

August 01, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**National Stock Exchange of India Limited**

Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**Ref:** - BSE - Scrip Code: 533150, Scrip ID - GODREJPROP

BSE - Security Code - 974950, 974951, 975090, 975091, 975856, 975857 – Debt Segment  
NSE - GODREJPROP

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the 39<sup>th</sup> Annual General Meeting (“AGM”) of Godrej Properties Limited**

Dear Sir/ Madam,

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the combined results of the voting conducted through remote e-Voting from Friday, July 26, 2024 to Tuesday, July 30, 2024 and e-Voting during the 39<sup>th</sup> AGM of Godrej Properties Limited held on Wednesday, July 31, 2024.

Further, please find enclosed the consolidated Report of Scrutinizer i.e. Mr. Ashish Kumar Jain, M/s. A.K. Jain & Co., Company Secretary in practice dated August 01, 2024 on remote e-Voting and e-Voting during the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

As per the Scrutinizer’s Report, all resolutions as set out in the Notice of 39<sup>th</sup> Annual General Meeting have been duly approved by the Members with the requisite majority.

You are requested to kindly take the same on record.

Thank you,

**For Godrej Properties Limited**

*Ashish*

*A* Ashish Karyekar  
Company Secretary

Encl. as above

*Godrej*

### 39<sup>TH</sup> ANNUAL GENERAL MEETING VOTING RESULTS

<b>Date of the AGM/ EGM:</b>	July 31, 2024
<b>Record Date:</b>	July 24, 2024
<b>Total number of shareholders on record date:</b>	1,33,857
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
a) Promoters and Promoter Group:	-
b) Public:	-
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	87
a) Promoters and Promoter Group:	4
b) Public:	83
<b>No. of resolutions passed in meeting:</b>	5
<b>Disclosure of notes on voting results:</b>	Not Applicable



Resolution Details(1)								
Resolution Required: Ordinary					To consider and adopt the audited standalone financial statements and the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon and other reports.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	162599633	160694758	98.83	160694758	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>162599633</b>	<b>160694758</b>	<b>98.83</b>	<b>160694758</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-voting	97654177	85852445	87.91	85625030	227415	99.74	0.26
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>97654177</b>	<b>85852445</b>	<b>87.91</b>	<b>85625030</b>	<b>227415</b>	<b>99.74</b>
Public Non-Institutions	E-voting	17803155	292230	1.64	292070	160	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17803155</b>	<b>292230</b>	<b>1.64</b>	<b>292070</b>	<b>160</b>	<b>99.95</b>
<b>Total</b>		<b>278056965</b>	<b>246839433</b>	<b>88.77</b>	<b>246611858</b>	<b>227575</b>	<b>99.91</b>	<b>0.09</b>



Resolution Details(2)								
Resolution Required: Ordinary					To appoint a Director in place of Mr. Nadir Godrej (DIN: 00066195), who retires by rotation and being eligible, offers himself for re-appointment.			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	162599633	160694758	98.83	160694758	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if ap		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>162599633</b>	<b>160694758</b>	<b>98.83</b>	<b>160694758</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	97654177	85891121	87.95	82725730	3165391	96.31	3.69
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if ap		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>97654177</b>	<b>85891121</b>	<b>87.95</b>	<b>82725730</b>	<b>3165391</b>	<b>96.31</b>	<b>3.69</b>
Public Non-Institutions	E-voting	17803155	292243	1.64	292058	185	99.94	0.06
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if ap		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>17803155</b>	<b>292243</b>	<b>1.64</b>	<b>292058</b>	<b>185</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>278056965</b>	<b>246878122</b>	<b>88.79</b>	<b>243712546</b>	<b>3165576</b>	<b>98.72</b>	<b>1.28</b>



