

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

CIN: L74120MH1985PLC035308

February 05, 2021

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

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

Ref: **Godrej Properties Limited**

BSE - Script Code: 533150, Scrip ID - GODREJPROP

BSE - Security Code 959822 – Debt Segment

NSE - GODREJPROP

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

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement which is being sent to the members by email for seeking their approval on the following Special Resolutions:

1. To approve raising of funds in one or more tranches, by issuance of securities for an amount not exceeding Rs. 3,750 crore.
2. To approve enhancement of investment limit of the Company up to Rs. 7,500 crore under Section 186 of the Companies Act, 2013.

The Postal Ballot Notice, along with other relevant documents, is being sent by email to all the Members whose names appear in the Register of Members/ List of Beneficial Owners as on January 29, 2021 (“Cut-off date”) to their registered email addresses in accordance with Circular No. 14/2020 dated April 08, 2020, Circular No. 17, 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”). The Postal Ballot Notice is also uploaded on the website of the Company at www.godrejproperties.com.

In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only. The hard copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelopes are not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars.



The Company has engaged the services of Kfin Technologies Private Limited ("KFINTECH") for the purpose of providing e-voting facility to all its members. The voting through Postal Ballot and through e-voting will commence from Saturday, February 06, 2021 (09:00 a.m.) and shall end on Monday, March 08, 2021 (05:00 p.m.). The results of the Postal Ballot will be announced by Tuesday, March 09, 2021.

Members who have not submitted their e-mail IDs are requested to provide their e-mail IDs to KFINTECH, by following the procedure provided in the Postal Ballot Notice dated February 04, 2021, on or before 5:00 p.m. on Tuesday, March 02, 2021 pursuant to which, the Member may receive on the e-mail ID provided by the Member the Postal Ballot Notice along with the login ID and password for remote e-voting. In case of any queries, members may send email to einward.ris@kfintech.com.

We request you to take the above on your record.

Thanking you,

Yours faithfully,

For Godrej Properties Limited



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 read with Section 108 of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014, as amended

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “**Companies Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the “**MCA Circulars**”) issued by the Ministry of Corporate Affairs and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, that Godrej Properties Limited (the “**Company**”) is seeking the consent of its members by way of special resolutions for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot. However, in order to facilitate voting by members who may not be able to access e-voting facilities, the members may also cast their votes by Postal Ballot, as per the instructions contained below in the Notice.

The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement and thereafter record your assent or dissent by means of Postal Ballot or remote e-voting facility provided by the Company.

Mr. Ashish Kumar Jain, Company Secretary in Practice, Membership No. 6058 and Certificate of Practice No. 6124 has been appointed by the Company as Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Executive Chairman of the Company or to the Managing Director of the Company or to the Company Secretary, after completion of the scrutiny. Results of the Postal Ballot will be announced on March 09, 2021.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website viz. www.godrejproperties.com.

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 Sections 23, 42, 62, 71, 179 and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) and applicable rules made thereunder including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (“**SEBI Debt Listing Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the uniform listing agreement entered into with the stock exchanges where the equity shares, having face value of ₹ 5 each, of the Company are listed (“**Equity Shares**” and such stock exchanges “**Stock Exchanges**”), the Consolidated

FDI Policy (Effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, the Foreign Exchange Management Act, 1999 and rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019 and any other provisions of applicable law each including any amendment(s), statutory modification(s) or re-enactment(s) thereof, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, the Reserve Bank of India ("**RBI**"), the Government of India and any other concerned statutory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed while granting of such approvals, permissions, consents and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("**Board**"), which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution) approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot such number of fully paid-up Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures either with or without warrants, preference shares convertible into Equity Shares, and/or any other financial instruments /securities convertible into equity shares (including warrants, or otherwise, in registered or bearer form) and/or any other security permissible under the applicable law (all of which are hereinafter referred to as "**Securities**") or any combination of the Securities for an aggregate consideration of up to ₹ 3,750 crore only (Rupees Three Thousand Seven Hundred and Fifty crore only) (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, through one or more public and/or private offerings including preferential issue, qualified institutions placement ("**QIP**"), further public offer or any other mode as may be permitted under applicable laws or any combination thereof, to eligible investors, through issue of prospectus and/or placement document and/or other permissible/ requisite offer documents to any eligible person, including qualified institutional buyers in accordance with the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/ or any other categories of investors, whether they be holders of the Securities or not (collectively called the "**Investors**"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities.

