Godrej Properties Ltd.
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March 11, 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

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 January 29, 2014, 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 March 7, 2014 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	164,396,574	35,880	**164,432,454**	Not Applicable
Less: No. of Invalid Votes	204	423	**627**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	164,396,370	35,457	**164,431,827**	**100.00**
Total No. of Votes cast in favour of the Resolution.	157,487,298	35,026	**157,522,324**	**95.80**
Total No. of Votes cast against the Resolution	6,909,072	431	**6,909,503**	**4.20**

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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	164,396,574	35,880	**164,432,454**	Not Applicable
Less: No. of Invalid Votes	204	506	**710**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	164,396,370	35,374	**164,431,744**	**100.00**
Total No. of Votes cast in favour of the Resolution.	157,487,065	34,854	**157,521,919**	**95.80**
Total No. of Votes cast against the Resolution	6,909,305	520	**6,909,825**	**4.20**

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	164,396,574	35,880	**164,432,454**	Not Applicable
Less: No. of Invalid Votes	204	508	**712**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	164,396,370	35,372	**164,431,742**	**100.00**
Total No. of Votes cast in favour of the Resolution.	157,486,133	34,862	**157,520,995**	**95.80**
Total No. of Votes cast against the Resolution	6,910,237	510	**6,910,747**	**4.20**

Resolution No. 4:

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	164,396,574	35,880	**164,432,454**	Not Applicable
Less: No. of Invalid Votes	204	445	**649**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	164,396,370	35,435	**164,431,805**	**100.00**
Total No. of Votes cast in favour of the Resolution.	157,486,470	34,975	**157,521,445**	**95.80**
Total No. of Votes cast against the Resolution	6,909,900	460	**6,910,360**	**4.20**

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Resolution No. 5:

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	164,396,574	35,880	**164,432,454**	Not Applicable
Less: No. of Invalid Votes	204	526	**730**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	164,396,370	35,354	**164,431,724**	**100.00**
Total No. of Votes cast in favour of the Resolution.	157,486,679	34,846	**157,521,525**	**95.80**
Total No. of Votes cast against the Resolution	6,909,691	508	**6,910,199**	**4.20**

Resolution No. 6:

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	164,396,574	35,880	**164,432,454**	Not Applicable
Less: No. of Invalid Votes	204	471	**675**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	164,396,370	35,409	**164,431,779**	**100.00**
Total No. of Votes cast in favour of the Resolution.	157,486,337	34,886	**157,521,223**	**95.80**
Total No. of Votes cast against the Resolution	6,910,033	523	**6,910,556**	**4.20**

Accordingly, all the Special Resolutions as mentioned in the Notice of Postal Ballot dated January 29, 2014 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. **March 11, 2014**:

Date of the AGM/EGM	**N.A.** (The resolutions were passed through Postal Ballot including eVoting)
Total number of shareholders on record date	**30,758**
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 January 29, 2014:

Detail of the Agenda	To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Keshav Nagar, Mundhwa, Pune, for an amount not exceeding Rs. 100 Crore.
Resolution required	Special 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	149,346,308	149,346,308	100.00	149,346,308	0	100.00	0.00
Public – Institutional holders	29,541,859	14,815,861	50.15	7,908,015	69,07,846	53.38	46.62
Public-Others	20,345,623	270,285	1.33	268,001	1,657	99.15	0.61
Total	**199,233,790**	**164,432,454**	**82.53**	**157,522,324**	**6,909,503**	**95.80**	**4.20**

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Resolution No. 2 in the Notice of Postal Ballot dated January 29, 2014:

Detail of the Agenda	To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Village Khanawale, Panvel and Village Talegaon, Khalapur, for an amount not exceeding Rs. 100 Crore.
Resolution required	Special 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	149,346,308	149,346,308	100.00	149,346,308	0	100.00	0.00
Public – Institutional holders	29,541,859	14,815,861	50.15	7,908,015	69,07,846	53.38	46.62
Public-Others	20,345,623	270,285	1.33	267,596	1,979	99.01	0.73
Total	**199,233,790**	**164,432,454**	**82.53**	**157,521,919**	**6,909,825**	**95.80**	**4.20**

Resolution No. 3 in the Notice of Postal Ballot dated January 29, 2014:

Detail of the Agenda	To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Kanchipuram District, Tamilnadu, for an amount not exceeding Rs. 45 Crore.
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	149,346,308	149,346,308	100.00	149,346,308	0	100.00	0.00
Public – Institutional holders	29,541,859	14,815,861	50.15	7,908,015	6907846	53.38	46.62
Public-Others	20,345,623	270,285	1.33	266,672	2,901	98.66	1.07
Total	**199,233,790**	**164,432,454**	**82.53**	**157,520,995**	**6,910,747**	**95.80**	**4.20**

Resolution No. 4 in the Notice of Postal Ballot dated January 29, 2014:

Detail of the Agenda	To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Devanahalli, Bengaluru, for an amount not exceeding Rs. 70 Crore.
Resolution required	Special 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	149,346,308	149,346,308	100.00	149,346,308	0	100.00	0.00
Public – Institutional holders	29,541,859	14,815,861	50.15	7,908,015	6907846	53.38	46.62
Public-Others	20,345,623	270,285	1.33	267,122	2,514	98.83	0.93
Total	**199,233,790**	**164,432,454**	**82.53**	**157,521,445**	**6,910,360**	**95.80**	**4.20**

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Resolution No. 5 in the Notice of Postal Ballot dated January 29, 2014:

Detail of the Agenda	To make investment(s) in any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to Happy Highrises Limited, a subsidiary of the Company for an amount of Rs. 200 Crore, in addition to an amount of Rs. 250 Crore approved by members of the Company vide resolution dated May 17, 2010, with the cumulative approved amount not exceeding Rs. 450 Crore.
Resolution required	Special 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	149,346,308	149,346,308	100.00	149,346,308	0	100.00	0.00
Public – Institutional holders	29,541,859	14,815,861	50.15	7,908,015	6907846	53.38	46.62
Public-Others	20,345,623	270,285	1.33	267,202	2,353	98.86	0.87
Total	**199,233,790**	**164,432,454**	**82.53**	**157,521,525**	**6,910,199**	**95.80**	**4.20**

Resolution No. 6 in the Notice of Postal Ballot dated January 29, 2014:

Detail of the Agenda	To make investment(s) in any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to Godrej Buildwell Private Limited, a subsidiary of the Company for an amount of Rs. 50 Crore, in addition to an amount of Rs. 200 Crore approved by members of the Company vide resolution dated June 17, 2013, with the cumulative approved amount not exceeding Rs. 250 Crore.
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	149,346,308	149,346,308	100.00	149,346,308	0	100.00	0.00
Public – Institutional holders	29,541,859	14,815,861	50.15	7,908,015	6907846	53.38	46.62
Public-Others	20,345,623	270,285	1.33	266,900	2,710	98.75	1.00
Total	**199,233,790**	**164,432,454**	**82.53**	**157,521,223**	**6,910,556**	**95.80**	**4.20**

Accordingly, all the Special Resolutions as mentioned in the Notice of Postal Ballot dated **January 29, 2014** 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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