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 2046
Website : www.godrejproperties.com
CIN : L74120MH1985PLC035308

April 6, 2015

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 023

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

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

Sub: Results of the Postal Ballot

Dear Sir,

This is with reference to the Notice of Postal Ballot dated February 20, 2015, sent to the members of the Company seeking their approval by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the Resolution as specified in the said Notice.

The last date for casting of vote through e-Voting and of receipt of the Postal Ballot Forms, duly completed and signed by the Members was April 2, 2015 before 5.30 pm. Mr. S. Anand SS Rao, Company Secretary in Practice, the Scrutinizer has submitted his report dated April 3, 2015 on the Postal Ballot. The results of the Postal Ballot as follows were announced on Monday, April 6, 2015 at the Registered Office of the Company:

Resolution No. 1:

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through e-Voting)	Total No. of shares	% of Total Net Valid Votes (in percentage)
Total No. of Votes received	22,777	164,113,989	**164,136,766**	Not Applicable
Less: No. of Invalid Votes	-	502	**502**	Not Applicable
Less: No. of Votes not Polled	0	0	**0**	Not Applicable
Net valid number of votes cast	22,777	164,113,487	**164,136,264**	**100.000**
Total No. of Votes cast in favour of the Resolution.	22,777	160,912,958	**160,935,735**	**98.050**
Total No. of Votes cast against the Resolution	-	**3,200,529**	**3,200,529**	**1.950**

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated February 20, 2015 has been passed by the requisite majority.

Godrej

Details of Results of Postal Ballot (including e-Voting) as per Clause 35A of the Listing Agreement:

Pursuant to Clause 35A of the Listing Agreement; please find below details regarding the Postal Ballot Result declared today i.e. **April 6, 2015**:

Date of the AGM/EGM	**N.A.** (The resolutions were passed through Postal Ballot including e-Voting)
Total number of shareholders on record date	**34,772**
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	**N.A**
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	**N.A**

Resolution No. 1 in the Notice of Postal Ballot dated February 20, 2015:

Details of the Agenda	To amend/substitute Clause V(i) of Part C of the Godrej Properties Limited Employee Stock Grant Scheme 2011 (GPL ESGS).
Resolution required	Special Resolution
Mode of voting	Postal Ballot including e-Voting

Details of Postal Ballot (including e-Voting)

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	149,346,308	149,346,308	100.00	149,346,308	0	100.000	0.000
Public – Institutional holders	23,052,232	12,666,689	54.95	9,468,192	3,198,497	74.749	25.251
Public-Others	26,950,164	2,123,769	7.88	2,121,235	2,032	99.881	0.096
Total	**199,348,704**	**164,136,766**	**82.34**	**160,935,735**	**3,200,529**	**98.050**	**1.950**

#includes 2 invalid votes consisting of 502 shares.

Accordingly, the Special Resolution as mentioned in the Notice of Postal Ballot dated **February 20, 2015** has been passed by the requisite majority.

This is for your information and record.

Thank you,

Yours truly,
For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer

Godrej

S ANAND SS RAO
M.Com., LL.B., F.C.S
COMPANY SECRETARY IN PRACTICE

511, KANCHANJUNGA, ADITYA ENCLAVE
AMEERPET, HYDERABAD - 500038.
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PHONE : 040 - 2 37 38 39 8
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E-mail : anandssrao@gmail.com
website : www.anandssrao.com

SCRUTINIZER'S REPORT

3rd April, 2015,
Hyderabad.

The Chairman / Managing Director & CEO,
Godrej Properties Limited
Godrej Bhavan, 4th Floor,
4A, Home Street, Fort,
Mumbai-400 001

Dear Sir,

The Company had appointed me as the Scrutinizer for conducting the Postal Ballot including the e-Voting process in respect of the resolutions to be passed by the members of Godrej Properties Limited (the Company).

I submit my report as under:

1. The Company has on 2nd March, 2015 completed the dispatch / sending of emails of Notice of Postal Ballot dated 20th February, 2015, Postal Ballot Form along with postage prepaid business reply envelope to its members whose names appeared on the Register of Members / List of Beneficiaries as on 20th February, 2015.

2. Particulars of the Postal Ballot Forms received including the votes casted through e-Voting from / by the members have been entered in a register separately maintained for the purpose.

3. The Postal Ballot Forms were kept under my safe custody in sealed and tampered proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.

