

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

June 03, 2022

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 - Scrip Code: 533150, Scrip ID - GODREJPROP
BSE - Security Code 959822 – Debt Segment
NSE - 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 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 by email for seeking their approval on:

1. material related party transactions being entered into by the Company during financial year 2022-23 (ordinary resolutions);
2. appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company (special resolution)

The Postal Ballot Notice, along with other relevant documents, is being sent by email to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on May 27, 2022 (“Cut-off date”) to their registered email addresses in accordance with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17, 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 37/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”). The Postal Ballot Notice is also uploaded on the website of the Company at www.godrejproperties.com.

In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only. The hard 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 logo for Godrej Properties Limited, featuring the word "Godrej" in a stylized, colorful font. Above the logo is a handwritten signature in blue ink.

The Company has engaged the services of Kfin Technologies Limited (“KFINTECH”) for the purpose of providing e-voting facility to all its members. The remote voting will commence from Sunday, June 05, 2022 (09:00 a.m.) and shall end on Monday, July 04, 2022 (05:00 p.m.). The 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 announced on or before Wednesday, July 06, 2022.


Members who have not submitted their e-mail IDs are requested to provide their e-mail IDs to KFINTECH, by following the procedure provided in the Postal Ballot Notice dated May 03, 2022 pursuant to which, the Member may receive the Postal Ballot Notice along with the login ID and password for remote e-voting on the e-mail ID provided by the Member. In case of any queries, members may send email to einward.ris@kfintech.com.

We request you to take the above on your record.

Thanking you,

Yours faithfully,

For Godrej Properties Limited


Ashish Karyekar

Company Secretary & Compliance 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 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") (including any statutory modification or re-enactment thereof for the time being in force), read with 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 No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/ 2022 dated May 5, 2022 (the "**MCA Circulars**") issued by the Ministry of Corporate Affairs, that Godrej Properties Limited (the "Company") is seeking the consent of its members by way of Ordinary/ 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 ("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 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 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, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements and thereafter record your assent or dissent through Postal Ballot or by 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 voting process in a fair and transparent manner.

Members may note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Rules and the Secretarial Standards issued by the Institute of Company Secretaries of India read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by KFin Technologies Limited ("**KFintech**").

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. The combined results of the remote e-voting and Postal Ballot will be announced on or before July 6, 2022.

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 posted 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:

1. Approval of material related party transactions with Embellish Houses LLP:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted/empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with Embellish Houses LLP (“EH LLP”), an associate entity of Godrej Properties Limited (“Company”) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with EH LLP, for an aggregate value of up to ₹ 494 crore to be entered during Financial Year 2022-23 by the Company and/ or by Godrej Projects Development Limited, a wholly owned subsidiary of the Company, and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

2. Approval of material related party transactions with AR Landcraft LLP:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with AR Landcraft LLP (“ARL LLP”), an associate entity of Godrej Properties Limited (“Company”) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with ARL LLP for an aggregate value of up to ₹ 270 crore to be entered during Financial Year 2022-23 by the Company and/ or by Godrej Projects Development Limited, a wholly owned subsidiary of the Company, and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution .

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

3. Approval of material related party transactions with Roseberry Estate LLP:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with Roseberry Estate LLP ("RE LLP"), an associate entity of Godrej Properties Limited ("Company") and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and RE LLP, for an aggregate value of up to ₹ 260 crore to be entered during Financial Year 2022-23 by the Company and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

4. Approval of material related party transactions with Manjari Housing Projects LLP:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with Manjari Housing Projects LLP ("MHP LLP"), an associate entity of Godrej Properties Limited ("Company") and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with MHP LLP, for an aggregate value of up to ₹ 231 crore to be entered during Financial Year 2022-23 by the Company and/ or by Godrej Projects Development Limited, a wholly owned subsidiary of the Company, and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this

connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

5. Approval of material related party transactions with Maan-Hinje Township Developers LLP:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with Maan-Hinje Township Developers LLP ("MHTD LLP"), an associate entity of Godrej Properties Limited ("Company") and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with MHTD LLP, for an aggregate value of up to ₹ 454 crore to be entered during Financial Year 2022-23 by the Company and/ or by Godrej Projects Development Limited, a wholly owned subsidiary of the Company, and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

6. Approval of related party transactions with Mahalunge Township Developers LLP:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with Mahalunge Township Developers LLP ("MTD LLP"), an associate entity of Godrej Properties Limited ("Company") and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with MTD LLP, for an aggregate value of up to ₹ 307 crore to be entered during Financial Year 2022-23 by the Company and/ or by Godrej Projects Development Limited, a wholly owned subsidiary of the Company, and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

7. Approval of material related party transactions with Caroa Properties LLP:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with Caroa Properties LLP ("CP LLP"), a subsidiary entity of Godrej Properties Limited ("Company") and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with CP LLP, for an aggregate value of up to ₹ 238 crore to be entered during Financial Year 2022-23 by the Company and/ or by Godrej Projects Development Limited, a wholly owned subsidiary of the Company, and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

8. Approval of material related party transactions with Suncity Infrastructures (Mumbai) LLP:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company, (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) or any renewal(s) or extension(s) or modification(s) thereto (whether by way of an individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) as detailed in the explanatory statement with Suncity Infrastructures (Mumbai) LLP ("SIM LLP"), an Associate entity of Godrej Properties Limited ("Company") and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with SIM LLP, for an aggregate value of up to Rs. 278 crore to be entered during Financial Year 2022-23 by the Company and/ or by Godrej Projects

Development Limited ("GPDL"), a wholly owned subsidiary of the Company, and the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at an arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

9. Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17, 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Dr. Indu Bhushan (DIN: 09302960), who was appointed as an Additional Director by the Board of Directors with effect from May 03, 2022 in terms of Section 161 of the Act and who is eligible for appointment as Independent Director and has submitted a declaration that he meets the criteria for independence as provided in Section 149(7) of the Act and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from May 3, 2022 till May 02, 2027 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors
For Godrej Properties Limited

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

Place : Mumbai

Date : May 03, 2022

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

Item Nos. 1 to 8:

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective from April 01, 2022, all Material Related Party Transaction ("RPT") with an aggregate value exceeding ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The approval of the shareholders under Regulation 23 of the Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Godrej Properties Limited ("GPL" or "the Company") derives revenue primarily from construction and sale of properties comprising of commercial/ residential units and sale of plotted and other lands. Despite the significant challenges the COVID-19 pandemic posed to the

operations in FY2021-22, GPL achieved its highest ever sales in a financial year at ₹ 7,861 crore for FY2021-22. However, as per applicable accounting standards, Revenue is recognised as per project completion method upon receipt of occupation certificate for respective projects. Also GPL has adopted a Joint Development Model for developing residential and commercial properties, which entails setting up a separate Special Purpose Vehicles (“SPVs”) for signing a development agreement with the owner of the land parcels sought to be developed. These SPVs are classified as Joint Ventures & Associates entities under the accounting standards for GPL, which requires the Company to follow Equity Method of accounting for consolidation, due to which the turnover (Gross Sales) of these SPV’s (JV projects) does not get added in GPL consolidated turnover for accounting purpose.

