

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

February 21, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

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

Ref: **Godrej Properties Limited**

BSE - Script Code: 533150, Scrip ID - GODREJPROP

BSE - Security Code 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 by way of Ordinary Resolution for following transactions:

1. To approve material related party transaction with Maan-Hinje Township Developers LLP. ;
2. To approve material related party transaction with Godrej Vestamark LLP.

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 February 17, 2023 (“Cut-off date”) to their registered email addresses 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, General Circular No. 3/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 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 postal ballot notice is being sent in electronic form only. The physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelopes will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars.

The Company has engaged the services of KFin Technologies Limited (“KFintech”) for the purpose of providing e-voting facility to all its members. The remote voting will commence from February 22, 2023 (09:00 a.m.) and shall end on March 23, 2023 (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 March 25, 2023.

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 February 02, 2023 pursuant to which, the members 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 members. 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(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and in accordance with General Circular 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, General Circular No. 3/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022 (the "MCA Circulars") issued by the Ministry of Corporate Affairs, that Godrej Properties Limited (the "Company" or "GPL") is seeking the consent of its members by way of ordinary 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 is sending Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the members will take place through the remote e-voting system provided by KFin Technologies Limited ("KFinTech"). Therefore, the physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will 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 Kumar Jain, Company Secretary in Practice, Membership No. 6058 and CP No. 6124 has been appointed by the Company as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson 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 March 25, 2023.

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. To approve 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 and other applicable regulations 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 contract(s)/ arrangement(s)/ transaction(s) as detailed in the explanatory statement with Maan-Hinje Township Developers LLP (“MHTD LLP”), an associate entity of Godrej Properties Limited (the “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 upto ₹ 450 crore to be entered during the period commencing from the date of passing of this resolution till the expiry of twelve months thereafter and the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at 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 and condition(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 and execute 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).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

2. To approve material related party transactions with Godrej Vestamark LLP:

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

“RESOLVED THAT pursuant to Regulation 23 and other applicable regulations 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 contract(s)/ arrangement(s)/ transaction(s) as detailed in the explanatory statement with Godrej Vestamark LLP (“GV LLP”), an associate entity of Godrej Properties Limited (the “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 GV LLP, for an aggregate value of up to ₹ 679 crore to be entered during the period commencing from the date of passing of this resolution till the expiry of twelve months thereafter and the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at 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 and condition(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 and execute 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).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

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 : February 02, 2023

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

Item Nos. 1 & 2:

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material related party transactions 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 members by means of an ordinary resolution. The approval of the members 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.

The consolidated turnover of the Company as per the audited financial statements for financial year 2021-22 stood at ₹ 1824.88 crore. Accordingly, GPL and/ or its subsidiary can enter into transactions of a value upto ₹ 182.49 crore (10% of financial year 2021-22 consolidated turnover of ₹ 1,824.88 crore of GPL) 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 members.

The related party transactions to be entered by GPL in aggregate as set out in this 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 its related parties will be entered in the ordinary course of business and at arms’ length basis, the provisions of Section 188 (1) of the Companies Act and the Rules made thereunder are not applicable for transactions between these entities.

Further, in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, the members’ approval on material related party transactions accorded in general meetings other than Annual General Meeting shall be valid for a period not exceeding one year. Accordingly, in terms of the said circular and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on February 02, 2023 and considering the best interest of the Company, members’ approval is sought on the said material related party transactions for a period of twelve months from the date of passing of these resolutions. The information as required pursuant to 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 Maan-Hinje Township Developers LLP

Details and benefits of the transaction:

Maan-Hinje Township Developers LLP (“MHTD LLP”) is presently an associate entity and joint venture of Godrej Properties Limited (“GPL”) in partnership with Solitaire Group in terms of the Second Supplemental LLP Deed dated October 01, 2019 and is engaged in the business of construction and development of residential and commercial properties in Hinjewadi, Pune, Maharashtra.

Presently, GPL and Godrej Projects Development Limited (“GPD”), a wholly owned subsidiary of GPL, together hold 50% share of profits and 40% voting rights in MHTD LLP. The balance share of profits is held by Avencore Properties LLP (“AV LLP”) (48%), Ashdan Township Ventures Private Limited (“ATVPL”) (1%) and Built To Live Realty LLP (“BTL LLP”) (1%) which are Solitaire Group entities. The Solitaire Group entities also hold 60% voting rights in MHTD LLP. The capital contribution by Solitaire Group entities is brought in the form of land and is shown as fluctuating capital in the financial statements of MHTD LLP.

