

**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, 2021

**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 36<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 29, 2021 to August 02, 2021 and e-voting during the 36<sup>th</sup> Annual General Meeting of Godrej Properties Limited held on August 03, 2021.

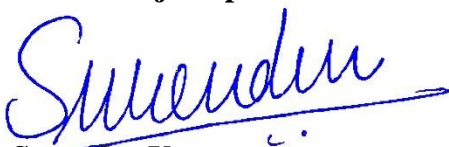
Please also find enclosed the Report of Scrutinizer on remote e-voting and e-voting during the AGM.

As per the Scrutiniser's Report, all Resolutions as set out in the Notice of 36<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>	8/3/2021
<b>Total number of shareholders on record date</b>	88818
<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>	63
<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, 2021									
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	162,433,533	162,433,533	100.0000	162,433,533	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>162,433,533</b>	<b>100.0000</b>	<b>162,433,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	92,979,066	81,803,528	87.9806	81,771,284	32,244	99.9606	0.0394	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>81,803,528</b>	<b>87.9806</b>	<b>81,771,284</b>	<b>32,244</b>	<b>99.9606</b>	<b>0.0394</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,560,894	471,247	2.0888	471,042	205	99.9565	0.0435	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>471,247</b>	<b>2.0888</b>	<b>471,042</b>	<b>205</b>	<b>99.9565</b>	<b>0.0435</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>277,973,493</b>	<b>244,708,308</b>	<b>88.0330</b>	<b>244,675,859</b>	<b>32,449</b>	<b>99.9867</b>	<b>0.0133</b>	<b>0</b>	<b>0</b>

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), 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)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	162,433,533	162,433,533	100.0000	162,433,533	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>162,433,533</b>	<b>100.0000</b>	<b>162,433,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	92,979,066	81,784,279	87.9599	62,608,225	19,176,054	76.5529	23.4471	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>81,784,279</b>	<b>87.9599</b>	<b>62,608,225</b>	<b>19,176,054</b>	<b>76.5529</b>	<b>23.4471</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,560,894	472,269	2.0933	470,588	1,681	99.6441	0.3559	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>472,269</b>	<b>2.0933</b>	<b>470,588</b>	<b>1,681</b>	<b>99.6441</b>	<b>0.3559</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>277,973,493</b>	<b>244,690,081</b>	<b>88.0264</b>	<b>225,512,346</b>	<b>19,177,735</b>	<b>92.1624</b>	<b>7.8376</b>	<b>0</b>	<b>0</b>

Resolution No.	3										
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as the Whole time Director designated as Executive Chairman of the Company for a further period of three years commencing from April 01, 2021 to March 31, 2024										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
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	162,433,533	162,433,533	100.0000	162,433,533	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	
	Total		162,433,533	100.0000	162,433,533	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	92,979,066	81,784,279	87.9599	68,100,984	13,683,295	83.2690	16.7310	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	
	Total		81,784,279	87.9599	68,100,984	13,683,295	83.2690	16.7310	0	0	
Public- Non Institutions	E-Voting	22,560,894	472,244	2.0932	471,062	1,182	99.7497	0.2503	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	
	Total		472,244	2.0932	471,062	1,182	99.7497	0.2503	0	0	
Total	277,973,493		244,690,056	88.0264	231,005,579	13,684,477	94.4074	5.5926	0	0	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Mohit Malhotra (DIN: 07074531) as a Managing Director & Chief Executive Officer of the Company for a further period of three years commencing from April 01, 2021 to March 31, 2024									
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	162,433,533	162,433,533	100.0000	162,433,533	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>162,433,533</b>	<b>100.0000</b>	<b>162,433,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	92,979,066	82,001,379	88.1934	61,555,257	20,446,122	75.0661	24.9339	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>82,001,379</b>	<b>88.1934</b>	<b>61,555,257</b>	<b>20,446,122</b>	<b>75.0661</b>	<b>24.9339</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,560,894	472,002	2.0921	471,419	583	99.8765	0.1235	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>472,002</b>	<b>2.0921</b>	<b>471,419</b>	<b>583</b>	<b>99.8765</b>	<b>0.1235</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>277,973,493</b>	<b>244,906,914</b>	<b>88.1044</b>	<b>224,460,209</b>	<b>20,446,705</b>	<b>91.6512</b>	<b>8.3488</b>	<b>0</b>	<b>0</b>

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Waiver of excess Remuneration in the form of provision for long term incentive made in the remuneration to Mr. Mohit Malhotra (DIN:07074531), Managing Director & Chief Executive Officer for financial year 2020-21									
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	162,433,533	162,433,533	100.0000	162,433,533	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
	Total		162,433,533	100.0000	162,433,533	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	92,979,066	81,784,279	87.9599	54,601,815	27,182,464	66.7632	33.2368	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
	Total		81,784,279	87.9599	54,601,815	27,182,464	66.7632	33.2368	0	0
Public- Non Institutions	E-Voting	22,560,894	472,095	2.0925	467,051	5,044	98.9316	1.0684	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
	Total		472,095	2.0925	467,051	5,044	98.9316	1.0684	0	0
Total		277,973,493	244,689,907	88.0263	217,502,399	27,187,508	88.8890	11.1110	0	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Increase the quantum of options under the Godrej Properties Limited Employees Stock Grant Scheme, 2011									
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	162,433,533	162,433,533	100.0000	162,433,533	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>162,433,533</b>	<b>100.0000</b>	<b>162,433,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	92,979,066	82,001,379	88.1934	46,246,523	35,754,856	56.3973	43.6027	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>82,001,379</b>	<b>88.1934</b>	<b>46,246,523</b>	<b>35,754,856</b>	<b>56.3973</b>	<b>43.6027</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,560,894	472,132	2.0927	464,827	7,305	98.4528	1.5472	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>472,132</b>	<b>2.092700759</b>	<b>464,827</b>	<b>7,305</b>	<b>98.4528</b>	<b>1.5472</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>277,973,493</b>	<b>244,907,044</b>	<b>88.1045</b>	<b>209,144,883</b>	<b>35,762,161</b>	<b>85.3977</b>	<b>14.6023</b>	<b>0</b>	<b>0</b>

