

**Godrej Properties Limited**  
**Regd. Office:** Godrej One,  
5<sup>th</sup> 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

August 11, 2017

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

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

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

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of Voting Results of the meeting of equity shareholders of Godrej Properties Limited convened as per the directions of National Company Law Tribunal (NCLT)**

Dear Sir/Madam,

Further to our communication dated July 10, 2017, enclosing Notice of NCLT Convened Meeting of Equity Shareholders, we wish to inform you that the Equity Shareholders of the Company at the NCLT convened General Meeting held on August 10, 2017 have approved with requisite majority the Scheme of Amalgamation of Godrej Vikhroli Properties India Limited ('the Transferor Company') with Godrej Properties Limited ('the Transferee Company') and their respective shareholders pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the results of the voting conducted through postal ballot and remote e-voting facility during July 10, 2017 to August 09, 2017 and through Poll at the Meeting of equity shareholders of Godrej Properties Limited convened as per the directions of NCLT held on August 10, 2017.

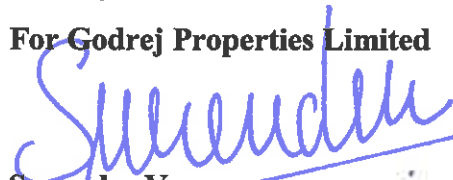


Please also find enclosed the Report of Scrutinizer on the e-voting and the poll conducted at the meeting.

We request you to take the voting results on records.

Thank you,

For Godrej Properties Limited



Surender Varma

Company Secretary & Chief Legal Officer



Encl: A/a

The Godrej logo, featuring the word "Godrej" in a stylized, colorful font with a gradient from purple to green.

**Details of Voting Results at NCLT convened Meeting of Equity Shareholders of Godrej Properties Limited held on Thursday 10, 2017**

*[Pursuant to Regulation 44(3) of SEBI (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**A. Details of Attendance at the Meeting**

Particulars		Details	
Date of NCLT convened General Meeting in terms of Order dated June 19, 2017		August 10, 2017	
Total number of Equity Shareholders as on the Cut-off date of June 23, 2017		41077	
No. of Shareholders present in the meeting either in person or through proxy :		37	
Shareholders	Present in Person	Present through proxy	Total
a) Promoter and Promoter Group	8	Nil	8
b) Public	29	Nil	29
<b>TOTAL</b>	<b>37</b>	<b>Nil</b>	<b>37</b>
<b>No. of Shareholders attended the meeting through video conferencing</b>			
a. Promoters and Promoter Group		Not Applicable	
b. Public		Not Applicable	
Voting results		Approved by requisite majority	



**Consolidated results of Voting**

<b>Resolution Required :</b> <b>(Majority of persons representing 3/4th in value)</b>			Resolution approving Scheme of Amalgamation of Godrej Vikhroli Properties India Limited ('GVPII' or 'the Transferor Company') with Godrej Properties Limited ('GPL' or 'the Transferee Company') and their respective shareholders ('the Scheme' or 'this Scheme') pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.					
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=1[2]/[1]*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	162087070	162087070	100.0000	162087070	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>162087070</b>	<b>100</b>	<b>162087070</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	23096511	16731768	72.4428	16731768	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>16731768</b>	<b>72.4428</b>	<b>16731768</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	31186690	281944	0.9042	279413	2531	99.1023	0.8976
	Poll		60	0.0002	60	0	100.0000	0.0000
	Postal Ballot		16239	0.0520	16238	1	99.9938	0.0062
	<b>Total</b>		<b>298243</b>	<b>0.9563</b>	<b>295711</b>	<b>2532</b>	<b>99.151</b>	<b>0.849</b>
<b>Total</b>		<b>216370271</b>	<b>179117081</b>	<b>82.7826</b>	<b>179114549</b>	<b>2532</b>	<b>99.9986</b>	<b>0.0014</b>





