

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

December 7, 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: - Result of Postal Ballot**

Dear Sir,

We wish to inform you that, the Postal Ballot Notice dated October 19, 2015 along with the Postal Ballot Form was sent to the Equity Shareholders of the Company seeking their approval for the business listed therein, by postal ballot including e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Kalidas Vanjpe, Practicing Company Secretary (FCS No. 7132, C.P. No. 3413), was appointed as the Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner and has submitted his report dated December 04, 2015, on the Postal Ballot Forms and E-voting received from the Equity Shareholders. Based on the said report, the Managing Director & Chief Executive Officer has declared the result on December 07, 2015.

We request you to take the above disclosures on record and note our compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations) and other relevant provisions, if any, of the Regulations.

Yours Truly,  
For **GODREJ PROPERTIES LIMITED**

**Surender Varma**  
Company Secretary & Chief Legal Officer



**Details of the Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations)**

Postal Ballot / E-voting for the resolution passed for approving the Scheme of Amalgamation of GIL Vikhroli Real Estate Limited with Godrej Properties Limited and their respective shareholders in accordance with Securities and Exchange Board of India ('SEBI') Regulations and Circulars bearing Nos CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013, the results of which are declared on December 07, 2015.

Date of AGM/EGM ( <i>The resolution was passed through Postal Ballot including e-Voting</i> )	N.A.
Total number of shareholders on record date	34,822
No. of Shareholders present in the meeting either in person or through proxy (voted in Postal Ballot)	Not applicable
Promoters and Promoters Group	
Public	
No. of Shareholders attended meeting through Video Conferencing	Not Applicable
Promoters and Promoters Group	
Public	

**Agenda:** To Approve the Scheme of Amalgamation of GIL Vikhroli Real Estate Limited with Godrej Properties Limited and their respective shareholders

Resolution required (Ordinary/Special) :			Majority of those voting from Public Category of Equity Shareholders					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes, However the Promoter and Promoter Group have abstained from voting on the proposed resolution					
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	14,93,46,308						
	Poll		-	-	-	-	-	
	Postal Ballot							
Public – Institutions	E-Voting	1,90,12,118	1,74,65,415	91.86	1,74,65,415	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
Public - Non Institutions	E-Voting	3,11,54,940	54,81,623	17.59	54,78,205	3,418	99.938	0.062
	Poll		-	-	-	-	-	
	Postal Ballot		14,08,773	4.52	14,08,773	-	100	-
<b>TOTAL</b>		<b>19,95,13,366</b>	<b>2,43,55,811</b>	<b>12.20</b>	<b>2,43,52,393</b>	<b>3418</b>	<b>99.985</b>	<b>0.015</b>

# two members did not exercise their full votes and only partial votes were cast in favour. Hence, the balance 89 votes were considered invalid and excluded.