Therefore, despite achieving its highest ever booking value in FY 2021-22, due to lower revenue recognition as per accounting standards and Equity Method accounting for JV projects, the consolidated turnover of the Company as per the audited financial statements for FY 2021-22 stood at ₹ 1824.88 crore, against the total booking value of ₹ 7,861 crore.

Accordingly, GPL and/ or its subsidiary can enter into transactions of a value upto ₹ 182.49 crore (10% of FY 2021-22 Consolidated Turnover of ₹ 1,824.88 crore of GPL) during FY 2022-23 with each of the related party of GPL and/ or its subsidiary. Any transaction beyond the said limit of ₹ 182.49 crore with any related party will require prior approval of shareholders.

Under the joint development model, the Company is required to invest only in the construction and marketing costs, either through equity or loan, thereby allowing it to be more capital efficient and achieving higher returns on investments in the projects, without investing large amounts of capital towards the purchase of land. Although it requires the Company to share revenue / profit generated from such joint-developments with the landowners, such model allows the company to deploy its capital towards development expenses rather than splurge money in buying land at expensive rates. It is for this reason that GPL has adopted this route to develop properties by merely incurring development cost and utilizing its expertise of project development with limited resources in a much efficient manner. Accordingly, majority of our projects are developed through separate SPV’s in partnership with Joint Venture Partners/ Land Owners.

In accordance with the development agreement(s) and in the best interest of the Company, GPL and/ or its subsidiaries have been providing various resources, including funds, to these SPVs, being group entities, in the ordinary course of business and at arms’ length basis and pursuant to the approvals of the Audit Committee and Board of Directors obtained from time to time, as required under applicable laws. The Company is required to enter into these financial transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through the SPVs. It also enters into various operational transaction with related parties, from time to time, in the ordinary course of business and on an arm’s length basis.

In the financial year 2022-23, related party transactions to be entered by GPL and/ or its subsidiary(ies) in aggregate as set out in the explanatory statement are expected to exceed threshold of “material related party transactions” under Listing regulations. These transactions are therefore considered as material related party transactions and accordingly approval of the members is being sought. However, since all transactions between the Company and SPVs will be entered in the ordinary course of business and at arms’ length basis, the provisions of Section 188 (1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

It is in the above context and considering the best interest of the Company, resolutions nos. 1 to 8 are placed for the approval of the Members of the Company. The information as required pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for each of the related party transaction is furnished below:

Item No. 1: Approval of material related party transactions with Embellish Houses LLP

Details and benefits of the transaction:

Embellish Houses LLP (“EH LLP”), an associate entity and joint venture of Godrej Properties Limited in partnership with group of individuals/ companies, is engaged in the re-development of land parcel in Worli, Mumbai.

In accordance with the LLP Deed /Development Agreement(s) and in the best interest of the Company, GPL proposes to continue entering into various transactions with EH LLP including arrangements/ transactions as detailed in table below. The Company is required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through EH LLP in accordance with the LLP Deed/ Development Agreement. The transactions also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions with EH LLP for an aggregate value of up to ₹ 494 crore to be entered during FY 2022-23.

Amongst the transactions, there are transactions to be entered into by Godrej Projects Development Limited (“GPD”) a wholly owned subsidiary of the Company. The transaction to be entered into by GPD with EH LLP on a standalone basis does not exceed the materiality threshold limits under Regulation 23 of Listing Regulations. However, aggregate value of the transactions by GPL and GPD with EH LLP may exceed the threshold limit. Post amendment in the Listing Regulations, such transactions of GPD with related party of GPL will be considered as related party transactions and shall require prior approval of the shareholders.

Therefore, the projected value of Material Related Party Transactions by GPL and GPDL with EH LLP during financial year 2022-23 is estimated to be ₹ 494 crore. Hence, it is proposed to obtain the Members' approval for the Material Related Party Transaction of ₹ 494 crore with Embellish Houses LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details		
1.	Details of Summary of information provided by the management to the Audit Committee			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	EH LLP is an associate entity of GPL and hence it's a related party. GPL and GPDL together hold 50% Share of Profits and voting rights in EH LLP as on date of this Notice. The balance Share of Profits and voting rights is held by other JV partners.		
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement			
	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement	
(i)	Loan / Advance / Investment / Guarantee	FY 22-23	In accordance with the terms and conditions specified in the LLP deed dated May 11, 2020 (LLP Deed"). Total loan exposure as on March 31, 2022 is ₹ 24 crore.	
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23	Interest charged at 12 %/ 15% /24% per annum on different class of loans as per LLP Deed, which is above bank rate and prevailing yield of government security closest to the tenor of the loan. Guarantee Commission / Charges is at actuals, if any.	
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	FY 22-23	Overhead Charges/ Management Fees as per LLP Deed/ basis corporate overhead allocation. Manpower cost is apportioned on the basis of employees working/deputed for the project/SPV.	
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	FY 22-23	Expenses are pure re-imbursements at actuals.	
(v)	Sale of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.	
(vi)	Purchase of Fixed Asset	FY 22-23		
c.	Monetary value of Transactions			
	Nature of Transaction	Estimated Transaction value with GPL (₹ in crore)	Estimated Transaction value with GPDL (₹ in crore)	Total Estimated Transaction value (₹ in crore)
(i)	Loan / Advance / Investment / Guarantee	400.00	-	400.00
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	50.00	-	50.00
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation /Management Fees	30.00	10.00	40.00
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	2.00	-	2.00
(v)	Sale of Fixed Asset	1.00	-	1.00
(vi)	Purchase of Fixed Asset	1.00	-	1.00
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	27.1%		
	Percentage of GPDL's annual standalone turnover considering FY 2021-22 as the immediately preceding financial year	6.1%		
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual		

Sr. No.	Description	Details
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Yes <ul style="list-style-type: none"> Working Capital Loan/Corporate Borrowing/Non-Convertible Debentures/Commercial Papers. Interest rate ranging from 4% to 8% p.a. tenure not exceeding 3 years
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> Repayable on Demand/as per terms of LLP Deed Interest- 12% / 15%/ 24% for respective class of loan Unsecured loan
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of EH LLP in accordance with the terms and conditions specified in the LLP Deed/Loan Agreement
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed to meet funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.
5.	Whether any subsequent material modification made to approved transaction	Not applicable
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company and GPD L with EH LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with EH LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company, GPD L and EH LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/ Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 2: Approval of material related party transactions with AR Landcraft LLP:

Details and benefits of the transaction:

AR Landcraft LLP ("ARL LLP"), an associate entity and joint venture of Godrej Properties Limited in partnership with RBA Buildtech Group is engaged in the business of construction and development of residential and commercial properties in Greater Noida (Projects Phases: Godrej Golf Link). The launched phases of the Project are currently under construction and are expected to be completed by March 2027.

