

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 04, 2022

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 - Script Code: 533150, Scrip ID: GODREJPROP
BSE - Security Code - 959822 – Debt Segment
NSE - GODREJPROP

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the 37th Annual General Meeting (AGM) of Godrej Properties Limited

Dear Sir/Madam,

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the results of the voting conducted through remote e-voting during July 28, 2022 to August 01, 2022 and e-voting during the 37th Annual General Meeting of Godrej Properties Limited held on August 02, 2022.

Further, please find enclosed the consolidated Report of Scrutinizer dated August 03, 2022 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 Scrutiniser's Report, all resolutions as set out in the Notice of 37th Annual General Meeting have been duly approved by the members with requisite majority.

We request you to take the voting results on records.

Thank you,

For Godrej Properties Limited


Ashish Karyekar
Company Secretary & Compliance Officer

Encl. as above



Godrej Properties Limited	
AGM Date	02-08-2022
Record date	26-07-2022
Total number of shareholders on record date	186402
Number of shareholders present in the meeting either in person or through proxy	N.A.
a) Promoter and promoter group	
b) Public	
Number of shareholders attended the meeting through video conferencing	72
a) Promoter and promoter group	6
b) Public	66
Number of resolutions passed in meeting	4
Disclosure of notes on voting results	N.A.

Resolution Details (1)								
Resolution Required (Ordinary/Special)					Ordinary :- Adoption of financial statement for the year ended March 31, 2022.			
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	162433533	162433533	100	162433533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		162433533	162433533	100	162433533	0	100
Public Institutions	E-voting	91183305	78544161	86.1388	78544161	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		91183305	78544161	86.1388	78544161	0	100
Public Non-Institutions	E-voting	24383510	189106	0.7755	188023	1083	99.4273	0.5727
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24383510	189106	0.7755	188023	1083	99.4273
Total		278000348	241166800	86.7505	241165717	1083	99.9996	0.0004



Resolution Details (2)								
Resolution Required (Ordinary/Special)					Ordinary :- To appoint a Director in place of Mr. Jamshyd N. Godrej (DIN:00076250), who retires by rotation and, being eligible, offers himself for re-appointment.			
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	162433533	162433533	100	162433533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		162433533	162433533	100	162433533	0	100
Public Institutions	E-voting	91183305	75143058	82.4088	39241110	35901948	52.2219	47.7781
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		91183305	75143058	82.4088	39241110	35901948	52.2219
Public Non-Institutions	E-voting	24383510	188304	0.7723	187571	733	99.6107	0.3893
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24383510	188304	0.7723	187571	733	99.6107
Total		278000348	237764895	85.5268	201862214	35902681	84.8999	15.1001



Resolution Details (3)								
Resolution Required (Ordinary/Special)					Ordinary :- To re-appoint M/s B S R & CO. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), as Statutory Auditors.			
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	162433533	162433533	100	162433533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162433533	162433533	100	162433533	0	100	0
Public Institutions	E-voting	91183305	78792436	86.4110	78792436	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	91183305	78792436	86.4110	78792436	0	100	0
Public Non-Institutions	E-voting	24383510	188826	0.7744	187459	1367	99.2761	0.7239
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	24383510	188826	0.7744	187459	1367	99.2761	0.7239
Total		278000348	241414795	86.8397	241413428	1367	99.9994	0.0006



Resolution Details (4)								
Resolution Required (Ordinary/Special)					Ordinary :- Ratification of remuneration paid to Cost Auditor.			
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	162433533	162433533	100	162433533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162433533	162433533	100	162433533	0	100	0
Public Institutions	E-voting	91183305	78792436	86.4110	77664767	1127669	98.5688	1.4312
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	91183305	78792436	86.4110	77664767	1127669	98.5688	1.4312
Public Non-Institutions	E-voting	24383510	188224	0.7719	186845	1379	99.2674	0.7326
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	24383510	188224	0.7719	186845	1379	99.2674	0.7326
Total		278000348	241414193	86.8395	240285145	1129048	99.5323	0.4677



Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at the Thirty Seventh (37th) Annual General Meeting of Godrej Properties Limited held on Tuesday, August 02, 2022.

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

Thirty Seventh (37th) Annual General Meeting of the Members of Godrej Properties Limited held on Tuesday, August 02, 2022 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, 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. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 21/2021 dated December 14, 2021 (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 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (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 37th Annual General Meeting ("AGM") of the Company held on Tuesday, August 02, 2022 at 2:30 p.m. (IST) through VC / OAVM.



The Notice of AGM dated June 24, 2022, 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 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 to the members of the Company and for 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 Tuesday, July 26, 2022.
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, 2022 and in English in 'Financial Express' dated June 27, 2022.
5. The Company has completed dispatch of notices by email to the members by July 07, 2022.
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, 2022 and in English in 'Financial Express' dated July 08, 2022.



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 Thursday, July 28, 2022, 09:00 a.m. till Monday, August 01, 2022, 05:00 p.m.
8. At the end of the voting period on Monday, August 01, 2022, at 05.00 p.m., the voting portal of the Service Provider was blocked forthwith.
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	1,006	4	1,010
Total number of Shares held by them	24,20,85,938	165	24,20,86,103
Valid votes	As per details provided under each one of the resolutions mentioned hereunder		
Invalid/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, 2022 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 Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	24,11,65,717	100.00	1,083	0.00	9,19,303



Item No. 2 (Ordinary Resolution)

Re-appointment of Mr. Jamshyd N. Godrej (DIN: 00076250), as Director liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	20,18,62,214	84.90	3,59,02,681	15.10	9,19,303

Item No. 3 (Ordinary Resolution)

Re-appointment of M/s. BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration No.101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting to be held in 2027.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	24,14,13,428	100.00	1,367	0.00	9,19,303

Special Business -**Item No. 4 (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 2022-23.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		No. of Invalid/Abstain Votes
	Nos.	%	Nos.	%	
Remote e-Voting and e-Voting at the AGM	24,02,85,145	99.53	11,29,048	0.47	9,19,303



Based on the aforesaid results, all the Resolutions mentioned in the AGM Notice dated June 24, 2022 as per the details above stand passed under Remote e-Voting and voting conducted at the AGM electronically 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 Chairman signs the Minutes of the Thirty Seventh (37th) AGM.

Thanking You,

Yours Truly,



Ashish Kumar Jain
Practicing Company Secretary
FCS: 6058 COP: 6124
Peer Review Certificate No. 1485/2021
UDIN: F006058D000733653
Date: 03rd August, 2022
Place: Mumbai



To be counter signed by
the ~~Chairman~~ / Authorised
Person
Date: 03rd August, 2022
Place: Mumbai