

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

July 05, 2022

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 - Script Code: 533150
BSE - Security Code – 959822 – Debt Segment
NSE Symbol - 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 May 03, 2022, in the prescribed format, along with the Scrutinizer's Report on voting issued by M/s A.K. Jain & Co., Company Secretaries, Scrutinizer.

The resolutions as per the Postal Ballot Notice dated May 03, 2022, were approved by the Members with the requisite majority and are deemed to have been passed on last day of voting i.e. July 04, 2022. The copy of the said Results is also available on the Company's website at <https://www.godrejproperties.com>.

We request you to take the voting results on records.

Thank you,

For Godrej Properties Limited


Ashish Karyekar

Company Secretary and Compliance Officer

Encl.: a/a



SCRUTINIZER'S REPORT

To,
The Chairman
Godrej Properties Limited
Godrej One, 5th Floor, Pirojshanagar
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, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/ 2022 dated May 05, 2022 issued by the 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 and Secretarial Standard - 2 on General Meetings issued by the Institute of the Company Secretaries of India for passing of the proposed Ordinary/Special Resolutions as mentioned in the Postal Ballot Notice dated May 03, 2022 (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 May 02, 2022 and was appointed as Scrutinizer for Postal Ballot including remote e-Voting by a Resolution passed by the Board of Directors on May 03, 2022. Further, Mr. Ashish Karyekar, Company Secretary & Compliance Officer 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 June 03, 2022 to its members whose names appeared in the Register of Members / Records of Depositories as on May 27, 2022.



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3. The Company has appointed KFin Technologies Limited (KFintech) the authorized agency to provide remote e-voting facility to the Members, who were eligible to take part in the voting process.
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 the Free Press Journal in English and Navshakti in Marathi on June 04, 2022.
5. The particulars of the remote e-voting done by the members of the Company during the period from Sunday, June 05, 2022 from 09.00 a.m. till Monday, July 04, 2022 at 5.00 p.m. by logging on <http://evoting.kfintech.com> were considered for scrutiny.
6. 1 (One) physical Ballot paper has been received till July 04, 2022 by 5.00 p.m.
7. Summary of the combined report on the result of remote e-voting and ballot papers is given below:

Item No. 1 (Ordinary Resolution)

Approval of material related party transactions with Embellish Houses LLP.

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	881	79,811,782	100.00
Dissent	28	947	0.00
Total	909	79,812,729	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting:

Number of Members	62	Number of Votes	162,503,974
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Item No. 2 (Ordinary Resolution)

Approval of material related party transactions with AR Landcraft LLP

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	883	79,811,835	100.00
Dissent	25	896	0.00
Total	908	79,812,731	100.00

Invalid Votes

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting

Number of Members	61	Number of Votes	1 62, 503,970
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Item No. 3 (Ordinary Resolution)

Approval of material related party transactions with Roseberry Estate LLP.

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	881	79, 811,792	100.00
Dissent	27	941	0.00
Total	908	79,812,733	100.00

Invalid Votes

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting

Number of Members	61	Number of Votes	162,503,970
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Item No. 4 (Ordinary Resolution)

Approval of material related party transactions with Manjari Housing Projects LLP.

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	882	79,811,840	100.00
Dissent	26	894	0.00
Total	908	79,812,734	100.00

Invalid Votes

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting

Number of Members	61	Number of Votes	162,503,970
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Item No. 5 (Ordinary Resolution)

Approval of material related party transactions with Maan-Hinje Township Developers LLP.

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	883	79,811,735	100.00
Dissent	24	997	0.00
Total	907	79,812,732	100.00

Invalid Votes

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting

Number of Members	62	Number of Votes	162,503,974
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Item No. 6 (Ordinary Resolution)

Approval of material related party transactions with Mahalunge Township Developers LLP.

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	883	79, 811, 899	100.00
Dissent	24	848	0.00
Total	907	79,812,747	100.00

Invalid Votes

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting

Number of Members	62	Number of Votes	162,503,959
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Item No. 7 (Ordinary Resolution)

Approval of material related party transactions with Caroa Properties LLP.

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	884	79, 811, 845	100.00
Dissent	23	887	0.00
Total	907	79,812,732	100.00

Invalid Votes

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting

Number of Members	62	Number of Votes	162,503,971
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Item No. 8 (Ordinary Resolution)

Approval of material related party transactions with Suncity Infrastructures (Mumbai) LLP.

