



KALIDAS VANJPE

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To,
Mr. Pirojsha Godrej
Managing Director & Chief Executive Officer
Godrej Properties Limited
5th Floor, Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli East,
Mumbai - 400 079, Maharashtra, India

Dear Sir,

Sub: - Scrutinizer's Report on the Postal Ballot and E-Voting Process

Godrej Properties Limited has appointed me as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving 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") by the Public 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.

I submit my report as under:

- 1) The Company had on November 3, 2015, completed the dispatch of the Notices of Postal Ballot & E-voting along with the Explanatory Statement as required and the Scheme with respect to the amalgamation of the Transferor Company with the Transferee Company to all its equity shareholders whose name(s) appeared on the Register of Members / List of Beneficial Owners on October 16, 2015.
- 2) The Postal Ballot, in this regard, has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended. The Company had also provided e-voting facility in terms of Clause 35B of the Listing Agreement as an alternative to its shareholders and had engaged National Securities Depository Services Limited ('NSDSL') for the purpose.



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- 3) The voting through Postal Ballot and e-voting had commenced on Wednesday, November 04, 2015 at 9.00 a.m. and ended on Thursday, December 03, 2015 at 5.00 p.m.
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. December 03, 2015 at 5.00 p.m., I have downloaded the data of E-voting from NSDSL. A final report was tabulated by me and the data regarding the final E-voting was diligently scrutinized and reconciled with the records maintained by the Transferee Company.
- 5) The particulars of all Postal Ballots and Electronic votes received from/cast by the equity shareholders have been entered in the electronic register separately maintained for the purpose.
- 6) The Postal Ballot Forms were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Transferee Company / List of Beneficial Owners, as on October 16, 2015.
- 7) All Postal Ballot Forms and e-Votes received up to 5.00 p.m. on December 03, 2015, being the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- 8) I have not found any defaced/ mutilated Postal Ballot form.
- 9) On proper scrutiny of all the Postal Ballot Forms and E-Votes, the summary of the Postal Ballot and E-Votes received from Public Shareholders is given below:



I. Details of Voting by Postal Ballot:-

Particulars	No. of Postal Ballot Forms received from Public shareholders	No. of Equity Shares of Rs.5/- each (Votes)
Total votes cast under Postal Ballot	504	14,08,773
Less: Total number of Invalid Postal Ballot Votes	Nil	N.A.
Total Number of Valid Postal Ballot Votes	504	14,08,773

II. Details of Voting by Electronic Mode, as received from NSDL are as follows:-

Particulars	No. of Public Shareholders who casted votes Electronically	No. of Equity Shares of Rs.5/- each (Votes)
Total votes received by Electronic Mode	252	2,29,47,127
Less: Total number of Invalid Votes	0	89*
Total Number of valid E-Votes	252	2,29,47,038

*two members did not exercise their full votes and only partial votes were cast in favour, hence balance votes were considered invalid.



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I. Details of Total Voting in terms of SEBI Circulars, as under:-

Particulars	No. of valid postal ballot forms and E-voting	No. of equity Shares of FV of Rs. 5/- each (Votes)	% of valid votes received
Total valid postal ballots and E-voting of public category	756	2,43,55,811	100
Assented to the Resolution	746	2,43,52,393	99.98
Dissented to the Resolution	10	3,418	0.014

- 10) Since the votes cast FOR the resolution exceeds number of votes cast AGAINST the Resolution is considered to be duly passed.
- 11) The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board for safekeeping.
- 13) You are request to kindly declare the said results to the shareholders of the Company.

Thanking you,

Yours faithfully,



Kalidas Vanjpe

Practicing Company Secretary

Membership No.: FCS – 7132 CP No.: 3413

Date: 4th December, 2015

Place: Thane, Maharashtra