Godrej Properties Ltd.
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 11, 2016

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

Re: - BSE - Scrip Code: 533150, Scrip ID - GODREJPROP
NSE - GODREJPROP

Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results at the 31st Annual General Meeting 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 August 05, 2016 to August 08, 2016 and through Poll at the 31st Annual General Meeting of Godrej Properties Limited held on August 09, 2016.

We are also enclosing 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,

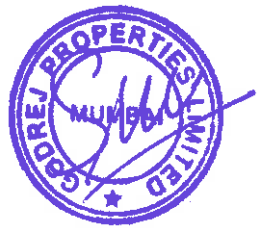
For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer

Encl.: a/a

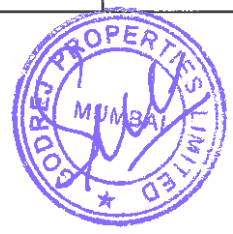
Godrej Properties Limited – Voting Result of 31st AGM held on August 09, 2016:

Date of the AGM/~~EGM~~	August 09, 2016
Total number of shareholders on record date	36,496
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	8
Public:	60
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ ~~Special~~)			Adoption of Audited financial statements of the company for the financial year ended March 31, 2016					
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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16328666	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16328666**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**	34134778	2944	0.0086	2943	1	99.966	0.0339
	Poll	34134778	53186	0.1558	53176	10	99.9811	0.0188
	Postal Ballot (if applicable)	0	0	0	0	0	0.00	0.00
	Total	**34134778**	**56130**	**0.1644**	**56119**	**11**	**99.98**	**0.02**
Total		**216362181**	**178471866**	**82.48**	**178471855**	**11**	**100.00**	**0.00**



Resolution required: (Ordinary/ ~~Special~~)			Re-appointment of Ms. Parmeshwar A. Godrej (DIN: 00432572) as Director liable to retire by rotation.					
Whether promoter/ ~~promoter group~~ is /~~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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	15535509	793157	95.1425	4.8574
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**15535509**	**793157**	**95.1425**	**4.8574**
Public- Non Institutions	**E-Voting**	34134778	2944	0.008	2943	1	99.966	0.0339
	Poll	34134778	53186	0.1558	53186	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**56130**	**0.1644**	**56129**	**1**	**99.99**	**0.0339**
Total		**216362181**	**178471866**	**82.48**	**177678708**	**793158**	**99.56**	**0.44**

Resolution required: (Ordinary/ ~~Special~~)			Ratification of appointment of M/s Kalyaniwalla & Mistry, Chartered Accountants, (Firm Registration No. 104607W), as Statutory Auditors 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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16309427	19239	99.8821	0.1178
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16309427**	**19239**	**99.8821**	**0.1178**
Public- Non Institutions	**E-Voting**	34134778	2944	0.008	2943	1	99.966	0.0339
	Poll	34134778	53186	0.1558	53186	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**56130**	**0.1644**	**56129**	**1**	**99.99**	**0.0339**
Total		**216362181**	**178471866**	**82.48**	**178452626**	**19240**	**99.99**	**0.01**

Resolution required: (Ordinary/ ~~Special~~)			Payment of Remuneration by way of commission to Non-Executive Directors.					
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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16328666	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16328666**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**	34134778	3444	0.010	2903	541	84.2915	15.7084
	Poll	34134778	53186	0.1558	53176	10	99.9811	0.0188
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**56630**	**0.1659**	**56079**	**551**	**99.03**	**0.97**
Total		**216362181**	**178472366**	**82.48**	**178471815**	**551**	**100.00**	**0.00**

Resolution required: (~~Ordinary~~/ Special)			Waiver of excess remuneration paid to Mr. Pirojsha Godrej (DIN: 00432983) for the financial year 2015-16.					
Whether promoter/ ~~promoter group are~~/ is 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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16328666	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16328666**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**	34134778	2944	0.008	2788	156	94.701	5.2989
	Poll	34134778	53186	0.1558	53176	10	99.9811	0.0188
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**56130**	**0.1644**	**55964**	**166**	**99.70**	**0.29**
Total		**216362181**	**178471866**	**82.48**	**178471700**	**166**	**100.00**	**0.00**

Resolution required: (~~Ordinary~~/ Special)			Waiver of excess remuneration paid to Mr. Mohit Malhotra (DIN: 07074531) for the financial year 2015-16.					
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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16328666	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16328666**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**	34134778	3444	0.010	2756	688	80.0232	19.9767
	Poll	34134778	31430	0.092	31420	10	99.96	0.031
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**34874**	**0.102**	**34176**	**698**	**97.99**	**2.00**
Total		**216362181**	**178450610**	**82.47**	**178449912**	**698**	**100.00**	**0.00**

GODREJ PROPERTIES LIMITED MUMBAI

Resolution required: (~~Ordinary~~/ Special)			Waiver of excess remuneration paid to Mr. K. T. Jithendran (DIN: 01181998) for the financial year 2015-16.					
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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16328666	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16328666**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**	34134778	3444	0.010	2450	994	71.1382	28.8617
	Poll	34134778	53186	0.1558	53176	10	99.9811	0.0188
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**56630**	**0.166**	**55626**	**1004**	**98.22**	**1.77**
Total		**216362181**	**178472366**	**82.48**	**178471362**	**1004**	**100.00**	**0.00**

Resolution required: (~~Ordinary~~/ Special)			Revision in remuneration payable to Mr. Pirojsha Godrej (DIN: 00432983) as Managing Director & Chief Executive Officer with effect from April 01, 2016					
Whether promoter/ ~~promoter group~~ is/~~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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16328666	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16328666**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**	34134778	2944	0.008	2848	96	96.7391	3.2608
	Poll	34134778	53186	0.1558	53176	10	99.9811	0.0188
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**56130**	**0.1644**	**56024**	**106**	**99.81**	**0.18**
Total		**216362181**	**178471866**	**82.48**	**178471760**	**106**	**100.00**	**0.00**

Resolution required: (~~Ordinary~~/ Special)			Revision in remuneration payable to Mr. Mohit Malhotra (DIN: 07074531) as Executive Director with effect from April 01, 2016.					
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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	16328666	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**16328666**	**0**	**100.00**	**0.00**
Public- Non Institutions	**E-Voting**	34134778	2944	0.008	2888	56	98.0978	1.9021
	Poll	34134778	31380	0.092	31370	10	99.96	0.03
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**34324**	**0.106**	**34258**	**66**	**99.80**	**0.19**
Total		**216362181**	**178450060**	**82.48**	**178449994**	**66**	**100.00**	**0.00**

GODREJ PROPERTIES LIMITED MUMBAI

Resolution required: (Ordinary/ ~~Special~~)			Ratification of remuneration of M/s. R. Nanabhoy & Co., Cost Auditors of the company for the financial year 2016-17.					
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**
Promoter and Promoter Group	**E-Voting**	162087070	162087070	100.00	162087070	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**162087070**	**162087070**	**100.00**	**162087070**	**0**	**100.00**	**0.00**
Public- Institutions	**E-Voting**	20140333	16328666	81.0745	15535509	793157	95.1425	4.8574
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**20140333**	**16328666**	**81.0745**	**15535509**	**793157**	**95.1425**	**4.8574**
Public- Non Institutions	**E-Voting**	34134778	2944	0.008	2943	1	99.966	0.0339
	Poll	34134778	53136	0.156	53136	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**34134778**	**56080**	**0.164**	**56079**	**1**	**99.998**	**0.002**
Total		**216362181**	**178471816**	**82.48**	**177678658**	**793158**	**99.56**	**0.44**

A K JAIN & CO.
COMPANY SECRETARIES

40/A, 3rd Floor, Shankar Seth Building,
380-382, J. S. S. Road, Chira Bazar, Mumbai - 400002

+91 22 2203 4420 • akjaincs@gmail.com

Consolidated Scrutinizer's Report on Remote e-Voting and voting through physical ballot conducted at the Thirty First Annual General Meeting of Godrej Properties Limited held on August 09, 2016.

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

Thirty First Annual General Meeting of the Members of Godrej Properties Limited held on Tuesday, August 09, 2016, at 1.30 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 05, 2016 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, 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 there under 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 First AGM of the Members of the Company dated May 05, 2016. 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 05, 2016 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:

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 in the Thirty First AGM of the Company which was held on Tuesday, August 09, 2016.

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3. 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 Friday, August 05, 2016 at 9:00 a.m. till Monday, August 08, 2016 at 5:00 p.m.

4. At the end of the voting period on Monday, August 08, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.

5. At the venue of the Thirty First AGM of the Company held on August 09, 2016, 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.

