

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 24, 2023

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 remote e-voting and voting by postal ballots by members on the special businesses transacted through Postal Ballot Notice dated February 02, 2023, in the prescribed format, along with the Scrutinizer's Report issued by M/s A. K. Jain & Co., Company Secretaries, Scrutinizer.

The resolutions as per the Postal Ballot Notice dated February 02, 2023, were approved by the Members with the requisite majority and are deemed to have been passed on last day of voting i.e. March 23, 2023. 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 Chairperson
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, General Circular No. 03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 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 Resolutions as mentioned in the Postal Ballot Notice dated February 02, 2023 (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 February 02, 2023 and was appointed as Scrutinizer for Postal Ballot including remote e-Voting by a Resolution passed by the Board of Directors on February 02, 2023. Further, Company Secretary & Compliance Officer of the Company is authorized by the Board for conducting the postal ballot process.
2. The Company has completed the dispatch of the postal ballot notice through email on February 21, 2023 to its members whose names appeared in the Register of Members / Records of Depositories as on February 17, 2023.



::2::

3. The Company has appointed KFin Technologies Limited (KFintech) as 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 Financial Express in English and Loksatta in Marathi on February 22, 2023.
5. The particulars of the remote e-voting done by the members of the Company during the period from Wednesday, February 22, 2023 from 09.00 a.m. till Thursday, March 23, 2023 at 5.00 p.m. by logging on <http://evoting.kfintech.com> were considered for scrutiny.
6. 4 (Four) physical ballot papers have been received till March 23, 2023 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 the 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	701	7,52,01,364	100.00
Dissent	17	473	0.00
Total	718	7,52,01,837	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	5	Number of invalid votes cast by them	1,07,05,906
---	---	--------------------------------------	-------------

Abstained from Voting:

Number of Members*	12	Number of Votes	7,80,453
--------------------	----	-----------------	----------

**includes members who have partly voted for assent and partly abstained from voting.*



::3::

Item No. 2 (Ordinary Resolution)

Approval of the material related party transactions with Godrej Vestamark LLP

Particulars	Number of Members voted through remote e-voting & physical Ballot*	Number of Votes casted through remote e-voting & physical Ballot	Percentage (%)
Assent	705	7,52,01,385	100.00
Dissent	15	460	0.00
Total	720	7,52,01,845	100.00

Invalid Votes

Number of Members whose votes were declared invalid	5	Number of invalid votes cast by them	1,07,05,906
---	---	--------------------------------------	-------------

Abstained from Voting

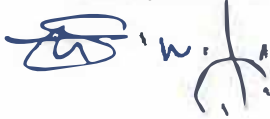
Number of Members *	11	Number of Votes	7,80,445
---------------------	----	-----------------	----------

* Includes members who have partly voted for assent and partly for dissent/abstained from voting.

8. In view of the above summary, I hereby confirm that the Ordinary Resolutions proposed in the Postal Ballot Notice dated February 02, 2023 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
Peer Review Certificate No.1485/2021
UDIN No. F006058D003316475
Date: March 24, 2023
Place: Mumbai



Countersigned by:



Ashish Karyekar
Company Secretary & Compliance Officer
(Membership No: ACS 11331)
Godrej Properties Limited
Date: March 24, 2023
Place: Mumbai



Company Name	GODREJ PROPERTIES LIMITED
Date of the Postal Ballot Notice	February 02, 2023
Total number of shareholders on record date	203459
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	Ordinary Resolution - 1 - To approve material related party transactions with Maan-Hinje Township Developers LLP.							
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	162599633	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	88513636	74950177	84.6764	74950177	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	26907695	295602	1.0986	295129	473	0.1600	0.1600
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		11276	0.0419	11276	0	100.0000	0.0000
	Total	278020964	75257055	27.0688	75256582	473	99.9994	0.0006
Invalid Votes	10705906							
Abstained from voting	780453							



Resolution required: (Ordinary/ Special)		Ordinary Resolution - 2 - To approve material related party transactions with Godrej Vestamark LLP.						
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	162599633	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	88513636	74950177	84.6764	74950177	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	26907695	295610	1.0986	295150	460	99.8444	0.1556
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		11276	0.0419	11276	0	100.0000	0.0000
	Total	278020964	75257063	27.0688	75256603	460	99.9994	0.0006
Invalid Votes		10705906						
Abstained from voting		780445						

