

Godrej Properties Limited
Regd. Office: Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai- 400 079. India
Tel.: +91-22-6169 8500
Fax: +91-22-6169 8888
Website: www.godrejproperties.com

CIN : L74120MH1985PLC035308

September 24, 2018

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,

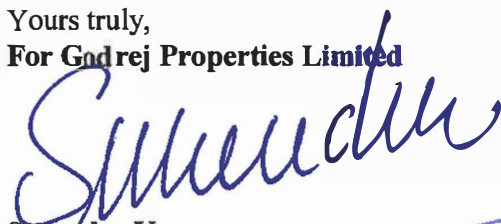
Sub: Postal Ballot Notice and Form - Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Please find enclosed the Notice of Postal Ballot along with the Postal Ballot Form sent to the shareholders of the Company pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

This is for your information & record.

Thank you.

Yours truly,
For Godrej Properties Limited



Surender Varma
Company Secretary & Chief Legal Officer

Encl: a/a



GODREJ PROPERTIES LIMITED

CIN: L74120MH1985PLC035308

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

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

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

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), that Godrej Properties Limited (the "**Company**") is seeking the consent of its members for the Special Business to be transacted, by passing special resolution through Postal Ballot/ electronic voting for the following purpose:

1. Subject to such regulatory approvals as may be required and compliance with the applicable provisions of Companies Act and other provisions as are applicable, and in addition to the amounts already invested/ loans made or guarantees given or securities provided or inter-corporate deposits placed by the Company, to enhance the limits for making investment by way of subscription, purchase or otherwise in any security(ies) of and/or giving loan(s) to or placing inter-corporate deposit(s) with and/or providing any other form of debt and/or providing any security(ies) in connection with loan(s) and/or giving guarantee(s) in connection with loan(s) given to any person and/or any of its subsidiary/associate companies or making capital contribution to any of its Limited Liability Partnerships (LLPs) or in any other body corporate(s) including any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the present/proposed/future projects of the Company, from Rs. 1,500 crore to Rs. 4,000 crore, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and the deposits placed and the contribution so far made or to be made and the security provided or to be provided, exceeds the limits/will exceed the limits laid down by the Companies Act.

In terms of Section 110 of the Companies Act, read with the Rules, the item of business set out in the Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of the members in respect of the above matter, through Postal Ballot/ electronic voting. The Resolution and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended herewith along with a 'Postal Ballot Form' for your consideration.

Members may note that the Company is providing voting through Postal Ballot/electronic voting. Only members who are entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat the Notice as intimation only. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

Mr. Ashish Jain, Company Secretary in Practice, has been appointed by the Company 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 October 24, 2018**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman/Managing Director after completion of the scrutiny. Results of the Postal Ballot will be announced on **October 25, 2018**.

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 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.

As required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Computershare Private Limited. Detailed instructions to use the e-voting facility are given in the Notice.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and all other provisions of applicable law and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to make investment(s) in/acquire by way of subscription, purchase or otherwise any security(ies) of and/or to give loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with such loan(s) and/or give guarantee(s) in connection with loan(s) given to any other person(s) and/or to the subsidiary/associate companies and/or Limited Liability Partnerships/entities and/or body corporates including any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the present/proposed/future projects of the Company, for an amount not exceeding Rs. 2500 crore in addition to the amount of Rs.1500 crore already approved by the members of the Company on December 31, 2014, notwithstanding that the aggregate of the investments or loans so far made and the guarantees or securities so far given and the deposits placed and the contribution so far made along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act.

RESOLVED FURTHER THAT the total amount of loan(s) /guarantee(s) / security(ies)/ investment(s) together with the existing investment(s)/loan(s)/guarantee(s)/security(ies) made by the Company and outstanding at any given point of time shall not exceed an aggregate amount of Rs.4000 crore.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above loan(s)/ guarantee(s)/security(ies)/ investment(s) including the timing, the amount and other terms and conditions of such loan(s)/guarantee(s)/ security(ies)/investment(s) and further including variation of such timing, amount, terms, conditions etc. and/or transfer, sale, disinvestment (of such investment(s)) or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.”

