai 400 079, India
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CIN U28993MH1932PLC001828

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(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith the Disclosure under Regulation 10(6) with respect to the acquisition of 30,45,000 equity shares of Godrej Properties Limited made by the Company from Godrej Industries Limited by way of inter-se transfer of shares amongst qualifying persons.

You are requested to kindly take the same on record.

Yours faithfully,

For Godrej & Boyce Mfg. Co. Ltd.

GODREJ & BOYCE MFG. CO. LTD. MUMBAI

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

Date : 28th March, 2015
Place : Mumbai

Format for Disclosure under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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	Name of the stock exchange where shares of the TC are listed	**Bombay Stock Exchange** **National Stock Exchange**	
4	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Transferor- **Godrej Industries Limited** Date of Acquisition- **25th March 2015** No. of Shares- 30,45,000 **equity shares** % of share capital of TC- **1.53%** Rationale- **Inter-se transfer of shares amongst qualifying persons**	
5	Relevant regulation under which the acquirer is exempted from making open offer.	**10(1)(a)(iii)**	
6	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	**Yes. Disclosure was made under Regulation 10(5) by the acquirer to the Bombay Stock Exchange & National Stock Exchange within the timeline specified under the Regulations i.e. four days prior to the proposed acquisition** **13th March 2015**	
7	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a) Name of the transferor / seller	**Godrej Industries Ltd.**	**Yes**
	b) Date of acquisition	**25th March 2015**	**Yes. 13th March, 2015**
	c) Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	**30,45,000 equity shares of the face value of Rs. 5 each**	**Yes. Upto 36,00,000 equity shares of the face value of Rs. 5 each**
	d) Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	**1.53 % of the share capital of Godrej Properties Limited, the target company**	**Yes. Upto 1.81% of the share capital of Godrej Properties Limited, the target company**

GODREJ & BOYCE MFG. CO. LTD. MUMBAI

	e) Price at which shares are proposed to be acquired / actually acquired	**Market price prevailing on the proposed date of the acquisition, subject to the price not exceeding Rs.345.03 per share on any of the stock exchanges where the shares of the target company are traded**		**30,45,000 equity shares acquired at Rs. 257.17 per share**	
8	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a) Each Acquirer / Transferee(*) GODREJ & BOYCE MFG. CO. LTD	63,50,688	3.18	93,95,688	4.71
	b) Each Seller / Transferor GODREJ INDUSTRIES LIMITED	11,59,60,304	58.16	11,29,15,304	56.63

Note:

(*) Shareholding of each entity shall 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.

Paid up capital of Godrej Properties Ltd. as on 28.03.2015 – 19,93,57,788 equity shares of Rs. 5 each

For Godrej & Boyce Mfg. Co. Ltd.

GODREJ & BOYCE MFG. CO. LTD MUMBAI

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

Date : 28th March 2015
Place : Mumbai