**KALIDAS VANJPE**

B. Com (Hons.), LL. B.(G), F. C. S.  
**Practising Company Secretary**  
**Corporate Legal Consultant**

307, Dev Milan, Near Tip top Plaza, L. B. S. Marg, Thane 400604.  
Cell : 9920271677 ● e-mail : kalidasvanjpe@gmail.com ● www.kalidasvanjpe.com

**SCRUTINIZER'S REPORT**

To,

Mr. Pirojsha Godrej

The Chairman appointed by the Hon'ble National Company Law Tribunal

**GODREJ PROPERTIES LIMITED**

5th Floor, Godrej One, Pirojshanagar,

Eastern Express Highway,

Vikhroli (East), Mumbai – 400 079,

Maharashtra, India

Dear Sir,

**Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot, Remote E-voting and Poll conducted at the venue in connection with the Resolution detailed in the Notice dated 24<sup>th</sup> June, 2017, convening Meeting of Equity Shareholders of Godrej Properties Limited on Thursday, 10<sup>th</sup> August, 2017 at 10. a.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra in pursuance of directions issued by Mumbai Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated June 19, 2017 in Company Scheme Application No. 385 of 2017**

In terms of appointed letter dated June 19, 2017 and as per directions issued by NCLT vide Order dated June 19, 2017 in the Company Scheme Application No. 385 of 2017, I, CS Kalidas Vanjpe, Practicing Company Secretary (Membership No. FCS – 7132), was appointed as Scrutinizer in relation to the voting process on the Resolution proposed in the Notice dated June 24, 2017, convening a Meeting of Equity Shareholders of the Company on Thursday, August 10, 2017, at 10.00 a.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, in pursuance of directions of NCLT ('NCLT Convened Meeting').

The compliance with the relevant provisions of the Companies Act, 2013, Rules thereunder and NCLT order dated June 19, 2017, in relation to voting through Postal Ballot, Remote E-voting and Poll on the proposed resolution is responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process in all modes are conducted in a fair and



transparent manner and render Scrutinizer's report, based on reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the physical counting of votes by way of Ballot papers and Poll papers.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as per directions issued by Hon'ble NCLT, the Company had provided remote e-voting facility through NSDL and also the facility to vote by way of Postal Ballot before the NCLT Convened Meeting and by way of Poll at the meeting.

Remote e-voting and voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as at cut-off date of June 23, 2017, commenced on Monday, the 10th day of July 2017 at 9.00 a.m. and ended on Wednesday, the 9th day of August, 2017 at 5.00 p.m.

Additionally, the Equity Shareholders of the Company as at the cut-off date of June 23, 2017 who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of Poll at the NCLT Convened Meeting held on 10th August, 2017.

Pursuant to the provisions of Companies Act, 2013 I unblocked the e-voting on NSDL website on August 9, 2017 after 5.00 p.m. in the presence of two witnesses viz. Ms. Bhavana Shewakramani and Mr. Dhaval Ramani, who were not in the employment of the Company.

Particulars of all postal ballot forms received from the shareholders and votes cast through electronic means have been maintained in a separate register in electronic mode.

We have relied on information provided by M/s. Karvy Computershare Private Limited, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.

At the NCLT Convened Meeting, after scrutinizing all Ballot / Poll Papers relating to votes casted by the Equity Shareholders, I hereby report that 69 Equity Shareholders voted in the aggregate for 16239 Equity Shares casted votes by way of Postal Ballot and one Equity Shareholder voted in the aggregate for 60 Equity Shares on Poll at the meeting. The votes casted by way of Postal Ballot by nil Equity Shareholder holding in aggregate nil Equity Shares were regarded as invalid and the votes casted on Poll by nil Equity Shareholders holding in aggregate nil Equity Shares were regarded as invalid.



I further report that 472 Equity Shareholders holding in the aggregate 179100782 Equity Shares voted through remote e-voting.

