NOTICE

Notice is hereby given that the Thirty-Second Annual General Meeting ("AGM") of the members ("Members") of Godrej Properties Limited ("Company") will be held on Wednesday, August 02, 2017, at 02:00 p.m. at The Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone financial statements and the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the report of the Board of Directors and report of the Auditors thereon.

2. To appoint a Director in place of Mr. Pirojsha Godrej (DIN:00432983), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration No.101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in 2022 (subject to ratification of their appointment at every Annual General Meeting) and to authorise the Board of Directors to fix their remuneration as may be mutually agreed with the Statutory Auditors, in addition to reimbursement of service tax and out of pocket expenses incurred in connection with the audit of accounts of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, ("the Rules"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), BSR & Co. LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No. 101248W/W-100022, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company in place of Kalyaniwalla & Mistry LLP (ICAI Firm Registration No. 104607W) Chartered Accountants to hold office for a period of five years from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in year 2022 on such remuneration as may be mutually agreed upon between by the Board of Directors and the Statutory Auditors, in addition to service tax and re-imbursement of out of pocket expenses, travelling expenses etc. incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS:

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

   "RESOLVED THAT in partial modification to the resolution passed by the Members at the 30th Annual General Meeting held on August 04, 2015 Mr. Pirojsha Godrej [DIN: 00432983], who was earlier designated as the Managing Director & Chief Executive Officer of the Company be and is hereby re-designated as Executive Chairman of the Company with effect from April 1, 2017 till the end of the tenure of his appointment viz. March 31, 2018 and will be liable to retire by rotation.

   "**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) ("the Act") and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded for payment of revised remuneration to Mr. Pirojsha Godrej – Executive Chairman (DIN:00432983), with effect from April 01, 2017 on the terms and conditions as mentioned herein below.

   I. **Fixed Compensation:**

      Fixed Compensation shall include basic salary and the Company's contribution to the Provident Fund and the Gratuity Fund.

      The basic salary payable to Mr. Pirojsha Godrej is ₹ 9,08,000 per month. The annual basic salary and increments during his term will be recommended by the Nomination and Remuneration Committee and will be decided by the Board of Directors depending on the performance of Mr. Pirojsha Godrej as Executive Chairman, the profitability of the Company and other relevant factors.

   II. **Performance Bonus for teams:**

      Performance bonus for teams ("PBFT") according to the scheme of the Company for each financial year in accordance with the performance of Mr. Pirojsha Godrej as Executive Chairman.

      The collective target component is ₹ 1,00,00,000.

NOTICE

III. **Flexible Compensation:**

In addition to the fixed compensation and the performance bonus mentioned above, Mr. Pirojsha Godrej will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Act (collectively, the "perquisites and allowances").

These perquisites and allowances shall be granted to Mr. Pirojsha Godrej as per the rules of the Company and in the manner as the Nomination and Remuneration Committee may recommend and the Board of Directors may decide:

i. Housing i.e. unfurnished residential leased accommodation or house rent allowance as per the Company's rules;

ii. Supplementary allowance;

iii. Leave travel assistance for self and family;

iv. Food Vouchers;

v. Earned/privilege leave, on full pay and allowance, not exceeding 25 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company.

The maximum cost to the Company per annum for the grant of the perquisites and allowances listed above to Mr. Pirojsha Godrej as Executive Chairman is ₹ 2,52,72,384. In addition to the above, Mr. Pirojsha Godrej will be entitled to furnishing at residence, provision of telephone at residence, leased line/ broadband expenses, electricity expenses for the leased accommodation, payment/ reimbursement of telephone and mobile expense, Company cars with drivers for official use, petrol reimbursement, club facilities, payment/ reimbursement of medical expenses for self and family, group insurance cover, group hospitalization cover, housing loan and/ or contingency loan as per the rules of the Company (subject to Central Government's approval, if required) and/ or any other allowances and perquisites and facilities as per the rules of the Company in force and as recommended by the Nomination and Remuneration Committee and decided by the Board of Directors from time to time. The cost of maintenance of Company leased accommodation will be at actuals.

Explanation:

i) For the leave travel assistance and reimbursement of medical and hospitalization expenses, 'family' means the spouse, dependent children and dependent parents.

ii) Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable income tax rules.

