

GODREJ PROPERTIES LIMITED

[CIN No. L74120MH1985PLC035308]

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

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

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

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Godrej Properties Limited ("Company") will be held on Wednesday, May 30, 2018 at 11.00 a.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079 to transact the following special business:

1. ISSUE OF 1,27,65,000 EQUITY SHARES ON A PREFERENTIAL BASIS:

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "**Act**"); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**ICDR Regulations**"); and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder, Stock Exchanges where the equity shares of the Company are listed ("**Stock Exchanges**") and/or any other statutory / regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 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 powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis 1,27,65,000 (one crore twenty seven lakh sixty five thousand) equity shares of the Company of the face value of Rs. 5 (Rupees five) each ("**Equity Shares**") at a price of Rs. 783.50 (Rupees seven hundred and eighty three and fifty paise) which includes a premium of Rs. 778.50 (Rupees seven hundred and seventy eight and fifty paise) per Equity Share aggregating to Rs. 1000,13,77,500 (Rupees one thousand crore thirteen lakh seventy seven thousand and five hundred) to GAMNAT Pte. Ltd. ("**Investor**"), an entity which does not belong to the Promoter Group, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "**Relevant Date**" for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be **Monday, April 30, 2018**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the aforesaid issue and allotment of the Equity Shares to the Investor shall be made on the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on BSE Limited and the National Stock Exchange of India Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares allotted to the Investor shall rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights);
- The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof;
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Investor;

- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- Allotment of Equity Shares shall only be made in dematerialized form;
- The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the ICDR Regulations; and

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with the Depositories, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required and effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Place: Mumbai
Date: May 04, 2018

By Order of the Board of Directors
For Godrej Properties Limited
Sd/-
Surender Varma
Company Secretary and Chief Legal Officer
ICSI Membership No. : 10428

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IS ATTACHED HEREWITH.
2. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Extraordinary General Meeting as provided under the provisions of the Act.
3. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of this Extra Ordinary General Meeting (EGM).
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect of the special business as set out in the Notice is annexed hereto.
6. Corporate Members intending to attend the EGM through their authorized representatives are requested to send certified copy of the intending Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members desirous of seeking any clarifications pertaining to agenda items at the EGM are requested to send in their questions so as to reach the Company's Registered Office at least 7 days before the date of the EGM, so that the same can be suitably replied to.
8. Members are requested to address all correspondence, to the Registrar and Share Transfer Agents, Karvy Computer share Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500 032 ("Karvy").
9. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with Karvy. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance.
To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on April 27, 2018 unless any Member has requested for a physical copy of the same. Members may note that this Notice will also be available on the Company's website www.godrejproperties.com.
11. Members/Proxies should bring the Attendance Slip duly filled in, for attending the EGM. Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the EGM.
12. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered May 23, 2018 to determine the eligibility of Members to vote by physical ballot and by electronic means/ e-voting (Cut-off date). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date would be entitled to vote through electronic means or through physical ballot at the EGM.
Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with their Depository Participants for receiving all communication including Notices, Circulars, etc. from the Company electronically. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request to the Company at secretarial@godrejproperties.com.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members, being eligible to vote, to exercise the right to vote by electronic means on the business specified in the accompanying Notice. Members can cast their votes on electronic voting system from any place other than the venue of the meeting (Remote

e-voting). The persons who have become the Members of the Company after the dispatch of the Notice and their names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date i.e. May 23, 2018, may contact Karvy to obtain the Notice of EGM and the login id and password for casting vote electronically or may cast their vote through physical ballot at the EGM. Details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.

The Company has engaged the services of Karvy to provide e-voting facilities and for security and enabling the Members to cast their vote in a secure manner.

(i) **Commencement of e-voting:** From 9.00 a.m. on May 26, 2018

(ii) **Conclusion of e-voting:** At 5.00 p.m. on May 29, 2018

Instructions and other information relating to e-voting 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 DPID 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 where in 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" if 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.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) 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.
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID : akjaincs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENTNO."

