Godrej Properties Ltd.
Regd. Office : Godrej Bhavan,
4th Floor, 4A Home Street,
Fort, Mumbai - 400 001, India.
Tel.: +91-22-6651 0200
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Website : www.godrejproperties.com

June 17, 2013

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 May 9, 2013, 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 Special 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 June 15, 2013 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	61,296,468	4,015	**61,300,483**	Not Applicable
Less: No. of Invalid Votes	27	4	**31**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	61,296,441	4,011	**61,300,452**	**100.00**
Total No. of Votes cast in favour of the Resolution.	59,562,689	3,628	**59,566,317**	**97.17**
Total No. of Votes cast against the Resolution	1,733,752	383	**1,734,135**	**2.83**

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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	61,296,468	4,015	**61,300,483**	Not Applicable
Less: No. of Invalid Votes	40	4	**44**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	61,296,428	4,011	**61,300,439**	**100.00**
Total No. of Votes cast in favour of the Resolution.	59,563,017	3,680	**59,566,697**	**97.17**
Total No. of Votes cast against the Resolution	1,733,411	331	**1,733,742**	**2.83**

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	61,296,468	4,015	**61,300,483**	Not Applicable
Less: No. of Invalid Votes	53	4	**57**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	61,296,415	4,011	**61,300,426**	**100.00**
Total No. of Votes cast in favour of the Resolution.	59,562,988	3,667	**59,566,655**	**97.17**
Total No. of Votes cast against the Resolution	1,733,427	344	**1,733,771**	**2.83**

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	61,296,468	4,015	**61,300,483**	Not Applicable
Less: No. of Invalid Votes	79	4	**83**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	61,296,389	4,011	**61,300,400**	**100.00**
Total No. of Votes cast in favour of the Resolution.	59,562,945	3,569	**59,566,514**	**97.17**
Total No. of Votes cast against the Resolution	1,733,444	442	**1,733,886**	**2.83**

Accordingly, all the Special Resolution as mentioned in the Notice of Postal Ballot dated May 9, 2013 has 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. June 17, 2013:

Date of the AGM/EGM	**N.A.** (The resolutions were passed through Postal Ballot including eVoting)
Total number of shareholders on record date	**21,539**
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 May 9, 2013:

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 Sea View Properties Private Limited, a subsidiary of the Company, for an additional amount not exceeding Rs. 75 Crore (Rupees Seventy Five 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	58,527,614	58,527,614	100.00	58,527,614	0	100.00	0.00
Public – Institutional holders	13,238,221	2,728,597	20.61	995,994	1,732,603	36.50	63.50
Public-Others	6,280,268	44,272	0.70	42,709	1,532	96.47	3.46
Total	**78,046,103**	**61,300,483**	**78.54**	**59,566,317**	**1,734,135**	**97.17**	**2.83**

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Resolution No. 2 in the Notice of Postal Ballot dated May 9, 2013:

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 Estate Developers Private Limited, a subsidiary of the Company, for an additional amount not exceeding Rs. 75 Crore (Rupees Seventy Five 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	58,527,614	58,527,614	100.00	58,527,614	0	100.00	0.00
Public – Institutional holders	13,238,221	2,728,597	20.61	995,994	1,732,603	36.50	63.50
Public-Others	6,280,268	44,272	0.70	43,089	1,139	97.33	2.57
Total	**78,046,103**	**61,300,483**	**78.54**	**59,566,697**	**1,733,742**	**97.17**	**2.83**

Resolution No. 3 in the Notice of Postal Ballot dated May 9, 2013:

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 additional amount not exceeding Rs. 50 Crore (Rupees Fifty 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	58,527,614	58,527,614	100.00	58,527,614	0	100.00	0.00
Public – Institutional holders	13,238,221	2,728,597	20.61	995,994	1,732,603	36.50	63.50
Public-Others	6,280,268	44,272	0.70	43,047	1,168	97.23	2.64
Total	**78,046,103**	**61,300,483**	**78.54**	**59,566,655**	**1,733,771**	**97.17**	**2.83**

Resolution No. 4 in the Notice of Postal Ballot dated May 9, 2013:

Detail of the Agenda	To amend certain provisions of the Godrej Properties Limited Employees Stock Option Plan (GPL ESOP).
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	58,527,614	58,527,614	100.00	58,527,614	0	100.00	0.00
Public – Institutional holders	13,238,221	2,728,597	20.61	995,994	1,732,603	36.50	63.50
Public-Others	6,280,268	44,272	0.70	42,906	1,283	96.91	2.90
Total	**78,046,103**	**61,300,483**	**78.54**	**59,566,514**	**1,733,886**	**97.17**	**2.83**

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Accordingly, all the Special Resolutions as mentioned in the Notice of Postal Ballot dated **May 9, 2013** have been passed by the requisite majority.

This is for your information and record.

Thanking you,

For Godrej Properties Limited

Ashish Karyekar
Assistant Company Secretary