IV. **Other Reimbursements**:

Mr. Pirojsha Godrej will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as in force from time to time.

RESOLVED FURTHER THAT approval be and is hereby accorded to make application to Central Government, if necessary, as per the provisions of Section 196 and 197 of the Act for obtaining its approval towards payment of remuneration as above, in the event it exceeds, in any financial year, the limits provided in Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute the agreement with Mr. Pirojsha Godrej for the revised remuneration with effect from April 01, 2017 on the terms and conditions as provided above and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question, or doubt that may arise in relation thereto."

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

"**RESOLVED THAT** in partial modification to the resolution passed by the Members at the 30th Annual General Meeting held on August 04, 2015 Mr. Mohit Malhotra [DIN: 07074531] who was earlier designated as an Executive Director of the Company, be and is hereby re-designated as Managing Director & Chief Executive Officer, to hold office as such in accordance with the Articles of Association of the Company with effect from April 01, 2017 until March 31, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) ("the Act") and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded for payment of revised remuneration to Mr. Mohit Malhotra – Managing Director & Chief Executive Officer (DIN:07074531), with effect from April 01, 2017 on the terms and conditions as mentioned herein below.

I. **Fixed Compensation:**

Fixed Compensation shall include basic salary and the Company's contribution to the Provident Fund and the Gratuity Fund.

The basic salary payable to Mr. Mohit Malhotra is ₹ 783,333 per month. The annual basic salary and increments during his term will be recommended by the Nomination and Remuneration Committee and will be decided by the Board of Directors depending on the performance of Mr. Mohit Malhotra, the profitability of the Company and other relevant factors.

II. **Performance Bonus for teams:**

Performance bonus for teams ("PBFT") according to the scheme of the Company for each financial year in accordance with the performance of Mr. Mohit Malhotra.

The collective target component is ₹ 10,000,000

III. **Flexible Compensation:**

In addition to the fixed compensation and the performance bonus mentioned above, Mr. Mohit Malhotra will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Act (collectively, the "perquisites and allowances").

These perquisites and allowances shall be granted to Mr. Mohit Malhotra as per the rules of the Company and in the manner as the Nomination and Remuneration Committee may recommend and the Board of Directors may decide.

i. House Rent Allowance;

ii. Supplementary Professional Allowance;

iii. Leave travel assistance for self and family;

iv. Food Vouchers, petrol reimbursement & telephone reimbursement;

v. Earned/privilege leave, on full pay and allowance, not exceeding 25 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company.

The maximum cost to the Company per annum for the grant of the perquisites and allowances listed above to Mr. Mohit Malhotra is ₹ 21,519,864. In addition to the above, Mr. Mohit Malhotra will be entitled to telephone at residence, payment/reimbursement of medical expenses for self and family, Company car with driver for official use, encashment of leave, club facilities, group insurance cover, group hospitalization cover, reimbursement of mobile expenses, housing loan and/ or contingency loan as per the rules of the Company (subject to Central Government's approval, if required) and/ or any other allowances and perquisites and facilities as per the rules of the Company in force and as recommended by the Nomination and Remuneration Committee and decided by the Board of Directors from time to time. Further, Mr. Mohit Malhotra will also be entitled to the stock options/ stock grants as per the prevailing schemes of the Company.

Explanation:

i) For the leave travel assistance and reimbursement of medical and hospitalization expenses, 'family' means the spouse, dependent children and dependent parents.

ii) Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable income tax rules.

IV. **Other Reimbursements:**

Mr. Mohit Malhotra will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as in force from time to time.