6. On August 09, 2016, 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 Ms. Khushboo Gopani and Ms. Ashna Jain who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.

7. 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 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.

8. 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	104	14	118
Total number of Shares held by them	17,84,23,986	53,226	17,84,77,212
Valid votes	As per details provided under each one of the resolution mentioned hereunder		
Invalid Votes	Various as mentioned under each of the resolution		

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)

To adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the report of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,84,18,679	100.00	1	0.00	5,306
Physical Voting	53,176	99.98	10	0.02	40
Total	17,84,71,855	100.00	11	0.00	5,346

Item No. 2 (Ordinary Resolution)

To appoint a Director in place of Ms. Parmeshwar A. Godrej (DIN: 00432572), who retires by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,76,25,522	99.56	7,93,158	0.44	5,306
Physical Voting	53,186	100.00	0	0.00	40
Total	17,76,78,708	99.56	7,93,158	0.44	5,346

Item No. 3 (Ordinary Resolution)

To ratify the appointment of Statutory Auditors for the financial year 2016-17.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,83,99,440	99.99	19,240	0.01	5,306
Physical Voting	53,186	100.00	0	0.00	40
Total	17,84,52,626	99.99	19,240	0.01	5,346

Item No. 4 (Ordinary Resolution)

To approve payment of Remuneration by way of commission to Non-Executive Directors.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,84,18,639	100.00	541	0.00	4,806
Physical Voting	53,176	99.98	10	0.02	40
Total	17,84,71,815	100.00	551	0.00	4,846

Item No. 5 (Special Resolution)

To ratify and approve the remuneration paid to Mr. Pirojsha Godrej (DIN:00432983), Managing Director & Chief Executive Officer for the financial year 2015-16, which was paid in excess of maximum permissible limit under the Act read with Schedule V of the Act.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,84,18,524	100.00	156	0.00	5,306
Physical Voting	53,176	99.98	10	0.02	40
Total	17,84,71,700	100.00	166	0.00	5,346

Item No. 6 (Special Resolution)

To ratify and approve the remuneration paid to Mr. Mohit Malhotra (DIN:07074531), Executive Director for the financial year 2015-16, which was paid in excess of maximum permissible limit under the Act read with Schedule V of the Act.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,84,18,492	100.00	688	0.00	4,806
Physical Voting	31,420	99.97	10	0.03	21,796
Total	17,84,49,912	100.00	698	0.00	26,602

Item No. 7 (Special Resolution)

To ratify and approve the remuneration paid to Mr. K. T. Jithendran (DIN:01181998) in capacity of Executive Director for the period April 01, 2015 to December 15, 2015, which was paid in excess of maximum permissible limit under the Act read with Schedule V of the Act.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,84,18,186	100	994	0.00	4,806
Physical Voting	53,176	99.98	10	0.02	40
Total	17,84,71,362	100.00	1,004	0.00	4,846

Item No.8 (Special Resolution)

To approve payment of revised remuneration to Mr. Pirojsha Godrej (DIN:00432983), Managing Director & Chief Executive Officer with effect from April 01, 2016.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,84,18,584	100.00	96	0.00	5,306
Physical Voting	53,176	99.98	10	0.02	40
Total	17,84,71,760	100.00	106	0.00	5,346

Item No.9 (Special Resolution)

To approve payment of revised remuneration to Mr. Mohit Malhotra (DIN:07074531), Executive Director with effect from April 01, 2016.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,84,18,624	100	56	0.00	5306
Physical Voting	31,370	99.97	10	0.03	21,846
Total	17,84,49,994	100.00	66	0.00	27,152

Item No.10 (Ordinary Resolution)

To approve the payment of remuneration to M/s. R. Nanabhoy & Co., Cost Accountants, as the Cost Auditors appointed by the Board Directors of the Company for the financial year 2016-17.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote E- Voting	17,76,25,522	99.56	7,93,158	0.44	5,306
Physical Voting	53,136	100.00	0	0.00	90
Total	17,76,78,658	99.56	7,93,158	0.44	5,396

All the Resolutions mentioned in the Thirty First AGM Notice dated May 05, 2016 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 First AGM.

Thanking you,
Yours truly,

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

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

Date: August 10, 2016
Place: Mumbai

To be counter signed by the Chairman

Date : August 10, 2016
Place: Mumbai

WITNESSES:

Ms. Khushboo Gopani

Ms. Ashna Jain