Solitaire Group intends to reconstitute the profit sharing of MHTD LLP, by withdrawing their capital contribution for their business purposes. As part of the transaction, BTL LLP shall retire from MHTD LLP. Further, AV LLP and ATVPL will together hold not more than 1% share of profits in MHTD LLP, to provide support to MHTD LLP in securing necessary project related approvals and GPL and GPD L will together hold 99% of profit sharing. However, ATVPL and AV LLP will not have any voting rights in MHTD LLP.

The Maan-Hinjewadi Township Project (“the Project”) of MHTD LLP has a strategic location in Hinjewadi – Pune’s largest IT Hub and fastest growing micro-market. The saleable potential for the Project is 10.20 million square feet, of which 1.06 million square feet is currently under development by MHTD LLP. The Project is expected to offer an estimated revenue potential of around ₹ 8,000 crore. The first phase of the township project is launched under the name Godrej Woodsville and is expected to be completed by November, 2026. In view of the high potential of the Project, it will be in the interest of GPL to proceed with this stake buy out which will allow GPL to solely develop and monetize the entire saleable potential of the Project, thereby supporting in improving the profits of GPL substantially.

To consummate the transaction, GPL will need to infuse funds in MHTD LLP by way of capital contribution/ working capital loan upto ₹ 415 crore. MHTD LLP will use this amount for making capital repayment along with accrued interest on capital net of distributable profit/ loss and towards other payables such as working capital loan and interest thereon to Solitaire Group entities to the tune of upto ₹ 415 crore as appearing in books of accounts of MHTD LLP.

MHTD LLP presently being an associate entity of GPL is a related party of GPL in terms of the Listing Regulations and since the transaction amount exceeds the threshold of ₹182.49 crore (10% of FY 2021-22 consolidated turnover of ₹ 1,824.88 crore of GPL) the said related party transaction shall require prior approval of members in terms of Regulation 23 of Listing Regulations.

The Company vide postal ballot dated July 04, 2022 had obtained members’ approval for entering into transactions with MHTD LLP for an amount upto ₹ 454 crore to be entered during FY 2022-23. The Company has till January 31, 2023 entered into transactions amounting ₹ 368.49 crore and will enter into transactions upto March 31, 2023 which will be within the limits approved by the members on July 04, 2022. The Company is seeking approval of the members on the resolution at Item no. 1 for making fresh loan or capital contribution in MHTD LLP to enable capital repayment and other payables to Solitaire Group entities and the limits sought under the earlier approval of members shall not be utilised for the proposed transaction with Solitaire Group entities.

Information pursuant to 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 GPD L together hold 50% share of profits and hold 40% voting rights in MHTD LLP as on date of this Notice. The balance 50% share of profits and 60% 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)	Give Loan/ Advance/ make Investment/ capital contribution	for a period of twelve months from the date of passing of the resolution by members of the Company
(ii)	Interest on Loan/ Advance	for a period of twelve months from the date of passing of the resolution by members of the Company.
		GPL proposes to infuse funds in MHTD LLP by way of capital contribution/ working capital loan to the tune of upto ₹ 415 crore.
		Interest to be charged between 8% to 12% p.a. as per LLP Deed which is above bank rate and prevailing yield of government security closest to the tenor of the loan.
c.	Monetary value of transactions	
	Nature of Transaction	Estimated transaction value
(i)	Give Loan/ Advance/ make Investment/ capital contribution	upto ₹ 415 crore
(ii)	Interest income on Loan/ Advance	upto ₹ 35 crore
d.	Total Percentage of GPL’s annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	24.66%

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 - nature of indebtedness; - cost of funds; and - tenure	Yes <ul style="list-style-type: none"> Working Capital Loan/ Corporate Borrowing/ NCDs/ CPs 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 between 8% to 12% p.a. Working Capital/Service fee: Unsecured, Repayable on demand subject to availability of cash flow carrying interest rate between 8% to 12% p.a.
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Forms part of the explanatory statement to Item no. 1
3	Valuation or other external report	The amount payable towards fluctuating capital along with accrued interest on capital net of the proportionate profit/loss is ₹ 415 crore as per the books of accounts of MHTD LLP. 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.
4	Justification as to why the related party transaction is in the interest of the listed entity	Forms part of the explanatory statement to Item no. 1
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 forming part of the Postal Ballot Notice.