RESOLVED FURTHER THAT in the event that Securities are issued through QIP under Chapter VI of the SEBI ICDR Regulations:

- a) the allotment of Securities shall be completed within 365 days from the date of passing of the Special Resolution or such other time as may be allowed under the Companies Act and/or the SEBI ICDR Regulations from time to time;
- b) of Equity Shares, then, the relevant date shall be the date on which the Board /Committee decides to open the said issue, and/or, of convertible securities, then, the relevant date shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the issue of such convertible securities;
- c) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable and the Board at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the issuance including among other things, the date of opening and closing of the issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of any

preliminary as well as final offer document including preliminary and final placement document(s) or the private placement offer-cum-application or any other offering document, interest rate, listing, premium/ discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations (including sign any declarations required in connection with the private placement offer-cum-application) and writings as may be required in this regard including without limitation, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Ministry of Corporate Affairs, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company and all actions taken by the Board, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

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

"RESOLVED THAT pursuant to the provisions of 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(s) 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 guarantee /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/joint ventures/associate companies and/or Limited Liability Partnerships/ entities and/ or body corporates including any other permissible form of entity(ies) or organisation(s) either existing or to be formed or incorporated for the development of the present/ proposed/ future projects of the Company, for an amount not exceeding ₹ 3,500 crore (Rupees Three Thousand Five Hundred Crore only), in addition to the existing limit of ₹ 4,000 crore already approved by the members of the Company through postal ballot on October 24, 2018, 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, securities or contribution proposed to be made or given or provided or deposits proposed to be placed 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 ₹ 7,500 crore or sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

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

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

Place: Mumbai

Date : February 04, 2021

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

Item No. 1:

The Company recognises significant growth opportunities in the real estate market, driven by rising demand for residential and commercial spaces. Given the significant potential of increasing the businesses through organic and inorganic growth, it is important that the Company augments its long term resources. It is imperative for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well for servicing and/or repayment of short term and long term debt, capital expenditure, investment in subsidiaries/joint ventures for various projects and general corporate purposes as per the Company's growth and business related plans.

In line with the above, the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) at its meeting held on February 04, 2021, has approved fund raising up to an aggregate amount of ₹ 3,750 crore only (Rupees Three Thousand Seven Hundred and Fifty crore only), inter alia, by way of issuance of Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures either with or without warrants, preference shares convertible into Equity Shares, and/or any other financial instruments/securities convertible into Equity Shares (including warrants, or otherwise) and/or any other security permissible under the applicable law (all of which are hereinafter referred to as "Securities") or any combination of the Securities, in one or more tranches through one or more public and/or private offerings including preferential issue, qualified institutions placement ("QIP"), further public offer or any other mode as may be permitted under applicable laws or any combination thereof to eligible investors .

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

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

The additional fund may be raised through issuance of further equity shares and/or any other securities on Qualified Institutions Placement (QIP)/ Private Placement/ Public Offer, in one and any combination thereof. Members' approval is therefore sought for issuing any such instrument as the Company may deem appropriate. Whilst no specific instrument has been identified at this stage, in the event, the issue will be structured in such a manner that the proceeds of the same would not exceed ₹ 3,750 crore.

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

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

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

In the event of the issue of the equity shares as aforesaid by way of QIP, the special resolution also seeks to empower the Board of Directors of the Company to undertake QIP as defined by ICDR Regulations.