Resolution Details(3)								
Resolution Required: Ordinary					To approve revision in remuneration to Mr. Gaurav Pandey (DIN: 07229661) Managing Director & Chief Executive Officer of the Company with effect from April 1, 2024 to December 31, 2025.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	162599633	160694758	98.83	160694758	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>162599633</b>	<b>160694758</b>	<b>98.83</b>	<b>160694758</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-voting	97654177	85887612	87.95	53557036	32330576	62.36	37.64
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>97654177</b>	<b>85887612</b>	<b>87.95</b>	<b>53557036</b>	<b>32330576</b>	<b>62.36</b>
Public Non-Institutions	E-voting	17803155	283213	1.59	283003	210	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17803155</b>	<b>283213</b>	<b>1.59</b>	<b>283003</b>	<b>210</b>	<b>99.93</b>
<b>Total</b>		<b>278056965</b>	<b>246865583</b>	<b>88.78</b>	<b>214534797</b>	<b>32330786</b>	<b>86.90</b>	<b>13.10</b>



Resolution Details(4)								
Resolution Required: Special Resolution					To approve re-appointment of Ms. Sutapa Banerjee (DIN: 02844650) as an Independent Director for a second term of five years commencing from November 05, 2024 till November 04, 2029.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	162599633	160694758	98.83	160694758	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>162599633</b>	<b>160694758</b>	<b>98.83</b>	<b>160694758</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	97654177	85891121	87.95	80455094	5436027	93.67	6.33
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>97654177</b>	<b>85891121</b>	<b>87.95</b>	<b>80455094</b>	<b>5436027</b>	<b>93.67</b>	<b>6.33</b>
Public Non-Institutions	E-voting	17803155	292227	1.64	291984	243	99.92	0.08
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>17803155</b>	<b>292227</b>	<b>1.64</b>	<b>291984</b>	<b>243</b>	<b>99.92</b>	<b>0.08</b>
<b>Total</b>		<b>278056965</b>	<b>246878106</b>	<b>88.79</b>	<b>241441836</b>	<b>5436270</b>	<b>97.80</b>	<b>2.20</b>





Resolution Details(5)								
Resolution Required: Ordinary					To ratify and confirm remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, as the Cost Auditors of the Company.			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	162599633	160694758	98.83	160694758	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>162599633</b>	<b>160694758</b>	<b>98.83</b>	<b>160694758</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	97654177	85823556	87.89	85823556	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>97654177</b>	<b>85823556</b>	<b>87.89</b>	<b>85823556</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non-Institutions	E-voting	17803155	292209	1.64	292021	188	99.94	0.06
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>17803155</b>	<b>292209</b>	<b>1.64</b>	<b>292021</b>	<b>188</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>278056965</b>	<b>246810523</b>	<b>88.76</b>	<b>246810335</b>	<b>188</b>	<b>100.00</b>	<b>0.00</b>



**Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at the Thirty-Ninth (39<sup>th</sup>) Annual General Meeting of Godrej Properties Limited held on Wednesday, July 31, 2024.**

To  
The Chairperson  
**Godrej Properties Limited**  
Godrej One, 5<sup>th</sup> Floor, Pirojshanagar  
Eastern Express Highway, Vikhroli (East)  
Mumbai - 400079

**Thirty-Ninth (39<sup>th</sup>) Annual General Meeting of the Members of Godrej Properties Limited held on Wednesday, July 31, 2024 at 02.30 p.m. (IST) by means of Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**

Dear Sir,

I, Ashish Kumar Jain Proprietor of M/s. A.K. Jain & Co., Company Secretaries, Mumbai had been appointed as the Scrutinizer by the Board of Directors of **Godrej Properties Limited** ("the Company"), for the purpose of scrutinizing the remote e-voting and e-voting during the Annual General Meeting (AGM), pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act"), Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended thereto and General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 5, 2020, Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, Circular No. 03/2022 dated May 5, 2022, General Circular No. 10/2022, 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") and Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India, on the business contained in the Notice of the 39<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Wednesday, July 31, 2024 at 2:30 p.m. (IST) through VC/OAVM.