In accordance with the LLP Deed/Development Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with ARL LLP (whether individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) including arrangements/ transactions as detailed in table below. The Company is required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through ARL LLP in accordance with LLP Deed/ Development Agreement. The transactions will also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions with ARL LLP for an aggregate value of up to ₹ 270 crore to be entered during FY 2022-23.

Amongst the transactions, there are transactions to be entered into by Godrej Projects Development Limited ("GPDL"), a wholly owned subsidiary of the Company. Aggregate value of the transaction to be collectively transacted by GPL and GPDL with ARL LLP may exceed the threshold limit under Regulation 23 of SEBI Listing Regulations. Post amendment in the SEBI Listing Regulations, such transaction of GPDL with related party of GPL will be considered as related party transactions and shall require prior approval of the shareholders.

The Shareholders of the Company had on December 26, 2021 through Postal Ballot, approved Material Related Party Transactions with ARL LLP for Financial Year 2021-22 aggregating to ₹ 171 crore. The projected value of Material Related Party Transactions by GPL and GPDL with ARL LLP during financial year 2022-23 is estimated to be ₹ 270 Crore as per annual operating plan & constructions milestones to be achieved during the Financial Year 2022-23. Hence, it is proposed to obtain the Members' approval for the Material Related Party Transaction of ₹ 270 Crore with ARL LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	ARL LLP is an associate entity of GPL and hence it's a related party. GPL and GPDL together hold 40% Share of Profits and 50% voting rights in ARL LLP as on date of the Notice. The balance Share of Profits and voting rights is held by RBA Buildtech Group. The nature of the transaction is financial/ operational.	
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement		
	Nature of Transaction	Tenure of Proposed Transaction	
	Material terms and particulars of the contract or arrangement		
(i)	Loan / Advance / Investment / Guarantee	FY 22-23	In accordance with the terms and conditions specified in the LLP Deed dated June 07, 2016. Total loan exposure as on March 31, 2022 is ₹ 296 crore
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23	Interest charged at 12% /18 % per annum on different class of loans as per LLP Deed, which is above bank rate and prevailing yield of government security closest to the tenor of the loan. Guarantee Commission / Charges is at actuals, if any.
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	FY 22-23	Overhead charges/allocated at INR 50 per square feet of Saleable Area of the Project repayable in 60 number of equal monthly instalments and INR 90 crore repayable in 8 years of the life cycle of the project as per terms of LLP deed/basis corporate overhead allocation.
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	FY 22-23	Expenses are pure re-imbursements at actuals.
(v)	Sale of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.
(vi)	Purchase of Fixed Asset	FY 22-23	

Sr. No.	Description	Details		
c.	Monetary value of Transactions			
	Nature of Transaction	Estimated Transaction value with GPL (₹ in crore)	Estimated Transaction value with GPDL (₹ in crore)	Total Estimated Transaction (₹ in crore)
(i)	Loan / Advance / Investment / Guarantee	150.00	20.00	170.00
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	60.00	10.00	70.00
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	20.00	-	20.00
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	4.00	-	4.00
(v)	Sale of Fixed Asset	5.00	-	5.00
(vi)	Purchase of Fixed Asset	1.00	-	1.00
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	14.8%		
	Percentage of GPDL's annual standalone turnover considering FY 2021-22 as the immediately preceding financial year	18.4%		
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual		
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Yes • Working Capital Loan/Corporate Borrowing/NCD/CP's • Interest rate ranging from 4% to 8% p.a. • tenure not exceeding 3 years		
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	• Unsecured loan • Repayable on Demand/As per term of LLP Deed • Interest - 12% / 18% for respective class of loan		
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of ARL LLP in accordance with the terms and conditions specified in the LLP Deed/Loan Agreement.		
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.		
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed to meet its funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.		
5.	Whether any subsequent material modification made to approved transaction	Not applicable		
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice.		

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company and GPD L with ARL LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with ARL LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company, GPD L and ARL LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/ Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 3: Approval of material related party transactions with Roseberry Estate LLP

Roseberry Estate LLP ("RE LLP"), an associate entity and joint venture of Godrej Properties Limited in partnership with Shipra Group is engaged in the business of construction and development of residential and commercial properties in Sector 43, Noida (Project phase: Godrej Woods). The launched phases of the Project are currently under construction and are expected to be completed by October 2027.

In accordance with the LLP Deed/Development Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with RE LLP (whether individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) including arrangements/ transactions as detailed in table below. The Company is required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through RE LLP in accordance with LLP Deed/ Development Agreement. The transactions will also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

The management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions with RE LLP for an aggregate value of up to ₹ 260 crore to be entered during FY 2022-23 with the Company.

The Shareholders of the Company had on December 26, 2021 through Postal Ballot, approved Material Related Party Transactions with RE LLP for Financial Year 2021-22 aggregating to ₹ 217 crore. The projected value of Material Related Party Transactions with RE LLP during financial year 2022-23 is estimated to be ₹ 260 crore as per annual operating plan & construction milestones to be achieved during the Financial Year 2022-23. Hence, it is proposed to obtain the Members' approval for the Material Related Party Transaction of 260 crore with RE LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	RE LLP is an associate entity of GPL and hence it's a related party. GPL holds 49% Share of Profits and 50 % voting rights in RE LLP as on date of the Notice. The balance Share of Profits and voting rights is held by Shipra Group. The nature of the transaction is financial/ operational.

Sr. No.	Description	Details	
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement		
	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement
(i)	Loan / Advance / Investment / Guarantee	FY 22-23	In accordance with the terms and conditions specified in the LLP Deed dated September 18, 2018 ("LLP Deed"). Total loan exposure as on March 31, 2022 is ₹ 247 crore.
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23	Interest charged at 20%/12% per annum on different class of loans as per LLP Deed, which is above bank rate and prevailing yield of government security closest to the tenor of the loan. Guarantee Commission / Charges is at actuals, if any.
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	FY 22-23	Overhead charges/ allocated a ₹ 150 per square feet of Saleable Area in the Project repayable in 48 number of equal monthly instalments and 5.3% of the Gross Sales Revenue upto ₹105 crore and 1.8% of the Gross Sales Revenue thereafter till closure of the project as per terms of LLP deed/basis corporate overhead allocation.
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	FY 22-23	Expenses are pure reimbursement at actuals
(v)	Purchase of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.
(vi)	Sale of Fixed Asset	FY 22-23	
c.	Monetary value of Transactions		
	Nature of Transaction	Estimated Transaction value with GPL (₹ in crore)	
(i)	Loan / Advance / Investment / Guarantee	125.00	
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	80.00	
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	50.00	
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	3.00	
(v)	Sale of Fixed Asset	1.00	
(vi)	Purchase of Fixed Asset	1.00	
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	14.2%	
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual	
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Yes • Working Capital Loan/Corporate Borrowing/NCD/CP's • Interest rate ranging from 4% to 8% p.a. • tenure not exceeding 3 years	