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	879	79,811,762	100.00
Dissent	29	944	0.00
Total	908	79,812,706	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	4	Number of invalid votes cast by them	98,142
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Abstained from Voting

Number of Members	62	Number of Votes	162,503,995
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Item No. 9 (Special Resolution)

Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director

Particulars	Number of Members voted through remote e-voting & physical Ballot	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	933	242,195,146	99.99
Dissent	28	30,655	0.01
Total	961	242,225,801	100.00

Invalid Votes

Number of Members whose votes were declared invalid	0	Number of invalid votes cast by them	0
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Abstained from Voting

Number of Members	14	Number of Votes	188,938
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8. In view of the above summary, I hereby confirm that the Ordinary/Special Resolutions proposed in the Postal Ballot Notice dated May 03, 2022 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
Peer Review Certificate No.1485/2021
Membership No. F6058
UDIN No. F006058D000569720
Date: 05th July, 2022
Place: Mumbai

Countersigned by:



Ashish Karyekar
Company Secretary & Compliance Officer
(Membership No: ACS 11331)
Godrej Properties Limited
Date: 05th July, 2022
Place: Mumbai

Company Name	GODREJ PROPERTIES LIMITED
Date of the Postal Ballot Notice	May 03, 2022
Total number of shareholders on record date	186774
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)	Ordinary Resolution - 1 - Approval of material related party transactions with Embellish Houses LLP.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155433	1.0261	154486	947	99.6265	0.3734
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	79812729	28.7108	79811782	947	99.9988	0.0012
Invalid Votes	98,142							
Abstained from Voting	16,25,03,974							



Resolution required: (Ordinary/ Special)	Ordinary Resolution - 2 - Approval of material related party transactions with AR Landcraft LLP.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155435	1.0261	154539	896	99.6466	0.3533
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	79812731	28.7108	79811835	896	99.9989	0.0011
Invalid Votes	98,142							
Abstained from Voting	16,25,03,970							



Resolution required: (Ordinary/ Special)	Ordinary Resolution - 3 - Approval of material related party transactions with Roseberry Estate LLP.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155437	1.0261	154496	941	99.6289	0.3710
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	79812733	28.7108	79811792	941	99.9988	0.0012
Invalid Votes		98,142						
Abstained from Voting		16,25,03,970						



Resolution required: (Ordinary/ Special)	Ordinary Resolution - 4 - Approval of material related party transactions with Manjari Housing Projects LLP.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155438	1.0261	154544	894	99.6474	0.3525
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	79812734	28.7108	79811840	894	99.9989	0.0011
Invalid Votes		98,142						
Abstained from Voting		16,25,03,970						



Resolution required: (Ordinary/ Special)	Ordinary Resolution - 5 - Approval of material related party transactions with Maan-Hinje Township Developers LLP.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155436	1.0261	154439	997	99.6068	0.3931
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
Total		277988067	79812732	28.7108	79811735	997	99.9988	0.0012
Invalid Votes		98,142						
Abstained from Voting		16,25,03,974						



Resolution required: (Ordinary/ Special)		Ordinary Resolution - 6 - Approval of material related party transactions with Mahalunge Township Developers LLP.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155451	1.0262	154603	848	99.6656	0.3343
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	79812747	28.7109	79811899	848	99.9989	0.0011
Invalid Votes		98,142						
Abstained from Voting		16,25,03,959						



Resolution required: (Ordinary/ Special)	Ordinary Resolution - 7 -Approval of material related party transactions with Caroa Properties LLP.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155436	1.0261	154549	887	99.6502	0.3497
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	79812732	28.7108	79811845	887	99.9989	0.0011
Invalid Votes		98,142						
Abstained from Voting		16,25,03,971						



Resolution required: (Ordinary/ Special)	Ordinary Resolution - 8 - Approval of material related party transactions with Suncity Infrastructures (Mumbai) LLP.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	0	0.0000	00	0	0.0000	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	90841721	79638960	87.6678	79638960	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	24712813	155410	1.0260	154466	944	99.6276	0.3723
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	79812706	28.7108	79811762	944	99.9988	0.0012
Invalid Votes		98,142						
Abstained from Voting		16,25,03,995						



Resolution required: (Ordinary/ Special)		Special Resolution - 9 - Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director.						
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	90841721	79520286	87.5372	79490386	29900	99.9623	0.0376
	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	24712813	253646	1.0264	252891	755	99.7023	0.2976
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		18336	0.0742	18336	0	100.0000	0.0000
	Total	277988067	242225801	87.1353	242195146	30655	99.9873	0.0127
Invalid Votes		0						
Abstained from Voting		1,88,938						

