

Godrej Properties Limited
Regd. Office: Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai – 400 079. India
Tel.: + 91-22-6169 5500
Fax: + 91-22-6169 8888
Website: www.godrejproperties.com

CIN: L74120MH1985PLC035308

May 18, 2020

BSE Limited

PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra (East)
Mumbai – 400 051

Ref: **Godrej Properties Limited**

BSE - Script Code: 533150, Scrip ID - GODREJPROP

BSE- Security ID 782GPL20 – Debt Segment

NSE - GODREJPROP

Dear Sir/Madam,

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

Pursuant to Regulation 30 of SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement sent to the members by email for seeking their approval through postal ballot (including remote e-voting) on the following Resolutions:

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

The Postal Ballot Notice, along with other relevant documents, are sent by email to all the Members whose names appears in the Register of Members/ List of Beneficial Owners as on May 15, 2020 (“Cut-off date”) to their registered email addresses in accordance with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17, 2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”).



In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only. The hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope 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 Kfin Technologies Private Limited (“KFINTECH”) for the purpose of providing e-voting facility to all its members. The voting through Postal Ballot and through e-voting will commence from Wednesday, May 20, 2020 (09:00 a.m.) and shall end on Thursday, June 18, 2020 (05:00 p.m.). The results of the Postal Ballot will be announced on Friday, June 19, 2020.

Members who have not submitted their e-mail IDs are required to provide their e-mail IDs to KFINTECH, by following the procedure provided in the Postal Ballot Notice dated May 11, 2020, on or before 5:00 p.m. on Monday, June 15, 2020 pursuant to which, the Member may receive on the e-mail ID provided by the Member the Postal Ballot Notice along with the login ID and password for remote e-voting. In case of any queries, members may send email to einward.ris@kfintech.com.

The above information is also available on the website of the Company at www.godrejproperties.com.

This is for your information and record.

Thank you.

Yours truly,

For Godrej Properties Limited



Surender Varma
Company Secretary & Chief Legal Officer

Encl: a/a





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 **Fax:** 022- 6169 8888

Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014, as amended

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “**Companies Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 (the “**MCA Circulars**”) issued by the Ministry of Corporate Affairs and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, that Godrej Properties Limited (the “**Company**”) is seeking the consent of its members by way of special resolutions for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

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. The physical Postal Ballot Notice along with Postal Ballot Forms 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 Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions, setting out material facts and the reasons for the Resolutions, are also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by means of postal ballot or remote e-voting facility provided by the Company.

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

The Scrutinizer will submit his report to the Executive Chairman of the Company or to the Managing Director of the Company or to the Company Secretary, after completion of the scrutiny. Results of the Postal Ballot will be announced on June 19, 2020.

The declaration 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. The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website viz. www.godrejproperties.com.

SPECIAL BUSINESS:

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

“RESOLVED THAT in supersession to the resolution passed by the Members of the Company at its Annual General Meeting held on August 02, 2017, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”), as amended from time to time, read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the Members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to borrow from time to time, all such money(ies) as may be deemed requisite for the purpose of business of the Company, from financial institutions, non-banking finance companies, co-operative banks, insurance companies, pension funds, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the “**Lending Agencies**”), whether by way of advances, loans, inter corporate deposits, facilities of any nature from Banks / Financial Institutions, Commercial Papers, issue of debentures/ bonds and/or other instruments or otherwise, which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose and securities premium, provided however that the total amount so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of ₹ 40,00,00,00,000

(Rupees Four Thousand Crore only) or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper, desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT in supersession to the resolution passed by the Members of the Company at its Annual General Meeting held on August 02, 2017, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**"), as amended from time to time, read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the Members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to create mortgage, charge and/or hypothecation, in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events, in favour of financial institutions, non-banking finance companies, co-operative banks, insurance companies, pension funds, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "**Lending Agencies**") or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments (hereinafter referred to as the "**Borrowings**") provided that the total amount of Borrowings together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the said Borrowings for which the charge is created shall not exceed ₹ 40,00,00,00,000 (Rupees Four Thousand Crore only) or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents and to do and execute all such acts, deeds, matters and things and take all such steps as may be necessary or desirable to give effect to the above Resolution."

By Order of the Board of Directors

For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer
(ICSI Membership No. ACS 10428)

Place: Mumbai

Date: May 11, 2020

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

Item No. 1&2:

The Members of the Company had on August 02, 2017 by way of special resolutions passed at the Annual General Meeting accorded its approval under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 for borrowing of sums by the Company up to a limit not exceeding ₹ 2,750 crore and to create securities for such borrowings by creation of mortgage, charge and/or hypothecation on movable and immovable assets of the Company.

Taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, it is proposed to enhance the borrowing limits to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the resolution at item No. 2. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.

Accordingly, the Board of Directors of your Company recommends the passing of the resolutions contained in item no. 1 and 2 of the accompanying Postal Ballot Notice as Special Resolutions.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of your Company and their relatives, are concerned or interested, financially or otherwise, in the above resolutions, except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors

For Godrej Properties Limited

Surender Varma
Company Secretary & Chief Legal Officer
(ICSI Membership No. ACS 10428)

Place: Mumbai

Date: May 11, 2020

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the 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) on May 15, 2020 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 May 15, 2020 (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 resolutions specified in this Notice. Dispatch of the Notice shall be deemed to be completed on May 19, 2020.
3. Members who have not registered their e-mail addresses with either the Company or the Depositories/Depository Participants are requested to register the same with the Company or the Depositories/Depository Participants, in accordance with the process specified herein below at point no 13(b).
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on **May 15, 2020**. 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 May 15, 2020 will be entitled to cast their votes by Postal Ballot or remote e-voting. A person who is not a member as on May 15, 2020 should treat this Notice for information purpose only.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Special Resolutions are not less than three times the number of votes cast against the Special Resolutions.

