

Godrej Properties Limited
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

August 05, 2024

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

Ref: Godrej Properties Limited

BSE - Script Code: 533150, Scrip ID – GODREJPROP

BSE- Security Code - 974950, 974951, 975090, 975091, 975856, 975857 - Debt Segment

NSE Symbol - GODREJPROP

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement which is being sent to the Members of the Company by e-mail for seeking their approval for the request of re-classification received from certain members of the Promoter and Promoter Group of Godrej Properties Limited to ‘Public’ category, by way of an Ordinary Resolution.

The Postal Ballot Notice is being sent by e-mail to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on August 02, 2024 (“Cut-off date”) to their registered email addresses in accordance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”). The Postal Ballot Notice is also made available on the website of the Company at www.godrejproperties.com and on the website of KFin Technologies Limited (“KFinTech”) at <http://evoting.kfintech.com>.

In terms of the MCA Circulars, the postal ballot notice is being sent in electronic form only.



The Company has engaged the services of KFintech for the purpose of providing remote e-Voting facility to all its Members. The remote e-Voting will commence from Tuesday, 9:00 a.m. (IST) on August 06, 2024 and shall end on Wednesday, 5:00 p.m. (IST) on September 04, 2024. The remote e-Voting module shall be disabled by KFintech thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date. The results of the Postal Ballot will be declared on or before Friday, September 06, 2024.

We request you to take the above on record.

Thank you,

Yours truly,

For Godrej Properties Limited

Ashish Karyekar
Company Secretary

Enclosed as above





GODREJ PROPERTIES LIMITED

CIN: L74120MH1985PLC035308

Registered Office: Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079.

Email: secretarial@godrejproperties.com **Website:** www.godrejproperties.com

Tel.: 022- 6169 8500

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and in accordance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (the "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and any other applicable provisions, if any, that Godrej Properties Limited (the "Company" or "GPL") is seeking the consent of its Members for the matter more specifically provided in the appended resolution proposed to be passed through Postal Ballot by way of remote electronic voting ("remote e-Voting") process only.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository/ depository participants and the communication of assent/ dissent of the Members will take place through the remote e-Voting system provided by KFin Technologies Limited ("KFintech"). The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the Members for this Postal Ballot.

The Board of Directors of the Company at its Meeting held on Wednesday, July 31, 2024, has approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said resolution, setting out material facts and the reasons for the resolution, is also annexed. You are requested to peruse the proposed resolution, along with the Explanatory Statement and thereafter record your assent or dissent through remote e-Voting facility provided by the Company.

The remote e-Voting facility will be available from 9:00 a.m. (IST) on August 06, 2024 to 5:00 p.m. (IST) on September 04, 2024. The remote e-Voting module shall be disabled by KFintech for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, August 02, 2024, may cast their vote electronically. Please read and follow the instructions on remote e-Voting enumerated in the notes to this Notice.

Mr. Ashish Kumar Jain, Company Secretary in Practice, Membership No. 6058 and CP No. 6124 has been appointed by the Company as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson/ Managing Director/ Company Secretary of the Company, after completion of the scrutiny. The results of the remote e-Voting will be announced on or before September 06, 2024.

The declaration/ announcement of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer's Report will be hosted on the Company's website viz. www.godrejproperties.com immediately after the results are declared and will simultaneously be communicated to the stock exchanges viz. BSE Limited and the National Stock Exchange of India Limited, where equity shares of the Company are listed.

