

May 09, 2019

**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 - GODREJPRP  
BSE- Security ID 782GPL20 – Debt Segment  
NSE - GODREJPROP

Dear Sir/Madam,

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

Pursuant to Regulation 30 of SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement and Postal Ballot Form dispatched to the members for seeking approval of the members on the following Resolutions:

1. To approve raising of funds in one or more tranches, by issuance of securities for an amount not exceeding Rs. 2,500 crore.
2. To re-appoint Mr. Keki B. Dadiseth as an Independent Director of the Company for a second term.
3. To re-appoint Mr. Pranay Vakil as an Independent Director of the Company for a second term.
4. To re-appoint Mrs. Lalita D. Gupte as an Independent Director of the Company for a second term.
5. To re-appoint Mr. Amitava Mukherjee as an Independent Director of the Company for a second term.

*SM*



The Postal Ballot Notice, along with other relevant documents, are sent to all the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on May 03, 2019 ("Cut-off date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") for the purpose of providing e-voting facility to all its members. The voting through Postal Ballot and through e-voting will commence from Friday, May 10, 2019 (09:00 a.m.) and shall end on Saturday, June 08, 2019 (05:00 p.m.). The results of the Postal Ballot will be announced on or before Monday, June 10, 2019.

This is for your information and record.

Thank you.

Yours truly,  
**For Godrej Properties Limited**



**Surender Varma**  
**Company Secretary & Chief Legal Officer**

*File*

*Encl: a/a*



**GODREJ PROPERTIES LIMITED**

CIN: L74120MH1985PLC035308

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

Tel.: 022 - 6169 8500 Fax: 022 - 6169 8888

Email: [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com) website: [www.godrejproperties.com](http://www.godrejproperties.com)**Notice pursuant to Section 110 and 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 and Section 108 of the Companies Act, 2013 (the “**Companies Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) as amended from time to time, that Godrej Properties Limited (the “**Company**”) is seeking consent of its members for the following purposes:

1. To approve raising of funds in one or more tranches, by issuance of securities by way of public issue or private placement or through any other permissible mode under applicable laws and/or combination thereof for an amount not exceeding Rs. 2,500 crore.
2. To re-appoint Mr. Keki B. Dadiseth as an Independent Director of the Company for a second term.
3. To re-appoint Mr. Pranay Vakil as an Independent Director of the Company for a second term.
4. To re-appoint Mrs. Lalita D. Gupte as an Independent Director of the Company for a second term.
5. To re-appoint Mr. Amitava Mukherjee as an Independent Director of the Company for a second term.

In terms of Sections 110 and 108 of the Companies Act, read with the Rules, the items of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of the members in respect of the above matters, through Postal Ballot/ electronic voting. The Resolutions and the relevant Explanatory Statement setting out the material facts and the reasons for the resolutions are appended herewith along with a ‘Postal Ballot Form’ for consideration of the members.

Members may also note that the Company is providing voting through Postal Ballot/electronic voting only for those members who are entitled to (1) fill in the Postal Ballot Form and send it to the Scrutinizer; and (2) vote through the e-voting facility offered by the Company in accordance with Companies Act and the Rules. Any other recipient of this Notice who has no voting rights should treat this Notice as an intimation only. For further reference, please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

Mr. Ashish Jain, Company Secretary in Practice, Membership No.6058 and CP No. 6124 has been appointed by the Board of Directors as Scrutinizer for conducting the Postal Ballot and electronic voting process in a fair and transparent manner.

If you are voting through physical form, you are requested to carefully read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 5:00 p.m. on June 08, 2019. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received.

The Scrutinizer will submit his report to the Executive Chairman/Managing Director after completion of the scrutiny. Results of the Postal Ballot will be announced on **June 10, 2019**.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the shareholders as per the provisions of the Companies Act and the Rules. The results of the Postal Ballot along with the Scrutinizer’s Report will be posted on the Company’s website viz. [www.godrejproperties.com](http://www.godrejproperties.com).

