

Godrej Properties Ltd.
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4th Floor, 4A Home Street,
Fort, Mumbai - 400 001, India.
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September 30, 2011

The Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 023.

National Stock Exchange of India Limited,

Plot no.C-1, G Block, Exchange Plaza,
4th Fl.Bandra-Kurla Complex,
Mumbai 400 051.

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

Dear Sir,

Sub: Results of Postal Ballot

As informed to you earlier, the Company conducted a Postal Ballot, the results of which was announced today, September 30, 2011 by the Chairman, which is as under :-

In all 591 ballot papers representing 59190127 (84.73889 %) equity shares of the face value of Re.10/- each were received from the shareholders.

Result of Special Resolution No 1:-

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 to 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 Godrej Estate Developers Private Limited, a subsidiary of the Company, in addition to the limits already sanctioned by the members of the Company for an amount not exceeding Rs.100 Crores (Rupees One Hundred Crores). The total amount of loan(s)/ guarantee(s)/ security(ies)/ investment(s) by the Company in Godrej Estate Developers Private Limited shall not exceed an amount aggregating to Rs.200 Crores (Rupees Two Hundred Crores).

Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	558	59188694	84.73684	99.9999
Against	17	720	00.00103	0.001
Invalid	16	713	0.00102	

The percentage of votes cast "FOR" the Special Resolution No.1 is 99.999 % of the total valid votes polled.

Result of Special Resolution No 2:-

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 to 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 Godrej Waterside Properties Private Limited, a subsidiary of the Company, in addition to the limits already sanctioned by the members of the Company for an amount not exceeding Rs. 150 Crores (Rupees One Hundred Fifty Crores).

The total amount of loan(s)/ guarantee(s)/ security(ies)/ investment(s) by the Company in Godrej Waterside Properties Private Limited shall not exceed an amount aggregating to Rs. 400 Crores (Rupees Four Hundred Crores).

Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	547	59187841	84.73562	99.99873
Against	17	749	0.00107	0.00127
Invalid	27	1537	0.00220	

The percentage of votes cast "FOR" the Special Resolution No.2 is 99.999 % of the total valid votes polled.

Result of Special Resolution No 3:--

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 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 and/or to make capital contribution in the Limited Liability Partnership(s) and/or any such permissible form of organisation(s) to be formed or incorporated for the forthcoming project of the Company, located at Undri, Pune, for an amount not exceeding Rs. 20 Crores (Rupees Twenty Crores).

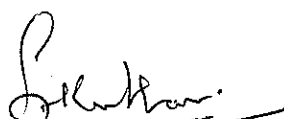
Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	545	59187858	84.73565	99.99876
Against	19	732	0.00104	0.00124
Invalid	27	1537	0.00220	

The percentage of votes cast "FOR" the Special Resolution No.3 is 99.999 % of the total valid votes polled.

Therefore, all the Special Resolutions as mentioned in the notice of postal ballot dated July 22, 2011 has been passed with the requisite majority.

This is for your information.

For Godrej Properties Ltd.


Shodhan A. Kumbhavi
 Company Secretary