(b) **Members receiving physical copy of the Notice For Members whose email IDs are not registered with the Company/ Depository Participants of EGM and Attendance Slip:**

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

EVEN (E-Voting Event Number)	USER ID	PASSWORD
3748		

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

(c) In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the Cut-Off date for E-voting i.e., May 23, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:

(i) If the mobile number of the member is registered against FolioNo./ DPID, Client ID, the member may send SMS : **MYEPWD** < space > E-Voting Event Number+Folio No. or DP ID, Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

(ii) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID, Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password.

(iii) Member may call Karvy's toll free number 1800-3454-001.

(iv) Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.

(d) Common Instructions:

(i) E-voting shall not be allowed beyond 5.00 p.m. on May 29, 2018. During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date, may cast their vote electronically. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

(ii) In case of any query/ grievance pertaining to remote e-voting, please visit Help & FAQ's and e-voting user manual available in the download section available at the Karvy's website: <https://evoting.karvy.com> or contact details of Karvy at tollfree no.1800-3454-001 or email at 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.

(iv) The Board of Directors ("**Board**") has appointed Mr. Ashish Kumar Jain, of M/s AK Jain & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize that the remote e-voting process and voting at the meeting 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 of the Company.

(vi) In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman will offer an opportunity to such Members to vote at the Meeting for business specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means may attend the EGM but shall not be entitled to vote at the Meeting. A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

(vii) The Results of remote e-voting and poll voting at the meeting on resolution shall be aggregated and declared on or after the EGM of the Company and there solution will be deemed to be passed on the EGM date subject to receipt of the requisite numbers of votes in favour of the Resolution.

(viii) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (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.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /Karvy.

17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

18. Route map showing directions to reach venue of the EGM is given at the end of the Notice.

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

Item 1

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated May 04, 2018 and shall be taken as forming part of the notice.

Issue of Equity Shares to the Investor on a Preferential Basis:

The Company either directly or through its subsidiaries or through its special purpose vehicles is engaged in the development of residential and commercial real estate projects under implementation or under consideration. The Company is also involved in various stages of participation in a number of new real estate projects which are in the pipeline. It has now become necessary for the Company to augment its resources to enhance its net worth and to have greater financial strength to implement such large projects.

The Board of Directors of the Company has, therefore, approved the issue of 1,27,65,000 equity shares to the Investor on preferential basis, at its meeting held on Friday, May 04, 2018.

The Company proposes to offer, issue and allot 1,27,65,000 equity shares of the Company, having a face value of Rs. 5 (Rupees five) each at a price of Rs. 783.50 (Rupees seven hundred and eighty three and fifty paise) (including a premium of Rs. 778.50 (Rupees seven hundred and seventy eight and fifty paise) per equity share aggregating to Rs. 1000,13,77,500 (Rupees one thousand crore thirteen lakh seventy seven thousand and five hundred) ("Equity Shares"), on a preferential basis to GAMNAT Pte. Ltd. ("Investor"), entitling the Investor to subscribe to and be allotted the Equity Shares of the Company ("Proposed Transaction"), for which the approval of the Members is being sought.

The Company has entered into Investment Agreement dated May 04, 2018 with the Investor, *inter-alia*, to give effect to the Proposed Transaction ("Investment Agreement").

The Investor is registered as a foreign portfolio investor, under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014. Thus, the Investor proposes to invest in the Company pursuant to Schedule 2 of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, under the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder and the Proposed Transaction does not in any manner whatsoever, amount to any transfer of ownership and/or control of the Company to the Investor.

Under the Investment Agreement, the Investor does not have a right / entitlement to appoint a director on the Board of the Company whether as a nominee, an observer or in any other capacity of any nature whatsoever and will only be entitled to exercise such rights that are exercisable by the ordinary shareholders of the Company to the extent of its proposed shareholding in the Company (as detailed below).