NOTICE

RESOLVED FURTHER THAT approval be and is hereby accorded to make application to Central Government, if necessary, as per the provisions of Sections 196 and 197 of the Act for obtaining its approval towards payment of remuneration as above, in the event it exceeds, in any financial year, the limits provided in Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute the agreement with Mr. Mohit Malhotra for his re-designation as the Managing Director and Chief Executive Officer and for the revised remuneration with effect from April 01, 2017 on the terms and conditions as provided above and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question, or doubt that may arise in relation thereto."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. R. Nanabhoy & Co., Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company, for the financial year 2017-18 to conduct the audit of the cost records of the Company, be paid the remuneration of ₹ 105,000 (Rupees One Lac Five Thousand Only) exclusive of service tax and out of pocket expenses incurred by them in connection with the aforesaid audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"**RESOLVED THAT** in supersession to the resolution passed by the Members of the Company through Postal Ballot on June 19, 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), as amended from time to time, read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the Members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to borrow monies, from time to time, from financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies"), whether by way of advances, loans, issue of debentures/ bonds and/or other instruments or otherwise which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of ₹ 27,50,00,00,000 (Rupees Two Thousand Seven Hundred and Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper, desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"**RESOLVED THAT** in supersession to the resolution passed by the Members of the Company through Postal Ballot on June 19, 2014, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), as amended from time to time, read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the Members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to create mortgage, charge and/or hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with granting the power to take over the management of the Company in certain events, to or in favour of financial institutions, non-banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies") or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate

value not exceeding ₹ 27,50,00,00,000 (Rupees Two Thousand Seven Hundred and Fifty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the borrowings of the Company or borrowings of any other Company as the Board may deem necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents and to do and execute all such acts, deeds, matters and things and take all such steps as may be necessary or desirable to give effect to the above Resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and provisions of Memorandum of Association and Articles of Association and such other laws, rules, regulations, guidelines, notifications, circulars as applicable, the consent of the member of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitute to exercise any or all of its powers including the powers conferred by this resolution) of the Company, to raise funds by way of issuance of Unsecured/ Secured Redeemable Non-Convertible Debentures/ Bonds ("NCDs"), on private placement basis,during the period of one year from the date of passing of the Special Resolution by the Members, for an amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crore only) on such terms and conditions and at such times at par, discount or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, Systemically important non banking financial companies, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do such acts, deeds, things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

By Order of the Board of Directors
For Godrej Properties Limited

Sd/-
Surender Varma
Company Secretary & Chief Legal Officer
ICSI Membership No. A10428

Place : Mumbai
Dated : May 04, 2017

Registered Office : Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai - 400079
CIN: L74120MH1985PLC035308
Tel: 91 22 61698500 Fax: 91 22 61698888
Website: www.godrejproperties.com
Email : secretarial@godrejproperties.com

NOTICE

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.**
2. 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, up to the date of this 32nd Annual General Meeting (AGM).
3. 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.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the "Companies Act" or the "Act") with respect to Item Nos. 3 to 9 of the notice set out above is annexed hereto.
5. The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under item no. 2 of this Notice, are annexed.
6. Corporate Members intending to attend the AGM through their authorized representatives are requested to send a certified copy of the 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 AGM 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 AGM, so that the same can be suitably replied to.
8. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilinggampally, Hyderabad - 500 008 ("Karvy").
9. Members who wish to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents, Karvy. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer will be transferred along with the underlying shares to the Investor Education and Protection Fund (IEPF) as per Sections 124 and 125 of the Companies Act, 2013. Members are requested to claim their unclaimed dividends immediately to avoid transfer of underlying shares to the IEPF.
10. 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.
11. 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 AGM, Financial Statements, Directors' Report, Auditors' Report, etc, is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website www.godrejproperties.com.
12. Members/Proxies should bring the Attendance Slip duly filled in, for attending the AGM and also their copy of the Annual Report. Members who have received the Notice of AGM, Annual Report 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 AGM.
13. 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 July 26, 2017 to determine the eligibility of Members to vote by electronic means or through physical ballot at the AGM (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 AGM.

14. 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 Annual Report, Notices, Circulars, etc. from the Company electronically.

15. 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.

16. 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.

17. 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 their right to vote by electronic means on any or all of the businesses 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 Annual Report and their names appear in the Register of Members/List of Beneficial Owners as on the Cut off date i.e. July 26, 2017 may contact Karvy to obtain the Notice of AGM and the login id and password for casting vote electronically or may cast their vote through physical ballot at the AGM. 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.

    Commencement of e-voting: From 9.00 a.m. on July 29, 2017

    Conclusion of e-voting: At 5.00 p.m. on August 01, 2017

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 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” 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) 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).

NOTICE

(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 AGM 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
-	-	-

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

(c) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the Cut-Off date for E-voting i.e., July 26, 2017, 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 Folio No./ DP ID, Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID, Client ID to 9212993399

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 endeavour 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 August 01, 2017. 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 evoting 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 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.

