

Godrej Properties Ltd.
Regd. Office : Godrej Bhavan,
4th Floor, 4A Home Street,
Fort, Mumbai - 400 001, India.
Tel. : +91-22-6651 0200
Fax: +91-22-2207 2046
Website : www.godrejproperties.com
CIN : L74120MH1985PLC035308

August 4, 2014

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

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

Sub: Clause 35A of the Listing Agreement – Details of Voting Results at the 29th Annual General Meeting of Godrej Properties Limited

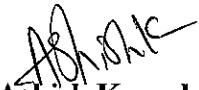
Dear Sir/Madam,

Pursuant to Clause 35A of the Listing Agreement, the details of Voting Results conducted through electronic modes (eVoting) during July 26, 2014 to July 28, 2014 and Poll at the 29th Annual General Meeting (AGM) of Godrej Properties Limited held on August 2, 2014 at 2.30 p.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Nariman Point, Mumbai 400 021, are enclosed as per the prescribed format.

We request you to take the Voting Results on records.

Thanking you,

For Godrej Properties Limited


Ashish Karyekar
Assistant Company Secretary

Encl: As above



Pursuant to Clause 35A of the Listing Agreement the details of Voting Results (eVoting and Poll) are as under:

Date of the AGM/EGM	August 2, 2014
Total number of shareholders on record date	32,898 (as on June 20, 2014)
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 71
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Arranged

Details of Agenda wise resolutions passed

Mode of voting for Resolution Nos. 1 to 16: (i) eVoting (from July 26, 2014 to July 28, 2014) and (ii) Poll conducted at the 29th AGM

Resolution No. 1 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To consider and adopt the Audited Statement of Profit and Loss Account and the Cash Flow Statement of the Company for the financial year ended March 31, 2014, the Balance Sheet as at that date together with the Report of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Promoter and Promoter Group	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	157612	0.89	157612	0	100.00	0.00
Total	199248958	162901270		162901270	0	100.00	0.00

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Resolution No. 2 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To declare dividend on equity shares issued by the Company, for the financial year ended March 31, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	157612	0.89	157612	0	100.00	0.00
Total	199248958	162901270		162901270	0	100.00	0.00

Resolution No. 3 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To appoint a Director in place of Mr. Adi B. Godrej (DIN:00065964), who retires by rotation and being eligible, offers himself for re-appointment.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	157612	0.89	157612	0	100.00	0.00
Total	199248958	162901270		162901270	0	100.00	0.00



Resolution No. 4 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To appoint a Director in place of Mr. Nadir B. Godrej (DIN: 00066195), who retires by rotation and being eligible, offers himself for re-appointment.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13371656	25694	99.81	0.19
Public-Others	17624570	157612	0.89	157512	100	99.94	0.06
Total	199248958	162901270		162875476	25794	99.98	0.02

Resolution No. 5 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To appoint M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 104607W), the retiring Auditors as the Auditors of the Company to hold office from the conclusion of this 29th Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in 2017.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13371656	25694	99.81	0.19
Public-Others	17624570	157612	0.89	157612	0	100.00	0.00
Total	199248958	162901270		162875576	25694	99.98	0.02



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Resolution No. 6 (Special Resolution) in the Notice AGM dated May 2, 2014:

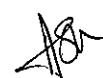
To approve revision in the salary of Mr. K. T. Jithendran as Executive Director w.e.f. April 1, 2014

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	157608	0.89	157292	316	99.80	0.20
Total	199248958	162901266		162900950	316	100.00	0.00

Resolution No. 7 (Special Resolution) in the Notice AGM dated May 2, 2014:

To approve revision in the salary of Mr. Pirojsha Godrej as Managing Director & CEO, w.e.f. April 1, 2014

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	157608	0.89	157508	100	99.94	0.06
Total	199248958	162901266		162901166	100	100.00	0.00




Resolution No. 8 (Special Resolution) in the Notice AGM dated May 2, 2014:

To approve revision in the salary of Mr. V. Srinivasan as Executive Director w.e.f. April 1, 2014

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	157608	0.89	157292	316	99.80	0.20
Total	199248958	162901266		162900950	316	100.00	0.00

Resolution No. 9 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To approve appointment of Mr. Keki B. Dadiseth (DIN: 00052165) as an Independent Director of the Company for a period of five years w.e.f. August 2, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13371656	25694	99.81	0.19
Public-Others	17624570	157612	0.89	157512	100	99.94	0.06
Total	199248958	162901270		162875476	25794	99.98	0.02




Resolution No. 10 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To approve appointment of Mrs. Lalita D. Gupte (DIN: 00043559) as an Independent Director of the Company for a period of five years w.e.f. August 2, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13371656	25694	99.81	0.19
Public-Others	17624570	143612	0.81	143512	100	99.93	0.07
Total	199248958	162887270		162861476	25794	99.98	0.02

Resolution No. 11 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To approve appointment of Mr. Amit B. Choudhury (DIN: 00557547) as an Independent Director of the Company for a period of five years w.e.f. August 2, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13371656	25694	99.81	0.19
Public-Others	17624570	157612	0.89	157512	100	99.94	0.06
Total	199248958	162901270		162875476	25794	99.98	0.02

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Resolution No. 12 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To approve appointment of Mr. S. Narayan (DIN: 00094081) as an Independent Director of the Company for a period of five years w.e.f. August 2, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	11717203	1680147	87.46	12.54
Public-Others	17624570	157612	0.89	157196	416	99.74	0.26
Total	199248958	162901270		161220707	1680563	98.97	1.03

Resolution No. 13 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To approve appointment of Dr. Pritam Singh (DIN: 00057377) as an Independent Director of the Company for a period of five years w.e.f. August 2, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	8403223	4994127	62.72	37.28
Public-Others	17624570	157612	0.89	157612	0	100.00	0.00
Total	199248958	162901270		157907143	4994127	96.93	3.07

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Resolution No. 14 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To approve appointment of Mr. Amitava Mukherjee (DIN: 00003285) as an Independent Director of the Company for a period of five years w.e.f. August 2, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	157612	0.89	157612	0	100.00	0.00
Total	199248958	162901270		162901270	0	100.00	0.00

Resolution No. 15 (Ordinary Resolution) in the Notice AGM dated May 2, 2014:

To approve appointment of Mr. Pranay Vakil (DIN: 00433379) as an Independent Director of the Company for a period of five years w.e.f. August 2, 2014.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13397350	0	100.00	0.00
Public-Others	17624570	137200	0.78	137200	0	100.00	0.00
Total	199248958	162880858		162880858	0	100.00	0.00

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Resolution No. 16 (Special Resolution) in the Notice AGM dated May 2, 2014:

To approve amendment to Article 143 of the Articles of Association of the Company.

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	149346308	149346308	100.00	149346308	0	100.00	0.00
Public – Institutional holders	32278080	13397350	41.51	13310485	86865	99.35	0.65
Public-Others	17624570	157560	0.89	157560	0	100.00	0.00
Total	199248958	162901218		162814353	86865	99.95	0.05

Accordingly, all the Resolutions as mentioned in the Notice dated **May 2, 2014** of the 29th Annual General Meeting have been passed by the requisite majority.

This is for your information and record.

Thanking you,

For Godrej Properties Limited


Ashish Karyekar
Assistant Company Secretary

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