

December 31, 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 November 7, 2014, sent to the members of the Company seeking their approval by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, 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 December 24, 2014 before 5.30 pm. Mr. S. Anand SS Rao, Company Secretary in Practice, the Scrutinizer has submitted his report dated December 29, 2014 on the Postal Ballot. The results of the Postal Ballot as follows were announced on Wednesday, December 31, 2014 at the Registered Office of the Company:

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	20,15,191	16,28,36,337	16,48,51,528	Not Applicable
Less: No. of Invalid Votes	754	-	754	Not Applicable
Less: No. of Votes not Polled	0	0	0	Not Applicable
Net valid number of votes cast	20,14,437	16,28,36,337	16,48,50,774	100.000
Total No. of Votes cast in favour of the Resolution.	1,47,085	15,92,93,074	15,94,40,159	96.718
Total No. of Votes cast against the Resolution	18,67,352	35,43,263	54,10,615	3.282

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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	20,15,191	16,28,36,337	16,48,51,528	Not Applicable
Less: No. of Invalid Votes	754	-	754	Not Applicable
Less: No. of Votes not Polled	0	0	0	Not Applicable
Net valid number of votes cast	20,14,437	16,28,36,337	16,48,50,774	100.000
Total No. of Votes cast in favour of the Resolution.	20,13,509	16,27,60,331	16,47,73,840	99.953
Total No. of Votes cast against the Resolution	928	76,006	76,934	0.047

Accordingly, all the Special Resolutions as mentioned in the Notice of Postal Ballot dated November 7, 2014 have been passed by the requisite majority.

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. **December 31, 2014:**

Date of the AGM/EGM	N.A. (The resolutions were passed through Postal Ballot including eVoting)
Total number of shareholders on record date	34,593
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

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Resolution No. 1 in the Notice of Postal Ballot dated November 7, 2014:

Details of the Agenda	To invest by way of subscription, purchase or otherwise in any security(ies) of and/or give 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 to any person(s) and/or any of its subsidiary/associate companies or make capital contribution to any of its Limited Liability Partnerships (LLPs) or in any other body corporate(s) including any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the present/proposed/future projects of the Company, upto a limit not exceeding Rs. 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crore only).
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	14,93,46,308	14,93,46,308	100.000	14,93,46,308	0	100.000	0.000
Public – Institutional holders	2,46,96,237	1,30,81,527	52.970	76,72,666	5408861	58.653	41.347
Public-Others	2,53,05,929	24,23,693	9.578	24,21,185	1,754	99.897	0.072
Total	19,93,48,474	16,48,51,528	82.695	15,94,40,159	54,10,615	96.718	3.282

#includes 3 invalid votes consisting of 754 shares.

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Resolution No. 2 in the Notice of Postal Ballot dated November 7, 2014:

Details of the Agenda	To adopt new set of Articles of Association of the Company pursuant to the Companies Act, 2013 read with the rules framed thereunder.
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	14,93,46,308	14,93,46,308	100.000	14,93,46,308	0	100.000	0.000
Public – Institutional holders	2,46,96,237	1,30,81,527	52.970	1,30,05,731	75796	99.421	0.579
Public-Others	2,53,05,929	24,23,693	9.578	24,21,801	1,138	99.922	0.047
Total	19,93,48,474	16,48,51,528	82.695	16,47,73,840	76,934	99.953	0.047

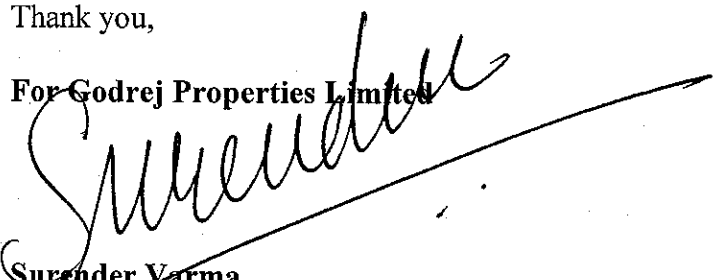
#includes 3 invalid votes consisting of 754 shares.

Accordingly, all the Special Resolutions as mentioned in the Notice of Postal Ballot dated **November 7, 2014** have been passed by the requisite majority.

This is for your information and record.

Thank you,

For Godrej Properties Limited


Surinder Varma

Vice President (Legal) & Company Secretary

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