Sr. No.	Description	Details
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> Repayable on Demand/As per term of LLP Deed Interest- 20% Unsecured loan
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of RE LLP in accordance with the terms and conditions specified in the LLP Deed/Loan Agreement.
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed to meet funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.
5.	Whether any subsequent material modification made to approved transaction	Not applicable
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company RE with RE LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with RE LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company and RE LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/ Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 4: Approval of material related party transactions with Manjari Housing Projects LLP

Manjari Housing Projects LLP ("MHP LLP"), an associate entity and joint venture of Godrej Properties Limited in partnership with Solitaire Group is engaged in the business of construction and development of residential and commercial properties in Manjari, Pune, Maharashtra (Project Phases: Godrej Boulevard/ Godrej Parkridge/ Godrej SkyGreen 1/ SkyGreen 2). The launched phases of the Project are currently under construction and are expected to be completed by March 2026.

in accordance with the LLP Deed/Development Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with MHP LLP (whether individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) including arrangements/ transactions as detailed in table below. the Company is required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through MHP LLP in accordance with LLP Deed/ Development Agreement. The transactions will also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

Amongst the transactions, there are transactions to be entered into by Godrej Projects Development Limited (“GPDL”), a wholly owned subsidiary of the Company. The transaction to be entered into by GPDL with MHP LLP on a standalone basis does not exceed the materiality threshold limits under Regulation 23 of Listing Regulations. However, aggregate value of the transactions by GPL and GPDL with MHP LLP may exceed the threshold limit. Post amendment in the Listing Regulations, such transactions of GPDL with related party of GPL will be considered as related party transactions and shall require prior approval of the shareholders.

The Shareholders of the Company had on December 26, 2021 through Postal Ballot, approved Material Related Party Transactions MHP LLP for Financial Year 2021-22 aggregating to ₹ 152 crore. The projected value of Material Related Party Transactions by GPL and GPDL with MHP LLP during financial year 2022-23 is estimated to be ₹ 231 crore as per annual operating plan & construction milestones to be achieved during the Financial Year 2022-23. Hence, it is proposed to obtain the Members’ approval for the Material Related Party Transaction of ₹ 231 crore with MHP LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	MHP LLP is an associate entity of GPL and hence it’s a related party. GPL and GPDL together hold 40% Share of Profits and 40% voting rights in MHP LLP as on date of the Notice. The balance Share of Profits and voting rights is held by Solitaire Group. The nature of the transaction is financial/ operational.	
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement		
	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement
(i)	Loan / Advance / Investment / Guarantee	FY 22-23	In accordance with the terms and conditions specified in the LLP Deed dated October 01, 2021 (“LLP Deed”). Total loan exposure as on March 31, 2022 is ₹ 50 crore.
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23	Interest charged at 12% on Fluctuating Capital and at 15% per annum on Working capital as per LLP Deed. Guarantee Commission / Charges is at actuals, if any.
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	FY 22-23	Development Management Fees @ 6.25% of Revenue charged for existing phases and 4.58% of Revenue charged for future phases launched after January 2022 as per DM agreement. Overhead charge basis corporate overhead allocation. Manpower cost is apportioned on the basis of employees working/deputed for the project/ MHP LLP.
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	FY 22-23	Expenses are pure reimbursement at actuals.
(v)	Purchase of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm’s length criteria.

Sr. No.	Description	Details		
c.	Monetary value of Transactions			
	Nature of Transaction	Estimated Transaction value with GPL (₹ in crore)	Estimated Transaction value with GPDL (₹ in crore)	Total Estimated Transaction (₹ in crore)
(i)	Loan / Advance / Investment / Guarantee	125.00	10.00	135.00
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	50.00	3.00	53.00
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	40.00	-	40.00
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	2.00	-	2.00
(v)	Purchase of Fixed Asset	1.00	-	1.00
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	12.7%		
	Percentage of GPDL's annual standalone turnover considering FY 2021-22 as the immediately preceding financial year	8.0%		
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual		
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Yes • Working Capital Loan/Corporate Borrowing/NCD/CP's • Interest rate ranging from 4% to 8% p.a. • tenure not exceeding 3 years		
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	• Fluctuating Capital: Unsecured, Repayable proportionate capital on completion of Phase carrying interest @ 12%, • Working Capital/Service fee : Unsecured, Repayable on demand subject to availability of cash flow carrying interest rate @ 15 % p.a.		
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of MHP LLP in accordance with the terms and conditions specified in the LLP Deed.		
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.		
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed to meet funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.		
5.	Whether any subsequent material modification made to approved transaction	Not applicable		
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice		

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company and GPDL with MHP LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with MHP LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company, GPDL and MHP LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/ Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 5: Approval of material related party transactions with Maan-Hinje Township Developers LLP:

Maan-Hinje Township Developers LLP ("MHTD LLP"), an associate entity and joint venture of Godrej Properties Limited in partnership with Solitaire Group is engaged in the business of construction and development of residential and commercial properties in Hinjewadi, Pune, Maharashtra.

In accordance with the Development Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with MHTD LLP (whether individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) including arrangements/ transactions as detailed in the table below. The Company is required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through MHTD LLP in accordance with LLP Deed/ Development Agreement. The transactions will also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

The management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions with MHTD LLP for an aggregate value of up to ₹ 454 crore to be entered during FY 2022-23 with the Company.

Amongst the transactions, there are transactions to be entered into by Godrej Projects Development Limited ("GPDL"), a wholly owned subsidiary of the Company. The transaction to be entered into by GPDL with MHTD LLP on a standalone basis does not exceed the materiality threshold limits under Regulation 23 of Listing Regulations. However, aggregate value of the transactions by GPL and GPDL with MHTD LLP may exceed the threshold limit. Post amendment in the Listing Regulations, such transaction of GPDL with related party of GPL will be considered as related party transactions and shall require prior approval of the shareholders.

