

March 18, 2011

The Bombay Stock Exchange Ltd.

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 result of which was announced today, March 18, 2011 by the Chairman, which is as under:-

In all 711 ballot papers representing 60090372 (86.02772%) equity shares of the face value of Re.10/- each were received from the shareholders.

Result of Special Resolution No 1:-

Amending the terms of the existing Godrej Properties Limited Employee Stock Option Plan ("GPL ESOP").

Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	656	59806750	85.62167	99.53091
Against	31	281871	0.40354	00.46909
Invalid	24	1751	0.00251	

The percentage of votes cast "FOR" the Special Resolution No.1 is 99.53091% of the total valid votes polled.

Result of Special Resolution No 2.1 & 2.2:-

Approval of a new employee stock grant scheme namely Godrej Properties Limited Employee Stock Grant Scheme 2011 ("GPL ESGS") for the benefit of the employees of the Company, its subsidiaries and Godrej Industries Limited, the holding company of the Company.

Result of Special Resolution No 2.1:-

Approval of a new employee stock grant scheme namely Godrej Properties Limited Employee Stock Grant Scheme 2011 for the benefit of the employees of the Company.

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Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	640	59572117	85.28577	99.14076
Against	41	516306	0.73916	0.85924
Invalid	30	1949	0.00279	

The percentage of votes cast "FOR" the Special Resolution No.2.1 is 99.14076% of the total valid votes polled.

Result of Special Resolution No 2.2:–

Extending the benefits of GPL ESGS to the employees of Holding and Subsidiary Companies.

Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	638	59572031	85.28565	99.14079
Against	42	516284	0.73913	0.85921
Invalid	31	2057	0.00294	

The percentage of votes cast "FOR" the Special Resolution No.2.2 is 99.14079% of the total valid votes polled.

Result of Special Resolution No 3:–

To make investment in and/or to make loan (s) or place inter-corporate deposits with and/or any other form of debt and/or to provide any security (ies) in connection with such loan (s) and/or give guarantees in connection with loan(s) given by any other person to and /or acquire by way of subscription, purchase or otherwise the securities of Body Corporate to be formed or incorporated by the Company for the development of the proposed project of the Company located in Hyderabad up to an amount not exceeding Rs.35,00,00,000 (Rupees Thirty Five Crores only).

Category	No. of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	656	60086958	86.02284	99.99841
Against	18	954	0.00136	0.00159
Invalid	37	2460	0.00352	

The percentage of votes cast "FOR" the Special Resolution No.3 is 99.99841% of the total valid votes polled.

Therefore, all the Special Resolutions as mentioned in the notice of postal ballot dated January 31, 2011 has been passed with the requisite majority.

This is for your information.

For Godrej Properties Ltd.


Shodhan A. Kumbhavi
 Company Secretary

