

**Godrej Properties Limited**  
**Regd.Office:** Godrej One,  
5<sup>th</sup> 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

June 10, 2019

**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, Scrip ID - GODREJPRP  
BSE- Security ID 782GPL20 – Debt Segment  
NSE - GODREJPROP

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Results of Postal Ballot and e-voting along with Scrutinizer's Report of Godrej Properties Limited**

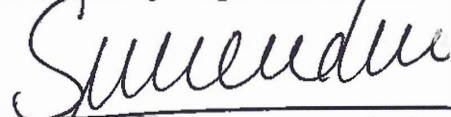
Dear Sir/Madam,

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the summary of results on the business transacted through Postal Ballot notice dated April 30, 2019, along with the consolidated scrutinizer's report on e-voting and Postal Ballot.

We request you to take the summary of voting results on records.

Thank you,

**For Godrej Properties Limited**




**Surennder Varma**  
**Company Secretary & Chief Legal Officer**

Encl.: a/a



|  |                       |
|--|-----------------------|
| Company Name   | GODREJ PROPERTIES LTD |
| Date of the AGM/EGM  |                       |
| Total number of shareholders on record date  | 44686                 |
| No. of shareholders present in the meeting either in person or Promoters and Promoter Group: |                       |
| Public:  |                       |
| No. of Shareholders attended the meeting through Video Promoters and Promoter Group:         | 0                     |
| Public:  | 0                     |

|   |   |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Approval for raising of funds in once or more tranches, by issuance of securities for an amount not exceeding Rs.2,500 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  | 158447139              | 158447139               | 100.0000   | 158447139                    | 0                          | 100.0000   | 0.0000   |
|   | Poll  | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Institutions  | E-Voting  | 35153796               | 28664993                | 81.5417  | 25976661                     | 2688332                    | 90.6215  | 9.3784   |
|   | Poll  | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting  | 35722778               | 3994777                 | 11.1827  | 3994680                      | 97                         | 99.9975  | 0.0024   |
|   | Poll  | 35722778               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 35722778               | 40625                   | 0.1137   | 40625                        | 0                          | 100.0000   | 0.0000   |
| Total   |   | 229323713              | 191147534               | 83.3527  | 188459105                    | 2688429                    | 98.5935  | 1.4065   |



| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To re-appoint Mr. Keki B. Dadeseth as a Independent Director of the Company for a second term. |                        |                         |  |                              |                            |  |  |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| 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   | 158447139              | 158447139               | 100.0000   | 158447139                    | 0                          | 100.0000   | 0.0000   |
|   | Poll   | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Institutions  | E-Voting   | 35153796               | 28475169                | 81.0017  | 25860082                     | 2615087                    | 90.8162  | 9.1837   |
|   | Poll   | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting   | 35722778               | 3994427                 | 11.1817  | 3994299                      | 128                        | 99.9967  | 0.0032   |
|   | Poll   | 35722778               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)  | 35722778               | 40625                   | 0.1137   | 40625                        | 0                          | 100.0000   | 0.0000   |
| <b>Total</b>  |  | <b>229323713</b>       | <b>190957360</b>        | <b>83.2698</b>   | <b>188342145</b>             | <b>2615215</b>             | <b>98.6305</b>   | <b>1.3695</b>  |

| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To re-appoint Mr. Pranay Vakil as an Independent Director of the Company for a second term. |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| 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  | 158447139              | 158447139               | 100.0000   | 158447139                    | 0                          | 100.0000   | 0.0000   |
|   | Poll  | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Institutions  | E-Voting  | 35153796               | 28475169                | 81.0017  | 26016083                     | 2459086                    | 91.3641  | 8.6358   |
|   | Poll  | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting  | 35722778               | 3994427                 | 11.1817  | 3994299                      | 128                        | 99.9967  | 0.0032   |
|   | Poll  | 35722778               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 35722778               | 40625                   | 0.1137   | 40625                        | 0                          | 100.0000   | 0.0000   |
| <b>Total</b>  |   | <b>229323713</b>       | <b>190957360</b>        | <b>83.2698</b>   | <b>188498146</b>             | <b>2459214</b>             | <b>98.7122</b>   | <b>1.2878</b>  |



| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To re-appoint Mrs. Lalita D. Gupte as an Independent Director of the Company for a second term. |                        |                         |  |                              |                            |  |  |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| 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  | 158447139              | 158447139               | 100.0000   | 158447139                    | 0                          | 100.0000   | 0.0000   |
|   | Poll  | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Institutions  | E-Voting  | 35153796               | 28475169                | 81.0017  | 25850994                     | 2624175                    | 90.7843  | 9.2156   |
|   | Poll  | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting  | 35722778               | 3994427                 | 11.1817  | 3994299                      | 128                        | 99.9967  | 0.0032   |
|   | Poll  | 35722778               | 0                       | 0.0000   | 00                           | 0                          | 0.0000   | 0.0000   |
|   | Postal Ballot (if applicable)   | 35722778               | 40625                   | 0.1137   | 40625                        | 0                          | 100.0000   | 0.0000   |
| <b>Total</b>  |   | <b>229323713</b>       | <b>190957360</b>        | <b>83.2698</b>   | <b>188333057</b>             | <b>2624303</b>             | <b>98.6257</b>   | <b>1.3743</b>  |

| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To re-appoint of Mr. Amitava Mukherjee as an Independent Director of the Company for a second term. |                        |                         |  |                              |                            |   |   |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|
| 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  | 158447139              | 158447139               | 100.0000   | 158447139                    | 0                          | 100.0000  | 0.0000  |
|   | Poll  | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | Postal Ballot (if applicable)   | 158447139              | 0                       | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
| Public- Institutions  | E-Voting  | 35153796               | 28664993                | 81.5417  | 28527543                     | 137450                     | 99.5204   | 0.4795  |
|   | Poll  | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | Postal Ballot (if applicable)   | 35153796               | 0                       | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
| Public- Non Institutions  | E-Voting  | 35722778               | 3994577                 | 11.1822  | 3994448                      | 129                        | 99.9967   | 0.0032  |
|   | Poll  | 35722778               | 0                       | 0.0000   | 00                           | 0                          | 0.0000  | 0.0000  |
|   | Postal Ballot (if applicable)   | 35722778               | 40625                   | 0.1137   | 40625                        | 0                          | 100.0000  | 0.0000  |
| <b>Total</b>  |   | <b>229323713</b>       | <b>191147334</b>        | <b>83.3526</b>   | <b>191009755</b>             | <b>137579</b>              | <b>99.9280</b>  | <b>0.0720</b>   |



**SCRUTINIZER'S REPORT**

**The Chairman**  
**Godrej Properties Limited**  
**Godrej One, 5th Floor**  
**Pirojsha Nagar**  
**Eastern Express Highway**  
**Vikhroli (East)**  
**Mumbai 400079**

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, 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 Resolution as mentioned in the Postal Ballot Notice dated April 30, 2019 (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 April 25, 2019 and was appointed as Scrutinizer for Postal Ballot including e-Voting by a Resolution passed by the Board of Directors on April 30, 2019. Further, Mr. Surender Varma, Company Secretary of the Company authorised 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 and postal ballot form along- with postage pre-paid business reply envelope through permitted modes on May 08, 2019 to its members whose names appeared in the Register of Members / Records of Depositories as on May 03, 2019.
3. The Company has appointed Karvy Fintech Private Limited (KCFL) the authorized agency to provide e-voting facility to the Members, who were eligible to take part in the voting process.
4. The Postal Ballot Forms were kept under safe custody in sealed and tampered proof ballot boxes at the KCFL (Unit Godrej Properties Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.
5. 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, Mumbai in English and Navshakti in Marathi on May 10, 2019 respectively.
6. Particulars of all the Postal Ballot Forms received upto Saturday, June 08, 2019 till 5.00 pm (being last date of receipt of Postal Ballot Forms) were considered for scrutiny.



