

October 01, 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, 976000 -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 to raise funds in one or more tranches, by issuance of securities for an amount not exceeding Rs. 6,000 crore only, by way of Special Resolution.

The Postal Ballot Notice, along with other relevant documents, is being sent by e-mail to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on September 27, 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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”). The Postal Ballot Notice and postal ballot form is also made available on the website of the Company at [www.godrejproperties.com](http://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 along with postal ballot form is being sent in electronic form only. The physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelopes are not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars.

The Company has engaged the services of KFintech for the purpose of providing remote e-Voting facility to all its Members. The voting through Postal Ballot and through e-Voting will commence from Wednesday, 9:00 a.m. (IST) on October 02, 2024 and shall end on Thursday, 5:00 p.m. (IST) on October 31, 2024. The results of the Postal Ballot will be announced by Saturday, November 02, 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, 5<sup>th</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

**Email:** [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com) **Website:** [www.godrejproperties.com](http://www.godrejproperties.com)

**Tel.:** 022 – 6169 8500

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### 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 provisions of 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), clarification(s), substitution(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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (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.

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. However, in order to facilitate voting by Members who may not be able to access e-Voting facilities, the Members may also cast their votes by Postal Ballot, as per the instructions contained below in the Notice.

The board of directors of the Company at its meeting held on Tuesday, October 01, 2024, has approved and recommended 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 and any other applicable provisions 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 Postal ballot or remote e-Voting facility provided by the Company.

The remote e-Voting facility will be available from 9:00 a.m. (IST) on Wednesday, October 02, 2024 to 5:00 p.m. (IST) on Thursday, October 31, 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, Friday, September 27, 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 combined results of the remote e-voting and Postal Ballot will be announced on or before Saturday, November 02, 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](http://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:

1. To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions of the Companies Act, 2013 ("**Companies Act**") and applicable rules made thereunder including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the provisions of the memorandum of association and the articles of association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the uniform listing agreement entered into with the stock exchanges where the equity shares, having face value of INR 5 each, of the Company are listed ("**Equity Shares**" and such stock exchanges "**Stock Exchanges**"), the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, the Foreign Exchange Management Act, 1999 and rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management (Debt Instruments) Regulations, 2019 and Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and any other provisions of applicable law each including any amendment(s), statutory modification(s) or re-enactment(s) thereof, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, the Reserve Bank of India ("**RBI**"), the Government of India and any other concerned statutory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed while granting of such approvals, permissions, consents and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company ("**Board**"), (which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution), the approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot such number of Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures either with or without warrants, preference shares convertible into Equity Shares, and/or any other financial instruments /securities convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any other security permissible under the applicable law (all of which are hereinafter referred to as "**Securities**") or any combination of the Securities (including with provisions for reservations on firm and/ or competitive basis for such part of issue and for such categories of persons as may be permitted), for an aggregate consideration of up to INR 6,000 crore only (Rupees Six Thousand crore only) (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, through one or more public and/or private offerings including preferential issue, qualified institutions placement ("**QIP**"), rights issue, further public offer or any other permissible method that may be considered appropriate and permitted under applicable laws including provisions of the Companies Act and the SEBI ICDR Regulations, and/ or any combination thereof, to eligible investors, through issue of prospectus and/or placement document and/or offering circular, letter of offer, information memorandum and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/ or any other categories of investors, whether they be holders of the Securities or not (collectively called the "**Investors**"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion and as permitted under applicable laws/regulations/guidelines, including the discretion to absolute determine the categories of Investors to whom to offer, issue and allot such Securities considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

**RESOLVED FURTHER THAT** in the event that the Securities are issued and allotted through QIP in accordance with Chapter VI of the SEBI ICDR Regulations:

- a) the allotment of Securities, as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations from time to time;
- b) in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued shall be the date on which the Board /Committee decides to open the said issue;
- c) in case of allotment of eligible convertible securities, the relevant date for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to

open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or duly authorized committee or such date as may be permitted under SEBI ICDR Regulations;

- d) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (“**QIP Floor Price**”), and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable and the Board at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price;
- e) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to INR 250 crore) or five (in case the issue size is more than INR 250 crore), as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
- f) no partly paid-up Equity Shares or other Securities shall be issued/allotted;
- g) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations; and
- h) the Company shall not make any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