SPECIAL BUSINESS:**Item No. 1: Approving the requests received for re-classification of certain members of the Promoter and Promoter Group of Godrej Properties Limited to 'Public' category:**

To consider providing assent or dissent for passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) including any modification(s) / amendment(s) / re-enactment(s) thereto and subject to approvals of BSE Limited and National Stock Exchange of India Limited (collectively, the **"Stock Exchanges"**), and/ or such other approval, as may be required, and pursuant to the approval of the Board of Directors at its meeting held on July 31, 2024, the consent of the Members of the Company be and is hereby accorded for the reclassification of the following members (**"Applicants"**) of the Promoter and Promoter Group of the Company, to 'Public' category, based on the requests received from them:

Name	Category	No. of Shares	Percentage Shareholding
Raika Jamshyd Godrej	Promoter Group	25	0.00
Navroze Jamshyd Godrej	Promoter Group	996616	0.36
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of The Raika Godrej Family Trust)	Promoter Group	12	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of JNG Family Trust)	Promoter Group	1	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Navroze Lineage Trust)	Promoter Group	2081500	0.75
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of NJG Family Trust)	Promoter Group	1	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of PJG Family Trust)	Promoter Group	1	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Raika Lineage Trust)	Promoter Group	1904875	0.69
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of RJG Family Trust)	Promoter Group	1	0.00
Pheroza Jamshyd Godrej	Promoter Group	0	0.00
Jamshyd Naoroji Godrej	Promoter Group	996600	0.36
Godrej & Boyce Mfg. Co. Ltd	Promoter	10650688	3.83
Godrej Infotech Ltd	Promoter Group	0	0.00
Godrej (Singapore) Pte. Ltd.	Promoter Group	0	0.00
Veromatic International B.V.	Promoter Group	0	0.00
Godrej Americas INC	Promoter Group	0	0.00
Sheetak Inc.	Promoter Group	0	0.00
Godrej Koerber Supply Chain Limited	Promoter Group	0	0.00
Urban Electric Power Inc.	Promoter Group	0	0.00
Godrej Infotech Americas Inc	Promoter Group	0	0.00
Godrej Infotech (Singapore) Pte. Ltd.	Promoter Group	0	0.00
LVD Godrej Infotech N.V.	Promoter Group	0	0.00
JT Dragon Pte. Ltd	Promoter Group	0	0.00
Godrej (Vietnam) Co. Ltd.	Promoter Group	0	0.00
Godrej UEP (Singapore) Pte. Ltd	Promoter Group	0	0.00
Godrej & Khimji (Middle East) LLC	Promoter Group	0	0.00
Godrej Holdings Private Limited	Promoter Group	0	0.00
Shakti Sustainable Energy Foundation	Promoter Group	0	0.00
JNG Enterprise LLP	Promoter Group	0	0.00

Name	Category	No. of Shares	Percentage Shareholding
SVC Enterprises LLP	Promoter Group	0	0.00
Future Factory LLP	Promoter Group	0	0.00
Parakh Agencies Private Limited	Promoter Group	0	0.00
Godrej UEP Private Limited	Promoter Group	0	0.00
Godrej Enterprises Private Limited	Promoter Group	0	0.00
Nyrika Holkar	Promoter Group	664424	0.24
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Family Trust)	Promoter Group	1904888	0.69
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Children Trust)	Promoter Group	1	0.00
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Children Trust)	Promoter Group	1	0.00
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Family Trust)	Promoter Group	1904888	0.69
Smita Godrej Crishna, VM Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of VMC Family Trust)	Promoter Group	1	0.00
Smita Godrej Crishna, VM Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of SGC Family Trust)	Promoter Group	1	0.00
Freyan Crishna Bieri	Promoter Group	841028	0.30
Vijay Mohan Crishna	Promoter Group	0	0.00
Smita Godrej Crishna	Promoter Group	664400	0.24
Rishad Kaikhushru Naoroji	Promoter Group	30	0.00
Rishad Kaikhushru Naoroji & others (Partners of RKN enterprises)	Promoter Group	0	0.00

RESOLVED FURTHER THAT for giving effect to the foregoing resolutions, any Director(s) and / or the Chief Financial Officer and / or the Company Secretary of the Company (collectively the **“Authorised Signatories”**) be and are hereby severally authorised, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, to do all acts, deeds, matters and things and execute all documents, deeds and writings, and make all necessary filings and applications, including applications to the Stock Exchanges to seek reclassification of the Applicants from ‘Promoter and Promoter Group’ category to ‘Public’ category, and take all steps and give such directions as may be required, necessary, expedient, or desirable in connection with or incidental thereto for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority;

RESOLVED FURTHER THAT a copy of this Resolution duly certified by any Director / Chief Financial Officer / Company Secretary be furnished to the concerned authorities or such other persons as may be required, and they be requested to act thereon.”

