

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 3, 2018

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: **Godrej Properties Limited**

BSE - Script Code: 533150, Scrip ID - GODREJPRP

BSE- Security ID 782GPL20 – Debt Segment

NSE - GODREJPROP

Dear Sir,

Sub: - Summary of Proceedings of the 33rd Annual General Meeting (“AGM”)

Please note that the 33rd AGM of the Company was held on August 2, 2018 and the businesses mentioned in the Notice dated May 4, 2018 were transacted.

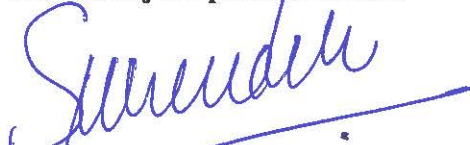
We enclose the summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 33rd ANNUAL GENERAL MEETING

The 33rd Annual General Meeting (AGM) of the Members of Godrej Properties Limited ("the Company") was held on Thursday, August 2, 2018 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 2017-18.

The following items of business, as per the Notice of AGM dated May 4, 2018, were transacted at the meeting:

1. Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2018 together with the report of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195) as a director liable to retire by rotation.
3. Ratification of Appointment of B S R & Co LLP, Chartered Accountant as Statutory Auditors of the Company.
4. Re- appointment of Mr. Pirojsha Godrej, (DIN: 00432983) as the Executive Chairman and revision in remuneration payable to him.
5. Re- appointment 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 2018-19.

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. The remote e-voting commenced on July 29, 2018 and ended at August 01, 2018. Members who were present at the AGM 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 Chairman further informed that the detailed Scrutinizer's Report along with the results of e-voting and poll, shall be communicated by way of an intimation to the Stock Exchanges and would also be placed on the website of the Company (www.godrejproperties.com) and on the website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).

The meeting concluded at 2.40 p.m. after the Members cast their votes.

