Godrej Properties Ltd.
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November 11, 2013

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 023

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

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

Sub: Results of the Postal Ballot

Dear Sir,

This is with reference to the Notice of Postal Ballot dated September 27, 2013, sent to the members of the Company seeking their approval by way of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, in respect of the Resolutions as specified in the said Notice.

The last date for casting of vote through e-voting and of receipt of the Postal Ballot Forms, duly completed and signed by the Members was November 8, 2013 before 5.30 pm. Mr. S. Anand SS Rao, Company Secretary in Practice, the Scrutinizer has submitted his report on the Postal Ballot and the results of the Postal Ballot are a follows:

Resolution No. 1:

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through eVoting)	Total No. of shares	% of Total Net Valid Votes (in percentage)
Total No. of Votes received	80,714,245	2,439,357	**83,153,602**	Not Applicable
Less: No. of Invalid Votes	20	-	**20**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	80,714,225	2,439,357	**83,153,582**	**100.000**
Total No. of Votes cast in favour of the Resolution.	80,713,277	2,439,304	**83,152,581**	**99.999**
Total No. of Votes cast against the Resolution	948	53	**1,001**	**0.001**

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Resolution No. 2:

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through eVoting)	Total No. of shares	% of Total Net Valid Votes (in percentage)
Total No. of Votes received	80,714,245	2,439,357	**83,153,602**	Not Applicable
Less: No. of Invalid Votes	20	909	**929**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	80,714,225	2,438,448	**83,152,673**	**100.000**
Total No. of Votes cast in favour of the Resolution.	80,713,877	2,438,373	**83,152,250**	**99.999**
Total No. of Votes cast against the Resolution	348	75	**423**	**0.001**

Resolution No. 3:

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through eVoting)	Total No. of shares	% of Total Net Valid Votes (in percentage)
Total No. of Votes received	80,714,245	2,439,357	**83,153,602**	Not Applicable
Less: No. of Invalid Votes	20	909	**929**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	80,714,225	2,438,448	**83,152,673**	**100.00**
Total No. of Votes cast in favour of the Resolution.	80,713,617	2,438,372	**83,151,989**	**99.999**
Total No. of Votes cast against the Resolution	608	76	**684**	**0.001**

Accordingly, all the Resolutions as mentioned in the Notice of Postal Ballot dated September 27, 2013 have been passed by the requisite majority.

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Details of Results of Postal Ballot (including eVoting) as per Clause 35A of the Listing Agreement:

Pursuant to Clause 35A of the Listing Agreement; please find below details regarding the Postal Ballot result declared today i.e. **November 11, 2013**:

Date of the AGM/EGM	**N.A.** (The resolutions were passed through Postal Ballot including eVoting)
Total number of shareholders on record date	**23,094**
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	**N.A**
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	**N.A**

Resolution No. 1 in the Notice of Postal Ballot dated September 27, 2013:

Detail of the Agenda	Sub-division of each equity share of nominal value of Rs.10/- (Rupees Ten only) of the Company into 2 (two) equity shares of nominal value of Rs. 5/- (Rupees Five only) each.
Resolution required	Ordinary Resolution
Mode of voting	Postal ballot including e-voting

Details of Postal Ballot (including eVoting)

Promoter/ Public	**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	74,673,154	74,673,154	100.00	74,673,154	0	100.00	0.00
Public – Institutional holders	16,708,728	8,371,256	50.10	8,371,256	0	100.000	0.000
Public-Others	8,234,272	109,192	1.33	108,171	1,001	99.065	0.917
Total	**99,616,154**	**83,153,602**	**83.47**	**83,152,581**	**1,001**	**99.999**	**0.001**

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Resolution No. 2 in the Notice of Postal Ballot dated September 27, 2013:

Detail of the Agenda	Alteration of the Memorandum of Association of the Company pursuant to the sub-division of the equity shares of the Company.
Resolution required	Ordinary Resolution
Mode of voting	Postal ballot including e-voting

Details of Postal Ballot (including eVoting)

Promoter/ Public	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	74,673,154	74,673,154	100.00	74,673,154	0	100.00	0.00
Public – Institutional holders	16,708,728	8,371,256	50.10	8,371,256	0	100.00	0.00
Public-Others	8,234,272	109,192	1.33	107,840	423	98.762	0.387
Total	**99,616,154**	**83,153,602**	**83.47**	**83,152,250**	**423**	**99.999**	**0.001**

Resolution No. 3 in the Notice of Postal Ballot dated September 27, 2013:

Detail of the Agenda	Alteration of the Articles of Association of the Company pursuant to the sub-division of the equity shares of the Company.
Resolution required	Special Resolution
Mode of voting	Postal ballot including e-voting

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Details of Postal Ballot (including eVoting)

Promoter/ Public	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	74,673,154	74,673,154	100.00	74,673,154	0	100.00	0.00
Public – Institutional holders	16,708,728	8,371,256	50.10	8,371,256	0	100.00	0.00
Public-Others	8,234,272	109,192	1.33	107,579	684	98.523	0.626
Total	**99,616,154**	**83,153,602**	**83.47**	**83,151,989**	**684**	**99.999**	**0.001**

Accordingly, all the Resolutions as mentioned in the Notice of Postal Ballot dated **September 27, 2013** have been passed by the requisite majority.

This is for your information and record.

Thanking you,

For Godrej Properties Limited

Shodhan A. Kembhavi
Vice President (Legal) & Company Secretary

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