Godrej Properties Limited
Regd.Office: Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai- 400 079.India
Tel.: +91-22-6169 8500
Fax: +91-22-6169 8888
Website: www.godrejproperties.com

CIN : L74120MH1985PLC035308

August 3, 2018

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: - BSE - Script Code: 533150, Scrip ID - GODREJPRP
BSE- Security ID 782GPL20 – Debt Segment
NSE - GODREJPROP

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the 33rd Annual General Meeting (AGM) of Godrej Properties Limited

Dear Sir/Madam,

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the results of the voting conducted through remote e-voting during July 29, 2018 to August 1, 2018 and through Poll at the 33rd Annual General Meeting of Godrej Properties Limited held on August 2, 2018.

Please also find enclosed the Report of Scrutinizer on the e-voting and the poll conducted at the AGM.

We request you to take the voting results on records.

Thank you,

For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer

Encl.: a/a

	GODREJ PROPERTIES LTD
Date of the AGM/EGM	02-08-2018
Total number of shareholders on record date	44352
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	13
Public:	73
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the financial Statements for the year ended March 31, 2018								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	Invalid/Abstain Votes Nos.
Promoter and Promoter Group	E-Voting	16,20,87,070	16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
Public- Institutions	E-Voting	3,63,05,799	1,41,30,150	38.7866	1,40,81,770	0	100.0000	0.0000	48,380
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,41,30,150	38.7866	1,40,81,770	0	99.6576	0.0000	48,380
Public- Non Institutions	E-Voting	3,09,29,063	2,862	0.0093	2,859	3	99.8951	0.1048	0
	Poll		54,820	0.1771	54,770	0	100.0000	0.0000	50
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		57,682	0.1864	57,629	3	99.9081	0.0052	50
	Total	22,93,21,932	17,62,74,902	76.8679	17,62,26,469	3	99.9725	0.0000	48,430

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Nadir Godrej as Director liable to retire by rotation								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	16,20,87,070	16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
Public- Institutions	E-Voting	3,63,05,799	1,41,30,150	38.9198	1,11,17,512	30,12,638	78.6793	21.3206	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,41,30,150	38.9198	1,11,17,512	30,12,638	78.6794	21.3206	0
Public- Non Institutions	E-Voting	3,09,29,063	2,862	0.0093	2,859	3	99.8951	0.1048	0
	Poll		54,820	0.1771	54,770	0	100.0000	0.0000	50
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		57,682	0.1864	57,629	3	99.9081	0.0052	50
	Total	22,93,21,932	17,62,74,902	76.8679	17,32,62,211	30,12,641	98.2909	1.7091	50

Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of B S R & Co. LLP as statutory Auditor of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	16,20,87,070	16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0



Public- Institutions	E-Voting	3,63,05,799	1,41,30,150	38.9198	1,40,08,309	1,21,841	99.1377	0.8622	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,41,30,150	38.9198	1,40,08,309	1,21,841	99.1377	0.8623	0
Public- Non Institutions	E-Voting	3,09,29,063	2,862	0.0093	2,859	3	99.8951	0.1048	0
	Poll		54,820	0.1771	54,770	0	100.0000	0.0000	50
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		57,682	0.1864	57,629	3	99.9081	0.0052	50
	Total	22,93,21,932	17,62,74,902	76.8679	17,61,53,008	1,21,844	99.9309	0.0691	50

Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Pirojsha Godrej as the Executive Chairman and revision in remuneration payable to him.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	16,20,87,070	16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
Public- Institutions	E-Voting	3,63,05,799	1,41,30,150	38.9198	1,41,30,150	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,41,30,150	38.9198	1,41,30,150	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	3,09,29,063	2,862	0.0093	2,859	3	99.8951	0.1048	0
	Poll		54,820	0.1771	54,770	0	100.0000	0.0000	50
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		57,682	0.1864	57,629	3	99.9081	0.0052	50
	Total	22,93,21,932	17,62,74,902	76.8679	17,62,74,849	3	100.0000	0.0000	50

Resolution No.	5								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Mohit Malhotra as the Managing Director and Chief Executive Officer and revision in remuneration payable to him.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	16,20,87,070	16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
Public- Institutions	E-Voting	3,63,05,799	1,41,30,150	38.9198	1,40,08,309	1,21,841	99.1377	0.8622	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,41,30,150	38.9198	1,40,08,309	1,21,841	99.1377	0.8623	0
Public- Non Institutions	E-Voting	3,09,29,063	2,862	0.0093	2,859	3	99.8951	0.1048	0
	Poll		54,820	0.1771	54,770	0	100.0000	0.0000	50
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		57,682	0.1864	57,629	3	99.9081	0.0052	50
	Total	22,93,21,932	17,62,74,902	76.8679	17,61,53,008	1,21,844	99.9309	0.0691	50



Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration paid to Cost Auditors								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	Votes Invalid
Promoter and Promoter Group	E-Voting	16,20,87,070	16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		16,20,87,070	100.0000	16,20,87,070	0	100.0000	0.0000	0
Public- Institutions	E-Voting	3,63,05,799	1,41,30,150	38.9198	1,41,30,150	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		1,41,30,150	38.9198	1,41,30,150	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	3,09,29,063	2,862	0.0093	2,849	13	99.5457	0.4542	0
	Poll		54,820	0.1771	54,770	0	100.0000	0.0000	50
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		57,682	0.1864	57,619	13	99.8908	0.0225	50
	Total	22,93,21,932	17,62,74,902	76.8679	17,62,74,839	13	100.0000	0.0000	50



A K JAIN & CO.
COMPANY SECRETARIES

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Consolidated Scrutinizer's Report on Remote e-Voting and voting through physical ballot conducted at the Thirty Third Annual General Meeting of Godrej Properties Limited held on August 02, 2018.