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

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

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

Nature of concern or interest of Directors:

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

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

Item No. 2:

The Company is developing several real estate projects at different locations across the country either directly and/or through its subsidiary/ joint venture/ associate companies and/or Limited Liability Partnerships ("LLPs"). The Company had through postal ballot on October 24, 2018, obtained the approval of its members under Section 186 of the Companies Act, 2013 (the "Companies Act") for making investments/ giving loans/ giving guarantees/ providing securities/ placing inter-corporate deposits in its subsidiaries/ joint ventures/ associate companies/ body corporates for an amount not exceeding ₹ 4000 crore. Out of limits approved by the members by Postal Ballot on October 24, 2018, an amount of ₹ 3,000 crore has already been utilised till December 31, 2020.

In line with its growth strategy, the Company has been adding several new projects at various locations and will continue to do so, given the lucrative business development opportunities which exists in the current market. The Company would be developing several of these projects either directly and/or through its subsidiary, Joint venture/associates companies and/ LLPs and /or other corporates.

The Company would, therefore, be required to provide financial support by way of subscription, purchase or otherwise, any security(ies) of and/or give loan(s) to/ give guarantee(s) / provide security(ies) on behalf of subsidiary/ joint venture/ associate companies/ LLPs/ 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 above mentioned limit of ₹ 4,000 crore.

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 ₹ 7,500 crore or sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, to make investment(s) in/ acquire by way of subscription, purchase or otherwise, any security(ies) of and/or to give loan(s)/ to give guarantee 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 LLPs/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.

Accordingly, the Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 2 as a Special Resolution.

Nature of concern or interest of Directors:

None of the Directors and Key Managerial Personnel of your Company and their relatives, are concerned or interested, financially or otherwise, in the Special resolution as set out at Item No. 2 of this Notice.

By Order of the Board of Directors
For Godrej Properties Limited

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

Place: Mumbai

Date : February 04, 2021

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the resolutions is annexed to this Notice.
2. This Notice is being electronically sent to all the members whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on January 29, 2021 and who have registered their email addresses with the Company and/or with the Depositories/Depository Participants. It is however, clarified that all the persons who are members of the Company as on January 29, 2021 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolutions specified in this Notice. Dispatch of the Notice shall be deemed to be completed on February 05, 2021.
3. Members who have not registered their e-mail addresses with either the Company or the Depositories/Depository Participants are requested to register the same with the Company or the Depositories/Depository Participants, in accordance with the process specified herein below at point no 13(b).
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on January 29, 2021. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on January 29, 2021 will be entitled to cast their votes by Postal Ballot or remote e-voting. A person who is not a member as on January 29, 2021 should treat this Notice for information purpose only.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Special Resolutions are not less than three times the number of votes cast against the Special Resolutions.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are members as on January 29, 2021 and (i) who have received this Notice by e-mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories/Depository Participants, and wish to vote through Postal Ballot Form can download the Postal Ballot Form from www.godrejproperties.com and <http://evoting.kfintech.com>, fill the details and send the duly signed ballot form, at his/her own cost, to the Scrutinizer Mr. Ashish Kumar Jain, C/o KFin Technologies Private Limited ("KFinTech") Unit: Godrej Properties Limited, Selenium Tower-B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, not later than the close of working hours i.e. by 5:00 P.M. on Monday, March 08, 2021. The Postal Ballot(s) received after March 08, 2021 will not be considered by the Scrutinizer.
7. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any member(s).

8. The Scrutinizer will submit his report to the Executive Chairman of the Company or to the Managing Director of the Company or to the Company Secretary. The results of the Postal Ballot will be declared on **March 09, 2021** 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.
9. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, 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 KFinTech for facilitating e-voting.