As required under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in compliance with Section 108 of the Companies Act and Rule 20 of the Rules, the Company is providing e-voting facility to the members of the Company and in this regard, it has engaged the services of Karvy Fintech Private Limited. For further reference, please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

## SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (**“Companies Act”**), and applicable rules made thereunder including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and any other provisions of applicable law, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, the Securities and Exchange Board of India (**“SEBI”**), the stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**), the Reserve Bank of India (**“RBI”**), the Government of India and any other concerned statutory authorities, and subject to such terms and conditions or modifications as may be prescribed or imposed while granting of such approvals, permissions, consents and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (**“Board”**), which term shall include any Committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution, approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot such number of fully paid-up equity shares, fully convertible debentures, partly convertible debentures, non-convertible debentures, preference shares convertible into equity shares, and/or any other financial instruments / securities convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any other security (all of which are hereinafter referred to as **“Securities”**), combination of any of the aforementioned Securities in one or more tranches for an aggregate consideration of up to Rs. 2,500 crore only (Rupees Two Thousand Five Hundred crore only) (inclusive of such premium as may be fixed on such Securities), whether Rupee denominated or denominated in one or more foreign currencies, through one or more public and/or private offerings, qualified institutions placement and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors, through issue of prospectus and/ or placement document and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with the SEBI Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of the Securities or not (collectively called the **“Investors”**), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities.

**RESOLVED FURTHER THAT**, if the Company proposes to allot any securities pursuant to a qualified institutions placement (**“QIP”**):

- (a) the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the Companies Act and/or the SEBI Regulations from time to time;
- (b) of equity shares, then, the relevant date shall be the date on which the Board /Committee decides to open the said issue, and/or, of convertible securities, then, the relevant date shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the issue of such convertible securities.
- (c) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI Regulations (**“QIP Floor Price”**), and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of the SEBI Regulations, as may be applicable and the Board at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

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

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing Securities of the Company, if any.

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

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board/Management Committee of the Board/any other Committee of the Board, be and is hereby authorized to do such acts, deeds and things as the Board/Management Committee of the Board/any other Committee of the Board, in its absolute discretion deems necessary or desirable in connection with offering, issuing and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) offer, issue and allot the Securities or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including *inter alia*, (a) terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into equity shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the issue/s and the monitoring of the same;
- (b) approve, finalise and execute any preliminary as well as final offer document, (including, *inter alia*, any draft offer document, offering circular, registration statement, prospectus or placement document or private placement offer letter, letter of offer and/or other letter or circular), and to approve and finalise any bid cum application form, composite application form, split application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (c) decide the form, terms and timing of the issue(s) / offering(s), equity shares to be issued and allotted, class of investors to whom equity shares are to be offered / issued and allotted, number of equity shares to be issued and allotted in each tranche and in case of a rights issue, to finalize the entitlement ratio, to fix the record date / book closure / fix appropriate date for the purpose of such issue for ascertaining the names of existing shareholders who will be entitled to the equity shares in consultation with the Stock Exchanges on which the Company's equity shares are listed and to decide the ratio in terms of number of the equity shares which each existing shareholders on the Record Date will be entitled to in proportion to the equity shares held by him on such date;
- (d) issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking *pari passu* with the existing equity shares of the Company in all respects;
- (e) approve, finalise and execute agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s) and other intermediaries as required), and to pay any fees, commission, costs, charges and other outgoings in connection therewith;
- (f) provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, to amend or modify any of the above agreements or documents, as required;
- (g) seek any consents and approvals, including, *inter alia*, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements and from concerned statutory and regulatory authorities;
- (h) file requisite documents with the SEBI, Stock Exchanges, the Government of India, the Reserve Bank of India, and any other statutory and/or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (i) seeking the listing of the Securities on any stock exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final listing and trading approvals);
- (j) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given on behalf of the Company;
- (k) approving the issue price, finalize the basis of allotment of the Securities on the basis of the bids/applications and over-subscription thereof as received, where applicable;
- (l) acceptance and appropriation of the proceeds of the issue of the Securities;