By Order of the Board of Directors
For Godrej Properties Limited

Ashish Karyekar
Company Secretary
(ICSI Membership No. ACS 11331)

Place: Mumbai
Date: July 31, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM OF SPECIAL BUSINESS:

The following Explanatory Statement sets out the material facts relating to the business mentioned at Item No. 1 of the accompanying Notice dated July 31, 2024 should be taken as forming part of this Notice.

Item No. 1: Approving the requests received for re-classification of certain members of the Promoter and Promoter Group of Godrej Properties Limited to 'Public' category:

The Company has received requests for reclassification dated July 24, 2024 ("**Requests**"), by the following members ("**Applicants**") of the Promoter and Promoter Group, of the Company to 'Public' category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Name	Category	No. of Shares	Percentage Shareholding
Raika Jamshyd Godrej	Promoter Group	25	0.00
Navroze Jamshyd Godrej	Promoter Group	996616	0.36
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of The Raika Godrej Family Trust)	Promoter Group	12	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of JNG Family Trust)	Promoter Group	1	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Navroze Lineage Trust)	Promoter Group	2081500	0.75
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of NJG Family Trust)	Promoter Group	1	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of PJG Family Trust)	Promoter Group	1	0.00
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of Raika Lineage Trust)	Promoter Group	1904875	0.69
Jamshyd Godrej, Pheroza Godrej and Navroze Godrej (Trustees of RJG Family Trust)	Promoter Group	1	0.00
Pheroza Jamshyd Godrej	Promoter Group	0	0.00
Jamshyd Naoroji Godrej	Promoter Group	996600	0.36
Godrej & Boyce Mfg. Co. Ltd	Promoter	10650688	3.83
Godrej Infotech Ltd	Promoter Group	0	0.00
Godrej (Singapore) Pte. Ltd.	Promoter Group	0	0.00
Veromatic International B.V.	Promoter Group	0	0.00
Godrej Americas INC	Promoter Group	0	0.00
Sheetak Inc.	Promoter Group	0	0.00
Godrej Koerber Supply Chain Limited	Promoter Group	0	0.00
Urban Electric Power Inc.	Promoter Group	0	0.00
Godrej Infotech Americas Inc	Promoter Group	0	0.00
Godrej Infotech (Singapore) Pte. Ltd.	Promoter Group	0	0.00
LVD Godrej Infotech N.V.	Promoter Group	0	0.00
JT Dragon Pte. Ltd	Promoter Group	0	0.00
Godrej (Vietnam) Co. Ltd.	Promoter Group	0	0.00
Godrej UEP (Singapore) Pte. Ltd	Promoter Group	0	0.00
Godrej & Khimji (Middle East) LLC	Promoter Group	0	0.00
Godrej Holdings Private Limited	Promoter Group	0	0.00
Shakti Sustainable Energy Foundation	Promoter Group	0	0.00
JNG Enterprise LLP	Promoter Group	0	0.00
SVC Enterprises LLP	Promoter Group	0	0.00

Name	Category	No. of Shares	Percentage Shareholding
Future Factory LLP	Promoter Group	0	0.00
Parakh Agencies Private Limited	Promoter Group	0	0.00
Godrej UEP Private Limited	Promoter Group	0	0.00
Godrej Enterprises Private Limited	Promoter Group	0	0.00
Nyrika Holkar	Promoter Group	664424	0.24
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Family Trust)	Promoter Group	1904888	0.69
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of FVC Children Trust)	Promoter Group	1	0.00
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Children Trust)	Promoter Group	1	0.00
Smita Godrej Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of NVC Family Trust)	Promoter Group	1904888	0.69
Smita Godrej Crishna, VM Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of VMC Family Trust)	Promoter Group	1	0.00
Smita Godrej Crishna, VM Crishna, Freyan Crishna Bieri and Nyrika Holkar (Trustees of SGC Family Trust)	Promoter Group	1	0.00
Freyan Crishna Bieri	Promoter Group	841028	0.30
Vijay Mohan Crishna	Promoter Group	0	0.00
Smita Godrej Crishna	Promoter Group	664400	0.24
Rishad Kaikhushru Naoroji	Promoter Group	30	0.00
Rishad Kaikhushru Naoroji & others (Partners of RKN enterprises)	Promoter Group	0	0.00