(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 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 all businesses 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 AGM but shall not be entitled 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 AGM. 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 resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.

(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.

18. Route map showing directions to reach venue of the AGM is given at the end of the Annual Report.

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

ITEM NO. 3

The Members of the Company at the 29th Annual General Meeting had appointed Kalyaniwalla & Mistry LLP, Chartered Accountants, (Firm Registration no.: 104607W) as the Statutory as well as Tax Auditors of the Company, to hold office from the conclusion of 29th Annual General Meeting of the Company until the conclusion of the 32nd Annual General Meeting.

As per the provisions of the Companies Act, 2013 ("the Act"), no listed company shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. 1st April, 2014. Accordingly, the term of the present Auditors, Kalyaniwalla & Mistry LLP expires at the conclusion of the forthcoming Annual General Meeting.

For the purpose of appointment of new Auditors, the Audit Committee after considering the back-ground of various firms e.g. experience, partner and staff strength etc., recommended BSR & Co. LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022, Mumbai as the Company's new Statutory Auditor.

BSR & Co. was constituted on 27 March 1990 having firm registration no. 101248W. It was converted into a Limited Liability Partnership i.e. BSR & Co. LLP on 14 October 2013 with firm registration no. 10l248WIW-100022. The registered office of BSR & Co. LLP is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011 .

BSR & Co. LLP is a member entity of BSR & Affiliates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the BSR & Affiliates network include BSR & Associates LLP, BSR & Company, BSR and Co, BSR and Associates, BSR and Company, BSRR & Co, BSSR & Co and BBSR & Co.

BSR & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida and Kochi.

The Board of Directors based on the recommendation of the Audit Committee recommends the appointment of the BSR & Co. LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022, Mumbai as the Statutory Auditors of the Company to the Members for their approval. If approved by the Members, the appointment of BSR & Co. LLP, Chartered Accountants as a Statutory Auditor will be for a period of five years commencing from the conclusion of Thirty Second Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).

BSR & Co. LLP, Chartered Accountants have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board of Directors recommend the Resolution at Item No. 3 of the Notice for your approval.

None of the Directors, Key Managerial Personnel and other relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

ITEM NO. 4

The Members at the Annual General Meeting held on July 28, 2012 had appointed Mr. Pirojsha Godrej as the Managing Director & Chief Executive Officer (MD & CEO) of the Company for a period of three years with effect from April 1, 2012.

The Board of the Company at its meeting held on January 27, 2015, and the Members of the Company at the Annual General Meeting of the Company held on August 04, 2015 approved the re-appointment of Mr. Pirojsha Godrej as MD & CEO of the Company, for a further period of three years with effect from April 01, 2015.

Mr. Adi. B. Godrej had step down from the Chairmanship of the Board with effect from April 01, 2017 and consequently, the Board of Directors of the Company has decided that Mr. Pirojsha Godrej after a successful stint as Managing Director & CEO shall move away from the routine day to day operations in order to focus on the long term future goals of the Company, while at the same time continuing to retain some critical

NOTICE

portfolios. Accordingly, the Board of Directors at its meeting held on February 02, 2017, based on the recommendation of Nomination & Remuneration Committee, had re-designated Mr. Pirojsha Godrej as Executive Chairman of the Company with effect from April 01, 2017 till the end of the tenure of his appointment as an Executive Director viz. March 31, 2018.

In addition the Board of Directors at its meeting held on May 04, 2017, revised the remuneration payable to Mr. Pirojsha Godrej with effect from April 01, 2017, subject to the approval of the Members of the Company.

Accordingly, the approval of the Members of the Company is sought to confirm and ratify the re-designation of Mr. Pirojsha Godrej as Executive Chairman and approve the revision in the terms & conditions of the remuneration payable to Mr. Pirojsha Godrej as mentioned in the Resolution at item no. 4 of this notice, with effect from April 1, 2017.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of your Company and their relatives, except Mr. Pirojsha Godrej, are concerned or interested, financially or otherwise, in the above Resolution.

The Board recommends the passing of the Resolution set out at Item No. 4 of this Notice.