The Shareholders of the Company had on December 26, 2021 through Postal Ballot, approved Material Related Party Transactions with MHTD LLP for Financial Year 2021-22 aggregating to ₹ 387 crore. The projected value of Material Related Party Transactions by GPL and GPDL with MHTD LLP during financial year 2022-23 is estimated to be ₹ 454 crore as per annual operating plan & construction milestones to be achieved during the Financial Year 2022-23. Hence, it is proposed to obtain the Members' approval for the Material Related Party Transaction of ₹ 454 crore with MHTD LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details		
1.	Details of Summary of information provided by the management to the Audit Committee			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	MHTD LLP is an associate entity of GPL and hence it's a related party. GPL and GPDL together hold 40% Share of Profits and 50 % voting rights in MHTD LLP as on date of the Notice. The balance Share of Profits and voting rights is held by Solitaire Group. The nature of the transaction is financial/ operational.		
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement			
	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement	
(i)	Loan / Advance / Investment / Guarantee	FY 22-23	In accordance with the terms and conditions specified in the LLP Deed dated October 01, 2021 ("LLP Deed"). Total loan exposure as on March 31, 2022 is ₹ 106 crore	
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23	Interest charged at 12% on Fluctuating Capital and @ 15% per annum on Working capital as per LLP Deed. Guarantee Commission / Charges is at actuals, if any.	
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	FY 22-23	Development Management Fees @ 6.25% of Revenue charged as per DM agreement. Overhead charge basis corporate overhead allocation. Manpower cost is apportioned on the basis of employees working/ deputed for the project/ MHTD LLP.	
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	FY 22-23	Expenses are pure reimbursement at actuals.	
(v)	Purchase of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.	
c.	Monetary value of Transactions			
	Nature of Transaction	Estimated Transaction value with GPL (₹ in crore)	Estimated Transaction value with GPDL (₹ in crore)	Total Estimated Transaction (₹ in crore)
(i)	Loan / Advance / Investment / Guarantee	359.00	10.00	369.00
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	59.75	3.00	62.75
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	19.25	-	19.25
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	2.00	-	2.00
(v)	Purchase of Fixed Asset	1.00	-	1.00
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	24.9%		
	Percentage of GPDL's annual standalone turnover considering FY 2021-22 as the immediately preceding financial year	8.0%		

Sr. No.	Description	Details
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure 	Yes <ul style="list-style-type: none"> • Working Capital Loan/Corporate Borrowing/NCD/CP's • Interest rate ranging from 4% to 8% p.a. • tenure not exceeding 3 years
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> • Fluctuating Capital: Unsecured, Repayable proportionate capital on completion of Phase carrying interest @ 12%, • Working Capital/Service fee : Unsecured, Repayable on demand subject to availability of cash flow carrying interest rate @ 15 % p.a.
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of MHTD LLP in accordance with the terms and conditions specified in the LLP Deed.
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed to meet funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.
5.	Whether any subsequent material modification made to approved transaction	Not applicable
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company and GPDL with MHTD LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with MHTD LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company, GPDL and MHTD LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/ Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 6: Approval of material related party transactions with Mahalunge Township Developers LLP:

Mahalunge Township Developers LLP (“MTD LLP”), an associate entity and joint venture of Godrej Properties Limited in partnership with Solitaire Group is engaged in the business of construction and development of residential and commercial properties in Mahalunge, Pune, Maharashtra (Project Phases: Godrej Hillside 1/ Godrej Hillside 2/ Godrej Green Cove/ Godrej Green Vistas/ Godrej Hill Retreat/ Godrej Meadows/ Godrej Meadows Phase 2). The launched phases of the Project are currently under construction and are expected to be completed by December 2025.

In accordance with the Development Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with MTD LLP (whether individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) including arrangements/ transactions as detailed in table below. the Company was required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through MTD LLP in accordance with LLP Deed/ Development Agreement. The transactions will also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

The management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions with MTD LLP for an aggregate value of up to ₹ 307 to be entered during FY 2022-23 with the Company.

Amongst the transactions, there are transactions to be entered into by Godrej Projects Development Limited (“GPDL”), a wholly owned subsidiary of the Company. The transaction to be entered into by GPDL with MTD LLP on a standalone basis does not exceed the materiality threshold limits under Regulation 23 of Listing Regulations. However, aggregate value of the transaction by GPL and GPDL with MTD LLP may exceed the threshold limit. Post amendment in the Listing Regulations, such transactions of GPDL with related party of GPL will be considered as related party transactions and shall require prior approval of the shareholders.

The Shareholders of the Company had on December 26, 2021 through Postal Ballot, approved Material Related Party Transactions with MTD LLP for Financial Year 2021-22 aggregating to ₹ 236 crore. The projected value of Material Related Party Transactions by GPL and GPDL with MTD LLP during financial year 2022-23 is estimated to be ₹ 307 crore as per annual operating plan & construction milestones to be achieved during the Financial Year 2022-23. Hence, it is proposed to obtain the Members’ approval for the Material Related Party Transaction of ₹ 307 crore with MHTD LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	MTD LLP is an associate entity of GPL and hence it’s a related party. GPL and GPDL together hold 40% Share of Profits and 50% voting rights in MTD LLP as on date of the Notice. The balance Share of Profits and voting rights is held by Solitaire Group. The nature of the transaction is financial/ operational.
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement	
	Nature of Transaction	Tenure of Proposed Transaction
(i)	Loan / Advance / Investment / Guarantee	FY 22-23
		Material terms and particulars of the contract or arrangement
(i)		In accordance with the terms and conditions specified in the LLP Deed dated October 01, 2021 (“LLP Deed”). Total loan exposure as on March 31, 2022 is ₹ 67 crore
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23
		Interest charged at 12% on Fluctuating Capital and @ 15% per annum on Working capital as per LLP Deed. Guarantee Commission / Charges is at actuals, if any.

Sr. No.	Description	Details		
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	FY 22-23	Development Management Fees @ 6.25% of Revenue charged for existing phases and 4.58% of Revenue charged for future phases launched after January 2022 as per DM agreement. Overhead charge basis corporate overhead allocation. Manpower cost is apportioned on the basis of employees working/deputed for the project/ MTD LLP.	
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	FY 22-23	Expenses are pure reimbursement at actuals.	
(v)	Purchase of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.	
c.	Monetary value of Transactions			
	Nature of Transaction	Estimated Transaction value with GPL (₹ in crore)	Estimated Transaction value with GPDL (₹ in crore)	Total Estimated Transaction (₹ in crore)
(i)	Loan / Advance / Investment / Guarantee	147.00	10.00	157.00
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	50.00	4.00	54.00
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	90.00	-	90.00
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	4.00	-	4.00
(v)	Purchase of Fixed Asset	2.00	-	2.00
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	16.8%		
	Percentage of GPDL's annual standalone turnover considering FY 2021-22 as the immediately preceding financial year	8.6%		
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual		
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Yes • Working Capital Loan/Corporate Borrowing/NCD/CP's • Interest rate ranging from 4% to 8% p.a. • tenure not exceeding 3 years		
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	• Fluctuating Capital: Unsecured, Repayable proportionate capital on completion of Phase carrying interest @ 12%, • Working Capital/Service fee : Unsecured, Repayable on demand subject to availability of cash flow carrying interest rate @ 15 % p.a.		
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of MTD LLP in accordance with the terms and conditions specified in the LLP Deed.		

Sr. No.	Description	Details
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed entered into with MTD LLP to meet its funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.
5.	Whether any subsequent material modification made to approved transaction	Not applicable.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice.

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company and GPDL with MTD LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with MTD LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company, GPDL and MTD LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/ Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 7: Approval of material related party transactions with Caroa Properties LLP:

Caroa Properties LLP ("CP LLP"), subsidiary entity of Godrej Properties Limited is engaged in the business of construction and development of residential and commercial properties in Panvel, Navi Mumbai (Project Phase: Godrej City). The launched phases of the Project are currently under construction and are expected to be completed by December 2026.