Commencement of e-voting: **From 09.00 a.m. on February 06, 2021**

Conclusion of e-voting: **At 5:00 p.m. on March 08, 2021**

10. Members desirous to cast their vote through postal ballot physically are requested to take the printout of Postal Ballot Form attached to this Notice. Members are requested to carefully read the instructions given in the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizers on or before 5.00 P.M. (IST) on March 08, 2021. Postage/ courier expenses for sending such physical postal ballot to the Scrutinizer will be borne by the members. The Postal Ballot Form may also be deposited personally. The duly completed Postal Ballot Form(s) should reach the Scrutinizers at Mr. Ashish Kumar Jain, C/o KFin Technologies Private Limited Unit: Godrej Properties Limited, Selenium Tower-B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, not later than to 5.00 P.M. (IST) on March 08, 2021 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Company in no way would be responsible for late/ no delivery of Postal Ballot Form on account of restrictions due to COVID 19. The e-voting module shall also be disabled by KFinTech for voting after the abovementioned time.
11. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote; and/ or (xi) the member has also voted through e-voting. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.
12. The Notice is being uploaded on the website of the Company www.godrejproperties.com and on the website of stock exchanges at BSE Limited and the National Stock Exchange of India Limited and KFinTech at and <http://evoting.kfintech.com>
13. The instructions for members for voting electronically are as under:-

(a) Voting through electronic mode/ e-voting:

- (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.kfintech.com>
- (iii) Enter the login credentials (i.e. User ID and password) mentioned in the email. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering these details appropriately, click on "LOGIN".
- (v) You will now reach password change Menu wherein you are required to mandatorily change your password.

The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (vi) You need to login again with the new credentials.
 - (vii) On successful login, the system will prompt you to select the EVENT for Godrej Properties Limited.
 - (viii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the Cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (x) Voting has to be done for each item of this Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: akjaincs@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - (xiv) 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 Kfintech's website <http://evoting.kfintech.com> or contact details of Kfintech at toll free no. 1800-3454-001 or email at evoting@kfintech.com.
- (b) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this postal ballot notice:**
- (i) In case shares are held in physical mode please send scanned copy of certificate (front and back) by email to einward.ris@kfintech.com Subject of email should be "Password for Postal Ballot of Godrej Properties Limited folio no.: (MENTION FOLIO NO.)".
 - (ii) In case shares are held in demat mode, please send copy of client master to einward.ris@kfintech.com. Subject of email should be "Password for Postal Ballot of Godrej Properties Limited DPID-CLID (MENTION 16 DIGIT DPID+CLID)"
 - (iii) Please attach self-attested copy of PAN/ Voter ID/ Aadhar Card to the email sent as per sr. no (i) and (ii) above.

14. Other information:

- (a) E-voting shall not be allowed beyond 5.00 p.m. on **March 08, 2021**. 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.

- (b) The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit his report to the Executive Chairman or the Managing Director or the Company Secretary of the Company or any other Director of the Company.
- (c) The result of the voting on Resolutions by postal ballot and Remote e-voting will be declared by the Executive Chairman of the Company or the authorized person on **March 09, 2021**. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.godrejproperties.com) and on KFinTech's website (<http://evoting.kfintech.com>) immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.

Godrej | PROPERTIES
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

POSTAL BALLOT FORM

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

I / We hereby exercise my / our vote in respect of the resolutions to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated **February 04, 2021** by conveying my /our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares for which votes cast	I/We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1.	To approve raising of funds in one or more tranches, by issuance of securities for an amount not exceeding ₹ 3,750 crore.			
2.	Approval for enhancement of investment limit of the Company up to ₹ 7,500 Crores under Section 186 of the Companies Act, 2013.			

Place:

Date:

Signature of the Shareholder/ Authorised signatory

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ELECTRONIC VOTING PARTICULARS

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

Note: (i) Please carefully read the instructions on e-voting given in the attached Notice.

(ii) The cut-off date (i.e. the record date) for the purpose of e-voting is January 29, 2021.

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

Commencement of Voting	End of Voting
From 09.00 a.m. on February 06, 2021	At 5:00 p.m. on March 08, 2021