To
The Chairman
Godrej Properties Limited
Godrej One, 5th Floor, Pirojshanagar
Eastern Express Highway, Vikhroli (East)
Mumbai - 400079

Thirty Third Annual General Meeting of the Members of Godrej Properties Limited held on Thursday, August 02, 2018 at 02.00 p.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079.

Dear Sir,

The Board of Directors of **Godrej Properties Limited** (the Company) at its meeting held on May 04, 2018 has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Companies (Management and Administration) Amendments Rules, 2016, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid notice of the Thirty Third AGM of the Members of the Company dated May 04, 2018. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast **"in favour" or "against"** on the resolutions as specified in the Notice of AGM dated May 04, 2018 based on the reports generated from the remote e-voting system provided by Karvy Computershare Private Limited (KCPL/ Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM. I hereby submit my report as under:

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

1. The Company had appointed KCPL as the Service Provider, for extending the facility of Remote e-Voting to the Members of the Company. KCPL is also the Registrar and Share Transfer Agents (RTA) of the Company.

2. KCPL has provided a system for recording the votes of the members electronically on all the items of the business (Ordinary and Special) sought to be transacted at the Thirty Third AGM of the Company which was held on Thursday, August 02, 2018.

3. The Cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as July 26, 2018.

4. As prescribed in Rule 20(4)(v) of Companies (Management and Administration) Rules, 2014, Company also released notice through newspaper Advertisement in Marathi in 'Loksatta' dated July 08, 2018 and in English in 'Financial Express' dated July 08, 2018.

5. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014 the Remote e-Voting facility was kept open for 4 (Four) days i.e. from July 29, 2018, at 9:00 a.m. till August 01, 2018 at 5:00 p.m.

6. At the end of the voting period on August 01, 2018 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

7. At the venue of the Thirty Third AGM of the Company held on August 02, 2018, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-Voting to register their votes.

8. On August 02, 2018, after counting of the votes casted at the venue of the AGM through ballot paper, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Mahesh Kuwalekar and Ms. Ruchi Doshi who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.

9. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the AGM was concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned above and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorisations/ proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



10. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers are as under:

Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	149	10	159
Total number of Shares held by them	17,62,20,082	54,820	17,62,74,902
Valid votes			176274852
Invalid Votes			50

Note: Percentage of votes cast **"in favour" or "against"** the resolutions is calculated based on the valid votes cast through remote e-voting or physical voting.

Item No. 1 (Ordinary Resolution)

Adoption of Audited Financial Statements (Standalone and Consolidated) for the year ended March 31, 2018.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	17,61,71,699	100.00	3	0.00	48,380
Physical Voting	54,770	100.00	0	0.00	50
Total	17,62,26,469	100.00	3	0.00	48,430

Item No. 2 (Ordinary Resolution)

Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195) as Director liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	17,32,07,441	98.29	30,12,641	1.71	0
Physical Voting	54,770	100.00	0	0.00	50
Total	17,32,62,211	98.29	30,12,641	1.71	50

Item No. 3 (Ordinary Resolution)

Ratify the Appointment of BSR & Co. LLP, Charted Accountants as Statutory Auditors of the Company.

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	17,60,98,238	99.93	1,21,844	0.07	0
Physical Voting	54,770	100.00	0	0.00	50
Total	17,61,53,008	99.93	1,21,844	0.07	50

Item No. 4 (Special Resolution)

Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as Whole time Director designated as Executive Chairman and revision in remuneration payable to him.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	17,62,20,079	100.00	3	0.00	0
Physical Voting	54,770	100.00	0	0.00	50
Total	17,62,74,849	100.00	3	0.00	50

Item No. 5 (Special Resolution)

Re-appointment of Mr. Mohit Malhotra (DIN: 07074531) as a Managing Director & Chief Executive Officer of the Company and revision in remuneration payable to him.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	17,60,98,238	99.93	1,21,844	0.07	0
Physical Voting	54,770	100.00	0	0.00	50
Total	17,61,53,008	99.90	1,21,844	0.07	50

Item No.6 (Ordinary Resolution)

Ratification of the payment of remuneration to M/s. R. Nanabhoy & Co., Cost Accountants, as the Cost Auditors of the Company for the financial year 2018-19.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E-Voting	17,62,20,069	100.00	13	0.00	0
Physical Voting	54,770	100.00	0	0.00	50
Total	17,62,74,839	100.00	13	0.00	50

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

All the Resolutions mentioned in the Thirty Third AGM Notice dated May 04, 2018 as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the Thirty Third AGM.

Thanking you,
Yours truly,

Ashish Kumar Jain
Practicing Company Secretary
FCS: 6058 COP: 6124

Date:03rd August, 2018
Place: Mumbai

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

To be counter signed by the Chairman

Date : 03rd August, 2018
Place: Mumbai

Witnesses:

Mahesh Kuwalekar

Ruchi Doshi