In accordance with the Development Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with CP LLP (whether individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) including arrangements/ transactions as detailed in table below. the Company was required to enter into these transactions as a part of its day-to-day operations, in order to ensure timely execution of the projects being undertaken through CP LLP in accordance with LLP Deed/ Development Agreement. The transactions will also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

The management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions with CP LLP for an aggregate value of up to ₹ 238 crore to be entered during FY 2022-23 with the Company.

Amongst the transactions, there are transactions to be entered into by Godrej Projects Development Limited ("GPDL"), a wholly owned

subsidiary of the Company. The transaction to be entered into by GPDL with CP LLP on a standalone basis does not exceed the materiality threshold limits under Regulation 23 of Listing Regulations. However, aggregate value of the transactions by GPL and GPDL with CP LLP may exceed the threshold limit. Post amendment in the Listing Regulations, such transactions of GPDL with related party of GPL will be considered as related party transactions and shall require prior approval of the shareholders.

The Shareholders of the Company had on December 26, 2021 through Postal Ballot, approved Material Related Party Transactions with CP LLP for Financial Year 2021-22 aggregating to ₹ 108.5 crore. The projected value of Material Related Party Transactions by GPL and GPDL with CP LLP during financial year 2022-23 is estimated to be ₹ 238 crore as per annual operating plan & construction milestones to be achieved during the Financial Year 2022-23. Hence, it is proposed to obtain the Members' approval for the Material Related Party Transaction of ₹ 238 crore with CP LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details		
1.	Details of Summary of information provided by the management to the Audit Committee			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	CP LLP is a subsidiary entity of GPL and hence it's a related party. GPL holds 35% Share of Profits and 66.67 % voting rights in CP LLP as on date of this Notice. The balance Share of Profits and voting rights is held by other JV partners. The nature of the transaction is financial/ operational.		
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement			
	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement	
(i)	Loan / Advance / Investment / Guarantee	FY 22-23	In accordance with the terms and conditions specified in the LLP deed dated April 17, 2014. Total loan exposure as on March 31, 2022 is ₹ 177 crore.	
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23	Interest charged at 12 % per annum on different class of loans as per LLP Deed, which is above bank rate and prevailing yield of government security closest to the tenor of the loan. Guarantee Commission / Charges is at actuals, if any.	
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	FY 22-23	Overhead Charges as per LLP Deed/ basis corporate overhead allocation. Manpower cost is apportioned on the basis of employees working/deputed for the project/CP LLP.	
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	FY 22-23	Expenses are pure reimbursement at actuals.	
(v)	Sale of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.	
(vi)	Purchase of Fixed Asset	FY 22-23		
c.	Monetary value of Transactions			
	Nature of Transaction	Estimated Transaction value with GPL (₹ in crore)	Estimated Transaction value with GPDL (₹ in crore)	Total Estimated Transaction (₹ in crore)
(i)	Loan / Advance / Investment / Guarantee	168.00	-	168.00
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	48.00	-	48.00
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	15.00	3.00	18.00
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	2.00	-	2.00
(v)	Sale of Fixed Asset	1.00	-	1.00
(vi)	Purchase of Fixed Asset	1.00	-	1.00

Sr. No.	Description	Details
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	13.0%
	Percentage of GPDL's annual standalone turnover considering FY 2021-22 as the immediately preceding financial year	1.8%
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Yes • Working Capital Loan/Corporate Borrowing/NCD/CP's • Interest rate ranging from 4% to 8% p.a. • tenure not exceeding 3 years
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	• Repayable on Demand/As per term of LLP Deed • Interest- 12% for Unsecured loan • Covenant- Nil
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of CP LLP in accordance with the terms and conditions specified in the LLP Deed/Loan Agreement
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed to meet funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.
5.	Whether any subsequent material modification made to approved transaction	Not applicable
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company and GPDL with CP LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with EH LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company, GPDL and CP LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/ Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 8 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 8: Approval of material related party transactions with Suncity Infrastructures (Mumbai) LLP:

Godrej Properties Limited (“GPL”), has through Godrej Projects Development Limited (“GPD L”), a wholly owned subsidiary of GPL, entered into partnership with an individual partner, for construction and development of residential properties in Vashi, Navi Mumbai (Project: Godrej Bayview). The launched phases of the Project are currently under construction and are expected to be completed by December 2027.

In accordance with the LLP Deed/ Development Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions by the Company and GPD L with SIM LLP (whether individual transaction or transactions taken together with the previous transactions during the financial year 2022-23 or series of transactions or otherwise) including arrangements/ transactions as detailed in table below. GPD L and the Company are required to enter into these transactions as a part of day-to-day operations, in order to ensure timely execution of the projects being undertaken through SIM LLP in accordance with LLP Deed/ Development Agreement(s) undertaken by GPD L. The transactions will also help the entities in generation of revenue and business enhancement while catering to their business requirements.

The management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into Related Party Transactions by GPD L and GPL with SIM LLP for an aggregate value of up to Rs. 278 crore be entered during FY 2022-23.

The transaction to be entered into by GPL with SIM LLP does not exceed the materiality threshold limits under Regulation 23 of Listing Regulations. However, aggregate value of the transactions by GPL and GPD L with SIM LLP may exceed the threshold limit. Post amendment in the Listing Regulations, transactions of GPD L with related party of GPL will be considered as related party transactions and shall require prior approval of the shareholders.

The projected value of Material Related Party Transactions by GPD L and GPL with SIM LLP during financial year 2022-23 is estimated to be Rs. 278 crore as per annual operating plan and construction milestones to be achieved during the Financial Year 2022-23. Hence, it is proposed to obtain the Members’ approval for the Material Related Party Transactions of Rs. 278 crore with SIM LLP for the financial year 2022-23.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details	
1.	Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	SIM LLP is an associate entity of GPL and hence it’s a related party. GPD L hold 60% Share of Profits and 50% voting rights in SIM LLP as on date of the Notice. The balance share of profit and voting rights is held by an individual partner. The nature of the transaction is financial/ operational.	
b.	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement		
	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement
(i)	Loan / Advance / Investment / Guarantee	FY 22-23	In accordance with the terms and conditions specified in the Supplementary Agreement to admission deed dated October 10, 2018 (“LLP Deed”). Total loan exposure as on March 31, 2022 is Rs. 73 crore.
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	FY 22-23	Interest charged at 12 % to 18% per annum on different class of loans as per LLP Deed, which is above bank rate and prevailing yield of government security closest to the tenor of the loan. Guarantee Commission / Charges is at actuals, if any.
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	FY 22-23	Overhead Charges/ Management Fees as per LLP Deed/ basis corporate overhead allocation. Manpower cost is apportioned on the basis of employees working/deputed for the project/SIM LLP.