4. At 5.30 pm on 2nd April, 2015, I have downloaded the e-Voting Report from the Karvy website viz., https://evoting.karvy.com by using the Scrutinizer's login ID and Password.

5. The Ballot Boxes were opened after 5.30 pm on 2nd April, 2015 in my presence.

6. The Postal Ballot Forms were duly opened in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as of 20th February, 2015.

7. All ballot forms received / votes casted up to the close of working hours (on 2nd April, 2015 till 5.30 pm) the last date and time fixed by the Company for receipt of the forms / e-Voting were considered for scrutiny.

8. No Envelops containing the Postal Ballot Forms are received after 5.30 pm on 2nd April, 2015.

9. Envelopes containing the Postal Ballot Forms returned undelivered were not opened and they were kept separately.

10. I did not find any defaced or mutilated ballot papers / forms.

11. Summary of the Postal Ballot Forms Received / Vote Casted through e-Voting are given below:

Resolution No. 1 as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Memorandum and Articles of Association of the Company as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company {hereinafter referred to as the "Board", which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers (including the Nomination & Remuneration Committee), including the powers conferred under this resolution} to create, offer, grant, issue and allot 9,00,000 options exercisable into not more than9,00,000 fully paid-up equity shares in the Company of face value of Rs. 5/- each, under the Godrej Properties Limited Employees Stock Grant Scheme, 2011 (the "GPL ESGS"), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of Applicable Law and to carry out the following modification in the GPL ESGS:

Clause V (i) of Part C of the GPL ESGS to be substituted by the new Clause V (i) as under:

"A total of such Stock Grants convertible into 15,00,000 shares of face value of Rs.5/- each of the Company, would be available for being granted to the Eligible Employees on such terms and conditions, at such price and in one or more tranches as may be determined by the Board of Directors / Nomination & Remuneration Committee in accordance with Applicable Laws."

RESOLVED FURTHER THAT the all references to 3,00,000 Shares (post-split 6,00,000 Shares) appearing in GPL ESGS shall be modified and read as 15,00,000 shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and actions as may be required to give effect to this Resolution and give such directions as may in its absolute discretion deem fit or necessary and to settle any question that may arise in this regard."

Sl. No.	Particulars	No. of Postal Ballot Forms / Votes Casted	No. of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total No. of Postal Ballot Forms received	**22**	**22777**	**0.011**	
B	Less: Invalid Postal Ballot Forms	0	0	**0.000**	
C	**Net Valid Postal Ballot Forms Received through physical mode (A-B)**	**22**	**22777**	**0.011**	
	Electronic Mode				
D	Total No. of votes casted through e-Voting	**119**	**164113989**	**82.325**	
E	Less: Invalid votes casted through e-Voting	2	500	**0.000**	
E(i)	Less Voted through e-voting		2		
F	**Net Valid votes casted through Electronic mode i.e., e-Voting (D-E)**	**117**	**164113487**	**82.325**	
	Total Net Valid votes casted through Postal Ballot in physical and electronic mode (C+F)	**139**	**164136264**	**82.336**	**100.000**
G	Postal Ballot Forms with Assent on the Special Resolution - Physical Mode	22	22777	0.012	
H	Postal Ballot Forms (e-Voting) with Assent on the Special Resolution - Electronic Mode	83	160912958	80.719	
	Total Net valid votes casted through Postal Ballot with ASSENT in physical and electronic modes	**105**	**160935735**	**80.731**	**98.050**
I	Postal Ballot Forms with Dissent On the Special Resolution - Physical Mode	0	0	**0.000**	
J	Postal Ballot Forms (e-Voting) with Dissent on the Special Resolution - Electronic Mode	35	3200529	**1.605**	
	Total net valid votes casted through Postal Ballot with DISSENT in physical and electronic modes	**35**	**3200529**	**1.605**	**1.950**
In brief, Total Votes polled (physical plus e-Voting) "FOR" the SPECIAL RESOLUTION is 98.050% and total Votes Polled Against SPECIAL RESOLUTION is 1.950%					

ResolutionNo.1 has been passed as a Special Resolution by the members of Godrej Properties Limited

12. The Postal Ballot Forms and other related papers / registers and records will be handed over to the Company Secretary for the safe custody once the Postal Ballot Minutes gets signed by the Chairman/Managing Director or other Authorized Director(s).

13. You may accordingly declare the result on the voting by Postal Ballot including e-Voting.

Thank you,

(S. Anand S. S. Rao)
Company Secretary in Practice
CP NO.5687