Resolution No.	7									
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)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	162,433,533	162,433,533	100.0000	162,433,533	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>162,433,533</b>	<b>100.0000</b>	<b>162,433,533</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	92,979,066	82,083,695	88.2819	82,083,695	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>82,083,695</b>	<b>88.2819</b>	<b>82,083,695</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,560,894	469,600	2.0815	468,624	976	99.7922	0.2078	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>469,600</b>	<b>2.0815</b>	<b>468,624</b>	<b>976</b>	<b>99.7922</b>	<b>0.2078</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>277,973,493</b>	<b>244,986,828</b>	<b>88.1332</b>	<b>244,985,852</b>	<b>976</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>	<b>0</b>



**Consolidated Scrutinizer's Report on Remote e-Voting and voting conducted at the Thirty Sixth Annual General Meeting of Godrej Properties Limited held on Tuesday, August 03, 2021.**

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

**Thirty-Sixth (36<sup>th</sup>) Annual General Meeting of the Members of Godrej Properties Limited held on Tuesday, August 03, 2021 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 and 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 and General Circular No. 02/2021 dated January 13, 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 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (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 36th Annual General Meeting ("AGM") of the Company held on Tuesday, August 03, 2021 at 2:30 p.m. through VC / OAVM.

The Notice dated May 03, 2021, were 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 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 Tuesday, July 27, 2021.
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 'Nav Shakti' dated June 29, 2021 and in English in 'The Free Press Journal' dated June 29, 2021.
5. The Company has completed dispatch of notices by email to the members by July 10, 2021.
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 11, 2021 and in English in 'Financial Express' dated July 11, 2021.
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 29, 2021, 9:00 a.m. till Monday, August 2, 2021, 5:00 p.m.
8. At the end of the voting period on Monday, August 2, 2021, 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	737	9	746
Total number of Shares held by them	24,46,80,257	28,051	24,47,08,308
Valid votes	24,47,08,308		
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, 2021 together with report of Board of Directors, report of Auditors thereon and other reports.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	24,46,75,859	99.99	32,449	0.01	-

#### Item No. 2 (Ordinary Resolution)

Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195), as Director liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	22,55,12,346	92.16	1,91,77,735	7.84	-

#### Item No. 3 (Special Resolution)

Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as the Whole time Director designated as Executive Chairman of the Company and approval of the remuneration for a further period of three years commencing from April 01, 2021 to March 31, 2024.



Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	23,10,05,579	94.41	1,36,84,477	5.59	-

#### Item No. 4 (Special Resolution)

Re-appointment of Mr. Mohit Malhotra (DIN: 07074531) as a Managing Director & Chief Executive Officer of the Company and approval of the remuneration for a further period of three years commencing from April 01, 2021 to March 31, 2024.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	22,44,60,209	91.65	2,04,46,705	8.35	-

#### Item No. 5 (Special Resolution)

Approval of payment of excess remuneration in the form of long term incentive payable to Mr. Mohit Malhotra, Managing Director & Chief Executive Officer (DIN:07074531) for FY 2020-21 which shall be paid to him in financial years 2022-23 and 2023-24.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	21,75,02,399	88.89	2,71,87,508	11.11	-

#### Item No. 6 (Special Resolution)

Approval of increase the quantum of options under the Godrej Properties Limited Employees Stock Grant Scheme, 2011 (the "GPL ESGS") by 5,00,000 options, exercisable into not more than 5,00,000 fully paid-up equity shares in the Company of face value of Rs.5/- each and consequent changes in the GPL ESGS wherever there is reference to 15,00,000 options/shares to 20,00,000 options/shares in GPL ESGS.

Manner of Voting	Votes in favour of the resolution		Votes Resolution against		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	20,91,44,883	85.40	3,57,62,161	14.60	-





**Item No. 7 (Ordinary Resolution)**

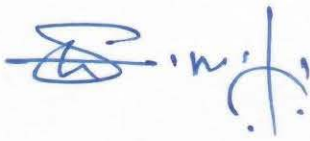
Approval for ratification of remuneration paid to M/s. R. Nanabhoy & Co., Cost Accountants as Cost Auditors of the Company for the financial year 2021-22.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting and voting at AGM	24,49,85,852	100.00	976	0.00	-

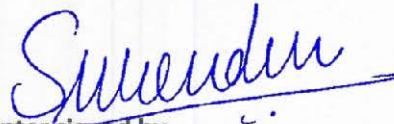
All the Resolutions mentioned in the AGM Notice dated May 03, 2020 as per the details above stand passed under Remote e-Voting and voting done at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

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 Sixth AGM.

Thanking You,  
Yours Truly,



**Ashish Kumar Jain**  
**Practicing Company Secretary**  
**FCS: 6058 COP: 6124**  
**UDIN: F006058C000732071**  
**Date: 04<sup>th</sup> August, 2021**  
**Place: Mumbai**



**To be counter-signed by**  
**the Chairman/ Authorised Person**  
**Date :04<sup>th</sup> August, 2021**  
**Place: Mumbai**