Mr. P...	-	Director
Dr. P... ...rendran	-	Executive Director and Member
Mr. A... ...hours	-	Executive Director and Member
Mr. S... ...esania	-	Partner M/s. Kalyaniwala & Mistr...
Mr. K...		Chartered Accountants
Mr. M...	-	Secretarial Auditor
Mr. R... ...hatawat	-	Chief Financial Officer
...Varma	-	Company Secretary & Chief Legal...

...bers in person and 2 Members through Proxies representing 31,89,... ...The Promoters of the Company i.e. Godrej Industries Limite... ...Pvt. Ltd., Godrej & Boyce Manufacturing Company Limited &... ...Finance Ltd. holding 64.86% of the equity shares of the Compan... ...through Authorized Representatives.

...MAN OF THE MEETING

...with the Articles of Association of the Company, Mr. A.B. Godr... ...the requisite quorum was present, the Chairman declared that th... ...constituted and announced the commencement of the proceeding... ...all the members present at the 30[th] AGM of the Company.

...of Directors and Key Managerial Personnel (KMPs) ...ings, the Register of Contracts or arrangements in which the Dir... ...interested, the Proxy Register and the Certificate from Auditors ... ...Employee Stock Option Scheme was implemented in accordance with... ...were available during the meeting for inspection of the Members.

CHAIRMAN'S ...

BOOK PAGE NO.

ON ______ TIME ___

MINUTES OF THE 30[TH] ANNUAL GENERAL MEETING OF THE MEMBERS OF GODREJ PROPERTIES LIMITED HELD ON TUESDAY, AUGUST 4, 2015 FROM 2.30 P.M. TO 5.00 P.M. AT THE AUDITORIUM, GODREJ ONE, PIROJSHANAGAR, EASTERN EXPRESS HIGHWAY, VIKHROLI (EAST), MUMBAI 400 079

...were present:

...B. Godrej	-	Chairman of the meeting & Ch... Stakeholders Relationship Commi...
...Jamshyd N. Godrej / ...Nadir B. Godrej?	-	Director
Mr. A... ...N. Godrej	-	Director and Member
...B. Godrej	-	Director and Member
Ms. P... ...Godrej	-	Managing Director and CEO and Member
Mr. N... ...Choudhury	-	Director and Member
Mr. P... ...Dadiseth	-	Director & Chairman of Audit C...
...D. Gupta	-	Director, Member and Chairman o... Nomination and Remuneration Committee
Mrs. ...Vakil	-	Director
...Singh	-	Director and Member
...Mukherjee	-	Director

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HELD AT ____________ ON ____________ TIME ____________

I would like to take [illegible] opportunity to inform you that your Company has today announced the first qua[illegible] results for FY15-16. The highlights for the first quarter are:

Our consolidated total [illegible] for the quarter ended June 30, 2015 stood at Rs. 263.32 crores as compared to [illegible] income of Rs. 362.94 crores in the quarter ended June 30, 2014. EBITDA amoun[illegible] Rs. 80.98 crores, as compared to Rs. 75.40 crores reported in the quarter ended Ju[illegible], 2014. Net profit for the quarter ended June 30, 2015 was Rs. 55.03 crores as con[illegible] to Rs. 45.62 crores in the quarter ended June 30, 2014."

He then thanked the e[illegible]oyees for their dedication and contribution to the successful performance of the Co[illegible] during the year. He also thanked the customers, business partners and other busi[illegible] associates for their support and contribution. Finally, he also thanked all the Membe[illegible] the Company for their continued support.

The Chairman then too[illegible] the formal proceedings of the meeting in accordance with the Companies Act, 2013 [illegible] Secretarial Standards on General Meetings. He then read the items of businesses as [illegible] the Notice of the meeting briefly explaining them the objective and implications of eac[illegible] resolution.

The Chairman then inv[illegible] the Members who wanted to speak or ask questions pertaining to the performance of [illegible] Company during the year under review. He further informed that all the questions w[illegible] be suitably answered before putting the resolutions to vote by poll.

In response to the C[illegible]man's invitation, the following members expressed their views/observations:

Dr. Arun Kumar
Mr. V Srinivasan
Mr. Lalitesh
Mr. Shailesh Mahadev[illegible]
Mr. Tushar Sodha

The speaker members [illegible] clarification on various items in the Financial Statements. The Chairman and Mr. [illegible] Godrej - Managing Director & Chief Executive Officer, answered the queries o[illegible] one to the satisfaction of the members.

