

Godrej Properties Limited
Regd. Office: Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai – 400 079. India
Tel.: + 91-22-6169 8500
Fax: + 91-22-6169 8888
Website: www.godrejproperties.com

CIN: L74120MH1985PLC035308

March 08, 2021

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The 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 – 959822 – Debt Segment
NSE - GODREJPROP

Sub: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Results of Postal Ballot (E-Voting) along with Scrutinizer's Report

Dear Sir/ Madam,

In terms of the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the results of voting on resolutions as per Postal Ballot Notice dated February 04, 2021, in the prescribed format, along with the Scrutinizer's Report on voting issued by Mr. Ashish Jain, Scrutinizer.

The resolutions as per the Postal Ballot Notice dated February 04, 2021, were approved by the Members with the requisite majority and are deemed to have been passed on last day of voting i.e. March 08, 2021. The copy of the said Results is also available on the Company's website at <http://www.godrejproperties.com>.

We request you to take the voting results on records.

Thank you,

For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer

Encl.: a/a



SCRUTINIZER'S REPORT

To,
The Chairman
Godrej Properties Limited
Godrej One, 5th Floor, Pirojsha Nagar
Eastern Express Highway, Vikhroli (East)
Mumbai - 400 079.

I, Ashish Kumar Jain Proprietor of M/s. A.K. Jain & Co., Company Secretaries, Mumbai, have been appointed as Scrutinizer by the Board of **Godrej Properties Limited** to conduct the postal ballot of the Company pursuant to Section 108 and 110 of the Companies Act, 2013 "the Act" read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as and when amended and read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 in relation to "Clarification on passing of Ordinary and Special Resolutions by the Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19, issued by Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India for passing of the proposed Special Resolutions as mentioned in the Postal Ballot Notice dated February 04, 2021 (hereinafter referred to as '**The Postal Ballot Notice**').

I submit my report as under:

1. I have given my consent to act as Scrutinizer vide letter dated January 20, 2021 and was appointed as Scrutinizer for Postal Ballot including e-Voting by a Resolution passed by the Board of Directors on February 04, 2021. Further, Mr. Surender Varma, Company Secretary of the Company authorized by the Board of Directors was made responsible for conducting the postal ballot process.
2. The Company has completed the dispatch of the postal ballot notice through email on February 05, 2021 to its members whose names appeared in the Register of Members / Records of Depositories as on January 29, 2021.
3. The Company has appointed KFin Technologies Private Limited (KFinTech) the authorized agency to provide e-voting facility to the Members, who were eligible to take part in the voting process.



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4. As per Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement in newspapers in regard to dispatch of Postal Ballot Notice to the members of the Company, was published by the Company in Free Press Journal in English and Navshakti in Marathi on February 06, 2021.
5. The particulars of the e-voting done by the members of the Company during the period from Saturday, February 06, 2021 from 09.00 a.m. till Monday, March 08, 2021 at 5.00 p.m. by logging on <http://evoting.kfintech.com> were considered for scrutiny.
6. No ballot papers have been received till March 08, 2021 at 5.00 p.m.
7. Summary of the e-voting is given below:

Item No. 1 (Special Resolution)

To approve raising of funds in one or more tranches, by issuance of securities for an amount not exceeding INR 3,750 Crore (Rupees Three Thousand Seven Hundred and Fifty Crore only).

Particulars	Number of Members voted through e-voting	Number of Votes casted through	Percentage (%)
Assent	397	22,02,98,212	100.00
Dissent	6	173	0.00
Total	403	22,02,98,385	100.00

Abstained from Voting

Number of Members	5	Number of Votes	15,349
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Item No. 2 (Special Resolution)

Approval for enhancement of investment limit of the Company up to INR 7,500 Crore under Section 186 of the Companies Act, 2013.

Particulars	Number of Members voted through e-voting	Number of Votes casted through	Percentage (%)
Assent	270	20,54,96,569	93.28
Dissent	133	1,48,01,797	6.72
Total	403	22,02,98,366	100.00



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Abstained from Voting

Number of Members	6	Number of Votes	15,369
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8. In view of the above summary, I hereby confirm that the Special Resolutions proposed in the Postal Ballot Notice dated February 04, 2021 have been passed with requisite majority.

You may accordingly declare the result of Postal Ballot.

For A.K. Jain & Co.
Company Secretaries



Ashish Kumar Jain
Proprietor
CP No. 6124
Membership No. F6058
UDIN No. F006058B004033620
Date: 08th March, 2021
Place: Mumbai

Countersigned by:

Surender Varma
Company Secretary & Chief Legal Officer
(Membership No: ACS 10428)
Godrej Properties Limited
Date: 08th March, 2021
Place: Mumbai

Company Name	GODREJ PROPERTIES LTD
Date of the Postal Ballot Notice	February 04, 2021
Total number of shareholders on record date	67501
No. of shareholders present in the meeting either in person or	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	SPECIAL - To approve for raising of funds in one or more tranches, by issuance of securities for an amount not exceeding Rs.3,750 crore.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	162433533	162433533	100.0000	162433533	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	65818809	57804348	87.8234	57804348	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	23828641	60504	0.2540	60331	173	99.7141	0.2858
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		252080983	220298385	87.3919	220298212	173	99.9999	0.0001

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of enhancement of investment of investment limit of the Company up to Rs.7,500 Crores under section 186 of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	162433533	162433533	100.0000	162433533	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	65818809	57804348	87.8234	43002903	14801445	74.3938	25.6061
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	23828660	60485	0.2539	60133	352	99.4182	0.5817
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		252080983	220298366	87.3919	205496569	14801797	93.2810	6.7190