ITEM NO. 5

The Board of the Company at its meeting held on February 11, 2015 and the Members of the Company at Annual General Meeting held on August 04, 2015 appointed Mr. Mohit Malhotra as an Executive Director of the Company for a period of three years with effect from April 01, 2015.

Mr. Mohit Malhotra has played a key role in the growth of the Company's business and has substantially contributed in taking the Organization to the current position. He has been instrumental in the acquisition of quality projects added over the past few years resulting in accelerated pace of growth and optimization of stakeholders' return. Keeping in view the additional roles and responsibilities and considering the performance of Mr. Mohit Malhotra, the Board at its meeting held on February 02, 2017, based on the recommendation of Nomination & Remuneration Committee, re-designated Mr. Mohit Malhotra as Managing Director & Chief Executive Officer of the Company with effect from April 01, 2017 for the remaining period of his tenure up to March 31, 2018.

In addition to the above, the Board at its meeting held on May 04, 2017, revised the remuneration payable to Mr. Mohit Malhotra with effect from April 01, 2017, subject to the approval of the Members of the Company.

Accordingly, the approval of the Members of the Company is sought to confirm and ratify the re-designation of Mr. Mohit Malhotra as Managing Director & Chief Executive Officer of the Company and approve the revision in the remuneration payable to Mr. Mohit Malhotra as Managing Director & Chief Executive Officer as mentioned in the Resolution at item no. 5 of this notice, with effect from April 01, 2017.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of your Company and their relatives, except Mr. Mohit Malhotra, are concerned or interested, financially or otherwise, in the above Resolution.

The Board recommends the passing of the Resolution set out at item no. 5 of this Notice.

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R. Nanabhoy & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18. In accordance with the provisions of Section 148 of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of your Company and their relatives are concerned or interested, financially or otherwise, in the above Resolutions.

ITEM NOs. 7 and 8

The Members of the Company had on June 19, 2014 by way of special resolutions passed through Postal Ballot had accorded its approval under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 for borrowing of sums by the Company upto a limit not exceeding ₹ 22,50,00,00,000 (Rupees Two Thousand Two Hundred and Fifty Crores only) and to create securities for such borrowings by creation of mortgage, charge and/or hypothecation on movable and immovable assets of the Company.

Taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, it is proposed to enhance the borrowing limits from ₹ 2,250 Crore to ₹ 2,750 Crore, notwithstanding that the monies to be borrowed by the Company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose. The total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of ₹ 27,50,00,00,000 (Rupees Two Thousand Seven Hundred and Fifty Crores only). It is also proposed to create security for the borrowings by way of suitable mortgage, hypothecation or charge on all or any of the movable and/or immovable properties of the Company.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of your Company and their relatives, are concerned or interested, financially or otherwise, in the above Resolution.

Accordingly, the Board of Directors of your Company recommends the passing of resolutions as set out at Item Nos. 7 & 8 as the Special Resolutions.

ITEM NO.9

In order to finance, inter alia, the ongoing capital expenditure, acquisition of land, construction of the ongoing and/or forthcoming projects as also for repayment/ pre-payment, in full or part, of certain loans availed by Godrej Properties and certain subsidiaries, refinancing of part of the existing loans in order to reduce interest costs and for general corporate purposes, the Company proposes to borrow funds by issue of Secured/ Unsecured Redeemable Non-Convertible Debentures / Bonds ("NCDs"), in one or more tranches/ series on private placement basis.

The Board of Directors in its meeting held on May 04, 2017 has proposed to seek approval of Members to issue NCDs aggregating upto ₹ 500 Crore (Rupees Five Hundred Crore only) in one or more tranches, on private placement basis to the eligible investors as may be identified by the Board of Directors of the Company.

In terms of Sections 42 and 71 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement, the Company can obtain previous approval of its shareholders by means of a Special Resolution once a year for all the offers or invitations for such non-convertible debentures during the year.

Accordingly, the approval of the Members of the Company is sought to approve raising of funds by issue of NCDs, aggregating upto ₹ 500 Crore (Rupees Five Hundred Crore only) as mentioned in the Resolution at Item No.9 of this Notice which will be within the overall borrowing limits as approved by the Members of the Company.

Nature of concern or interest of Directors:

None of the directors and/or key managerial personnel of your Company and their relatives, are concerned or interested, financially or otherwise, in the above Resolution.