After all the queries [illegible] answered, the Chairman informed that in terms of the requirements of the C[illegible] Act, 2013 and the Rules framed thereunder and the provisions of the Lis[illegible] Agreement with the Stock Exchanges, the Company had provided electronic vo[illegible] facility (remote e-voting) to the members to exercise their right to vote by electr[illegible] means on all of the businesses specified in the Notice. The remote e-voting had co[illegible] on July 31, 2015 at 9 a.m. and concluded on August 03, 2015 at 5 p.m. He rec[illegible] that the Members who could not cast their vote through remote e-voting, to vot[illegible] the 30th AGM of the Company by way of Poll.

The Chairman further i[illegible] the members that the Board of Directors of the Company had appointed Mr. Ash[illegible] Kumar Jain of M/s A K Jain & Co., Company Secretary in Practice, as Scrutinizer [illegible] remote e-voting under Section 108 of the Companies Act 2013 and rules made thereu[illegible] as also for the Poll at this AGM of the Company, to conduct remote e-voting and p[illegible] process in a fair and transparent manner. He further informed that Mr. Ashish Kuma[illegible], the Scrutinizer would submit his report to him and the results of remote e-Vo[illegible] and Poll will be uploaded on the website of the Company www.godrejproperties.[illegible]

CHAIRMAN'S INITIALS

HELD AT ____ ON ____ TIME

The Chairman thereafter, ordered the Poll on all the Resolutions for th
Special Businesses as set out at Item Nos. 1 to 10 of the Notice of the 3(
Company.

He announced that the Poll papers have already been distributed to the M
and requested the volunteers to provide the Poll paper to those Membe
received the same. Before the voting commenced, he requested the volunt
empty Poll Boxes after showing them to the Members present at the meeti

The Chairman then informed the Members to cast their vote as per the ins
therein by making a tick at the appropriate box provided in the poll paper a

The Chairman stated that on receipt of Scrutinizer's Reports, the results c
Poll, shall be announced not later than 48 hours from the conclusion of tl
in any case not later than 5.00 p.m. on Thursday, August 06, 2015 by ir
Stock Exchanges and would also be placed on the website of
www.godrejproperties.com

The Chairman thanked all the members for their continued support and l
for their support in future, as well. The meeting concluded after completio

Conduct of Poll:

Mr. Ashish Kumar Jain of M/s A K Jain & Co., Company Secretary i
Scrutinizer appointed for the Poll process, conducted the Poll which inc
empty Polling Box to the members, locking and sealing of empty Polli
presence of members and proxies present at the meeting. After ensuring th
and proxies participating in the Poll had cast their votes, the Scrutinizer
process at around 5:00 p.m. The Scrutinizer then took the custody of the Pc

**Result of the e-voting and Poll on the Ordinary and Special Businesses
in the Notice dated April 30, 2015 of the 30th Annual General M
Company held on Tuesday, August 4, 2015:**

On the basis of the Scrutinizer's Report for remote e-voting and for Pol
06, 2015, all the Resolutions for the Ordinary and Special Businesses as
Nos. 1 to 10 of the Notice of the 30th AGM of the Company have been du
requisite majority. The summary of the results as per the Scrutinizer's F
under:

CHAIRMAN

MINUTE B

HELD AT ___

Item No.	
	Ordin
1	Ordina adoptic Consol of the financi March
2	Ordina declara on equ financi March
	Ordin
3	Ordina re-appo N. Go liable rotation
4	Ordina ratify t M/s. Mistry Accoun
5	Ordina appoin Malhot liable t
	Specia
6	Special appoin Mohit Execut effect 2015
7	Special re-appo Pirojsh Manag Chief I with e 01, 201
8	Special revision of Mr. Execut effect f
9	Special ratify of M/s Co., C financi & 2015
10	Special approv in the Limited Stock (ESOP).

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Accountants of India vide Registration No. 104607W, as Statutory A
Company to hold office from the conclusion of this meeting upto the con
next Annual General Meeting of the Company, be and is hereby
confirmed."

CHAIR

The Resolutions for the Ordinary and Special Businesses as set out at Item N
the Notice of the 30th Annual General Meeting, duly approved by the
requisite majority are recorded hereunder as part of the proceeding of th
General Meeting of the Company held on August 04, 2015. The resolutions
be passed on August 04, 2015, being the date of the Annual General M
Members.

1. Adoption of Accounts: (As an Ordinary Resolution)
The resolution was proposed by Dr. Arun Kumar and seconded by Mr T

"RESOLVED THAT the Balance Sheet as at March 31, 2015, the
Account and Cash Flow Statement for the year ended March 31, 2015
Report thereon, the Directors' Report for the year ended March 31, 2
Management Discussion and Analysis Report and Statement of Corpora
be and are hereby approved and adopted."

