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

November 19, 2015

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.:- Clause 35A of the listing Agreement
(BSE - Scrip Code: 533150, Scrip ID - GODREJPROP;
NSE - GODREJPROP)

Sub: - **Outcome of the Court Convened Meeting of Equity Shareholders - Scheme of Amalgamation of GIL Vikhroli Real Estate Limited ('the Transferor Company') with Godrej Properties Limited ('the Transferee Company') And their Respective Shareholders ('the Scheme' or 'this Scheme')**

Dear Sir/ Madam,

Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the result of voting at the meeting of the Equity shareholders of Godrej Properties Limited held on Wednesday, November 18, 2015 at 11:00 a.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, along with the Scrutinizer's Report pursuant to Order of Hon'ble High Court of Bombay, for considering the Scheme of Amalgamation of GIL Vikhroli Real Estate Limited ('the Transferor Company') with Godrej Properties Limited ('the Transferee Company') and their Respective Shareholders ('the Scheme' or 'this Scheme') under Sections 391 and 394 of the Companies Act, 1956 and relevant provisions of the Companies Act, 2013.

This is for your information and record.

Thank you,

Yours truly,
For Godrej Properties Limited

Godrej Properties Limited Mumbai

Surender Varma
Company Secretary & Chief Legal Officer
Encl: as above

DETAILS OF VOTING RESULTS OF THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS

(AS PER CLAUSE 35A OF THE LISTING AGREEMENT)

Date of meeting convened in terms of Order dated October 16, 2015 of Hon'ble High Court of Bombay	November 18, 2015
Total number of equity shareholding on the record date	There is no record date. The beneficiary position of shareholders as on October 16, 2015 was taken for the purpose of poll conducted on the aforesaid date. There were **34,822** number of shareholders as on October 16, 2015.

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

Shareholders	Present in Person	Present through proxy	Total
a) Promoter and Promoter Group	5	8	13
b) Public	53	57	110
TOTAL	**58**	**65**	**123**

No. of Shareholders attended the meeting through video conferencing	Not Applicable
a. Promoters and Promoter Group	
b. Public	

Details of the Agenda	**Resolution Required**	**Mode of Voting and result**
Resolution Moved: **RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications there under (including any statutory modification or re-enactment thereof) as may be applicable and enabling provisions in the Company's Memorandum of Association and Articles of Association of Godrej Properties Limited and subject to the sanction of the Hon'ble High Court of Judicature at Bombay (hereinafter referred to as "High Court"), and other regulatory authorities, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the Scheme of Amalgamation of GIL Vikhroli Real Estate Limited with Godrej Properties Limited and their respective shareholders ('Scheme' or 'this Scheme'), placed before this meeting, be and is hereby approved.	By three-fourths majority in terms of Section 391(2) of Companies Act, 1956.	By way of Poll. Voted in favour by requisite majority.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution), be and are hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the Scheme and to accept such modification and / or conditions, if any, which may be required and / or imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme.		

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	14,93,46,308	14,93,46,308	100.00	14,93,46,308	0	100.00	0.00
Public – Institutional holders	1,91,80,496	1,01,50,029	52.92	1,01,50,029	0	100.00	0.00
Public –Others	3,09,86,562	13,99,765	4.52	13,99,765	0	100.00	0.00
TOTAL	**19,95,13,366**	**16,08,96,102**	**80.64**	**16,08,96,102**	0	**100.00**	0.00

**Only valid votes have been considered for the above computation, 3 (three) votes polled, were treated as invalid, being defective on technical grounds.*

For Godrej Properties Limited,

Surender Varma
Company Secretary & Chief Legal Officer

Report of Scrutinizer(s)
[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Pirojsha Godrej
Chairman appointed by Hon'ble High Court of Judicature at Bombay
for the Court Convened Meeting of Equity Shareholders of Godrej Properties Limited
held on November 18, 2015, at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079.

Dear Sir,

We, Kalidas Vanjpe, a Practicing Company Secretary, and Ashish Kumar Jain, an equity shareholder were appointed as Scrutinizers for the purpose of the poll taken at the Court Convened Meeting of the Equity Shareholders of Godrej Properties Limited, held on Wednesday, November 18, 2015 at 11:00 A.M at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400079, on the resolution seeking shareholder's approval to the Scheme of Amalgamation of GIL Vikhroli Real Estate Limited with Godrej Properties Limited and their respective shareholders ('the Scheme'), submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll seeking shareholders' approval to the Scheme is as under:

   i. Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
116	16,08,96,102	100.00

   ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	N.A.	N.A.

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of vote cast by them**
3	2,085

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Signature of Scrutinizer
Kalidas Vanjpe
Practicing Company Secretary
CP No.: 3413
Membership No.: FCS – 7132

Signature of the Scrutinizer
Ashish Kumar Jain
DP ID: 12033200
Client ID: 06570701

Date: November 18, 2015
Place: Mumbai, Maharashtra