Sr. No.	Description	Details		
(iv)	Manpower and Non Manpower Overhead charge to/ by GPL	FY 22-23	Expenses are pure reimbursement at actuals.	
(v)	Sale of Fixed Asset	FY 22-23	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. Construction Equipment, Computers and Laptops, Furniture and Fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.	
(vi)	Purchase of Fixed Asset	FY 22-23		
c.	Monetary value of Transactions			
	Nature of Transaction	Estimated Transaction value with GPL (Rs. in crore)	Estimated Transaction value with GPDL (Rs. in crore)	Total Estimated Transaction (Rs. in crore)
(i)	Loan / Advance / Investment / Guarantee	-	230.00	230.00
(ii)	Interest on Loan / Advance / Investment / Commission on Guarantee	-	28.00	28.00
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	5.00	10.00	15.00
(iv)	Manpower and Non Manpower Overhead charge to/ by GPL	1.00	2.00	3.00
(v)	Sale of Fixed Asset	-	1.00	1.00
(vi)	Purchase of Fixed Asset	-	1.00	1.00
d.	Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	15.2%		
	Percentage of GPDL's annual standalone turnover considering FY 2021-22 as the immediately preceding financial year	166.6%		
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
(i)	details of the source of funds in connection with the proposed transaction	Equity/Debt/Internal accrual		
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Yes <ul style="list-style-type: none"> Working Capital Loan/Corporate Borrowing/NCD/CP's, Interest rate ranging from 4% to 8% p.a. tenure not exceeding 3 years 		
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<ul style="list-style-type: none"> Term- Repayable on Demand Interest- 12% to 18% Unsecured loan 		
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For execution of Project and shortfall funding requirement of SPV in accordance with the terms and conditions specified in the underlying LLP Deed/Loan Agreement		

Sr. No.	Description	Details
3.	Valuation or other external party report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.
4.	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of LLP Deed to meet funding requirements for development of the Project and are undertaken in accordance with laid down norms, policies and procedures and therefore, in the interest of the Company.
5.	Whether any subsequent material modification made to approved transaction	Not applicable
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above related party transactions proposed to be entered into by the Company and GPD L with SIM LLP in the financial year 2022-23. The Audit Committee has also noted that the said transactions with SIM LLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered by the Company and GPD L with SIM LLP from April 1, 2022 till March 31, 2023 in terms of the LLP Deeds/

Development Agreements, as amended from time to time.

The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed amount being placed before the shareholders. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the Promoters/ members of promoter group of GPL neither hold any direct interest/stake in the above related parties nor intend to enter into any transactions with any of the above related parties.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 8 of this Notice for approval of the Members.

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 them or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 9: Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director:

In line with the Company's succession plan incorporating the phased retirement of existing directors combined with the induction of new independent directors, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had at its Meeting held on May 3, 2022 appointed Dr. Indu Bhushan (DIN: 09302960), as an Additional Director with effect from May 3, 2022 and as an Independent Director for a term of 5 consecutive years commencing from May 3, 2022 to May 2, 2027, subject to the approval of Members. During his tenure as an independent director, Dr. Bhushan shall not be liable to retire by rotation.

The Company has received declaration from Dr. Indu Bhushan to the effect that he meets the criteria of independence as required under the provisions of Section 149(6) Companies Act, 2013 ("the Act") and the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India or any other such authority has been passed against Dr. Indu Bhushan debaring him from accessing the capital markets and restraining from holding the position of Director in any listed Company.

Dr. Indu Bhushan has confirmed that he is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Dr. Indu Bhushan has also confirmed that he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company is of the opinion that Dr. Indu Bhushan, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time and is independent of the management.

The brief profile of Dr. Indu Bhushan in terms of Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto.

The Nomination and Remuneration Committee has identified amongst others, expertise in governance, finance & risk management, Economics, Strategy and Business, Diversity of Perspective, Market expertise as the skills required for this role. The Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Bhushan possess the requisite skills and capabilities as identified above.

The Board is of the view that his appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Dr. Bhushan's appointment and accordingly recommends passing of special resolution at item no. 9 of the notice for approval of the shareholders of the Company.

A copy of the draft letter of appointment for Independent Director is available for inspection through electronic mode, upon the request being sent along with their DP/Client ID or Folio No. from their registered e-mail address to the Company on secretarial@godrejproperties.com

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying the intention to propose Dr. Bhushan as a candidate for the office of Independent Director of the Company.

Nature of concern or interest of Directors:

None of the directors except Dr. Indu Bhushan and/or key managerial personnel and their relatives, are concerned or interested, financially or otherwise, in the above Resolution. The relatives of Dr. Indu Bhushan may be deemed to be interested in the resolutions to the extent of their shareholding in the Company, if any.

ANNEXURE TO THE NOTICE

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed.

Name of the Director	Dr. Indu Bhushan (DIN: 09302960)
Age	61
Nationality	Indian
Date of first Appointment	May 03, 2022
Brief Profile/ resume including qualification and experience	<p>Dr. Bhushan is an ex-Indian Administrative Service (IAS) officer (1983 batch, Rajasthan cadre). He holds a Ph.D. in Health Economics and a Master of Health Sciences from the Johns Hopkins University, USA. He is an alumnus of Indian Institute of Technology Banaras Hindu University (IIT BHU) and IIT Delhi, where he completed his B. Tech and Post Graduate Diploma, respectively. He is also a Chartered Financial Analyst (CFA).</p> <p>Dr. Bhushan has a career spanning almost 40 years across a multitude of sectors. He served for nine years in the IAS prior to leaving government service. Thereafter, he worked as Senior Economist with the World Bank Group prior to moving to the Asian Development Bank (ADB) in 1997.</p> <p>He served as Director General, East Asia Department of ADB. He has held multiple positions within ADB including Director General, Strategy and Policy Department and has led ADB's engagement with several Asian economies including the People's Republic of China. He provided oversight to sectors like energy, environment, natural resources and agriculture, transport, public management, financial and regional cooperation and urban and social development.</p>