- (m) affix the Common Seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorized by the Board in accordance with the Articles of Association of the Company;
  - (n) further authorise any committee and/or director/s and/or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/or to carry out any/all of the aforesaid actions; and
  - (o) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”
2. To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:
- “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the “**Companies Act**”) and Regulation 17 (1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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, if any, Mr. Keki B. Dadiseth (DIN:00052165), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term commencing from August 02, 2019 till the conclusion of the Annual General Meeting to be held in the year 2021.”
3. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:
- “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the “**Companies Act**”) and Regulation 17(1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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, Mr. Pranay Vakil (DIN:00433379), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term commencing from August 02, 2019 till the conclusion of the Annual General Meeting to be held in the year 2022.”
4. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:
- “**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the “**Companies Act**”) and Regulation 17(1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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, Mrs. Lalita D. Gupte (DIN:00043559), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term commencing from August 02, 2019 till the conclusion of the Annual General Meeting to be held in the year 2023.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the “Companies Act”) and Regulation 17(1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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, Mr. Amitava Mukherjee (DIN:00003285), who was eligible for re-appointment as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term commencing from August 02, 2019 till July 31, 2024.”

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

Sd/-

**Surender Varma**

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

Place : Mumbai  
Date : April 30, 2019

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

##### **Item No. 1:**

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding, inter alia, to augment its long term resources including for servicing and/or repayment of short term and long term debt, capital expenditure, investment in subsidiaries/joint ventures/associates and to meet the fund requirements for existing and new development projects, including but not limited to fund their business growth, capital adequacy, business purposes and general corporate purposes as per the Company’s growth and business related plans.

In line with the above, the Board at its meeting held on April 30, 2019, has approved fund raising up to an aggregate amount of Rs. 2,500 crore only (Rupees Two Thousand Five Hundred crore only), *inter alia*, by way of issuance of equity shares, fully convertible debentures, partly convertible debentures, non-convertible debentures, preference shares convertible into equity shares, and/or any other financial instruments/securities convertible into equity shares (including warrants, or otherwise) and/or any other security (all of which are hereinafter referred to as “**Securities**”), combination of any of the aforementioned Securities in one or more tranches through one or more public and/or private offerings, qualified institutions placement and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors.

Issuance of Securities may result in the issuance of Securities to investors who may not be members of the Company. Therefore, consent of the members is being sought, for passing the Special Resolution as set out in the said item of the Notice, pursuant to applicable provisions, of the Companies Act, 2013 (“**Act**”) and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting or through postal ballot decide otherwise. Accordingly, approval of the members is sought for issuing any such instrument as the Company may deem appropriate to parties including other than the existing shareholders. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects pari passu with the existing equity shares of the Company.

The additional fund may be raised through issuance of further equity shares and/or any other securities on Qualified Institutions Placement (QIP)/Private Placement/Public Offer/rights issue in one and any combination thereof. Members’ approval is therefore sought for issuing any such instrument as the Company may deem appropriate. Whilst no specific instrument has been identified at this stage, in the event, the issue will be structured in such a manner that the proceeds of the same would not exceed Rs. 2,500 crore.

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

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of Securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**ICDR Regulations**”), the Act, or any other guidelines/regulations/consents as may be applicable or required.

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

In the event of the issue of the equity shares as aforesaid by way of QIP, the special resolution also seeks to empower the board of directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to undertake QIP as defined by ICDR Regulations.

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

The “Relevant Date” for this purpose will be the date as determined in accordance with the ICDR Regulations and as mentioned in the resolution.

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

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

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

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

**Item Nos. 2, 3, 4 and 5**

Mr. Keki B. Dadiseth (DIN: 00052165), Mr. Pranay Vakil (DIN: 00433379), Mrs. Lalita D. Gupte (DIN: 00043559) and Mr. Amitava Mukherjee (DIN: 00003285) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 at the Annual General Meeting of the Company held on August 02, 2014 for a period of five years (“**First Term**”). In terms of the provisions of Section 149 of the Act, the independent directors of the Company are eligible for re-appointment for their second term.