The Godrej family members had entered into a family settlement agreement ("**FSA**") dated April 30, 2024. This was intimated to the Company by way of a joint letter dated April 30, 2024, by Mr. Adi B. Godrej, Mr. Nadir B. Godrej, Mr. Jamshyd N. Godrej and Mrs. Smita Godrej Crishna (collectively, "**Branch Heads**"), and was in turn disclosed to the Stock Exchanges.

We understand from the Requests that reclassification has been requested pursuant to completion of realignment of shareholding and management under the FSA on July 18, 2024, and which was disclosed to the Stock Exchanges on the said date.

The Board of Directors of the Company, at its meeting held on July 31, 2024, has noted that the Applicants have confirmed the following:

- (i) they are in no way related to any business activities carried out by the Company; and
- (ii) they are not involved in the management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding; and
- (iii) they are not associated with the Company in any manner, directly or indirectly, resultantly, other than in capacity as an ordinary public shareholder.

Each Applicant has given an undertaking that, in terms of Regulation 31A(3)(b) of the SEBI Listing Regulations, the Applicant and the persons related to the Applicant (*as defined under Regulation 31A(1)(b) of the SEBI Listing Regulations*):

- (i) do not, together hold more than 10% of the total voting rights in the Company;
- (ii) do not exercise control over the affairs of the Company, directly or indirectly;
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholders' agreements;
- (iv) are not represented on the board of directors (including through having a nominee director) of the Company;
- (v) are not acting as a key managerial person in the Company;
- (vi) are not 'willful defaulters' as per the Reserve Bank of India;
- (vii) have not been categorized as fugitive economic offenders.

Each Applicant has confirmed that there is no pending regulatory action against such Applicant.

Each Applicant has confirmed that the Applicant shall (a) at all times from the date of re-classification, continue to comply with the conditions specified in sub-clause (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI Listing Regulations and (b) comply with the conditions mentioned in sub-clauses (iv), (v) of clause (b) of regulation 31A(3) of SEBI Listing Regulations for a period of not less than 3 (three) years from the date of reclassification and thereafter.

The Board of Directors of the Company at their meeting held on July 31, 2024 has considered the facts stated above and approved the request for re-classification from 'Promoter and Promoter Group' category to 'Public' category subject to approval of the shareholders of the Company and approval of the Stock Exchanges viz., BSE Limited and National Stock Exchange of India Limited, and/ or such other authorities, as may be required.

Pursuant to Regulation 31A(3)(c) of the SEBI Listing Regulations:

- (i) the Company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI Listing Regulations;
- (ii) the trading in the Company's equity shares is not suspended by the Stock Exchanges;
- (iii) the Company does not have any outstanding dues to SEBI, the Stock Exchanges or the depositories.

The pre and post shareholding of the Promoter and Promoter Group after the reclassification of the Applicants to 'Public' category will be as follows:

Category	% shareholding before reclassification	% shareholding after reclassification
Promoter and Promoter Group	58.48	50.35
Public	41.52	49.65
Total	100.00	100.00

Considering the above, the Board recommends the Ordinary Resolution as set out at Item no. 1 of this Notice, for approval by the Members of the Company. The members may note that in accordance with the SEBI Listing Regulations, the Applicants and persons related as defined under clause (b) of sub-regulation (1) of Regulation 31A of the SEBI Listing Regulations shall not vote on this resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice except Mr. Nadir Burjor Godrej, Promoter and Director of the Company, who holds (in his individual capacity and in his capacity as a Trustee of the NBG Family Trust) 2.50% of the paid-up share capital of Godrej & Boyce Mfg. Co. Ltd (an Applicant). However, pursuant to Regulation 31A of the Listing Regulations, Mr. Nadir Burjor Godrej is eligible to vote for this resolution.

