

August 06, 2020

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

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the 35<sup>th</sup> 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 31, 2020 to August 04, 2020 and e-voting during the 35<sup>th</sup> Annual General Meeting of Godrej Properties Limited held on August 05, 2020.

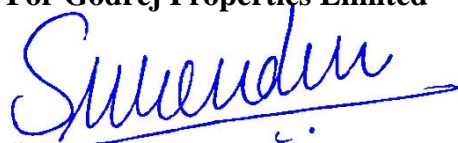
Please also find enclosed the Report of Scrutinizer on remote e-voting and e-voting during the AGM.

As per the Scrutiniser's Report, all Resolutions as set out in the Notice of 35<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

We request you to take the voting results on records.

Thank you,

**For Godrej Properties Limited**



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

Encl.: a/a



	GODREJ PROPERTIES LTD
<b>Date of the AGM/EGM</b>	05-08-2020
<b>Total number of shareholders on record date</b>	51436
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	0
<b>Public:</b>	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	5
<b>Public:</b>	58

Resolution No.	1									
Resolution required: (Ordinary/Special)	ORDINARY - Adoption of financial statement for the year ended March 31, 2020.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	16,24,33,533	162433533	100.0000	16,24,33,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>16,24,33,533</b>	<b>100.0000</b>	<b>16,24,33,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	6,34,40,377	5,33,06,052	84.0254	5,33,06,052	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>5,33,06,052</b>	<b>84.0254</b>	<b>5,33,06,052</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	2,62,06,830	1,78,813	0.6823	1,78,651	162	99.8109	0.1890	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,78,813</b>	<b>0.6823</b>	<b>1,78,651</b>	<b>162</b>	<b>99.9094</b>	<b>0.0906</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>25,20,80,740</b>	<b>21,59,18,398</b>	<b>85.6545</b>	<b>21,59,18,236</b>	<b>162</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>	<b>0</b>

Resolution No.	2									
Resolution required: (Ordinary/ Special)	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?	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)]*1 00	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	16,24,33,533	16,24,33,533	100.0000	16,24,33,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>16,24,33,533</b>	<b>100.0000</b>	<b>16,24,33,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	6,34,40,377	5,56,11,771	87.6599	5,45,02,003	11,09,768	98.0044	1.9955	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>5,56,11,771</b>	<b>87.6599</b>	<b>5,45,02,003</b>	<b>11,09,768</b>	<b>98.0044</b>	<b>1.9956</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	2,62,06,830	1,78,782	0.6822	1,78,610	172	99.7991	0.2008	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,78,782</b>	<b>0.6822</b>	<b>1,78,610</b>	<b>172</b>	<b>99.9038</b>	<b>0.0962</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>25,20,80,740</b>	<b>21,82,24,086</b>	<b>86.5691</b>	<b>21,71,14,146</b>	<b>11,09,940</b>	<b>99.4914</b>	<b>0.5086</b>	<b>0</b>	<b>0</b>

Resolution No.	3									
Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Ms. Sutapa Banerjee DIN 02844650, 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	16,24,33,533	16,24,33,533	100.0000	16,24,33,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>16,24,33,533</b>	<b>100.0000</b>	<b>16,24,33,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	6,34,40,377	5,56,11,771	87.6599	5,34,90,147	21,21,624	96.1849	3.8150	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>5,56,11,771</b>	<b>87.6599</b>	<b>5,34,90,147</b>	<b>21,21,624</b>	<b>96.1849</b>	<b>3.8151</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	2,62,06,830	1,78,837	0.6824	1,78,445	392	99.5426	0.4573	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,78,837</b>	<b>0.6824</b>	<b>1,78,445</b>	<b>392</b>	<b>99.7808</b>	<b>0.2192</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>25,20,80,740</b>	<b>21,82,24,141</b>	<b>86.5691</b>	<b>21,61,02,125</b>	<b>21,22,016</b>	<b>99.0276</b>	<b>0.9724</b>	<b>0</b>	<b>0</b>	