The Company has received a notice in writing from a Member of the Company proposing the candidature of Mr. Keki B. Dadiseth, Mr. Pranay Vakil, Mrs. Lalita D. Gupte and Mr. Amitava Mukherjee for the office of a Director of the Company.

In terms of the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. The Board is of the view that since the current Board members have successfully worked together to establish a strong board culture that has guided the Company’s growth strategy and has driven the Company to become one of India’s leading real estate developers, it is necessary to ensure the current capability and institutional knowledge of the Board is maintained. The Board believes that it is important to ensure a succession plan incorporating the phased retirement of existing directors combined with the induction of new independent directors to ensure this institutional knowledge is protected.



Accordingly, the Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of the Independent Directors as under:

<b>Name of Independent Director</b>	<b>Age</b>	<b>Proposed tenure for second term</b>
Mr. Amitava Mukherjee	65 years	August 02, 2019 - July 31, 2024
Mr. Keki B. Dadiseth	73 years	August 02, 2019 till conclusion of the Annual General Meeting to be held in the year 2021.
Mr. Pranay Vakil	72 years	August 02, 2019 till conclusion of the Annual General Meeting to be held in the year 2022.
Mrs. Lalita D. Gupte	70 years	August 02, 2019 till conclusion of the Annual General Meeting to be held in the year 2023.

The Board of Directors, after taking into consideration the performance evaluation of Independent Directors, recommendation of the Nomination and Remuneration Committee and the background and experience and contributions made by independent directors during their tenure, is of the opinion that it would be beneficial for the Company to continue Mr. Keki B. Dadiseth, Mr. Pranay Vakil, Mrs. Lalita D. Gupte and Mr. Amitava Mukherjee as Independent Directors on the Board. Accordingly, it is proposed to re-appoint Mr. Amitava Mukherjee, Mr. Keki B. Dadiseth, Mr. Pranay Vakil and Mrs. Lalita D. Gupte for the second term upto the proposed tenure as mentioned above.

In the opinion of the Board, Mr. Keki B. Dadiseth, Mr. Pranay Vakil, Mrs. Lalita D. Gupte and Mr. Amitava Mukherjee fulfills the conditions specified in the Act and the Listing Regulations and are independent of the management. The Board has also received a declaration from the Independent Directors that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company.

Accordingly, the recommendation of the Board to the members of the Company is to approve the re-appointment of Mr. Keki B. Dadiseth, Mr. Pranay Vakil, Mrs. Lalita D. Gupte and Mr. Amitava Mukherjee as Independent Director with effect from August 02, 2019 as mentioned in the item nos.2, 3, 4 and 5 of this Notice. The details of the Directors along with a brief resume is given in the Annexure to the Notice.

The draft letters of appointment of Mr. Keki B. Dadiseth, Mr. Pranay Vakil, Mrs. Lalita D. Gupte and Mr. Amitava Mukherjee setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company

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

None of the directors and/or key managerial personnel of the Company and their relatives, except Mr. Keki B. Dadiseth, Mr. Pranay Vakil, Mrs. Lalita D. Gupte and Mr. Amitava Mukherjee, are concerned or interested, financially or otherwise, in Resolution nos. 2, 3, 4 and 5 of this Notice respectively. The other relatives of Mr. Keki B. Dadiseth, Mr. Pranay Vakil, Mrs. Lalita D. Gupte and Mr. Amitava Mukherjee may be deemed to be interested in the resolutions to the extent of their shareholding in the Company, if any.

The Board recommends passing of the Resolutions set out at Item Nos. 2, 3, 4 and 5 of this Notice.

