

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

March 5, 2012

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Ref: Godrej Properties Limited
BSE - Scrip Code: 533150, Scrip ID - GODREJPRP
NSE - GODREJPROP

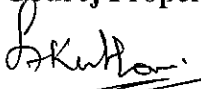
Sub : Outcome of the Extraordinary General Meeting held on March 5, 2012

We wish to inform you that the Extraordinary General Meeting of the Members of the Company was held on March 5, 2012 at the Auditorium, 1st Floor, Godrej Industries Complex, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079 at 10.30 a.m. and the following business as set out in the Notice dated February 8, 2012 was considered and approved by the members of the Company unanimously:-

- 1) issuance of further equity shares of face value of Rs. 10 each (the “**Equity Shares**”) or securities convertible into Equity Shares, by way of various means such as public issue (including through an institutional placement programme in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended), rights issue or private placement or a combination thereof, in one or more offerings/tranches, such that the total number of Equity Shares issued pursuant to such offerings (including upon conversion of the convertible securities) does not result in increase in the public shareholding of the Company by more than 10 per cent. (on the date of issuance of such securities).

We attach herewith the voting results in the format specified as per clause 35A of the listing agreement.

For Godrej Properties Limited


Shodhan A. Kumbhavi
Company Secretary

Encl: As above



As per the clause 35A of the Listing Agreement , please find below the outcome of the Extra ordinary General Meeting of the Company held on March 5, 2012 :-

Date of Extra ordinary General Meeting: -

Monday, March 5, 2012

Total No. of Shareholders as on the record date: - 16858

No. of Shareholders present in the meeting  on or through proxy:

Promoters and Promoter Group: 14

Public: 21

No. of Shareholders attended the meeting through Video Conferencing:-

Promoters and Promoter Group: NIL

Public: NIL

(Agenda-wise)

Detail of the Agenda:

*Issuance of further equity shares of face value of Rs. 10 each (the "**Equity Shares**") or securities convertible into Equity Shares, by way of various means such as public issue (including through an institutional placement programme in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended), rights issue or private placement or a combination thereof, in one or more offerings/tranches, such that the total number of Equity Shares issued pursuant to such offerings (including upon conversion of the convertible securities) does not result in increase in the public shareholding of the Company by more than 10 per cent. (on the date of issuance of such securities).*

Resolution required: Special

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting):- Show of hands

L

Godrej

In case of Poll/ Postal Ballot/ e-Voting:- Not Applicable since voting was by Show of hands.

Promoter/ Public	No. of Shares held	No. of Votes Polled	%of votes polled on Outstanding Shares	No. of Votes polled 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
	(1)	(2)	(3)=[(2)/(1)]*100				
Promoter & Promoter Group							
Public Institutional Holders							
Public - others							
Total							

For Godrej Properties Limited



Shodhan A. Kumbhavi
Company Secretary