By Order of the Board of Directors
For Godrej Properties Limited

Ashish Karyekar
Company Secretary
(ICSI Membership No. ACS 11331)

Place: Mumbai

Date: July 31, 2024

Registered Office: Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai – 400 079. India

Tel.: + 91-22-6169 8500

Website: www.godrejproperties.com

CIN: L74120MH1985PLC035308

Notes:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("Companies Act") in respect to the above resolution is annexed to this Notice.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as at close of business hours on August 02, 2024 (the "**cut-off date**") and who have registered their email addresses with the Company and/ or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are Members of the Company as on cut-off date (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice. Dispatch of the Notice shall be deemed to be completed on August 05, 2024.
3. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the Company will not be under any obligation to provide physical copies upon specific request of any Member.
4. The Notice will also be available on the website of the Company www.godrejproperties.com and on the website of stock exchanges i.e. BSE Limited at <https://www.bseindia.com/> and the National Stock Exchange of India Limited at <https://www.nseindia.com/> and KFin Technologies Limited ("KFintech") at <https://evoting.kfintech.com/>
5. Process for registration of email address:
 - (a) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to KFintech at einward.ris@kfintech.com along with the copy of the signed request letter in Form ISR-1 mentioning name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
 - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants.
 - (c) Those shareholders who have already registered their e-mail address are requested to keep their e-mail address validated, to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address in future.
6. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA Circulars, the Company is pleased to offer remote e-Voting facility for its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of KFintech for facilitating remote e-Voting. The facility to exercise vote through remote e-Voting will be available during the following period:

Commencement of remote e-Voting: **From 9:00 a.m. (IST) on August 06, 2024**

Conclusion of remote e-Voting: **At 5:00 p.m. (IST) on September 04, 2024**





The remote e-Voting module shall be disabled by KFintech for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.
7. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on cut - off date. Only those Members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on cut-off date will be entitled to cast their votes by remote e-Voting. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.
8. The Scrutinizer will submit his report to the Executive Chairperson/ Managing Director/ Company Secretary of the Company. The results of the Postal Ballot will be declared on or before September 06, 2024 by uploading the same along with the Scrutinizer's Report on the website of the Company at www.godrejproperties.com and will also be informed to the Stock Exchanges. If approved by the requisite majority, the last date for remote e-Voting i.e. September 04, 2024 shall be the date on which the resolution would be deemed have been passed.
9. Resolution passed by the Members through Postal Ballot will be deemed to have been passed effectively at a general meeting of the Members.
10. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement is available for inspection through electronic mode. Members are requested to write to the Company on secretarial@godrejproperties.com for inspection of the said documents.
11. The process and manner for remote e-Voting is explained below:

i. Access to Depositories remote e-Voting system in case of individual shareholders holding shares in demat mode:

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on “remote e-Voting facility provided by Listed Companies”, remote e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the remote e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-Voting process.

Members are advised to update their mobile number and email address in their demat accounts in order to access remote e-Voting facility.

Method of login for Individual shareholders holding the securities in demat mode:

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>A. Existing NSDL IDeAS facility users:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. Enter your User ID and Password. After successful authentication, Members will be able to see remote e-Voting services. 4. Click on “Access to remote e-Voting” under remote e-Voting Services, after which the remote e-Voting page will be displayed. 5. Click on Company name i.e. Godrej Properties Limited or remote e-Voting service provider i.e. Kfintech. 6. Members will be re-directed to Kfintech remote e-Voting website for casting their vote during the remote e-Voting period. <p>Users not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsd.com 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points (1- 6) of Point A above. <p>B. Users may directly access the remote e-Voting website of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 1. Visit remote e-Voting website of NSDL https://www.evoting.nsd.com/ 2. Once the home page of remote e-Voting system is launched, click on the icon “Login” which is available under Shareholder/ Member section. 3. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/ OTP and a verification code as shown on the screen. 4. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see remote e-Voting page. 5. Click on Company name i.e “Godrej Properties Limited” or remote e-Voting service provider name i.e Kfintech after which Member will be redirected to remote e-Voting website of Kfintech for casting their vote during the remote e-Voting period. <p>Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience:</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>A. Existing CDSL Easi/ Easiest facility users:</p> <ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest can login through their user id and password. Option will be made available to reach remote e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will also be able to see the remote e-Voting Menu. The Menu will have links of remote e-Voting service provider i.e. KFintech. Click on KFintech to cast your vote. <p>Users not registered for Easi / Easiest e-Services:</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at www.cdslindia.com and click on Login → My Easi New (Token) Tab → Login → To Register for Easi/Easiest</p> <p>Users may directly access the remote e-Voting website of CDSL as per the following procedure:</p> <p>The user can directly access remote e-Voting page of CDSL by providing demat Account Number and PAN from a link www.cdslindia.com The system will authenticate the user by sending OTP on registered Mobile & Email id as recorded in the demat Account. After successful authentication, user will be provided links for the respective remote e-Voting service provider i.e. KFintech where the remote e-Voting is in progress.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for remote e-Voting facility. After login, Members will be able to see remote e-Voting option. Upon clicking on remote e-Voting option, Members will be redirected to NSDL website, after successful authentication, wherein they will be able to see remote e-Voting feature. Click on options available against 'Godrej Properties Limited' or remote e-Voting service provider i.e KFintech. Members will be redirected to remote e-Voting website of KFintech for casting their vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.
Individual Members holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

ii. Information and instructions for e- Voting for Members holding shares in physical mode and non-individual Members in demat mode.

- Members whose email IDs are registered with the Company/Depository/ Depository Participant(s), will receive an email from KFintech which will include details of e-Voting Event Number ("EVEN"), USER ID and password. They will have to follow the following process:
 - Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN i.e. 8227, followed by the folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for remote e-Voting, you can use your existing User ID and password for casting the vote.

- c. After entering these details, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the "EVEN" i.e. 8227, "Godrej Properties Limited" and click on "Submit".
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN and the shares held will not be counted under either head.
- h. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio / demat accounts.
- i. You may then cast your vote by selecting an appropriate option and click on "Submit".
- j. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

12. General guideline for Members:

- a. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter/ Power of Attorney etc., authorizing its representative to cast its vote through remote e-Voting, together with attested specimen signature(s) of the duly authorized representative, to the Scrutinizer by email to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Godrej Properties Postal Ballot EVEN No. "8227". It should reach by email not later than September 04, 2024 (05:00 p.m. IST).
 - b. In case of any query/ concern/ grievance, Members may refer the (i) remote e-Voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or contact Mr. Prasad S., Deputy Manager – Corporate Registry, KFin Technologies Limited at the address Selenium Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana or at email: einward.ris@kfintech.com; or at toll free number 1800-3094-001 or may write to the Company Secretary at secretarial@godrejproperties.com.
13. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, as amended from time to time, has specified the process for redressal of shareholder grievances. A shareholder shall first take up their grievance with the listed entity / RTA by lodging a complaint directly with the concerned listed entity/ RTA by sending an email to secretarial@godrejproperties.com, einward.ris@kfintech.com or by sending physical correspondence at KFin Technologies Limited, Unit: Godrej Properties Limited, Selenium Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana. If the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal (<https://scores.gov.in/scores/Welcome.html>) in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is still not satisfied with the outcome, the shareholder can initiate dispute resolution through the common Online Dispute Resolution ("ODR") Portal at <https://smartodr.in/login>. The aforesaid SEBI Circular can be viewed on the following link: <https://www.godrejproperties.com/investors/investor-information>