We hereby submit our Consolidated Report as under:

**A. Details of Votes cast (by way of remote e-voting, Ballot and Poll Papers) with respect to Resolution proposed in the Notice**

**Resolution:** Resolution approving Scheme of Amalgamation of Godrej Vikhroli Properties India Limited ('GVPIL' or 'the Transferor Company') with Godrej Properties Limited ('GPL' or 'the Transferee Company') and their respective shareholders ('the Scheme' or 'this Scheme') pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.

Particulars		Number of Members	No of Shares
Votes cast by way of remote e-voting	A	472	179100782
Votes cast by way of Postal Ballot	B	69	16239
Votes cast by way of Poll	C	1	60
<b>Total Vote cast</b>	<b>D</b>	<b>542</b>	<b>179117081</b>
<b>Less: Rejection of Votes cast by way of remote e-voting</b>	<b>E</b>	<b>0</b>	<b>0</b>
<b>Less: Rejection of Votes on Postal ballot</b>	<b>F</b>	<b>0</b>	<b>0</b>
<b>Less: Rejection of Votes cast on Poll</b>	<b>G</b>	<b>0</b>	<b>0</b>
<b>Total Rejections</b>	<b>H</b>	<b>0</b>	<b>0</b>
Valid votes cast by way of remote e-voting	A - E	472	179100782
Valid votes cast by way of Postal Ballot	B - F	69	16239
Valid votes cast on Poll	C - G	1	60
<b>Total Valid Votes</b>	<b>D - H</b>	<b>542</b>	<b>179117081</b>

**B. Reasons for Rejections: NOT APPLICABLE**

Particulars	Number of Members	No of Shares
<b>Rejection of Votes cast by way of remote e-voting</b>		
<b>Rejection of Votes on Postal ballot</b>		
Signature Mismatch		
Unsigned ballot paper		
<b>Rejection of Votes cast on Poll paper</b>		
Voted through postal ballot and poll		
Not a shareholder as on record date / Other reason		
<b>Total Rejections</b>		



**C. Total number of votes in favor and/or against the Resolution**

Particulars	E-voting Number of		Postal Ballot Number of		Poll Number of		Total Number of	
	Members	Shares	Member	Shares	Members	Shares	Members	Shares
Total Valid	472	179100782	69	16239	1	60	542	179117081
Total votes in favor of resolution	459	179098251	68	16238	1	60	528	179114549
Total votes against	13	2531	1	1	0	0	14	2532
% of Votes in Favor	97.2457	99.9985	98.5507	99.9938	100	100	97.4169	99.9985
% of Votes against	2.7543	0.0015	1.4493	0.0062	0	0	2.5831	0.0015



### D. Consolidated results of the Voting

<b>Resolution Required :</b> <b>(Majority of persons representing 3/4th in value)</b>			Resolution approving Scheme of Amalgamation of Godrej Vikhroli Properties India Limited ('GVPIIL' or 'the Transferor Company') with Godrej Properties Limited ('GPL' or 'the Transferee Company') and their respective shareholders ('the Scheme' or 'this Scheme') pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.					
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
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Promoter and Promoter Group	E-Voting	162087070	162087070	100.0000	162087070	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		162087070	100	162087070	0	100	0
Public Institutions	E-Voting	23096511	16731768	72.4428	16731768	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		16731768	72.4428	16731768	0	100	0
Public Non Institutions	E-Voting	31186690	281944	0.9042	279413	2531	99.1023	0.8976
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	<b>Total</b>		298243	0.9563	295711	2532	99.151	0.849
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All Registers, relevant records and other incidental papers relating to electronic voting, Postal Ballot Papers and Poll Papers were handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Place: Mumbai

Date: 10<sup>th</sup> August, 2017



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**Kalidas Vanjpe**  
**Practising Company Secretary**  
**Membership No. F7132**  
**CP 3413**

**Counter signature of the Chairman of the Meeting**

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**Pirojsha Godrej**  
**(DIN: 00432983)**