

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 2, 2017

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

**Re: - BSE - Scrip Code: 533150, Scrip ID - GODREJPRP
NSE - GODREJPROP**

Dear Sir,

Sub: - Summary of Proceedings of the 32nd Annual General Meeting (“AGM”)

Please note that the 32nd AGM of the Company was held on August 2, 2017 and the businesses mentioned in the Notice dated May 4, 2017 were transacted.

We enclose the summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thank You.

Yours truly,
For Godrej Properties Limited


Surender Varma
Company Secretary & Chief Legal Officer

Encl.: a/a





SUMMARY OF PROCEEDINGS OF THE 32nd ANNUAL GENERAL MEETING

The 32nd Annual General Meeting (AGM) of the Members of Godrej Properties Limited ("the Company") was held on Wednesday, August 2, 2017 at 2.00 p.m. at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079. The Executive Chairman, Mr. Pirojsha Godrej, after ascertaining that the requisite quorum was present, declared that the meeting was validly constituted and commenced the proceedings of the meeting. The Executive Chairman delivered his speech giving the highlights of the Company's performance during the financial year 2016-17.

The following items of business, as per the Notice of AGM dated May 4, 2017, were transacted at the meeting:

1. Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2017 together with the report of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as a director liable to retire by rotation.
3. Appointment of BSR & Co LLP as Statutory Auditors of the Company.
4. Ratification of redesignation of Mr. Pirojsha Godrej, (DIN: 00432983) as the Executive Chairman and revision in remuneration payable to him.
5. Ratification of redesignation of Mr. Mohit Malhotra, (DIN: 07074531) as the Managing Director & Chief Executive Officer and revision in remuneration payable to him.
6. Ratification of remuneration paid to the Cost Auditors for the financial year 2016-17.
7. Approval for enhancement of borrowing limits from Rs 2,250 Crore to Rs 2,750 Crore.
8. Approval for creation of charge on properties of the company not exceeding Rs 2,750 Crore.
9. Approval for issue of Non-Convertible Debentures/Bonds not exceeding Rs 500 Crore.

Clarifications were given to the queries raised by the Members. Thereafter, the Executive Chairman informed that the Company had provided electronic voting facility (remote e-voting) to the members to cast their vote electronically on all resolutions set forth in the Notice. Members who were present and could not cast their vote through remote e-Voting were provided an opportunity to cast their vote at the meeting by way of Poll.

The Board of Directors of the Company had appointed Mr. Ashish Kumar Jain of A K Jain & Co., Company Secretary in Practice, as Scrutinizer to conduct remote e-voting and poll process in a fair and transparent manner.

The Executive Chairman further informed that the Scrutinizer's Reports along with the results of e-Voting and Poll, shall be announced on by intimation to the Stock Exchanges and would also be placed on the website of the Company www.godrejproperties.com.

The meeting concluded at 3.15 p.m. after the Members cast their votes.