**RESOLVED FURTHER THAT** in the event that Securities are issued and allotted through QIP in accordance with Chapter VI of the SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a) makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b) makes a rights issue of Equity Shares;
- c) consolidates its outstanding equity shares into a smaller number of shares;
- d) divides its outstanding equity shares including by way of stock split;
- e) re-classifies any of its equity shares into other securities of the issuer; and
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company; and
- b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing Securities of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the issuance including among other things, the date of opening and closing of the issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalization and approval of any preliminary as well as final offer document including preliminary and final placement document(s) or the private placement offer-cum-application or any other offering document, interest rate, listing, premium/ discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations (including sign any declarations required in connection with the private placement offer-cum-application) and writings as may be required in this regard including without limitation, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilization of the proceeds of the issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and

give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company and all actions taken by the Board, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred, to any committee of Directors or any such persons as the Board may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things, including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise."

By Order of the Board of Directors  
**For Godrej Properties Limited**

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

**Place:** Mumbai

**Date:** October 01, 2024

**Registered 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](http://www.godrejproperties.com)

**CIN:** L74120MH1985PLC035308

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 1:

The residential real estate sector in India has been strong over the past few years, and the Company believes the sectoral tailwinds will continue over the next few years. The Company believes in deploying aggressively into business development when market conditions are favourable for investments and using these new projects to deliver exponential growth in booking. The Company's successful execution of significant levels of business development entered in previous years at favourable terms has allowed it to scale its sales bookings by 84% to INR 22,527 crore in FY24 which was the highest ever annual sales reported by a listed developer in India, instilling confidence in its capabilities.

As part of the strategy, the Company intends to continue to acquire strategically located parcels of land at competitive prices to develop a robust pipeline of projects. In FY22, the Company added 6 new projects with a saleable area of ~9.3 million sq. ft. In FY23, the Company added 18 new projects with a saleable area of ~29 million sq. ft. and with an estimated revenue potential of ~INR 32,000 crore. In FY24, the Company added 10 new projects with a saleable area of 18.93 million sq. ft. and an estimated revenue potential of ~INR 21,225 crore, 42% above the Business Development guidance of INR 15,000 crore of estimated booking value. In the current financial year, the Company added 8 new projects with an estimated booking value of around INR 12,650 crore. The Company is committed to surpassing its business development guidance of INR 20,000 crore for the current financial year. This is driven by a robust deal pipeline and ongoing consolidation in the real estate market across the country. The Company needs to freeze a steady pipeline of projects to achieve a proportional growth targets and therefore needs to scale up investment in business development.

Given the significant potential of increasing the businesses through organic and inorganic growth, it is important that the Company augments its long-term resources. It is, therefore, imperative for the Company to have enabling approvals to raise a part of the funding requirements for the said business development purposes as well for servicing and/or repayment of short term and long term debt, capital expenditure, investment in subsidiaries/joint ventures for various projects, development of Joint Development Agreement projects, general corporate purposes and such other purpose(s) as may be permissible under applicable laws as per the Company's growth and business related plans.

In line with the above, the Board of Directors of the Company (hereinafter called the "**Board**" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) at its meeting held on October 01, 2024, has approved fund raising up to an aggregate amount of INR 6,000 crore only (Rupees Six Thousand crore only), *inter alia*, by way of issuance of Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures either with or without warrants, preference shares convertible into Equity Shares, and/or any other financial instruments/securities convertible into Equity Shares (including warrants, or otherwise) and/or any other security permissible under the applicable law (all of which are hereinafter referred to as "**Securities**") or any combination of the Securities, in one or more tranches through one or more public and/or private offerings including preferential issue, qualified institutions placement ("**QIP**"), rights issue, further public offer or any other permissible mode (hereinafter referred to as "**Offering**") as may be considered appropriate and permitted under applicable laws including provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), each as amended from time to time and/ or any combination thereof to eligible investors. The Equity Shares issued, if any, shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.

Pending utilisation of the proceeds from Offering, the Company shall invest such proceeds in one or more scheduled commercial banks or temporarily invest the funds in credit worthy instruments, including money market/mutual funds, as may be decided by the Board of the Company.