6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are members as on May 15, 2020 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 www.godrejproperties.com and <https://evoting.karvy.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 KFin Technologies Private Limited (“**KFintech**”) Unit: Godrej Properties Limited, Karvy 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, June 18, 2020. The Postal Ballot(s) received after June 18, 2020 will not be considered by the Scrutinizer. However, the members may face difficulties in sending Postal Ballot Form through post/courier on account of restrictions imposed by the central/ state government(s), statutory/ regulatory and administrative authorities and other private organization's due to COVID-19 pandemic. Further, the Company/ Scrutinizer may also face difficulties in receiving the Postal Ballot Forms from members. Therefore, it would be in the interest of the members to avail e-voting facility to cast their vote.
7. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 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 also the Company will not be under any obligation to provide physical copies upon specific request of any member(s).
8. The Scrutinizer will submit his report to the Executive Chairman of the Company or to the Managing Director of the Company or to the Company Secretary. The results of the Postal Ballot will be declared on **June 19, 2020** by uploading it 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. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
9. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. **Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through electronic means shall prevail and voting done by physical ballot shall be treated as invalid.** For this purpose, the Company has engaged the services of KFintech for facilitating e-voting.

Commencement of e-voting: **From 09.00 a.m. on May 20, 2020**

Conclusion of e-voting: **At 5:00 p.m. on June 18, 2020**

10. Members desirous to cast their vote through postal ballot physically are requested to take the printout of Postal Ballot Form attached to this Notice. Members are requested to carefully read the instructions given in the Postal Ballot Notice and return the same duly completed and signed, so as to reach the Scrutinizers on or before 5.00 P.M. (IST) on June 18, 2020. Postage/ courier expenses for sending such physical postal ballot to the Scrutinizer will be borne by the members. The Postal Ballot Form may also be deposited personally. The duly completed Postal Ballot Form(s) should reach the Scrutinizers at Mr. Ashish Kumar Jain, C/o KFin Technologies Private Limited Unit: Godrej Properties Limited, Karvy Selenium Tower-B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, not later than to 5.00 P.M. (IST) on June 18, 2020 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Company in no way would be responsible for late/ no delivery of Postal Ballot Form on account of lock-down due to COVID 19. The e-voting module shall also be disabled by KFintech for voting after the abovementioned time.
11. 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.
12. The Notice is being uploaded on the website of the Company www.godrejproperties.com and on the website of stock exchanges at BSE Limited and the National Stock Exchange of India Limited and KFintech at and <https://evoting.karvy.com>
13. The instructions for members for voting electronically are as under:-
 - (a) **Voting through electronic mode/ e-voting:**
 - (i) Open the email which contains your user ID and password for e-voting. Please note that the password is an initial password

- (ii) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (iii) Enter the login credentials (i.e. User ID and password) mentioned in the email. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering these details appropriately, click on "LOGIN".
- (v) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 that you take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the EVENT for Godrej Properties Limited.
- (viii) 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the Cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of this Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xii) 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(s).
- (xiii) 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, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: akjaincs@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- (xiv) In case of any query/ grievance pertaining to e-voting, please visit Help & FAQ's and e-voting user manual available to the download section available at the KFintech's website <https://evoting.karvy.com> or contact details of KFintech at toll free no. 1800-3454-001 or email at evoting@kfintech.com.
- (b) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this postal ballot notice:**
 - (i) In case shares are held in physical mode please send scanned copy of certificate (front and back) by email to einward.ris@kfintech.com Subject of email should be "Password for Postal Ballot of Godrej Properties Limited folio no. (MENTION FOLIO NO.)."
 - (ii) In case shares are held in demat mode, please send copy of client master to einward.ris@kfintech.com. Subject of email should be "Password for Postal Ballot of Godrej Properties Limited DPID-CLID (MENTION 16 DIGIT DPID+CLID)"
 - (iii) Please attach self-attested copy of PAN/ Voter ID/ Aadhar Card to the email sent as per sr. no (i) and (ii) above.

14. Other information:

- (a) E-voting shall not be allowed beyond 5.00 p.m. on **June 18, 2020**. During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- (b) The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit his report to the Executive Chairman or the Managing Director or the Company Secretary of the Company or any other Director of the Company.
- (c) The result of the voting on Resolutions by postal ballot and Remote e-voting will be declared by the Executive Chairman of the Company or the authorized person on June 19, 2020 at the registered office of the Company. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.godrejproperties.com) and on KFintech's website (<https://evoting.karvy.com>) immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.

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 **Fax:** 022- 6169 8888

POSTAL BALLOT FORM

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 resolutions to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated **May 11, 2020** 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 increase in the borrowing limits from ₹ 2,750 crore to ₹ 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.			
2.	Approval for increase in limits for creation of charge/ mortgage/ hypothecation from ₹ 2,750 crore to ₹ 4,000 crore or the aggregate of the paid up share capital, free reserves and securities premium of the Company, whichever is higher.			

Place:

Date:

 Signature of the Shareholder/ Authorised signatory

ELECTRONIC VOTING PARTICULARS

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

- Note:** (i) Please carefully read the instructions on e-voting given in the attached Notice.
 (ii) The cut-off date (i.e. the record date) for the purpose of e-voting is May 15, 2020.
 (iii) 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 May 20, 2020	At 5:00 p.m. on June 18, 2020