The Board recommends the passing of the Resolution set out at Item No. 9 of this Notice.

By Order of the Board of Directors
For Godrej Properties Limited

Sd/-
Surender Varma
Company Secretary & Chief Legal Officer
ICSI Membership No. A10428

Place : Mumbai
Dated : May 04, 2017

Registered Office :
Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai - 400079
CIN: L74120MH1985PLC035308
Tel: 91 22 61698500 Fax: 91 22 61698888
Website: www.godrejproperties.com
Email : secretarial@godrejproperties.com

NOTICE

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

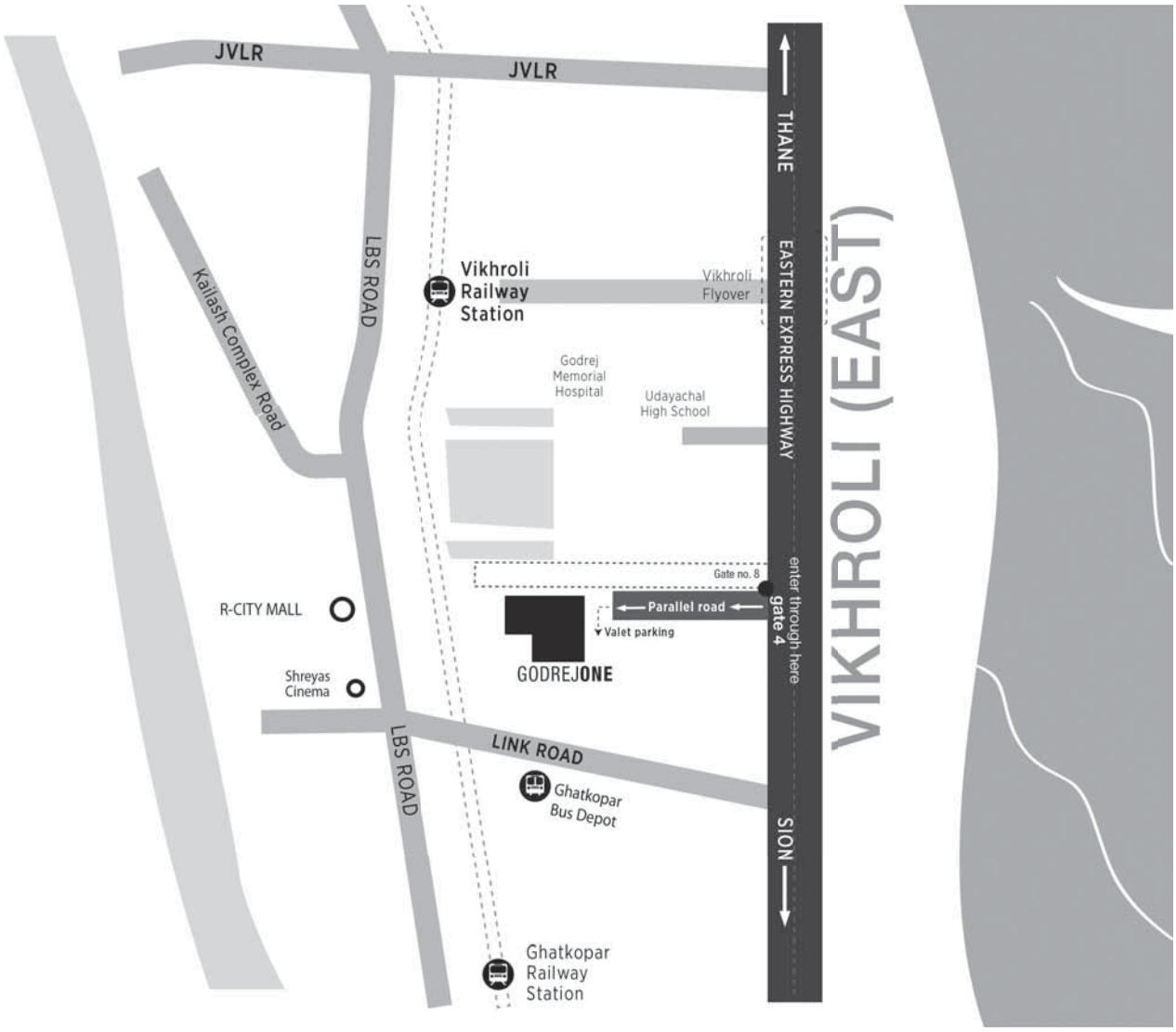
Brief Resume of the Directors

Name of the Director **Particulars**	**Mr. Pirojsha Godrej** **(DIN: 00432983)**	**Mr. Mohit Malhotra** **(DIN: 07074531)**
Age	36	39
Nationality	Indian	Indian
Date of Appointment	October 25, 2008	April 01, 2015
Shares held in the Company	13,28,802	21,756
Qualification	Mr. Pirojsha Godrej holds a Bachelors Degree in Economics from the Wharton School at the University of Pennsylvania, a Masters degree in International Affairs from Colombia University's School of International and Public Affairs and a Masters degree in Business Administration from Columbia Business School, U.S.A.	Mr. Malhotra holds a Bachelor's degree in Mechanical Engineering from Thapar Institute of Engineering & Technology, Patiala and a Post Graduate Diploma in Management from the Indian Institute of Management, Kolkata
Expertise in specific functional area	Management	Management
Terms & Conditions of re-appointment/ variation of remuneration	Specified in Resolution No. 4 of the Notice	Specified in Resolution No. 5 of the Notice
Remuneration last drawn	Kindly refer the Corporate Governance Report	Kindly refer the Corporate Governance Report
Directorships held in other companies	• Swaddle Projects Private Limited • Godrej One Premises Management Private Limited • Godrej Investment Advisers Private Limited • Godrej Consumer Products Limited	Nil
Chairman/Membership in other committees of the Board	• Allotment Committee • Management Committee • Corporate Social Responsibility Committee • Stakeholder Relationship Committee	• Corporate Social Responsibility Committee • Management Committee
Inter-se relationship with other directors/ Key Managerial Personnel	Nephew of Mr. Jamshyd N. Godrej & Mr. Nadir B. Godrej	None
No. of Board meetings attended during the year	4 (Four)	4 (Four)

VENUE OF THE MEETING

Auditorium, Godrej One,

Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.