2. Declaration of Dividends: (As an Ordinary Resolution)
The resolution was proposed by Mr. V. Srinivasan and seconded b
Mahadevia.

"RESOLVED THAT sanction be and is hereby given for the payment of
of Rs.2/- per equity share of Rs.5/- (Rupees Five) each aggreg
39,90,26,732/- for the year ended March 31, 2015, to all equity shar
Company whose names appeared in the Register of Members of the C
March 31, 2015 and in respect of shares held in electronic form, to thos
whose names appeared in the statements of beneficial ownership as
business on March 31, 2015, as per lists furnished by the Depositories
Securities Depository Limited and Central Depository Services (India) Li

3. Re-Appointment of Mr. Jamshyd N. Godrej (DIN: 00076250) as Dir
by rotation: (As an Ordinary Resolution)
The resolution was proposed by Mr Shailesh Mahadevia and seconded
Sodha.

"RESOLVED THAT Mr. Jamshyd N. Godrej (DIN: 00076250), who reti
at this Annual General Meeting and being eligible, offers himself for re-a
and is hereby re-appointed as a Director of the Company, liable to retire b

4. Ratification of appointment of M/s. Kalyaniwalla & Mistry
Accountants (Firm Registration No. 104607W): (As an Ordinary Res
The resolution was proposed by Mr Tushar Sodha and seconded by Dr. A

"RESOLVED THAT in accordance with the provisions of sub-section
139 along with other applicable provisions, if any, of the Companies
Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. K
Mistry, Chartered Accountants, Mumbai – registered with the Institut

... the Company and su...
... (collectively, the "perquisites an...

... ON ...

... of Mr. Mohit Malhotra (DIN : 07074531) as ...
... Director ...
... was proposed by Dr. Anil Kumar and secon...

... ED THAT Mr. Mohit Malhotra (DIN: 07074531), wh...
... Director by the Board of Directors of the Company, ...
... approved by the Board of Directors ...
... 2015 ... Section 161 of the Companies A...
... thereunder (including any statutory modifications o...
... being in force) (the "Companies Act") and Article ...
... of the Company and who holds office up to the ...
... being eligible, for appointment as a Director of ...
... whom a notice has been received in writing unde...
... Act, be and is hereby appointed as a Director of the C...
... liable to retire by rotation."

... of Mr. Mohit Malhotra (DIN: 07074531) as an ...
... Company with effect from April 01, 2015:
... was proposed by Mr. Shailesh Mahadevia and se...

... ED THAT pursuant to the provisions of Sections 196, ...
... and other applicable provisions, if any, of the Com...
... made thereunder (including any statutory modifica...
... the time being in force), (the "Companies Act"), ...
... of the Articles of Association of the Company and ...
... as may be required, consent of the Members of the ...
... accorded for appointment of Mr. Mohit Malhotra (DI...
... Director of the Company for a period of three years wi...
... payment of remuneration as per the terms and condi...

... Compensation
... compensation will include Basic Salary and the Comp...
... and allowances ...

... Salary payable to Mr. Malhotra is Rs. 3,96,300 per mo...
... increment, as recommended by the Nominati...
... and as decided by the Board of Director...
... of Mr. Malhotra, the profitability of the Compan...

... Bonus ...
... Bonus ... ("PBT") according to the Scheme...
... in accordance with the performance of ...

... the target ... is Rs. 23,00,000.

... allowances
... the ... and the performance bon...
... will be entitled to the following allowances...

iii. Leave trav

iv. Food vouch

v. Earned/priv
financial ye
with the rul

The maximum
allowances
Company is
eligible to pr
expenses for
leave, club
reimbursement
of the Compan
any other allo
force and / or
decided by the
also be entitle
Company.

Explanation:

i) For the lea
expenses, 'f

ii) Perquisites
shall be valu

IV. Other Reimbu
Mr. Mohit Ma
travelling, boa
Company's bu
from time to ti

RESOLVED
hereby authori
as an Executiv
provided abov
discretion,
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thereto."

MINUTE BOOK

HELD AT

These perquis
rules of the
Committee m

i. House rent

ii. Supplemen

fulfilling as per the rules of the Com
Nomination and Remuneration Comm
to time. Further, Mr. Mohit Mah
benefits as per the prevailing schem

of medical and hospital
children and dependent par

If the cost is not ascertainable,
the tax rules.

reimbursement of actual enter
incurred by him in connection
utilities and other privileges, as

of Directors of the Company be
Mr. Mohit Malhotra for appo
2015 on the terms and cond
matters and things as in its
or desirable for giving effect
or doubt that may arise in

CHAIRMAN'S

PAGE NO.

