

May 6, 2013

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051
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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 March 23, 2013 sent to the members of the Company seeking their approval by way of postal ballot pursuant to the provision of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, in respect of the resolutions as specified in the Notice. These resolutions pertain to sub-division of each equity share of the Company of nominal value of Rs. 10/- (Rupees Ten only) to 2 (Two) equity shares of nominal value of Rs. 5/- (Rupees Five only), and the consequent division of the authorised capital of the Company of Rs. 100,00,00,000 (Rupees Hundred Crore only) into 20,00,00,000 (Twenty Crore only) equity shares of Rs. 5/- (Rupees Five only) each (the “**Sub-division**”), and the amendments (the “**Amendments**”) to the Company’s Memorandum and Articles of Association to give effect to the Sub-division.

The last date for casting of votes through e-voting and of receipt of postal ballot forms, duly completed and signed by the members, was before close of working hours on Friday, May 3, 2013. Mr. S. Anand S.S. Rao, Company Secretary in Practice, the Scrutinizer, has submitted his report on the postal ballot and the result of postal ballot is enclosed. The resolutions as set out in the Notice have been passed by requisite majority.

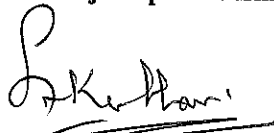
A scheme of amalgamation of Godrej Waterside Properties Private Limited (“**GWPPPL**”), a wholly-owned subsidiary of the Company, with Godrej Properties Limited (the “**Scheme**”) that had been filed before the High Court of Judicature at Bombay was approved on April 12, 2013. The Scheme has become effective upon filing with the Registrar of Companies on April 29, 2013. In terms of the Scheme, the authorised share capital of GWPPPL of Rs. 17,00,00,000 (Rupees Seventeen Crore only) has been combined with the authorised share capital of the Company of Rs. 100,00,00,000 (Rupees One Hundred Crore only), and the resultant authorised share capital of Rs. 117,00,00,000 (Rupees One Hundred Seventeen Crore only) is divided into 11,70,00,000 (Eleven Crore Seventy Lakh only) equity shares of Rs. 10/- (Rupees Ten only) each. The Memorandum and Articles of Association of the Company stand amended to reflect the authorised share capital as revised under the Scheme. With this amendment to the Memorandum and Articles of Association, it has become impossible to give effect to the Amendments and consequently the approval of the shareholders for the Sub-division and the Amendments cannot be given effect to.

The Board of Directors, at their meeting to be held on May 9, 2013, will consider *inter alia* fresh approval for the sub-division of each equity share of the Company of nominal value of Rs. 10/- (Rupees Ten only) to 2 (Two) equity shares of nominal value of Rs. 5/- (Rupees Five only), and the consequent division of the authorised capital of the Company of Rs. 117,00,00,000 (Rupees One Hundred Seventeen Crore only) into 23,40,00,000 (Twenty Three Crore Forty Lakh) equity shares of Rs. 5/- (Rupees Five only) each, and the amendments to the Memorandum and Articles of Association of the Company to give effect to this sub-division.

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The above intimation may be treated as compliance with the provisions of Clause 35A and other applicable provisions of the Listing Agreement.

For Godrej Properties Limited



Shodhan A. Kumbhavi
Vice President (Legal) & Company Secretary

Encl: As above

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, that is, May 6, 2013

Date of the AGM/EGM	N.A. (The resolution was passed through postal ballot including e-voting)
Total number of shareholders on record date	21,945
No. of Shareholders present in the meeting either in person or through proxy:	N.A
Promoters and Promoter Group: Public:	
No. of Shareholders attended the meeting through Video Conferencing	N.A
Promoters and Promoter Group: Public:	

Resolution No. 1 in the notice of postal ballot dated March 23, 2013 ("Notice"):

Detail of the Agenda	Sub-division of each equity share of the Company of nominal value of Rs. 10/- (Rupees Ten only) to 2 (Two) equity shares of nominal value of Rs. 5/- (Rupees Five only), and the consequent division of the authorised capital of the Company of Rs. 100,00,00,000 (Rupees Hundred Crore) into 20,00,00,000 (Twenty Crore) equity shares of Rs. 5 each ("Sub-division")
Resolution required	Ordinary Resolution
Mode of voting	Postal ballot including e-voting



Results of resolution no. 1 of the Notice:

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	58,527,614	58,527,614	100.00	58,527,614	0	100.00	0.00
Public – Institutional holders	13,295,767	57,45,907	43.22	5,711,517	34,390	99.40	0.60
Public-Others	6,222,722	56,331	0.91	55,382	106	98.32	0.19
Total	78,046,103	64,329,852	82.43	64,294,513	34,496	99.95	0.05

Resolution No. 2 in the Notice:

Detail of the Agenda	Amendment to the Memorandum of Association of the Company to give effect to the Sub-division – replacing existing Clause V of the Memorandum of Association with a new clause, with an authorised share capital of the Company of Rs. 100,00,00,000 (Rupees One Hundred Crore only) divided into 20,00,00,000 (Twenty Crore only) equity shares of nominal value of Rs. 5/- each.
Resolution required	Ordinary Resolution
Mode of voting	Postal ballot including e-voting

Results of resolution no. 2 of the Notice:

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	58,527,614	58,527,614	100.00	58,527,614	0	100.00	0.00
Public – Institutional holders	13,295,767	57,45,907	43.22	5,711,517	34,390	99.40	0.60
Public-Others	6,222,722	56,331	0.91	55,258	186	98.10	0.33
Total	78,046,103	64,329,852	82.43	64,294,389	34,576	99.95	0.05

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Resolution No. 3 in the Notice:

Detail of the Agenda	Amendment to the Articles of Association of the Company to give effect to the Sub-division – replacing existing Clause 3 of the Articles of Association with a new clause, with an authorised share capital of the Company of Rs. 100,00,00,000 (Rupees One Hundred Crore) divided into 20,00,00,000 (Twenty Crore) equity shares of nominal value of Rs. 5/- each.
Resolution required	Special Resolution
Mode of voting	Postal ballot including e-voting

Results of resolution no. 3 of the Notice:

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	58,527,614	58,527,614	100.00	58,527,614	0	100.00	0.00
Public – Institutional holders	13,295,767	5,745,907	43.22	5,711,517	34,390	99.40	0.60
Public-Others	62,22,722	56,331	0.91	55,242	202	98.07	0.36
Total	78,046,103	64,329,852	82.43	64,294,373	34,592	99.95	0.05

All the resolutions mentioned in the Notice have been passed by the requisite majority.

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