The Notice of AGM dated May 03, 2024, was sent to the shareholders, in respect of the resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars and SEBI Circulars. The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the AGM. My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions. Based on the reports generated from the remote e-voting system provided by National Securities Depositories Ltd (NSDL / Service Provider), the authorized agency to provide e-voting facility and e-voting at the AGM, I hereby submit my report as under:

1. The Company had appointed NSDL, for the purpose of extending the facility of remote e-voting and e-voting at the AGM to the members of the Company.
2. Kfin Technologies Limited (KFintech) is the Registrar and Share Transfer Agents (RTA) of the Company.
3. The Cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as Wednesday, July 24, 2024.
4. As prescribed under the circular dated May 5, 2020 read with general circular dated January 13, 2021 issued by MCA, the Company has released an advertisement prior to sending notices to the Shareholders in Marathi in 'Loksatta' dated June 20, 2024 and in English in 'Financial Express' dated June 20, 2024.
5. The Company has completed dispatch of notices by email to the members by July 03, 2024.
6. As prescribed in Rule 20 of Companies (Management and Administration) Rules, 2014, Company has also released notice through newspaper Advertisement in Marathi in 'Loksatta' dated July 04, 2024 and in English in 'Financial Express' dated July 04, 2024.



7. In terms of the Rule 20 of Companies (Management and Administration) Rules, 2014 the Remote e-Voting facility was kept open for 5 (Five) days i.e. from Friday, July 26, 2024 (09:00 a.m. IST) till Tuesday, July 30, 2024 (05:00 p.m. IST)
8. At the end of the voting period on Tuesday, July 30, 2024, at 05.00 p.m., the voting portal of the Service Provider was blocked forthwith. The Company had also provided the facility of e-voting during the AGM, for those shareholders who could not cast their vote during the above period.
9. The details of the consolidated Results of the Remote e-Voting together with e-voting conducted at the AGM, are as follows:

Details	Remote e-Voting	e-Voting at AGM	Total e-Voting
Number of Members who cast their votes	1036	6	1042
Total number of Shares held by them	249873217	85	249873302
Valid votes	As per details provided under each one of the resolutions mentioned hereunder		
Abstain/Less Votes	Various as mentioned under each of the resolution		

**Note:** Percentage of votes cast "in favour" or "against" the resolutions is calculated based on the valid votes cast through remote e-Voting and e-Voting at the AGM.

### Ordinary Business

#### Item No. 1 (Ordinary Resolution)

Adoption of the audited standalone & consolidated financial statements for the year ended March 31, 2024 together with report of Board of Directors, report of Auditors thereon and other reports.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of abstained/Less Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	246611858	99.91	227575	0.09	509712



**Item No. 2 (Ordinary Resolution)**

Re-appointment of Mr. Nadir Godrej (DIN: 00066195), as Director liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of abstained Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	243712546	98.72	3165576	1.28	2466993

**Special Business:****Item No. 3 (Ordinary Resolution)**

Approval for revision of remuneration paid to Mr. Gaurav Pandey, Managing Director & Chief Executive Officer of the Company with effect from April 1, 2024 upto the remainder period of the tenure of his appointment i.e. December 31, 2025

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of abstained Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	214534797	86.90	32330786	13.10	1839512

**Item No. 4 (Special Resolution)**

Approval for re-appointment of Ms. Sutapa Banerjee (DIN: 02844650) as an Independent Director of the Company for a second term of five years commencing from November 05, 2024 till November 04, 2029

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of abstained Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	241441836	97.80	5436270	2.20	2995196



**Item No. 5 (Ordinary Resolution)**

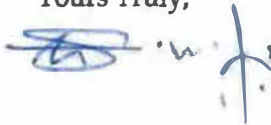
Approval for ratification of remuneration paid to M/s. R. Nanabhoy & Co., Cost Accountants as Cost Auditors of the Company for the financial year 2024-25.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of abstained Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	246810335	100.00	188	0.00	509712

Based on the aforesaid results, all the Resolutions mentioned in the AGM Notice dated May 03, 2024 as per the details above stand passed under remote e-voting and e-voting conducted at the AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider, in respect of the votes cast through remote e-voting and e-voting conducted at the AGM by the Members of the Company. All other relevant records relating to remote e-voting and e-voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairperson signs the Minutes of the Thirty-Ninth (39th) AGM.

Thanking You,  
Yours Truly,



**Ashish Kumar Jain**  
Practicing Company Secretary  
FCS: 6058 COP: 6124  
Peer Review Certificate No. 1485/2021  
UDIN: F006058F000872330  
Date: 01<sup>st</sup> August, 2024  
Place: Mumbai



To be counter signed by  
~~the Chairperson~~/Authorised Person  
Date: 01<sup>st</sup> August, 2024  
Place: Mumbai