Name of the Director	Dr. Indu Bhushan (DIN: 09302960)
	<p>In 2018, Dr. Indu Bhushan was appointed the Chief Executive Officer (CEO) of Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB - PMJAY), a flagship health assurance scheme of the Government of India covering more than 500 million citizens. As the founding CEO, he led the design, development and the rollout of the scheme and oversaw its implementation in the country. He also initiated the implementation of the ambitious National Digital Health Mission (later renamed Ayushman Bharat Digital Mission).</p> <p>Dr. Bhushan has two daughters, Devika and Ambika—both are medical doctors. He lives in an empty nest in New Delhi with his wife Anjana who works with the World Health Organisation. Dr. Bhushan loves to play golf and bridge in his spare time. He is an avid traveller, having visited more than 80 countries.</p>
Expertise in specific functional Area	Governance, Finance and Risk Management, Economics, Strategy and Business Management, Market insight, Social Perspective.
Shares held in the Company (including beneficial ownership)	Nil
No. of Board meetings attended during the year	Not applicable
Terms & Conditions of appointment, including remuneration	Appointed as an Independent Director for a term of five consecutive years commencing from May 3, 2022 to May 2, 2027, subject to the approval of Members. As an Independent Director, he is entitled to a sitting fee of ₹ 100,000 for each meeting of the Board, Audit Committee and Nomination and Remuneration Committee attended by him. He is also entitled for reimbursement of expenses, if any, incurred by him for attending the Board/ Committee meetings and profit related commission as approved by the Board, based on the recommendation of the Nomination & Remuneration Committee, subject to the limits prescribed under the applicable provisions of the Act and the Listing Regulations. The remuneration payable to Dr. Indu Bhushan shall be governed by the Nomination & Remuneration Policy of the Company.
Remuneration last drawn	Nil
Directorships held in other Companies	Vidhi Centre For Legal Policy
Details of Listed entities from which he resigned during the last three years	None
Chairman/Membership in other committees of the Board	Nil
Inter-se relationship with other directors/ Key Managerial Personnel	None

By Order of the Board of Directors
For Godrej Properties Limited

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

Place : Mumbai

Date : May 03, 2022

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the above resolutions 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 May 27, 2022 (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 May 27, 2022 (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 June 3, 2022.

3. Members who have not registered their e-mail addresses either with 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(II)(2).
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on May 27, 2022 i.e the 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 May 27, 2022 will be entitled to cast their votes by Postal Ballot or remote e-voting. A person who is not a member as on May 27, 2022 i.e the cut-off date, 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 Ordinary Resolution shall be declared as passed if the number of votes cast in favour of the Ordinary is more than half the number of votes cast against the Ordinary Resolution. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
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 27, 2022 i.e the cut-off date 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 <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 KFIN Technologies Private Limited ("KFinTech") Unit: Godrej Properties Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032. The Postal Ballot(s) received after 5:00 p.m. on July 4, 2022 will not be considered by the Scrutinizer and will be strictly treated as if no reply has been received from the member. The remote e-voting module shall also be disabled by KFinTech for voting after the abovementioned time.
7. In light of the COVID-19 crisis and 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(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 or before **July 6, 2022** 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 resolutions 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 made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. **Members have option to vote either through remote 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 remote e-voting. The facility to exercise vote through remote e-voting will be available during the following period:

Commencement of e-voting: **From 09.00 a.m. on June 5, 2022**

Conclusion of e-voting: **At 5:00 p.m. on July 4, 2022**

The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.

10. 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.

11. The Notice is being uploaded on the website of the Company www.godrejproperties.com and on the website of stock exchanges BSE Limited and the National Stock Exchange of India Limited and Kfintech at <https://evoting.kfintech.com>
12. All material documents referred to in the Explanatory Statement shall be made available on request for electronic inspection from 10:00 a.m. to 5:00 p.m. (IST) on all working days till the last date of voting. Members seeking to inspect such documents can send an e-mail to secretarial@godrejproperties.com
13. The process and manner for remote e-Voting is explained below:
 - I. **Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, 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 / DPs 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 e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in 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.

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.nsdl.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 e-Voting services. 4. Click on “Access to e-Voting” under e-Voting services, after which the e-Voting page will be displayed. 5. Click on company name i.e Godrej Properties Limited or e-Voting service provider i.e Kfintech. 6. Members will be re-directed to Kfintech 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.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.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 e-Voting website of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 1. Visit e-Voting website of NSDL https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of 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 e-Voting page. 5. Click on company name i.e “Godrej Properties Limited” or e-Voting service provider name i.e Kfintech after which Member will be redirected to e-Voting website of Kfintech for casting their vote during the remote e-Voting period.

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. Kfintech. Click on Kfintech to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. kfintech where the e-Voting is in progress.
Individual Shareholders (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 e-Voting facility. After login, Members will be able to see e-Voting option. Upon clicking on e-Voting option, Members will be redirected to NSDL/CDSL website, after successful authentication, wherein they will be able to see e-Voting feature. Click on options available against 'Godrej Properties Limited' or e-Voting service provider i.e. Kfintech. Members will be redirected to 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

II. Access to KFinTech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

- Members whose email IDs are registered with the Company/ 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://emeetings.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) i.e. 6618, 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 e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - 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 that you 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. 6618, '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. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "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) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- k) 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 resolutions.
- l) 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., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to secretarial@godrejproperties.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Godrej Properties Postal Ballot Even No. 6618" **It should reach by email not later than July 4, 2022 (5:00 p.m. IST).**

- 2 **Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently have not received the Postal Ballot Notice and e-voting instructions, will have to follow the following process.**

Procedure for Electronic folios:

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name
2. Shareholder to enter DPID-CLID / Folio No. and PAN No.
3. Shareholder to enter the e-mail id and mobile no.
4. System will check the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services i.e. Postal Ballot notice.
7. System will send the notice & procedure for e-voting to the e-mail id given by the shareholder.

Procedure for Physical folios:

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name
2. Shareholder to enter physical Folio No and PAN No.
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. System will check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. Only).

7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id
9. System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.

Post successful registration of the e-mail, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, the shareholder may write to einward.ris@kfintech.com.

It is however clarified that for permanent registration of e-mail address, the shareholders are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, India by following due procedure.

Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, to enable servicing of notices/documents / Annual Reports electronically to their e-mail address.

14. 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 B. V. Kishore, Deputy Manager – Corporate Registry, KFin Technologies Limited the above address or at email: einward.ris@kfintech.com; 1800-3094-001 (toll free) or may write to the Company Secretary at secretarial@godrejproperties.com

15. **Other information:**

- (a) E-voting shall not be allowed beyond 5.00 p.m. on July 4, 2022. 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.
- (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.
- (c) The result of the voting on Resolution by postal ballot and remote e-voting will be declared by the Executive Chairman of the Company or the authorized person on or before July 6, 2022. 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.kfintech.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 following resolution to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated May 3, 2022 by conveying my /our assent or dissent to the said Ordinary/Special 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.	To approve the material related parties transactions with Embellish Houses LLP			
2.	To approve the material related parties transactions with AR Landcraft LLP			
3.	To approve the material related parties transactions with Roseberry Estate LLP			
4.	To approve the material related parties transactions with Manjari Housing Projects LLP			
5.	To approve the material related parties transactions with Maan-Hinje Township Developers LLP			
6.	To approve the material related parties transactions with Mahalunge Township Developers LLP			
7.	To approve the material related parties transactions with Caroa Properties LLP			
8.	To approve the material related parties transactions with Suncity Infrastructures (Mumbai) LLP			
9.	Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director.			

Place:

Date:

Signature of the Shareholder/ Authorised signatory

ELECTRONIC VOTING PARTICULARS

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

Note: (i) Please carefully read the instructions on remote 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 27, 2022.

(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 June 5, 2022	At 5:00 p.m. on July 4, 2022