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

Name of the Director	Mr. Keki B Dadiseth	Mr. Pranay Vakil	Mrs. Lalita D. Gupte	Mr. Amitava Mukherjee
Particulars	(DIN:00052165 )	(DIN: 00433379)	(DIN:00043559)	(DIN: 00003285)
Age	73	72	70	65
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	January 16, 2008	January 16, 2008	January 16, 2008	May 17, 2010
Shares held in the Company	Nil	Nil	14000	2016
Qualification	Mr. Keki B. Dadiseth, is a Fellow of the Institute of Chartered Accountants of England and Wales.	Mr. Pranay D. Vakil is a Chartered Accountant and a law graduate.	Mrs. Lalita D. Gupte holds a Bachelor's degree in economics and a Master's degree in management studies.	Mr. Amitava Mukherjee holds a Master's Degree in Management from Asian Institute of Management, Manila, a Master's Degree in Business Economics from Delhi School of Economics, New Delhi, Post-Graduation in Foreign Trade from Indian Institute of Foreign Trade, New Delhi.
Expertise in specific functional Area	General & Financial Management	Qualified Real Estate Professional	Banker & Financial Expert	Investment Banking
Terms & Conditions of re- appointment/ variation of remuneration	As per the letter of appointment.	As per the letter of appointment.	As per the letter of appointment.	As per the letter of appointment.
Remuneration last drawn (Commission) (Rs. In lakh)	6.5	6.5	6.5	6.5
Directorships held in other Companies (excluding Foreign Companies)	<ul style="list-style-type: none"> <li>• Britannia Industries Limited</li> <li>• Piramal Enterprises Limited</li> <li>• Siemens Limited</li> <li>• JM Financial Limited</li> <li>• JM Financial Services Limited</li> <li>• Omnicom India Marketing Advisory Services Private Limited</li> <li>• Indian School Of Business</li> <li>• Breach Candy Hospital Trust</li> </ul>	<ul style="list-style-type: none"> <li>• Deepak Fertilisers And Petrochemicals Corporation Limited</li> <li>• Onward Technologies Limited</li> <li>• Praron Consultancy (India) Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Vedanta Limited</li> <li>• Bharat Forge Limited Limited</li> <li>• TVS Motor Company Limited</li> <li>• ICICI Lombard General Insurance Company Limited</li> <li>• India Infradebt Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Saksoft Limited</li> <li>• Dystar India Private Limited</li> <li>• Cadila Pharmaceuticals Limited</li> <li>• Texanlab Laboratories Private Limited</li> <li>• Impact Foundation (India)</li> </ul>

