

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

August 03, 2023

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 – Debt Segment
NSE - GODREJPROP

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the 38th 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 28, 2023 to Tuesday, August 01, 2023 and e-voting during the 38th AGM of Godrej Properties Limited held on August 02, 2023.


Further, please find enclosed the consolidated Report of Scrutinizer dated August 03, 2023 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 38th 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 Karyekar
Company Secretary

Encl. as above



38TH ANNUAL GENERAL MEETING VOTING RESULTS

Date of the AGM/ EGM:	August 02, 2023
Record Date:	July 26, 2023
Total number of shareholders on record date:	1,60,230
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
a) Promoters and Promoter Group:	-
b) Public:	-
No. of Shareholders attended the meeting through Video Conferencing:	56
a) Promoters and Promoter Group:	5
b) Public:	51
No. of resolutions passed in meeting:	3
Disclosure of notes on voting results:	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, 2023, 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 - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	16,25,99,633	16,25,99,633	100.0000	16,25,99,633	-	100.0000	0.0000
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	16,25,99,633	16,25,99,633	100.0000	16,25,99,633	-	100.0000	0.0000
Public Institutions	E-voting	9,32,59,268	7,85,08,718	84.1833	7,85,08,718	-	100.0000	0.0000
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	9,32,59,268	7,85,08,718	84.1833	7,85,08,718	-	100.0000	0.0000
Public Non-Institutions	E-voting	2,21,70,197	2,77,491	1.2516	2,76,835	656	99.7636	0.2364
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	2,21,70,197	2,77,491	1.2516	2,76,835	656	99.7636	0.2364
Total		27,80,29,098	24,13,85,842	86.8204	24,13,85,186	656	99.9997	0.0003



Resolution Details(2)								
Resolution Required: Ordinary					To appoint a Director in place of Mr. Pirojsha Godrej (DIN: 00432983), 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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	16,25,99,633	16,25,99,633	100.0000	16,25,99,633	-	100.0000	0.0000
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	16,25,99,633	16,25,99,633	100.0000	16,25,99,633	-	100.0000	0.0000
Public Institutions	E-voting	9,32,59,268	7,85,16,241	84.1914	7,19,51,390	65,64,851	91.6389	8.3611
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	9,32,59,268	7,85,16,241	84.1914	7,19,51,390	65,64,851	91.6389	8.3611
Public Non-Institutions	E-voting	2,21,70,197	2,75,458	1.2425	2,74,423	1,035	99.6243	0.3757
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	2,21,70,197	2,75,458	1.2425	2,74,423	1,035	99.6243	0.3757
Total		27,80,29,098	24,13,91,332	86.8223	23,48,25,446	65,65,886	97.2800	2.7200



Resolution Details(3)								
Resolution Required: Ordinary					To ratify and confirm the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants for the financial year 2023-24.			
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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	16,25,99,633	16,25,99,633	100.0000	16,25,99,633	-	100.0000	0.0000
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	16,25,99,633	16,25,99,633	100.0000	16,25,99,633	-	100.0000	0.0000
Public Institutions	E-voting	9,32,59,268	7,85,31,530	84.2077	7,85,31,530	-	100.0000	0.0000
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	9,32,59,268	7,85,31,530	84.2077	7,85,31,530	-	100.0000	0.0000
Public Non-Institutions	E-voting	2,21,70,197	2,75,460	1.2425	2,74,520	940	99.6588	0.3412
	Poll	-	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot(if applicable)	-	-	0.0000	-	-	0.0000	0.0000
	Total	2,21,70,197	2,75,460	1.2425	2,74,520	940	99.6588	0.3412
Total		27,80,29,098	24,14,06,623	86.8278	24,14,05,683	940	99.9996	0.0004



Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at the Thirty-Eight (38th) Annual General Meeting of Godrej Properties Limited held on Wednesday, August 02, 2023.

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

Thirty-Eight (38th) Annual General Meeting of the Members of Godrej Properties Limited held on Wednesday, August 02, 2023 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, Circular No. 03/2022 dated May 5, 2022, General Circular No. 10/2022 and 11/2022 dated December 28, 2022 (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 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 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 38th Annual General Meeting ("AGM") of the Company held on Wednesday, August 02, 2023 at 2:30 p.m. (IST) through VC/OAVM.

The Notice of AGM dated May 03, 2023, 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 as the Service Provider, 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 26, 2023.
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 27, 2023 and in English in 'Financial Express' dated June 27, 2023.
5. The Company has completed dispatch of notices by email to the members by July 07, 2023.



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 08, 2023 and in English in 'Financial Express' dated July 08, 2023.
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 28, 2023, 09:00 a.m. till Tuesday, August 01, 2023, 05:00 p.m.
8. At the end of the voting period on Tuesday, August 01, 2023, 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-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	983	2	985
Total number of Shares held by them	24,45,51,292	676	24,45,51,968
Valid votes	As per details provided under each one of the resolutions mentioned hereunder		
Abstain 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, 2023 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 Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	24,13,85,186	100.00	656	0.00	7,68,842

Item No. 2 (Ordinary Resolution)

Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983), 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	23,48,25,446	97.28	65,65,886	2.72	31,60,636

Special Business -

Item No. 3 (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 2023-24.

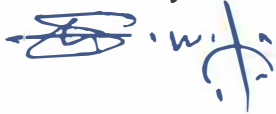
Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of abstained Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	24,14,05,683	100.00	940	0.00	7,68,840

Based on the aforesaid results, all the Resolutions mentioned in the AGM Notice dated May 03, 2023 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-Eight (38th) AGM.

Thanking You,
Yours Truly,



Ashish Kumar Jain
Practicing Company Secretary
FCS: 6058 COP: 6124
Peer Review Certificate No. 1485/2021
UDIN: F006058E000733543
Date: 03.08.2023
Place: Mumbai



To be counter signed by
~~the Chairperson~~/Authorised Person
Date: 03.08.2023
Place: Mumbai