Company Name	GODREJ PROPERTIES LTD
Date of Postal Ballot notice	May 11, 2020
Total number of shareholders on record date	56647
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for increase in the borrowing limits from Rs. 2,750 crore to Rs. 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

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	162433533	162433533	100.0000	162433533	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	61834073	54520986	88.1730	54520986	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	27756305	25698	0.0927	24341	1357	94.7233	5.2766
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	252023911	216980217	86.0951	216978860	1357	99.9994	0.0006

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for increase in limits for creation of charge/mortgage/ hypothecation from Rs. 2,750 crore to Rs. 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	162433533	162433533	100.0000	162433533	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	61834073	54520986	88.1730	54520986	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	27756305	25698	0.0927	24314	1384	94.6183	5.3816
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	252023911	216980217	86.0951	216978833	1384	99.9994	0.0006

A K JAIN & CO.
COMPANY SECRETARIES

26, 2nd Floor, Shankar Seth Building,
380-382, J. S. S. Road, Chira Bazar, Mumbai - 400002
+91 22 2203 4420 • akjaincs@gmail.com

SCRUTINIZER'S REPORT

The Chairman
Godrej Properties Limited
Godrej One, 5th Floor
Pirojsha Nagar
Eastern Express Highway
Vikhroli (East)
Mumbai 400079.

I, Ashish Kumar Jain Proprietor of M/s. A.K. Jain & Co., Company Secretaries, Mumbai have been appointed as Scrutinizer by the Board of **Godrej Properties Limited** to conduct the postal ballot of the Company pursuant to Section 108 and 110 of the Companies Act, 2013 "the Act" read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ,as and when amended and read with the General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 in relation to "Clarification on passing of Ordinary and Special Resolutions by the Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19 "issued by Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India for passing of the proposed Special Resolutions as mentioned in the Postal Ballot Notice dated May 11, 2020 (hereinafter referred to as '**The Postal Ballot Notice**').

I submit my report as under:

1. I have given my consent to act as Scrutinizer vide letter dated May 11, 2020 and was appointed as Scrutinizer for Postal Ballot including e-Voting by a Resolution passed by the Management Committee of the Board of Directors on May 11, 2020 . Further, Mr. Surender Varma, Company Secretary of the Company authorised by the Board of Directors was made responsible for conducting the postal ballot process.

2. The Company has completed the dispatch of the postal ballot notice through email on May 18, 2019 to its members whose names appeared in the Register of Members / Records of Depositories as on May 15, 2020.

A. K. JAIN & CO. COMPANY SECRETARIES C.P. No. 6124

3. The Company has appointed KFin Technologies Private Limited (KFintech) the authorized agency to provide e-voting facility to the Members, who were eligible to take part in the voting process.

4. As per Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement in newspapers in regard to dispatch of Postal Ballot Notice to the members of the Company, was published by the Company in Financial Express all India edition, Mumbai in English and Loksatta in Marathi on May 19, 2020 respectively.

5. The particulars of the e-voting done by the members of the Company during the period from Wednesday, May 20, 2020 from 09.00 a.m. till Thursday, June 18, 2020 at 5.00 p.m. by logging on https://evoting.karvy.com were considered for scrutiny.

6. Due to the Covid-19 pandemic, no ballot papers have been received till June 18, 2020 till 5.00 p.m.

7. Summary of the voting is given below:

1. **Approval for increase in the borrowing limits from Rs. 2750 crore to Rs. 4000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.**

Particulars	Number of Members voted through e-voting	Number of Votes casted through	Percentage (%)
Assent	416	21,69,78,860	100.00
Dissent	25	1,357	0.00
Total	441	21,69,80,217	100.00

Abstained from Voting

Number of Members	10	Number of Votes	11,794

A. K. JAIN & CO. C.P. No. 6124 COMPANY SECRETARIES

2. **Approval for increase in limits for creation of charge/mortgage/ hypothecation from Rs. 2,750 crore to Rs. 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.**

Particulars	Number of Members voted through e-voting	Number of Votes casted through	Percentage (%)
Assent	416	21,69,78,833	100.00
Dissent	26	1,384	0.00
Total	442	21,69,80,217	100.00

Abstained from Voting

Number of Members	10	Number of Votes	11,794

8. In view of the above summary, I hereby confirm that the Special Resolutions proposed in the Postal Ballot Notice dated May 11, 2020 have been passed with requisite majority.

You may accordingly declare the result of Postal Ballot.

For **A.K. Jain & Co.**
Company Secretaries

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

Place: Mumbai
Date:19th June, 2020

Ashish Kumar Jain
Proprietor
CP No. 6124
Membership No. F6058
UDIN No. F006058B000357167

Countersigned by:

Surender Varma
Company Secretary and Chief Legal Officer
(Membership no: ACS 10428)
Godrej Properties Limited

Date : June 19, 2020
Place : Mumbai