The timely availability of capital is crucial to completing these strategic acquisitions and securing high-potential deals, which will significantly enhance the Company's business portfolio and long-term value. The Offerings through Private Placement/ QIP or any combinations thereto, unlike Rights Issue, will allow the Company to secure the necessary funds swiftly, ensuring that the Company can act on immediate growth opportunities without delay and support the acquisition of new projects and business development deals. The Board believes that raising funds through this method is in the best interests of the Company and its shareholders, as it allows to secure capital more efficiently while maintaining focus on its strategic goals.

In case of an issue and allotment of Securities by way of a Preferential Issue in terms of Chapter V of the SEBI ICDR Regulations, a valuation report will be obtained under Regulation 166A of the SEBI ICDR Regulations to determine the issue price if the issuance of shares, as and when undertaken, will cause change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company.

Issuance of Securities may result in the issuance of Securities to investors who may not be members of the Company. Therefore, consent of the members is being sought, for passing the Special Resolution as set out in the Item No. 1 of the Notice, pursuant to applicable provisions, of the Companies Act, 2013 ("**the Act**") and any other applicable law for the time being in force and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Section 62(1)(c) of the Act provides that, *inter-alia*, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot. The SEBI Listing Regulations, as amended, also provides that the Company



shall, in the first instance, offer all Securities for subscription on pro rata basis to the shareholders unless the shareholders in a general meeting or through postal ballot decide otherwise. Accordingly, approval of the Members is sought for issuing any such instrument as the Company may deem appropriate to parties including other than the existing shareholders. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects *pari passu* with the existing equity shares of the Company. Whilst no specific instrument has been identified at this stage, in any event, the issue will be structured in such a manner that the proceeds of the same would not exceed INR 6,000 crore.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in the one or more tranches, the detailed terms and conditions for the issue will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of issue.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of Securities to be issued. However, the same would be in accordance with the provisions of the SEBI ICDR Regulations, (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) the Act, or any other guidelines/regulations/consents as may be applicable or required.

Therefore, an enabling resolution is being proposed to give Board an adequate flexibility and absolute discretion to determine the terms of issue in consultation with the lead managers and others.

In the event of the issue of the equity shares as aforesaid by way of QIP, the special resolution also seeks to empower the Board of Directors of the Company to undertake QIP as defined by SEBI ICDR Regulations.

In connection with the proposed issue of Securities, the Company is required, *inter alia*, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and holding pattern of Securities of the Company are not provided. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The "Relevant Date" for this purpose will be the date as determined in accordance with the SEBI ICDR Regulations.

The issue/allotment/conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of Securities to foreign/non-resident investors would be subject to the applicable foreign investment cap.

**Nature of concern or interest of Directors:**

None of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the Securities that may be subscribed by companies/firms/institutions in which they are interested as director or Member or otherwise.

The Board believes that such an issue of Securities is in the interest of the Company and therefore recommends passing of the resolution set out at Item No. 1 of this Notice as a Special Resolution.

By Order of the Board of Directors  
**For Godrej Properties Limited**

**Sd/-**  
**Ashish Karyekar**  
**Company Secretary**  
(ICSI Membership No. ACS 11331)

**Place:** Mumbai

**Date:** October 01, 2024

**Registered 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](http://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 Friday, September 27, 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 Tuesday, October 01, 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](http://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 [inward.ris@kfintech.com](mailto:inward.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 Wednesday, October 02, 2024**  
Conclusion of remote e-Voting: **At 5:00 p.m. (IST) on Thursday, October 31, 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. Members have the option either to vote through the e-Voting process or through the Postal Ballot Form. Persons who are Members as on September 27, 2024 and (i) who have received this Notice by e-mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories/Depository Participants and wish to vote through Postal Ballot Form can download the Postal Ballot Form from HYPERLINK "<https://www.godrejproperties.com>" and <http://evoting.kfintech.com>, fill the details and send the duly signed ballot form, at his/ her own cost, to the Scrutinizer Mr. Ashish Kumar Jain, C/o Kfintech Unit: Godrej Properties Limited, Selenium Tower-B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, not later than the close of working hours i.e. by 5:00 P.M. on Thursday, October 31, 2024. The Postal Ballot(s) received after Thursday, October 31, 2024 will not be considered by the Scrutinizer and it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled by KFintech for voting after the abovementioned time.
8. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the Member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the Member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote; and/ or (xi) the Member has also voted through e-Voting. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.
9. 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 Postal Ballot or remote e-Voting. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.