Approval of the Members by way of special resolution is required, *inter-alia*, in terms of Sections 42 and 62(1)(c) of the Act as well as Chapter VII of the ICDR Regulations. In light of the above, approval of the Member of the Company is being sought.

The Investor has not sold any Equity Shares of the Company during the six months preceding the Relevant Date i.e. Monday, April 30, 2018.

In terms of the provisions of the Act and ICDR Regulations, other relevant disclosures / details are given below:

Objects of the Preferential Issue:

The Company shall utilize the proceeds from the preferential issue for general corporate purposes.

Relevant Date

The "Relevant Date" for the preferential issue, as per the ICDR Regulations, as amended from time to time, for the determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Monday, April 30, 2018, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting (i.e. May 30, 2018).

Pricing of Preferential Issue:

The price of the Equity Shares to be issued is fixed at Rs. 783.50 per Equity Share, which consists of Rs. 5 par value and Rs. 778.50 premium per Equity Share, in accordance with the price determined in terms of Regulation 76 (4) of the (ICDR) Regulations.

Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 2 (two) weeks prior to the Relevant Date has been considered.

In terms of Regulation 76 (4) of the ICDR Regulations, where the issuance is to be made to qualified institutional buyers, not exceeding five in number, the Equity Shares shall be allotted at a price not less than the average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the 2 (two) weeks preceding the Relevant Date. Since the Investor proposes to invest in the Company as a Category I Foreign Portfolio Investor, the pricing mandated prescribed under Regulation 76 (4) of the ICDR Regulations will be applicable for the proposed investment.

Accordingly, price per Equity Share of Rs. 783.50 per Equity Share is equal to the price determined in accordance with the above provisions.

Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share and therefore the Company is not required to submit the undertaking specified under Regulation 73(1)(f) and (g) of the ICDR Regulations.

Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel of the Company intend to subscribe to the proposed issue.

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed Allottee, the percentage of post preferential issue capital that may be held by them is as under:

Identity of Investor	Category of Investor	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Ultimate Beneficial Owner
Name: GAMNAT Pte. Ltd. (Registered as a category I foreign portfolio investor with the Depository Participant under the SEBI (Foreign Portfolio Investor) Regulations, 2014	Public Shareholder	Nil	127,65,000	5.56%	The beneficial owner of Gamnat Pte. Ltd. is Eurovest Pte. Ltd., which in-turn is wholly owned by the Minister for Finance, a body corporate constituted by the Government of Singapore under section 2(1) of the Minister for Finance (Incorporation) Act, Chapter 183 of Singapore

The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share Holding	No. of Shares held	% of share holding
A	Promoters' holding :				
1.	Indian				
	Individuals/ HUF	11056404	5.10	11056404	4.82
	Bodies Corporate	142154926	65.59	142154926	61.95
	Trust	8875740	4.10	8875740	3.87
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	162087070	74.79	162087070	70.63
B	Non-Promoters' holding:				
1.	Institutional Investors				
	Mutual Funds	4586648	2.12	4586648	2.00
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	19661402	9.07	32426402	14.13
	Financial Institutions/Banks	60473	0.03	60473	0.03
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Foreign Nationals	150	0.00	150	0.00
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	12780889	5.90	12780889	5.57
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	11870203	5.48	11870203	5.17
	NBFCs Registered with RBI	14364	0.01	14364	0.01
	Employee Trusts	2400	0.00	2400	0.00

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share Holding	No. of Shares held	% of share holding
	Any Other	-	-	-	-
	Non Resident Indians	675317	0.31	675317	0.29
	Clearing Members	124940	0.06	124940	0.05
	Non Resident Indian Non Repatriable	339937	0.16	339937	0.15
	Bodies Corporate	4271167	1.97	4271167	1.86
	I E P F	5168	0.00	5168	0.00
	Sub Total (B)	54393058	25.10	67158058	29.27
	TOTAL (A+B)	216480128	99.89	229245128	99.90
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	237112	0.11	237112	0.10
	Sub Total (C)	237112	0.11	237112	0.10
	GRAND TOTAL (A+B+C)	216717240	100.00	229482240	100.00

Note:

1. The pre issue shareholding pattern of the Company is as on Relevant Date.
2. The above mentioned pre and post issue shareholding pattern of the Company is on a fully diluted basis.

Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission, as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year; in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the Shareholding Pattern pursuant to the aforesaid issue of Equity Shares.

Lock in period:

The Equity Shares shall be locked-in for such period as may be specified under Regulation 78(2) of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Investor, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval as specified under Regulation 78(6) of the ICDR Regulations.

Auditor's certificate:

A certificate from B S R & Co. LLP, Statutory Auditors of the Company, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations. This certificate will be placed before the Extra Ordinary General Meeting of the Members of the Company. This certificate is also open for inspection by members at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

Report of Registered Valuer:

A report of registered valuer is not required for the offer, issue and allotment of the Equity Shares, under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its Members. The Board of Directors, therefore, recommends the special resolution for your approval.

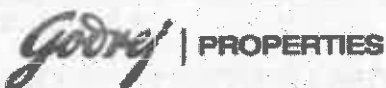
None of the Promoters, Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution except and to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Godrej Properties Limited
Sd/-**

Surender Varma

**Company Secretary and Chief Legal Officer
ICSI Membership No. : 10428**

**Place: Mumbai,
Date: May 04, 2018**



GODREJ PROPERTIES LIMITED

CIN: L74120MH1985PLC035308

Registered Office: Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai – 400079.

Email: secretarial@godrejproperties.com **website:** www.godrejproperties.com

Form No. MGT-11

Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member			
Registered Address:-			
E-mail ID			
Folio No./Client ID		DP-ID	

I/We, being the member (s) of..... shares of the above named company, hereby appoint:-

1.	Name		Signature	
	Address			
	E-Mail ID			

Or failing him

2.	Name		Signature	
	Address			
	E-Mail ID			

Or failing him

3.	Name		Signature	
	Address			
	E-Mail ID			

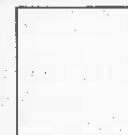
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Wednesday, May 30, 2018 at 11.00 a.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai-400 079 and at any adjournment(s) there of in respect of such resolution as are indicated below:

Resolution No.:-

Sr. No	Resolution	Optional (see note 2)		
		For	Against	Abstain
SPECIAL BUSINESS				
1.	Issue of 1,27,65000 equity shares on a preferential basis			

Signed this ___ day of ___ 2018

Signature of the Member _____



Affix Revenue Stamp

Signature of the First Proxy Holder _____

Signature of the Second Proxy Holder _____

Signature of the Third Proxy Holder _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against the resolution, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

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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

Attendance Slip for Extra Ordinary General Meeting
(to be handed over at the Registration Counter at the venue of the Meeting)

Regd. Folio No/ DP Id & Client Id :

Name :

Address :

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company on Wednesday, May 30, 2018 at 11.00 a.m. at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.

First/ Sole holder/ Proxy Third/ Sole holder/ Proxy Third/Sole holder/Proxy Fourth/Sole holder/Proxy

ELECTRONIC VOTING PARTICULARS

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

Notes:-

1. Please read the instructions to exercise remote e-voting option printed under the Note No.15 to the Notice to the Extra Ordinary General Meeting dated May 04, 2018.
2. Members are requested to bring copies of the Notice at the Extra Ordinary General Meeting.
3. (i) **Commencement of remote e-voting:** From 9.00 a.m. on May 26, 2018
(ii) **Conclusion of remote e-voting:** At 5.00 p.m. on May 29, 2018
4. Cut-off date for remote e-voting and ballot voting : May 23, 2018

THE ROUTE MAP FOR EGM VENUE

The Auditorium, Godrej One, Pirojshanagar Eastern Express Highway, Vikhroli (East) Mumbai-400079.