Resolution No.	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 (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)]*1 00	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	16,24,33,533	16,24,33,533	100.0000	16,24,33,533	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>16,24,33,533</b>	<b>100.0000</b>	<b>16,24,33,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	6,34,40,377	5,56,11,771	87.6599	5,56,11,771	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>5,56,11,771</b>	<b>87.6599</b>	<b>5,56,11,771</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	2,62,06,830	1,78,782	0.6822	1,78,422	349	99.5923	0.4076	0	0
	Poll		0	0.0000	0	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,78,782</b>	<b>0.6822</b>	<b>1,78,422</b>	<b>349</b>	<b>99.7986</b>	<b>0.1952</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>25,20,80,740</b>	<b>21,82,24,086</b>	<b>86.5691</b>	<b>21,82,23,726</b>	<b>349</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>

**Consolidated Scrutinizer's Report on Remote e-Voting and voting conducted at the Thirty Fifth Annual General Meeting of Godrej Properties Limited held on August 05, 2020.**

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

**Thirty Fifth Annual General Meeting of the Members of Godrej Properties Limited held on Wednesday, August 05, 2020 at 02.30 p.m. 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 voting through electronic voting system 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 read with General Circular No. 14/2020, 17/2020 & 20/2020 dated April 8, 2020, April 13, 2020 & May 5, 2020 respectively (MCA Circulars), Regulation 44 of S E B I (Listing Obligations And Disclosure Requirements) Regulations, 2015 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 35th Annual General Meeting ("AGM") of the Company held on Wednesday, August 05, 2020 at 2:30 p.m. through VC / OAVM.

The notice dated May 11, 2020, 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 Securities and Exchange Board of India Circular dated May 12, 2020. 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 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 voting electronically at the AGM.
2. Kfin Technologies Private Limited (KFintech) are 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 July 29, 2020.
4. As prescribed under the circular dated May 5, 2020 issued by MCA, the Company has released an advertisement prior to sending notices to the Shareholders in Marathi in 'Loksatta' dated July 1, 2020 and in English in 'Financial Express' dated July 1, 2020.
5. The Company has completed dispatch of notices by email to the members by July 11, 2020.
6. As prescribed in Rule 20 of Companies (Management and Administration) Rules, 2014, Company also released notice through newspaper Advertisement in Marathi in 'Loksatta' dated July 12, 2020 and in English in 'Financial Express' dated July 12, 2020.
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 31, 2020, 9:00 a.m. till Tuesday, August 04, 2020, 5:00 p.m.
8. At the end of the voting period on August 04, 2020 at 5.00 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 electronic voting done at the AGM , are as follows:

Details	Remote e-Voting	Voting through electronic means at AGM	Total Voting
Number of Members who cast their votes	409	18	427
Total number of Shares held by them	21,81,30,998	93,183	21,82,24,181
Valid votes			21,82,24,181
Invalid Votes			-

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



**Item No. 1 (Ordinary Resolution)**

Adoption of the audited standalone & consolidated financial statements for the year ended March 31, 2020 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		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	21,59,18,236	100.00	162	0.00	-

**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		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	21,71,14,146	99.49	11,09,940	0.51	-

**Item No. 3 (Ordinary Resolution)**

Appointment of Ms. Sutapa Banerjee (DIN:02844650) as an Independent Director for a term commencing from November 05, 2019 till November 04, 2024.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	21,61,02,125	99.03	21,22,016	0.97	-

**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 2020-21.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	21,82,23,737	100.00	349	0.00	-







All the Resolutions mentioned in the AGM Notice dated May 11, 2020 as per the details above stand passed under Remote e-Voting and voting done at 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 both electronically and manually, in respect of the votes cast through Remote e-voting and voting conducted at the AGM electronically by the Members of the Company. All other relevant records relating to remote e-voting and electronic voting 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 Fifth AGM.

Thanking You,  
Yours Truly,



**Ashish Kumar Jain**  
**Practicing Company Secretary**  
**FCS: 6058 COP: 6124**  
**UDIN: F006058B000556181**  
**Date: 06<sup>th</sup> August, 2020**  
**Place: Mumbai**



**To be counter signed by**  
**the Chairman/ Authorised Person**  
**Date :06<sup>th</sup> August, 2020**  
**Place: Mumbai**