7. The particulars of the e-voting done by the members of the Company during the period from Friday, May 10, 2019 from 9.00 a.m. till Saturday, June 08, 2019 at 5.00 p.m. by logging on <https://evoting.karvy.com> were considered for scrutiny.
8. I did not find any defaced or mutilated ballot papers.
9. Summary of the voting is given below:
1. To approve raising of funds in one or more tranches, by issuance of securities by way of public issue or private placement or through any other permissible mode under applicable laws and/or combination thereof for an amount not exceeding Rs.2,500 crore.

| Particulars  | Number of Members voted through |            |            | Number of Votes casted through |                     |                     | Percentage (%) Total |
|--------------|---------------------------------|------------|------------|--------------------------------|---------------------|---------------------|----------------------|
|              | Postal Ballot                   | e-Voting   | Total      | Postal Ballot                  | e-Voting            | Total               |                      |
| Assent       | 2                               | 215        | 217        | 40,625                         | 18,84,18,480        | 18,84,59,105        | 98.59                |
| Dissent      | 0                               | 15         | 15         | 0                              | 26,88,429           | 26,88,429           | 1.41                 |
| <b>Total</b> | <b>2</b>                        | <b>230</b> | <b>232</b> | <b>40,625</b>                  | <b>19,11,06,909</b> | <b>19,11,47,534</b> | <b>100.00</b>        |

**Invalid/abstain Votes**

| Number of Members voted through |          |       | Number of Votes casted through |          |        |
|---------------------------------|----------|-------|--------------------------------|----------|--------|
| Postal Ballot                   | e-Voting | Total | Postal Ballot                  | e-Voting | Total  |
| 0                               | 6        | 6     | 0                              | 42,286   | 42,286 |

2. To re-appoint Mr. Keki B. Dadiseth as an Independent Director of the Company for a period from August 2, 2019 till the conclusion of the Annual General Meeting to be held in the year 2021.

| Particulars  | Number of Members voted through |            |            | Number of Votes casted through |                     |                     | Percentage (%) Total |
|--------------|---------------------------------|------------|------------|--------------------------------|---------------------|---------------------|----------------------|
|              | Postal Ballot                   | e-Voting   | Total      | Postal Ballot                  | e-Voting            | Total               |                      |
| Assent       | 2                               | 209        | 211        | 40,625                         | 18,83,01,520        | 18,83,42,145        | 98.63                |
| Dissent      | 0                               | 18         | 18         | 0                              | 26,15,215           | 26,15,215           | 1.37                 |
| <b>Total</b> | <b>2</b>                        | <b>227</b> | <b>229</b> | <b>40,625</b>                  | <b>19,09,16,735</b> | <b>19,09,57,360</b> | <b>100.00</b>        |

**Invalid/abstain Votes**

| Number of Members voted through |          |       | Number of Votes casted through |          |          |
|---------------------------------|----------|-------|--------------------------------|----------|----------|
| Postal Ballot Forms             | e-Voting | Total | Postal Ballot                  | e-Voting | Total    |
| 0                               | 9        | 9     | 0                              | 2,32,460 | 2,32,460 |

3. To re-appoint Mr. Pranay Vakil as an Independent Director of the Company for a period from August 2, 2019 till the conclusion of the Annual General Meeting to be held in the year 2022.



| Particulars  | Number of Members voted through |            |            | Number of Votes casted through |                     |                     | Percentage (%) Total |
|--------------|---------------------------------|------------|------------|--------------------------------|---------------------|---------------------|----------------------|
|              | Postal Ballot                   | e-Voting   | Total      | Postal Ballot                  | e-Voting            | Total               |                      |
| Assent       | 2                               | 215        | 217        | 40,625                         | 18,84,57,521        | 18,84,98,146        | 98.71                |
| Dissent      | 0                               | 12         | 12         | 0                              | 24,59,214           | 24,59,214           | 1.29                 |
| <b>Total</b> | <b>2</b>                        | <b>227</b> | <b>229</b> | <b>40,625</b>                  | <b>19,09,16,735</b> | <b>19,09,57,360</b> | <b>100.00</b>        |