10. The Scrutinizer will submit his Consolidated Scrutinizers' Report to the Executive Chairperson/ Managing Director/ Company Secretary of the Company. The results of the Postal Ballot will be declared on or before Saturday, November 02, 2024 by uploading the same along with the Scrutinizer's Report on the website of the Company at [www.godrejproperties.com](http://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. October 31, 2024 shall be the date on which the resolution would be deemed have been passed.
11. Resolution passed by the Members through Postal Ballot will be deemed to have been passed effectively at a general meeting of the Members.
12. Relevant documents, if any, referred to in this Postal Ballot notice and the Explanatory Statement are available for inspection through electronic mode. Members are requested to write to the Company on [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com) for inspection of the said documents.
13. 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><b>A. Existing NSDL IDEAS facility users:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section.</li> <li>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.</li> <li>4. Click on "Access to remote e-Voting" under remote e-Voting Services, after which the remote e-Voting page will be displayed.</li> <li>5. Click on Company name i.e. Godrej Properties Limited or remote e-Voting service provider i.e. Kfintech.</li> <li>6. Members will be re-directed to Kfintech remote e-Voting website for casting their vote during the remote e-Voting period.</li> </ol> <p><b>Users not registered for IDEAS e-Services, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. The option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com</a></li> <li>2. Select "Register Online for IDEAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Upon successful registration, please follow steps given in points (1 – 6) of Point A above.</li> </ol> <p><b>B. Users may directly access the remote e-Voting website of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>1. Visit remote e-Voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>2. Once the home page of remote e-Voting system is launched, click on the icon "Login" which is available under Shareholder/ Member section.</li> <li>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.</li> <li>4. After successful authentication, Members will be redirected to NSDL Depository website wherein they can see remote e-Voting page.</li> <li>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.</li> </ol>

Type of Member	Login Method
	<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 data-bbox="810 271 1214 509" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p><b>A. Existing CDSL Easi/ Easiest facility users:</b></p> <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> </ol> <p><b>Users not registered for Easi / Easiest e-Services:</b></p> <p>If the user is not registered for Easi/ Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login → My Easi New (Token) Tab → Login → To Register for Easi/Easiest.</p> <p><b>Users may directly access the remote e-Voting website of CDSL as per the following procedure:</b></p> <p>The user can directly access remote e-Voting page of CDSL by providing Demat Account Number and PAN from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>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.</li> <li>After login, Members will be able to see remote e-Voting option.</li> <li>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.</li> <li>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.</li> </ol>

**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
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-48867000.</p>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.</p>

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

1. 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:
  - a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN i.e. 8457, 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. 8457, “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.

**14. 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](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Godrej Properties Postal Ballot EVEN No. 8457. It should reach by email not later than Thursday, October 31, 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](mailto:einward.ris@kfintech.com); or at toll free number 1800-3094-001 or may write to the Company Secretary at [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com).
15. 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](mailto:secretarial@godrejproperties.com), [einward.ris@kfintech.com](mailto: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.sebi.gov.in/>) 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>.



## GODREJ PROPERTIES LIMITED

CIN: L74120MH1985PLC035308

**Registered Office:** Godrej One, 5<sup>th</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079, Maharashtra, India.

**Email:** [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com) **Website:** [www.godrejproperties.com](http://www.godrejproperties.com)

**Tel.:** 022 – 6169 8500

### POSTAL BALLOT FORM

Serial No.: \_\_\_\_\_

1.	Name & Registered Address of the sole / first named Shareholder	
2.	Name(s) of Joint-Holder(s), if any	
3.	Folio No. / DP ID No. / Client ID No*. (* Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of equity shares held	

I / We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated **October 01, 2024** by conveying my /our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares for which votes cast	I/We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1.	Approval for raising of funds in one or more tranches, by issuance of securities for an amount not exceeding INR 6,000 crore.			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder/ Authorised signatory

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Voting Event Number)	USER ID	PASSWORD/PIN
8457		

- Note: 1. Please carefully read the instructions on e-Voting given in the attached Notice  
2. The cut-off date (i.e. the record date) for the purpose of e-Voting is September 27, 2024.  
3. Facility to exercise vote(s) by means of Postal Ballot, including voting through e-Voting, will be available during the following period:

Commencement of Voting	End of Voting
From 09:00 a.m. on October 02, 2024	At 5:00 p.m. on October 31, 2024