Details of approval previously obtained through postal ballot dated July 04, 2022 and utilization of funds thereof till January 31, 2023 for information of members:

(₹ in crore)

Nature of Transaction	Approval sought for transaction with GPL	Amount utilised	Approval sought for transaction with GPDL	Amount utilized
Loan / Advance / Investment / Guarantee	359	320.01	10	-
Interest on Loan / Advance / Investment / Commission on Guarantee	59.75	43.82	3	0.64
Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation	19.25	3.68	-	-
Manpower and Non Manpower Overhead charge to / by GPL	2	0.34	-	-
Purchase of Fixed Asset	1	-	-	-

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 with MHTD LLP. 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 and MHTD LLP during a period of twelve months from the date of passing of the resolution by members of the Company.

The said 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 members. 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 members 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 Godrej Vestamark LLP**Details and benefits of the transaction:**

Godrej Vestamark LLP ("GV LLP") is presently an associate entity and joint venture of Godrej Properties Limited ("GPL") in partnership with group of individuals (Mr. Dinesh Kumar Gupta and Mr. Vikrant Puri), in terms of the Admission cum Reconstitution Deed dated May 03, 2019 ("the LLP Deed") and is engaged in the construction and development of the residential property known as Godrej South Estate ("the Project") located in Okhla, Delhi which is expected to be completed by May, 2026. Presently, GPL and Godrej Projects Development Limited ("GPDL"), a wholly owned subsidiary of GPL, together hold 58.2775% share of profits and 50% voting rights in GV LLP. The balance share of profits is held by Mr. Dinesh Kumar Gupta (19.2675%) and Mr. Vikrant Puri (22.455%) ("JV Partners"). The JV Partners also hold 50% voting rights in GV LLP.

In accordance with the LLP Deeds/ Development / Sale Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with GV LLP including arrangements/ transactions as detailed in table below. The Company is required to enter into these transactions as a part of its business operations, in order to ensure timely execution of the projects undertaken through GV LLP in accordance with LLP Deed/Development/Sale 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 GV LLP for an aggregate value of up to ₹ 679 crore to be entered during a period of twelve months from the date of passing of the resolution by members of the Company.

In terms of Regulation 23 of Listing Regulations, GV LLP presently being an associate entity of GPL is a related party of GPL in terms of the Companies Act and Listing Regulations. Since the transaction amount will exceed the threshold of ₹ 182.49 crore (10% of FY 2021-22 consolidated turnover of ₹ 1,824.88 crore of GPL), the said related party transactions shall require prior approval of members. The approval by the members of the transactions within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to 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)	GV LLP is an associate entity of GPL and hence it's a related party. GPL and GPD L together is entitled for 58.2775% share of profits and hold 50% voting rights in GV LLP as on date of this Notice. The balance 41.7225% share of profits and 50% voting rights is held by individual partners as explained above. 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)	Give Loan/ Advance/ make Investment/ provide Guarantee	for a period of twelve months from the date of passing of the resolution by members of the Company.
		In accordance with the terms and conditions specified in the LLP Deed dated May 03, 2019. Total loan exposure as on December 31, 2022 is ₹ 57.24 crore
(ii)	Interest on Loan/ Advance/ Investment/ Commission on Guarantee	for a period of twelve months from the date of passing of the resolution by members of the Company
		Interest charged between 8% to 12% per annum as per LLP Deed/ Loan agreement, which is above bank rate and prevailing yield of government security closest to the tenor of the loan. Guarantee Commission / Charges are at actuals, if any.
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	for a period of twelve months from the date of passing of the resolution by members of the Company
		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/ GV LLP.
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	for a period of twelve months from the date of passing of the resolution by members of the Company
		Expenses are pure reimbursements at actuals.
(v)	Purchase of Fixed Asset	for a period of twelve months from the date of passing of the resolution by members of the Company
		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 (₹ in crore)
(i)	Give Loan/ Advance/ make Investment/ provide Guarantee	570.00
(ii)	Interest on Loan/ Advance/ Investment/ Commission on Guarantee	100.00
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	5.00
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	2.00
(v)	Purchase of Fixed Asset	2.00

Sr. No.	Description	Details
d.	Total Percentage of GPL's annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	37%
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/ NCDs/ CPs • 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"> • Unsecured loan • Repayable on Demand/ as per terms of LLP Deed • Interest between 8% to 12% p.a. 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 related party transaction	For development of projects and shortfall funding requirement of GV LLP in accordance with the terms and conditions specified in the LLP Deed/Loan Agreement.
3	Valuation or other external 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 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 with GV LLP during a period of twelve months from the date of passing of the resolution by members of the Company. The Audit Committee has also noted that the said transactions with GV 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 GV LLP during a period of twelve months from the date of passing of the resolution by members of the Company in terms of the LLP Deed, 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 members. 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 members 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.

