

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 2044
Website : www.godrejproperties.com

September 11, 2012

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 023

The 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,

As you are aware that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011 approval of the Shareholders of the Company was sought by way of Postal Ballot in respect of the resolutions specified in the Notice of Postal Ballot dated July 28, 2012.

The last date of receipt of the Postal Ballot Forms, duly completed and signed by the Shareholders was before the close of the working hours on Monday, September 10, 2012.

The Scrutinizer appointed by the Board of Directors has submitted his report on the Postal Ballot and as per Clause 35A of the Listing Agreement, we hereby enclose the voting results announced to the Shareholders today.

This is for your information and record.

For Godrej Properties Limited



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

Encl: As above



Results of Postal Ballot as per Clause 35A of the Listing Agreement

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 Sea View Properties Private Limited, a subsidiary of the Company, for an aggregate amount not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores):

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)		(4)	(5)		
Promoter and Promoter Group	58,527,614	58,527,614	100.00	58,527,614	0	100.000	0.000
Public – Institutional holders	12,431,212	3,959,450	31.85	3,959,450	0	100.000	0.000
Public-Others	7,086,651	1,268,390	17.90	1,266,037	2353	99.814	0.186
Total	78,045,477	63,755,454	81.69	63,753,101	2353	99.996	0.004

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 Vikhroli Properties LLP for an aggregate amount not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores).

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)		(4)	(5)		
Promoter and Promoter Group	58,527,614	58,527,614	100.00	58,527,614	0	100.000	0.000
Public – Institutional holders	12,431,212	3,959,450	31.85	3,959,450	0	100.000	0.000
Public-Others	7,086,651	1,268,218	17.90	1,265,787	2431	99.808	0.192
Total	78,045,477	63,755,282	81.69	63,752,851	2431	99.996	0.004

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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 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 Mosiac Landmarks LLP for an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores):

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)		(4)	(5)		
Promoter and Promoter Group	58,527,614	58,527,614	100.00	58,527,614	0	100.000	0.000
Public – Institutional holders	12,431,212	3,959,450	31.85	3,959,450	0	100.000	0.000
Public-Others	7,086,651	1,268,218	17.90	1,265,837	2381	99.812	0.188
Total	78,045,477	63,755,282	81.69	63,752,901	2381	99.996	0.004

Result of Special Resolution No. 4:

To amend the terms of the Godrej Properties Limited Employee Stock Option Plan for revision in the 'Exercise Price'.

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)		(4)	(5)		
Promoter and Promoter Group	58,527,614	58,527,614	100.00	58,527,614	0	100.000	0.000
Public – Institutional holders	12,431,212	3,922,399	31.55	3,011,267	911132	76.771	23.229
Public-Others	7,086,651	1,304,840	18.41	1,300,882	3958	99.697	0.303
Total	78,045,477	63,754,853	81.69	62,839,763	915090	98.565	1.435

All the **Special Resolutions** as mentioned in the Notice of Postal Ballot dated **July 28, 2012** have been passed by the requisite majority.


