

Godrej Properties Ltd.
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December 28, 2011

BSE Limited.

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, December 28, 2011 by the Chairman, which is as under :-

In all 841 ballot papers representing 58164626 (83.2707%) equity shares of the face value of Re.10/- each were received from the shareholders.

Result of Special Resolution No 1:-

Issuance of further equity shares by way of various means such as a public issue, rights issue, private placement or a combination thereof, including a qualified institutions placement in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, in one or more offerings/ tranches, such that the total amount raised, including premium, shall not exceed Rs.750 Crores (Rupees Seven Hundred and Fifty Crores only).

Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	793	57729528	82.6478	99.2552
Against	19	433217	0.6202	0.7448
Invalid	29	1881	.0027	

The percentage of votes cast "FOR" the Special Resolution No.1 is 99.2552 % of the total valid votes polled.

2

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Result of Ordinary Resolution No 2:-

Increasing the borrowing powers of the Board of Directors in excess of the paid-up capital and free reserves pursuant to the provisions of Section 293(1)(d) of the Companies Act 1956 such that the total borrowings outstanding at any given point of time shall not exceed the sum of Rs.2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores Only).

Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	760	57727772	82.6453	99.2533
Against	43	434294	0.6218	0.7467
Invalid	38	2560	0.0036	

The percentage of votes cast "FOR" the Ordinary Resolution No.2 is 99.2533 % of the total valid votes polled.

Result of Ordinary Resolution No 3:-

Increasing the powers of the Board of Directors for creation of mortgage and/or charge on all or any of the Companies moveable and/or immovable assets pursuant to the provisions of Section 293(1)(a) of the Companies Act 1956 for the purpose of securing borrowings of the Company the aggregate nominal value of which will not be exceeding the sum of Rs.2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores Only).

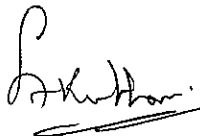
Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	757	57727615	82.6451	99.2531
Against	46	434397	0.6219	0.7469
Invalid	38	2614	0.0037	

The percentage of votes cast "FOR" the Ordinary Resolution No.3 is 99.2531 % of the total valid votes polled.

Therefore, all the Resolutions as mentioned in the notice of postal ballot dated October 21, 2011 has been passed with the requisite majority.

This is for your information.

For Godrej Properties Ltd.



Shodhan A. Kumbhavi
Company Secretary

