

December 9, 2010

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, December 9, 2010 by the Chairman, which is as under:-

In all 736 ballot papers representing 85.85999 % of equity shares of the face value of Re.10/- each were received from the shareholders.

Result of Special Resolution No 1:-

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 two Body Corporate(s)/ Limited Liability Partnership(s)/or any such form of entities or organisation(s) to be formed or incorporated by the Company or together with Godrej & Boyce Manufacturing Company Limited for the development of the proposed projects of the Company located in Hyderabad and Mumbai up to an amount not exceeding Rs. 100,000,000 (Rupees Ten Crores only) in each such entity and Rs.200,000,000 (Rupees Twenty Crores only) in the aggregate for all such entities taken together.

Category	No.of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	713	59972258	85.85862	99.99907
Against	11	557	0.00080	00.00093
Invalid	12	402	0.00057	
Total	736	59973217	85.85999	100

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The percentage of votes cast "FOR" the Special Resolution No.1 is 99.99907 % of the total valid votes polled.

Result of Special Resolution No 2:-

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 Godrej Buildwell Private Limited up to an amount not exceeding Rs.1,500,000,000 (Rupees One Hundred Fifty Crores only).

Category	No.of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	708	59972222	85.85857	99.99900
Against	17	602	0.00086	00.00100
Invalid	11	393	.00056	
Total	736	59973217	85.85999	100

The percentage of votes cast "FOR" the Special Resolution No.2 is 99.99900 % 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 Umbarde Realty Private Limited up to an amount not exceeding Rs. 700,000,000 (Rupees Seventy Crores only).

Category	No.of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	705	59972094	85.85839	99.99878
Against	20	734	0.00105	00.00122
Invalid	11	389	0.00055	
Total	736	59973217	85.85999	100

The percentage of votes cast "FOR" the Special Resolution No.3 is 99.99878 % of the total valid votes polled.

Result of Ordinary Resolution No 4:-

Increasing the limits of the Performance Bonus (earlier called as Performance Linked Variable Remuneration) of Mr.Milind S. Korde - Managing Director, with effect from April 1, 2010

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Category	No.of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	681	59971051	85.85690	99.99716
Against	43	1709	0.00244	00.00284
Invalid	12	457	0.00065	
Total	736	59973217	85.85999	100

The percentage of votes cast "FOR" the Ordinary Resolution No.4 is 99.99716 % of the total valid votes polled.

Result of Ordinary Resolution No 5:–

Increasing the limits of the Flexible Compensation of Mr.Pirojsha Godrej, Executive Director, with effect from August 1, 2010.

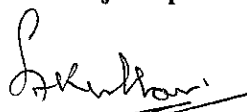
Category	No.of Postal Ballot Forms	No. of Shares	Percentage of Equity Capital	Percentage of voting
For	677	59970675	85.85636	99.99684
Against	43	1894	0.00271	00.00316
Invalid	16	648	0.00092	
Total	736	59973217	85.85999	100

The percentage of votes cast "FOR" the Ordinary Resolution No.5 is 99.99684 % of the total valid votes polled.

Therefore, all the Special and Ordinary Resolutions as mentioned in the notice of postal ballot dated October 16, 2010 has been passed with the requisite majority.

This is for your information.

For Godrej Properties Ltd.


Shodhan A. Kumbhavi
 Company Secretary

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