**Invalid/abstain Votes**

| Number of Members voted through |          |       | Number of Votes casted through |          |          |
|---------------------------------|----------|-------|--------------------------------|----------|----------|
| Postal Ballot Forms             | e-Voting | Total | Postal Ballot                  | e-Voting | Total    |
| 0                               | 9        | 9     | 0                              | 2,32,460 | 2,32,460 |

4. To re-appoint Mrs. Lalita D. Gupte as an Independent Director of the Company for a period from August 2, 2019 till the conclusion of the Annual General Meeting to be held in the year 2023.

| Particulars  | Number of Members voted through |            |            | Number of Votes casted through |                     |                     | Percentage (%) Total |
|--------------|---------------------------------|------------|------------|--------------------------------|---------------------|---------------------|----------------------|
|              | Postal Ballot                   | e-Voting   | Total      | Postal Ballot                  | e-Voting            | Total               |                      |
| Assent       | 2                               | 207        | 209        | 40,625                         | 18,82,92,432        | 18,83,33,057        | 98.63                |
| Dissent      | 0                               | 20         | 20         | 0                              | 26,24,303           | 26,24,303           | 1.37                 |
| <b>Total</b> | <b>2</b>                        | <b>227</b> | <b>229</b> | <b>40,625</b>                  | <b>19,09,16,735</b> | <b>19,09,57,360</b> | <b>100.00</b>        |

**Invalid/abstain Votes**

| Number of Members voted through |          |       | Number of Votes casted through |          |          |
|---------------------------------|----------|-------|--------------------------------|----------|----------|
| Postal Ballot Forms             | e-Voting | Total | Postal Ballot                  | e-Voting | Total    |
| 0                               | 9        | 9     | 0                              | 2,32,460 | 2,32,460 |

5. To re-appoint Mr. Amitava Mukherjee as an Independent Director of the Company for a period from August 2, 2019 till July 31, 2024.

| Particulars  | Number of Members voted through |            |            | Number of Votes casted through |                     |                     | Percentage (%) Total |
|--------------|---------------------------------|------------|------------|--------------------------------|---------------------|---------------------|----------------------|
|              | Postal Ballot                   | e-Voting   | Total      | Postal Ballot                  | e-Voting            | Total               |                      |
| Assent       | 2                               | 221        | 223        | 40,625                         | 19,09,69,130        | 19,10,09,755        | 99.93                |
| Dissent      | 0                               | 8          | 8          | 0                              | 1,37,579            | 1,37,579            | 0.07                 |
| <b>Total</b> | <b>2</b>                        | <b>229</b> | <b>231</b> | <b>40,625</b>                  | <b>19,11,06,709</b> | <b>19,11,47,334</b> | <b>100.00</b>        |

**Invalid/abstain Votes**

| Number of Members voted through |          |       | Number of Votes casted through |          |        |
|---------------------------------|----------|-------|--------------------------------|----------|--------|
| Postal Ballot Forms             | e-Voting | Total | Postal Ballot                  | e-Voting | Total  |
| 0                               | 7        | 7     | 0                              | 42,486   | 42,486 |

Note: Percentage of votes cast "in favour" or "against" the resolutions is calculated based on the valid votes cast through remote e-voting or physical voting.



10. In view of the above summary, I hereby confirm that the Special Resolutions proposed in the Postal Ballot Notice dated April 30, 2019 have been passed with requisite majority.

You may accordingly declare the result of Postal Ballot.

**Place: Mumbai**  
**Date: June 10, 2019**



**For A. K. Jain & Co.**  
**Company Secretaries**

  
**Ashish Kumar Jain**  
**Proprietor**  
**FCS: 6058 COP: 6124**