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 : September 10, 2018

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

Item No. 1:

The Company is developing several real estate projects at different locations across the country either directly and/or through its subsidiary/associate companies and/or Limited Liability Partnerships (LLPs). The Company had vide postal ballot on December 31, 2014 obtained the approval of its members under Section 186 in the Companies Act, 2013 (the “**Companies Act**”) for making investments/ providing loans / guarantee/ placing inter-corporate deposits in these subsidiary/associate companies/ body corporates for an amount not exceeding Rs. 1,500 crore to meet their working capital and other capital expenditure requirements.

Looking at the growth and the future plans of the Company, many new projects will be added in the portfolio of the Company at various locations in coming years. The Company would be required to provide financial support by way of subscription, purchase or otherwise, provide security(ies) and/or to give loan(s) to the subsidiary/associate companies and/or Limited Liability Partnerships/entities and/or body corporates of the Company for the development of the projects of the Company, which would along with the aggregate of loans and investments so far made, guarantee or securities so far provided may exceed the aforesaid limit.

In view of the aforesaid, it is proposed to obtain approval of the members of the Company under Section 186 of the Companies Act for an overall aggregate limit not exceeding Rs. 4,000 crore, to make investment(s) in/ acquire by way of subscription, purchase or otherwise, any security(ies) of and/or to give loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or to provide any security(ies) in connection with such loan(s) and/or give guarantee(s) in connection with loan(s) given to any other person and/or to the subsidiary/associate companies and/or Limited Liability Partnerships/entities and/or body corporates, whether existing or future including any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the present/proposed/future projects of the Company.

Pursuant to Section 186 of the Companies Act read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) any investment, loan made or guarantee or security provided exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, will require approval of the shareholders by way of special resolution.

Nature of concern or interest of Directors/Key Managerial Personnel:

None of the Directors and Key Managerial Personnel of your Company and their relatives, may be concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 1 as a Special Resolution.

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 : September 10, 2018

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the resolution is annexed to this Notice.
2. The 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 **September 14, 2018**.
3. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on **September 14, 2018**.
4. Resolution passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
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 Computershare Private Limited, Unit: Godrej Properties Limited, Plot No 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081, 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 **October 24, 2018** (before 5.00 pm). Any Postal Ballot Forms received after **October 24, 2018** 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 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 **October 25, 2018** by uploading it along with the Scrutinizer's Report on the website of the Company at www.godrejproperties.com and will also be informed to the Stock Exchanges. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
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 Computershare Private Limited ("Karvy") for facilitating e-voting.

Commencement of e-voting: **From 09.00 a.m. on September 25, 2018**

Conclusion of e-voting: **At 5:00 p.m. on October 24, 2018**

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 the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: akjaincs@gmail.com with a copy marked to evoting@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 the 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

- (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 **October 24, 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 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.
- (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. September 14, 2018).
- (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) 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.

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GODREJ PROPERTIES LIMITED

CIN No. L74120MH1985PLCo35308

 Regd. Office: Godrej One, 5th 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 and Registered address of the Sole/first named :

 2. Name(s) of the joint shareholder(s) if any :
 3. Registered Folio/DPID and Client ID No* :
 (* Applicable to Shareholders holding shares in dematerialized form)
 4. No. of 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 **September, 10, 2018** by conveying my /our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares for which votes cast	I/We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1.	Approval for enhancement of investment limit of the Company up to Rs.4000,00,00,000 (Rupees Four Thousand crore only) under Section 186 of the Companies Act, 2013.			

 Signature of the Shareholder/ Authorised signatory

Place:

Date:

 Last Date for Receipt of Postal Ballot Form by the Scrutinizer / e-Voting : **October 24, 2018, before 5.00 p.m.**
ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Voting Event Number)	USER ID	PASSWORD/PIN
4313		

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 September 25, 2018	At 5:00 p.m. on October 24, 2018

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 **Wednesday, October 24, 2018** upto 5.00 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 **September 14, 2018**.
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 WEDNESDAY, OCTOBER 24, 2018. PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE.