



GODREJ PROPERTIES LIMITED

CIN:L74120MH1985PLC035308

Registered Office: Godrej Bhavan, 4th Floor, 4A, Home Street, Fort, Mumbai – 400 001.

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

Tel.: 022- 6651 0200 Fax: 022- 2207 2044

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole / First
named Member :

2. Name(s) of the Joint Member(s) if any :

3. Registered Folio No. / DP ID No.*/ Client ID No.* :
(*Applicable to investors holding shares in
dematerialised form)

4. No. of equity shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot including eVoting for the business stated in the Notice dated February 20, 2015 of Godrej Properties Limited (the “Company”) by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution by placing a tick(✓) mark in the appropriate column 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 amend/substitute Clause V(i) of Part C of the Godrej Properties Limited Employee Stock Grant Scheme 2011 (GPL ESGS).			

Date :

Place :

Signature of the Member

Last Date for Receipt of Postal Ballot Form by the Scrutinizer / eVoting: **April 2, 2015, before 5.30 p.m.**

Electronic Voting Particulars

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD

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

INSTRUCTIONS FOR VOTING:

1. **The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**
2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Godrej Properties Limited (the “**Company**”). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
5. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
6. The consent must be accorded by recording the assent in the column ‘FOR’ or dissent in the column ‘AGAINST’ by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
7. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final and binding.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before **April 2, 2015** upto 5.30 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **February 20, 2015**.
11. The result of the Postal Ballot will be declared on **April 6, 2015** at the registered office of the Company. 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 Rules.
12. The Postal Ballot shall not be exercised by a Proxy.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.8 above.
15. A Member need not use all his votes nor cast all his votes in the same way.