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

May 30, 2018

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited
Listing Department, 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

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the Extra Ordinary General Meeting (EGM) of Godrej Properties Limited

Dear Sir/Madam,

In terms of the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the consolidated results of the voting conducted through remote e-voting during the period commencing from May 26, 2018 to May 29, 2018; and through Poll at the Extra Ordinary General Meeting of Godrej Properties Limited held on May 30, 2018.

Please also find enclosed the Consolidated Report dated May 30, 2018 issued by the Scrutinizer on the remote e-voting and the poll conducted at the EGM.

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
Date of the EGM	30-05-2018
Total number of shareholders on record date	43003
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	10
Public:	47
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Special Resolution)	**ISSUE OF 1,27,65,000 EQUITY SHARES ON A PREFERENTIAL BASIS**							
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**	162087070	162087070	100.0000	162087070	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
	Total		**162087070**	**100**	**162087070**	**0**	**100**	**0**
Public- Institutions	**E-Voting**	23850115	16556801	69.4202	16556801	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
	Total		**16556801**	**69.4202**	**16556801**	**0**	**100**	**0**
Public- Non Institutions	**E-Voting**	30542943	3393	0.0111	3375	18	99.4694	0.5305
	Poll		12735	0.0417	12725	10	99.9214	0.0785
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		**16128**	**0.0528**	**16100**	**28**	**99.8264**	**0.1736**
	Total	**216480128**	**178659999**	**82.5295**	**178659971**	**28**	**100.0000**	**0.0000**

A K JAIN & CO.
COMPANY SECRETARIES

40/A, 3rd Floor, Shankar Seth Building,
380-382, J. S. S. Road, Chira Bazar, Mumbai - 400002
+91 22 2203 4420 • akjaincs@gmail.com

Consolidated Scrutinizer's Report on Remote e-voting and voting through physical ballot conducted at the Extra Ordinary General Meeting of Godrej Properties Limited held on Wednesday, May 30, 2018.

To
The Chairman of the Meeting
Godrej Properties Limited
Godrej One, 5th Floor, Pirojshanagar
Eastern Express Highway
Vikhroli (East), Mumbai 400079

Extra Ordinary General Meeting of the Members of Godrej Properties Limited held on Wednesday, May 30, 2018 at 11.00 a.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079

Dear Sir,

The Board of Directors of **Godrej Properties Limited** (the Company) at its meeting held on May 04, 2018 had appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the Members of the Company at the venue of the Extra Ordinary General Meeting (EGM) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolution contained in the notice of the EGM of the Members of the Company dated May 04, 2018. My responsibility is to scrutinize and ensure that the voting through

remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolution as specified in the Notice of EGM dated May 04, 2018 based on the reports generated from the remote e-voting system provided by Karvy Computershare Private Limited (KCPL/ Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the EGM. I hereby submit my report as under:

1. The Company had appointed KCPL as the Service Provider, for extending the facility of Remote e-Voting to the Members of the Company. KCPL is also the Registrar and Share Transfer Agent (RTA) of the Company.

2. KCPL has provided a system for recording the votes of the Members electronically on the special business item sought to be transacted at the EGM of the Company which was held on Wednesday, May 30, 2018.

3. The Cut-off date for the purpose of identifying Members who were entitled to vote on resolution was considered as May 23, 2018.

4. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Remote e-voting facility was kept open for 4 (Four) days i.e. from Saturday, May 26, 2018 at 9:00 a.m. (IST) till Tuesday, May 29, 2018 at 5:00 p.m. (IST).

5. At the end of the voting period on Tuesday, May 29, 2018 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

6. At the venue of the EGM of the Company held on May 30, 2018, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to register their votes.

7. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the EGM was concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned below and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the RTA of the Company and the authorisations/ proxies lodged with the Company. The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

8. On May 30, 2018 after counting of the votes casted at the venue of the EGM through ballot paper, the votes cast through Remote e- voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Khushboo Gopani and Mr. Mahesh Kuwalekar who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.

9. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the EGM by way of Ballot Papers are as under:

Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	**135**	**15**	**150**
Total number of Shares held by them	**17,86,47,264**	**12,756**	**17,86,60,020**
Valid votes	As per details provided under the resolution mentioned hereunder		
Invalid Votes	**21**		

Note: Percentage of votes cast **"in favour" or "against"** the resolution is calculated based on the valid votes cast through remote e-voting or physical voting.

To authorise Board to create, issue, offer and allot on preferential basis 1,27,65,000 Equity Shares of Rs.5/- each at a price of Rs.783.50/- per share.

Manner of Voting	Votes in favour of the Resolution		Votes against Resolution		Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E-Voting	**17,86,47,246**	**100.00**	**18**	**0.00**	**0**
Physical Voting	**12,725**	**99.92**	**10**	**0.08**	**0**
Total	**17,86,59,971**	**100.00**	**28**	**0.00**	**0**

The Resolution mentioned in the EGM Notice dated May 04, 2018 as per the details above stand passed under Remote e-voting and voting conducted at EGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the Extra Ordinary General Meeting.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider electronically in respect of the votes cast through Remote e-voting and voting conducted at the EGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to e-voting and physical voting 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 EGM.

Thanking you,
Yours truly,

For A.K. Jain & Co
Company Secretaries

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

Ashish Kumar Jain
Proprietor
ACS: 6058 COP: 6124

Date:30th May, 2018
Place: Mumbai

To be counter signed by the Chairman
Date : MAY 30, 2018
Place: MUMBAI

Godrej Properties Ltd. Mumbai

WITNESSES:

Ms. Khushboo Gopani

Mr. Mahesh Kuwalekar