PROXY FORM

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

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			
	Address		Signature	
	E- Mail ID			
Or failing him				
2.	Name			
	Address		Signature	
	E- Mail ID			
Or failing him				
3.	Name			
	Address		Signature	
	E- Mail ID			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, August 02, 2017 at 2:00 p.m. at Godrej One, The Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai - 400 079 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution Nos. :-

Sr. No	Resolutions	Optional (see note 2)		
		For	**Against**	**Abstain**
ORDINARY BUSINESS				
1.	Adoption of the financial statements for the year ended March 31, 2017			
2.	Re-appointment of Mr. Pirojsha Godrej as Director liable to retire by rotation			
3.	Appointment of M/s BSR & Co. LLP as Statutory Auditors of the Company			
SPECIAL BUSINESS				
4.	Ratification of redesignation of Mr. Pirojsha Godrej as the Executive Chairman and revision in remuneration payable to him			
5.	Ratification of redesignation of Mr. Mohit Malhotra as the Managing Director & Chief Executive Officer and revision in remuneration payable to him			
6.	Ratification of remuneration paid to Cost Auditors			
7.	Approval for enhancement of borrowing limits			
8.	Approval for creation of charge on properties of the Company			
9.	Approval for issue of Non-Convertible Debentures			

Signed this _____day of _____2017

Affix Revenue Stamp

Signature of the Member _____

_____ Signature of the First Proxy Holder

_____ Signature of the Second Proxy Holder

_____ Signature of the Third Proxy Holder

Note:

1. 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.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

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 32nd Annual 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 32nd Annual General Meeting of the Company on Wednesday, August 02, 2017, at 02:00 p.m. at the Auditorium, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.

First/Sole holder/Proxy	Second/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. 17 to the Notice to the 32nd Annual General Meeting dated May 04, 2017.
2. Members are requested to bring their copies of the Annual Report at the Annual General Meeting.
3. (i) Commencement of remote e-voting: from 9.00 a.m. on July 29, 2017
   (ii) Conclusion of remote e-voting: at 5.00 p.m. on August 01, 2017
4. Cut-off date for remote e-voting and ballot voting : July 26, 2017