ON

offered to Mr. Mohit Malhotra a
by the Nomination and Rem
Directors may decide.

telephone re-imbursement;

allowance, not exceeding 15 d
leave will be permissible to ac
leave as per the rules of the C

for the grant of the perquis
as an Executive Director
above, Mr. Mohit Malhotra
payment/re-imbursement of
driver for official use, areas
cover group hospitalization
and / or contingency loan as

7. **Re- appointment of Mr. Pirojsha Godrej**
Director & CEO, with effect from April 1, 201
The resolution was proposed by Mr Tushar So
Mahadevia.

"RESOLVED THAT pursuant to the provisions
with Schedule V and other applicable provisions,
read with the rules made thereunder (including
enactment thereof for the time being in force) (t
to the provisions of the Articles of Association c
other approvals as may be required, consent of th
is hereby accorded for re-appointment of Mr. Pi
the Managing Director and Chief Executive Offi
for a period of three years with effect from A
remuneration as per the terms and conditions set c

I. Fixed Compensation:
Fixed Compensation shall include Basic Salary a
Provident Fund and Gratuity Fund.

The Basic Salary is Rs.6,16,000/- per month
increments will be recommended by the Nomina
and will be decided by the Board of Directors de
Pirojsha Godrej as Managing Director & Chief E
the Company and other relevant factors.

II. Performance Bonus For Teams:
Performance Bonus For Teams (PBFT) accordi
for each financial year in accordance with the p
as MD & CEO for each financial year.
The collective target component of performance

III. Flexible Compensation:
In addition to the Fixed Compensation and
Godrej will be entitled to the following allowa
and amenities as per rules of the Company and s
the Companies Act, as amended (collectively, th

These perquisites and allowances shall be grant
rules of the Company and in the manner as t
Committee may recommend andthe Board of Di

i. Housing i.e. unfurnished residential lease
Allowance as per the Company's rules;

ii. Supplementary Allowance;

iii. Leave Travel Assistance for self and famil

iv. Food vouchers;

v. Earned/privilege leave, on full pay and all
financial year. Encashment/accumulation
accordance with the Rules specified by th
rules of the Company.

The maximum cost to the Company per annum for the grant of the perquisites and allowances listed above to Mr. Pirojsha Godrej as Managing Director & Chief Executive Officer is Rs.2,02,37,001/-. In addition to the above, Mr. Pirojsha Godrej will be entitled to furnishing at residence, provision of telephone at residence, leased line/broadband expenses, electricity expenses for the leased accommodation, payment/reimbursement of telephone and mobile expenses, company cars with drivers for official use, petrol reimbursement, club facilities, payment/reimbursement of medical expenses for self and family, group insurance cover, group hospitalization cover, housing loan and/ or contingency loan as per rules of the Company (subject to Central Government's approval, if required) any/or any other allowances, perquisites and facilities as per the Rules of the Company in force and/or as recommended by the Nomination & Remuneration Committee and decided by the Board of Directors from time to time. The cost of maintenance of Company leased accommodation will be at actuals.

Explanation:

i) For the Leave Travel Assistance and reimbursement of medical and hospitalization expenses, 'family' means the spouse and dependent children and dependent parents.

ii) Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

IV. Other Reimbursements:

Mr. Pirojsha Godrej will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as in force from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute the agreement with Mr. Pirojsha Godrej for re-appointment as MD & CEO with effect from April 1, 2015 on the terms and conditions as provided above and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question, or doubt that may arise in relation thereto."

CHAIRMAN'S INITIALS

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8. **Revision i**
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II. Performa
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III. Flexible C
In additio
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facilities
provisions

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i. house
ii. Supple
iii. Leave
iv. food v
v. Earned
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[illegible] pursuant to the provisions of Section 197 read with Schedule V [illegible] provisions, if any, of the Companies Act, 2013 read with the [illegible] (including any statutory modifications or re-enactment thereof [illegible] in force) (the "Companies Act") and pursuant to the provisions of [illegible] of the Company and subject to such other approvals as [illegible] consent of the Members of the Company be and is hereby accorded [illegible] revised remuneration to Mr. K. T. Jithendran – Executive Director [illegible] with effect from April 1, 2015 on the terms and conditions as [illegible]

[illegible] shall include Basic Salary and the Company's Contribution to [illegible] Provident Fund.

[illegible] payable to Mr. K. T. Jithendran is Rs.6,83,800/- per month. The [illegible] and increments during his term will be recommended by the [illegible] Remuneration Committee and will be decided by the Board of [illegible] on the performance of Mr. Jithendran, the profitability of the [illegible] other relevant factors.