<p>Chairman/Membership in other committees of the Board</p>	<p>1. Britannia Industries Limited –</p> <ul style="list-style-type: none"> <li>• Chairman of Nomination and Remuneration Committee.</li> <li>• Member of Audit Committee</li> <li>• Member of Corporate Social Responsibility Committee</li> <li>• Member of Strategy &amp; Innovation Steering Committee</li> <li>• Member of Risk Management Committee</li> </ul> <p>2. Siemens Limited –</p> <ul style="list-style-type: none"> <li>• Chairman of Corporate Governance Committee</li> <li>• Member of Audit Committee</li> <li>• Member of Risk Management Committee</li> </ul> <p>3. Piramal Enterprises Limited –</p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Member of Nomination and Remuneration Committee</li> <li>• Member of Risk Management Committee</li> </ul> <p>4. JM Financials Limited –</p> <ul style="list-style-type: none"> <li>• Member of Corporate Social Responsibility Committee</li> </ul> <p>5. JM Financials Services Limited –</p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Member of Nomination and Remuneration Committee</li> <li>• Member of Corporate Social Responsibility Committee</li> </ul> <p>6. Indian School of Business -</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> </ul> <p>7. Breach Candy Hospital Trust –</p> <ul style="list-style-type: none"> <li>• Member of Managing Committee</li> <li>• Member of Finance Committee</li> </ul>	<p>1. Onward Technologies Limited –</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> <li>• Chairman of Corporate Social Responsibility Committee</li> <li>• Members of Banking Committee</li> </ul> <p>2. Deepak Fertilizers and Petrochemicals Corporation Limited –</p> <ul style="list-style-type: none"> <li>• Chairman of Corporate Social Responsibility Committee</li> <li>• Chairman of Stakeholders Relationship Committee</li> <li>• Member of Audit Committee</li> <li>• Member of Nomination and Remuneration Committee.</li> </ul>	<p>1. Vedanta Limited –</p> <ul style="list-style-type: none"> <li>• Chairperson of the Audit Committee;</li> <li>• Chairperson of the Stakeholders Relationship Committee;</li> <li>• Member of the Nomination and Remuneration Committee;</li> </ul> <p>2. Bharat Forge Limited –</p> <ul style="list-style-type: none"> <li>• Member of the Stakeholders Relationship Committee.</li> </ul> <p>3. ICICI Lombard General Insurance Company Limited –</p> <ul style="list-style-type: none"> <li>• Chairperson of Risk Management Committee;</li> <li>• Member of Audit Committee;</li> <li>• Member of Nomination and Remuneration Committee.</li> </ul> <p>4. India Infradebt Limited –</p> <ul style="list-style-type: none"> <li>• Chairperson of Corporate Social Responsibility Committee;</li> <li>• Member of Audit Committee;</li> <li>• Member of the Board Governance, Remuneration &amp; Nomination Committee;</li> <li>• Member of Board Credit &amp; Risk Committee;</li> <li>• Member Committee of Directors.</li> </ul>	<p>1. Saksoft Limited –</p> <ul style="list-style-type: none"> <li>• Chairman of Nomination and Remuneration Committee</li> <li>• Chairman of Stakeholders Relationship Committee</li> <li>• Member of the Audit Committee</li> <li>• Member of the Corporate Social Responsibility Committee</li> </ul> <p>2. Cadila Pharmaceuticals Limited –</p> <ul style="list-style-type: none"> <li>• Chairman of Audit and Finance Committee</li> <li>• Member of Nomination and Remuneration Committee</li> </ul>
---	--	--	--	--

Inter-se relationship with other directors/ Key Managerial Personnel	None	None	None	None
No. of Board meetings attended during the year ended March 31, 2019	3 (three)	4 (four)	4 (four)	4 (four)

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

Sd/-

**Surender Varma**

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

Place : Mumbai

Date : April 30, 2019

**Notes:**

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the resolution is annexed to this Notice.
2. This Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail ids with the Company), whose names appear in the Register of Members / Record of Depositories as on close of business hours on **May 03, 2019**.
3. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on **May 03, 2019**.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Special Resolutions are not less than three times the number of votes cast against the Special Resolutions.
5. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. A Postal Ballot Form along with self-addressed postage pre-paid envelope is also enclosed. The Members voting in physical form are requested to carefully read the instructions printed in the attached Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from Karvy Fintech Private Limited Unit: Godrej Properties Limited, Karvy Selenium Tower-B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana. ("Karvy"), or download the Postal Ballot Form from the "Investor" section of the Company website [www.godrejproperties.com](http://www.godrejproperties.com) and fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer on or before **June 08, 2019** (before 5.00 pm). Any Postal Ballot Forms received after **June 08, 2019** shall be treated as if the reply from the member has not been received.
6. The date of dispatch of the 'Postal Ballot Notice' and Explanatory Statement along with the postal ballot papers shall be announced through advertisement in the following newspapers: (i) Free Press Journal, (ii) Navshakti, having wide circulation in the district where the registered office of the Company is situated.
7. The Scrutinizer will submit his report to the Executive Chairman of the Company or in his absence to any other designated Director or Managing Director of the Company or the Company Secretary after completion of scrutiny of Postal Ballot Forms received. The results of the Postal Ballot will be declared on **June 10, 2019** by uploading it along with the Scrutinizer's Report on the website of the Company at [www.godrejproperties.com](http://www.godrejproperties.com) and will also be informed to the Stock Exchanges. 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.

8. In compliance with provisions of Section 108 of the Companies Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. **Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through electronic means shall prevail and voting done by physical ballot shall be treated as invalid.** For this purpose, the Company has engaged the services of Karvy for facilitating e-voting.