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 : February 02, 2023

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 February 17, 2023 (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 February 17, 2023 (cut-off date) (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/ Depository Participants) shall be entitled to vote in relation to the resolutions specified in this Notice. Dispatch of the Notice shall be deemed to be completed on February 21, 2023.
3. Members holding shares in electronic form can verify/update their email address and mobile number with their respective Depository Participants. Members can also temporarily update their email address and mobile number with KFin Technologies Limited ("**KFintech**"), by following the procedure given below:
 - i) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Select the company name: GODREJ PROPERTIES LIMITED
 - ii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number ("PAN").
 - iii) In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - iv) Enter the email address and mobile number.
 - v) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN / Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
 - vi) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
 - vii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - viii) System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy of the share certificate in case shares are held in physical form, to enable KFinTech to temporarily register their email address and mobile number so as to enable to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, members holding shares in electronic form, will have to once again register their email address and mobile number with their Depository Participants, to permanently update the said information.

In case of any queries, in this regard, members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFinTech at toll free number: 1800 309 4001.

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

4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on February 17, 2023 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 the cut-off date will be entitled to cast their votes by Postal Ballot or remote e-voting. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.
6. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of Listing Regulations and the MCA Circulars, the Company is pleased to offer remote e-Voting facility for its members to enable them to cast their votes electronically. **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 9:00 a.m. on February 22, 2023**

Conclusion of e-voting: **At 5:00 p.m. on March 23, 2023**

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.

7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are members as on 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 Limited, 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 March 23, 2023 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.
8. 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).
9. The Scrutinizer will submit his report to the Executive Chairperson 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 March 25, 2023 by uploading it along with the Scrutinizer's Report on the website of the Company at www.godrejproperties.com and will also be informed to the Stock Exchanges. The last date for the receipt of duly completed Postal Ballot Forms or e-Voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
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 / Depository Participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the 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 Value Added 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.

Type of Member	Login Method
	<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.nsd.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.
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. After successful login of Easi/Easiest the user will be also able to see the EVoting Menu. The Menu will have links of e-Voting service provider i.e. KFintech. Click on KFintech to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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"> 1. Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After login, members will be able to see e-Voting option. 3. 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. 4. Click on options available against ‘Godrej Properties Limited’ or e-Voting service provider i.e. KFintech. 5. 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.**

1 **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:**

- a) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- b) 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. 7182, 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.
- c) After entering these details appropriately, click on **“LOGIN”**.
- d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and 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. 7182, ‘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. 7182”** **It should reach by email not later than March 23, 2023 (05:00 p.m. IST).**

14. **Other Instructions:**

- A) Any member who has not received/forgotten the User ID and Password, may obtain/generate/retrieve the same from KFinTech in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD<space>e-voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 - i) Example, for NSDL:
MYEPWD<SPACE>IN12345612345678
 - ii) Example, for CDSL:
MYEPWD<SPACE>1402345612345678
 - iii) Example for Physical:
MYEPWD<SPACE>SOE098765
 - b) If email address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a new password.
 - c) Members who may require any technical assistance or support during the e-voting period are requested to contact KFinTech's toll-free numbers 1800-309-4001 or write to them at evoting@kfintech.com.

15. 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 at the address Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032 or at email: inward.ris@kfintech.com; or at toll free number 1800-3094-001 or may write to the Company Secretary at secretarial@godrejproperties.com

16. **Other information:**

- (a) E-voting shall not be allowed beyond 5.00 p.m. on March 23, 2023. 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 and forthwith submit his report to the Executive Chairperson or the Managing Director or the Company Secretary of the Company.
- (c) The results of the voting on resolutions by postal ballot and remote e-voting will be declared by the Executive Chairperson of the Company or the authorized person on or before March 25, 2023. 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. Maharashtra, India

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 resolutions to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated February 02, 2023 by conveying my/ our assent or dissent to the said ordinary resolutions 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 material related party transactions with Maan-Hinje Township Developers LLP			
2.	To approve material related party transactions with Godrej Vestamark LLP			

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 February 17, 2023.

(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
February 22, 2023	March 23, 2023