

December 12, 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 - Scrip Code: 533150, Scrip ID - GODREJPROP
BSE - Security Code – 959822 – Debt Segment
NSE - 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 voting on the resolutions as per Postal Ballot Notice dated November 03, 2020, in the prescribed format, along with the Scrutinizers Report on voting issued by Mr. Ashish Jain, Scrutinizer.

The resolutions as per the Postal Ballot Notice dated November 03, 2020, were approved by the Members with the requisite majority and is deemed to have been passed on last day of e-voting i.e. December 11, 2020. The copy of the said Results is also available on the Company's website at <http://www.godrejproperties.com>.

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

Thank you,

For Godrej Properties Limited

Surender Varma
Digitally signed by
Surender Varma
Date: 2020.12.12
13:28:31 +05'30'

Surender Varma
Company Secretary & Chief Legal Officer

Encl.: a/a



Company Name	GODREJ PROPERTIES LTD
Date of Postal Ballot notice	November 03, 2020
Total number of shareholders on record date	56058
No. of shareholders present in the meeting either in person or	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration to Mr. Pirojsha Godrej, Executive Chairman in excess of the limits under the Companies Act, 2013.
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
Promoter and Promoter Group	E-Voting	162433533	162433533	100.0000	162433533	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- Institutions	E-Voting	63608984	36953781	58.0952	22165427	14788354	59.9814	40.0185
	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	26038223	67629	0.2598	67057	572	99.1544	0.8455
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	252080740	199454943	79.1234	184666017	14788926	92.5853	7.4147

Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration to Mr. Mohit Malhotra, Managing Director & Chief Executive Officer in excess of the limits under the Companies Act, 2013.							
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	162433533	162433533	100.0000	162433533	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- Institutions	E-Voting	63608984	36953781	58.0952	22165427	14788354	59.9814	40.0185
	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	26038223	67627	0.2598	67026	601	99.1115	0.8884
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		252080740	199454941	79.1234	184665986	14788955	92.5853	7.4147

Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration to non-executive directors in excess of the limits under the Companies Act, 2013.							
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	162433533	162433533	100.0000	162433533	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- Institutions	E-Voting	63608984	36953781	58.0952	23407526	13546255	63.3427	36.6572
	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	26038223	67629	0.2598	66728	901	98.6681	1.3318
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		252080740	199454943	79.1234	185907787	13547156	93.2079	6.7921

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 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 and General Circular No. 33/2020 dated September 28, 2020 in relation to "Clarification on passing of Ordinary and Special Resolutions by the Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19, issued by 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, Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India for passing of the proposed Special Resolutions as mentioned in the Postal Ballot Notice dated November 03, 2020 (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 November 03, 2020 and was appointed as Scrutinizer for Postal Ballot including e-Voting by a Resolution passed by the Management Committee of the Board of Directors on November 03, 2020. 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 through email on November 10, 2020 to its members whose names appeared in the Register of Members / Records of Depositories as on November 06, 2020.
3. The Company has appointed KFin Technologies Private Limited (KFintech) the authorized agency to provide e-voting facility to the Members, who were eligible to take part in the voting process.



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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 Free Press Journal in English and Navshakti in Marathi on November 11, 2020 respectively.
5. The particulars of the e-voting done by the members of the Company during the period from Thursday, November 12, 2020 from 09.00 a.m. till Friday, December 11, 2020 at 5.00 p.m. by logging on <http://evoting.kfintech.com> were considered for scrutiny.
6. No ballot papers have been received till December 11, 2020 at 5.00 p.m.
7. Summary of the e-voting is given below:

Item No. 1 (Special Resolution)

Approval of payment of remuneration to Mr. Pirojsha Godrej, Whole Time Director designated as Executive Chairman in excess of the limits under the Companies Act, 2013.

Particulars	Number of Members voted through e-voting	Number of Votes casted through	Percentage (%)
Assent	164	18,46,66,017	92.59
Dissent	147	1,47,88,926	07.41
Total	311	19,94,54,943	100.00

Abstained from Voting

Number of Members	7	Number of Votes	1,87,69,590
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Item No. 2 (Special Resolution)

Approval of payment of remuneration to Mr. Mohit Malhotra, Managing Director & Chief Executive Officer in excess of the limits under the Companies Act, 2013.

Particulars	Number of Members voted through e-voting	Number of Votes casted through	Percentage (%)
Assent	163	18,46,65,986	92.59
Dissent	147	1,47,88,955	07.41
Total	310	19,94,54,941	100.00



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Abstained from Voting

Number of Members	8	Number of Votes	1,87,69,592
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Item No. 3 (Special Resolution)

Approval of payment of remuneration to non-executive directors in excess of the limits under the Companies Act, 2013.

Particulars	Number of Members voted through e-voting	Number of Votes casted through	Percentage (%)
Assent	187	18,59,07,787	93.21
Dissent	124	1,35,47,156	06.79
Total	311	19,94,54,943	100.00

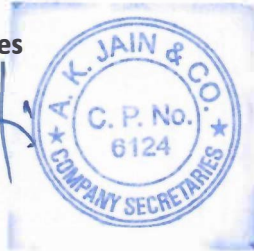
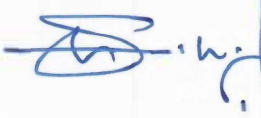
Abstained from Voting

Number of Members	7	Number of Votes	1,87,69,590
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8. In view of the above summary, I hereby confirm that the Special Resolutions proposed in the Postal Ballot Notice dated November 03, 2020 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
UDIN No. F006058B001475702
Date: December 12, 2020
Place: Mumbai

Countersigned by:

Surender Varma

Digitally signed
by Surender
Varma
Date: 2020.12.12
13:29:53 +05'30'

Surender Varma
Company Secretary & Chief Legal Officer
(Membership no: ACS 10428)
Godrej Properties Limited

Date: December 12, 2020
Place: Mumbai