Commencement of e-voting: **From 09:00 a.m. on May 10, 2019**

Conclusion of e-voting: **At 5:00 p.m. on June 08, 2019**

The instructions for members for voting electronically are as under:-

**(a) Members receiving an email from Karvy:**

- (i) Open the email which contains your user ID and password for e-voting. Please note that the password is an initial password
- (ii) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (iii) Enter the login credentials (i.e. User ID and password) In case of physical folio, User ID will be EVEN (E-voting Event Number) xxxx followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering these details appropriately, click on "LOGIN".
- (v) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the EVENT for Godrej Properties Limited.
- (viii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the Cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of this Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [akjaincs@gmail.com](mailto:akjaincs@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

**(b) Members receiving physical copy of this Notice (for Members whose email IDs are not registered with the Company/ Depository Participants) of Postal Ballot:**

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
4527		

(ii) Please follow all the steps from Sr. No (ii) to (xiii) above, to cast vote.

**(c) Common Instructions:**

- (i) E-voting shall not be allowed beyond 5:00 p.m. on **June 08, 2019**. During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date, may cast their vote electronically. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- (ii) In case of any query/ grievance pertaining to e-voting, please visit Help & FAQ's and e-voting user manual available to the download section available at the Karvy's website <https://evoting.karvy.com>. or contact details of Karvy at toll free no.1800-3454-001 or email at [evoting@karvy.com](mailto:evoting@karvy.com).
- (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Cut-off date.(i.e. May 03, 2019).
- (iv) The Board of Directors ("Board") has appointed Mr. Ashish Kumar Jain, of M/s A K Jain & Co, Practicing Company Secretaries, as the Scrutinizer to scrutinize that the postal ballot and e-voting process is conducted in a fair and transparent manner.
- (v) The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and shall make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman or Managing Director or any other Director of the Company.
- (vi) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.godrejproperties.com](http://www.godrejproperties.com)) and on Karvy's website (<https://evoting.karvy.com>) immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.

## GODREJ PROPERTIES LIMITED

[CIN No. L74120MH1985PLC035308]

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

Tel. +91 22 6169 8500 Fax: +91 22 6169 8888

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

### POSTAL BALLOT FORM

C No. :                      Serial No. :

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

I / We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated **April 30, 2019** by conveying my /our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares for which votes cast	I/We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1.	To approve for raising of funds in one or more tranches, by issuance of securities for an amount not exceeding Rs. 2,500 crore.			
2.	To re-appoint Mr. Keki B. Dadiseth as an Independent Director of the Company for a second term.			
3.	To re-appoint Mr. Pranay Vakil as an Independent Director of the Company for a second term.			
4.	To re-appoint Mrs. Lalita D. Gupte as an Independent Director of the Company for a second term.			
5.	To re-appoint Mr. Amitava Mukherjee as an Independent Director of the Company for a second term.			

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

Place:

Date:

Last Date for Receipt of Postal Ballot Form by the Scrutinizer / e-Voting : **June 08, 2019, before 05:00 p.m.**

#### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Voting Event Number)	USER ID	PASSWORD/PIN
4527		

*Note: Please carefully read the instructions printed overleaf before exercising the vote.*

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:-

Commencement of Voting	End of Voting
From 09:00 a.m. on May 10, 2019	At 05:00 p.m. on June 08, 2019

## INSTRUCTIONS FOR VOTING:

1. **The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.**
2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Godrej Properties Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
4. The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
5. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
6. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
7. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before **Saturday, June 08, 2019** upto 05:00 p.m. Postal Ballot Form received/votes casted after this date will be strictly treated as if the reply from such Member(s) has not been received.
10. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **May 03, 2019**.
12. The Postal Ballot shall not be exercised by a Proxy.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no. 9 above.
15. A Member need not use all his votes nor cast all his votes in the same way.

### NOTE:

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH. LAST DATE OF RECEIPT OF POSTAL BALLOT FORM BY THE SCRUTINIZER IS SATURDAY, JUNE 08, 2019. PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE.**