

Godrej Properties Ltd.
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 09, 2016

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 31st Annual General Meeting (“AGM”)

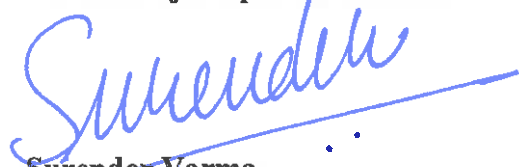
Please note that the 31st Annual General Meeting (“AGM”) of the Company was held on August 09, 2016 and the businesses mentioned in the Notice dated May 05, 2016 were transacted.

We enclose herewith 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 31st ANNUAL GENERAL MEETING

The 31st Annual General Meeting (AGM) of the Members of Godrej Properties Limited ("the Company") was held on Tuesday, August 09, 2016 at 1.30 p.m. at the Auditorium, Godrej One, Pirojshnagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079. The Chairman, Mr. Adi Godrej, after ascertaining that the requisite quorum was present, declared that the meeting was validly constituted and commenced the proceedings of the meeting. The Chairman delivered his speech giving the highlights of the Company's performance during the financial year 2015-16.

The following items of business, as per the Notice of AGM dated May 05, 2016, were transacted at the meeting:

1. Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2016 together with the report of the Board of Directors and Auditors thereon.
2. Re-appointment of Ms. Parmeshwar A. Godrej (DIN: 00432572) as a director liable to retire by rotation.
3. Ratification of Appointment of the Statutory Auditors for the financial year 2016-17.
4. Commission payable to Non-Executive Directors.
5. Waiver of excess remuneration paid to Mr. Pirojsha Godrej, Managing Director & Chief Executive Director (DIN: 00432983)
6. Waiver of excess remuneration paid to Mr. Mohit Malhotra, Executive Director (DIN: 07074531)
7. Waiver of excess remuneration paid to Mr. K.T Jithendran, in capacity of Executive Director (DIN: 01181998) for the period April 01, 2015 to December 15, 2015.
8. Revision in remuneration payable to Mr. Pirojsha Godrej.
9. Revision in remuneration payable to Mr. Mohit Malhotra.
10. Ratification of remuneration paid to the Cost Auditors for the financial year 2016-17.

Clarifications were given to the queries raised by the Members. Thereafter, the 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 M/s A K Jain & Co., Company Secretary in Practice, as Scrutinizer to conduct remote eVoting and poll process in a fair and transparent manner.