[illegible] For Teams

[illegible] For Teams ([illegible]) according to the Scheme of the Company [illegible] financial years in accordance with the performance of

[illegible] is Rs.[illegible],60,000/-.

[illegible]

[illegible] Fixed Compensation and Performance Bonus mentioned above, [illegible] will be entitled to the following allowances, perquisites, benefits, [illegible] as per rules of the Company and subject to the relevant [illegible] Companies Act (collectively, the "perquisites and allowances").

[illegible] and allowances shall be granted to Mr. Jithendran as per the rules [illegible] and in the manner as the Nomination and Remuneration [illegible] recommend and the Board of Directors may decide.

[illegible] allowance;

[illegible] allowances;

[illegible] assistance for self and family;

[illegible], petrol reimbursement & telephone reimbursement;

[illegible] leave, on full pay and allowance, not exceeding 25 days in a [illegible] year. Encashment/accumulation of leave will be permissible in [illegible] with the rules specified by the Company. Sick leave as per the rules [illegible] pany.

CHAIRMAN'S INITIALS

ON ______________ TIME ______________

[illegible] remuneration of Mr. K. T. Jithendran – Executive Director (DIN: [illegible] effect from April 1, 2015 (As a Special Resolution)
[illegible] was proposed by Mr. Shailesh Mahdevia and seconded by Mr Lalitesh.

HELD AT ____ ON ____ TIME ____

The maximum cost to the Company per annum for the grant of the perquisites and allowances listed above to Mr. Jithendran as an Executive Director is Rs.1,35,48,039/-. In addition to the above, Mr. Jithendran will be eligible to provision of telephone at residence, payment/reimbursement of medical expenses for self and family, company cars with drivers for official use, encashment of leave, club facilities group insurance cover, group hospitalization cover, reimbursement of mobile expenses, housing loan and/or contingency loan as per rules of the Company (subject to Central Government's approval, if required) any/or any other allowances, perquisites and facilities as per the Rules of the Company in force and/or as recommended by the Nomination & Remuneration Committee and decided by the Board of Directors from time to time. Further Mr. Jithendran will also be entitled to the stock options / stock grants as per the prevailing schemes of the company.

Explanation:

i) For the Leave Travel Assistance and reimbursement of medical and hospitalization expenses, 'family' means the spouse and dependent children and dependent parents.

ii) Perquisites shall be evaluated at actual cost or if the cost, is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.

IV. Other Reimbursements:

Mr. Jithendran will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as in force from time to time.

9. Ratification of remuneration of M/s. R. Nanabhoy & Co., Cost Auditors, for the financial years 2014-15 and 2015-16.

The resolution was proposed by Dr. Arun Kumar and seconded by Mr. V Srinivasan.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. R. Nanabhoy & Co., Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company, for the financial years 2014-2015 and 2015-16 to conduct the audit of the cost records of the Company, be paid the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) for the financial year 2014-15 and Rs. 1,00,000/- (Rupees One Lakh only) for the financial year 2015-16 exclusive of service tax and out of pocket of expenses."

CHAIRMAN'S INITIALS

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RE mo be pov pov acts nec beh aris dec sec

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... Properties Limited

... was proposed by Mr. Lalitesh and s...

... THAT pursuant to the provisions of ... for the time being in force, Memor... Regulation 7(2) and other applica... Board of India (Share Based Employe... (the "ESOP Regulations") and su... and sanctions as may be necessary a... as may be prescribed or imposed... and sanctions, the consent of the Com... Directors of the Company (hereinafter ... deemed to include any Committe... Committee which the Board has ... powers, conferred by this resolution), ... Properties Limited Employees Stoc... the following:

... exercise period of the 357,400 option... four years from the date of vesting... previously ceased on Decemb...

... FURTHER THAT the Board be and ... changes, variations, alterations or re... to give effect to the above resolution ... herein to the Nomination and ... the same to any executives/officers ... matters and things as they may in the ... desirable or expedient or proper for s... Company to settle any issues, questio... regard or any other matter incidental ... shall be final and binding on the Membe... further consent or approval of the Memb...

... August 27, 2015

... August 3, 2015

Companies Act ... and Amendment ... provisions of the ... Regulations ... to such ... subject to such ... granting ... is hereby ... referred to as the ... including the ... Committee to exercise ... suitable ... Plan

... under ... accordingly ... 2015 is now ...

... duly authorised ... in the ... to agree ... Remuneration ... the Company ... discretion ... purpose and with ... final decision ... consequential ... requiring ... the Company."

Chairman

CHAIRMAN

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