

Notice pursuant to Section 192A of the Companies Act, 1956, as amended, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Dear Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, as amended (the “**Companies Act**”), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the “**Rules**”), that Godrej Properties Limited (the “**Company**”) is seeking the consent of its Members through Postal Ballot for the following purpose:

- (a) Sub-division of each equity share of nominal value of Rs.10/- (Rupees Ten only) of the Company into 2 (two) equity shares of nominal value of Rs. 5/- (Rupees Five only) each; and
- (b) Alteration of the Memorandum of Association and the Articles of Association of the Company pursuant to the sub-division.

In terms of Section 192A of the Companies Act, read with the Rules, the items of business set out in the notice can be passed by postal ballot. Accordingly, the Company is seeking approval of the Members in respect of the above matters, through postal ballot. The Resolutions and the relevant explanatory statement setting out the material facts and the reasons for the Resolutions are appended herewith along with a ‘Postal Ballot Form’ for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Mr. S. Anand SS Rao, Company Secretary in Practice, has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through physical form, you are requested to carefully read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer before **5.30 p.m. on May 3, 2013**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

The Company is pleased to offer e-voting facility as an alternate for its Members, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

The Scrutinizer will submit his report to the Chairman or any other Director in his absence after completion of the scrutiny. Results of the Postal Ballot will be announced by the Chairman or such Director on **May 6, 2013**.

The declaration of results as stated above shall be treated as declaration of results by the Chairman or Director at a meeting of the shareholders as per the provisions of the Rules. After the above declaration by the Chairman or the Director, the results of the Postal Ballot will be posted on the Company’s website viz., www.godrejproperties.com.

As required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. Detailed instructions to use the facility are given separately.

SPECIAL BUSINESS:-

1. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and Article 9 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, each equity share of nominal value Rs. 10/- (Rupees Ten only) of the Company be sub-divided into 2 (two) equity shares of nominal value of Rs. 5/- (Rupees Five only) each and consequently, the authorized share capital of the Company of Rs. 100,00,00,000/- (Rupees Hundred Crore only) shall comprise of 20,00,00,000 (Twenty Crore) equity shares of nominal value of Rs. 5/- (Rupees Five only) each.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the 7,80,46,103 (Seven Crore Eighty Lakh Forty Six Thousand One Hundred Three) issued equity shares of nominal value Rs. 10/- (Rupees Ten only) of the Company shall stand sub-divided into 15,60,92,206 (Fifteen Crore Sixty Lakh Ninety Two Thousand Two Hundred Six) equity shares of nominal value Rs. 5/- (Rupees Five only) each.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the ‘Record Date’ and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and despatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Issue of Share Certificate) Rules, 1960, as amended, and in the case of Members who hold the equity shares/opt to receive the sub-divided equity shares in dematerialised form, the sub-divided equity shares shall be credited to the respective beneficiary account of the Members, with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares.

RESOLVED FURTHER THAT the Board of Directors of the Company (the “**Board**”, which expression shall also include a duly authorised Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above Resolution.”

2. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

“V. The Authorized Share Capital of the Company is Rs. 1,00,00,00,000/- (Rupees One Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs. 5/- (Rupees Five only) each. The Company will have the right to increase or reduce the capital and divide this capital for the time being into shares of different classes and attach to any such shares such preferential and privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do all such acts, deeds and things and to delegate all or any of the powers to any Director(s) or Officer(s) of the Company as may be required to give effect to the above Resolution.”

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

“**RESOLVED THAT** pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the existing Article 3 of the Articles of Association of the Company be substituted with the following new Article 3:

“3. The Authorized Share Capital of the Company is Rs.1,00,00,00,000/- (Rupees Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs 5/- (Rupees Five only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a duly constituted Committee thereof) be and is hereby authorised to do all such acts, deeds and things and to delegate all or any of the powers to any Director(s) or Officer(s) of the Company as may be required to give effect to the above Resolution.”

**By Order of the Board of Directors
For Godrej Properties Limited**

Sd/-

Place: Mumbai
Date: March 23, 2013

**Shodhan Kembhavi
Vice President (Legal) & Company Secretary**

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

Notes:

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act setting out material facts is annexed hereto.
2. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail ids with the Company), whose names appear in the Register of Members / Record of Depositories as on **March 22, 2013**.
3. The members whose name appears in the Register of members / Record of Depositories as on **March 22, 2013**, will be considered for voting.
4. Resolution passed by the members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the members.
5. Mr. S. Anand SS Rao, Company Secretary in Practice, has been appointed as the Scrutinizer for conducting the Postal Ballot voting process in accordance with applicable law.
6. The members are requested to carefully read the instructions printed in the attached Postal Ballot Form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before **5.30 p.m. on May 3, 2013**. Any Postal Ballot Form received after **May 3, 2013** shall be treated as if reply from the member has not been received.
7. **E-VOTING:** In compliance with provisions of Section 192A of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“**CDSL**”) for facilitating e-voting.

The instructions for members for voting electronically are as under:-

(a) In case of members receiving e-mail:

- i) Open the e-mail which contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Log on to the e-voting website www.evotingindia.com
- iii) Now click on “Shareholders” tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number (EVSN) alongwith “GODREJ PROPERTIES LIMITED” from the drop down menu and click on SUBMIT.
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Password	Your unique password has been printed on the postal ballot form / mentioned in the e-mail vide which the Postal Ballot Notice has been sent to you	Your password has been printed on the postal ballot form / mentioned in the e-mail vide which the Postal Ballot Notice has been sent to you
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolution for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
- ix) **If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of the Company or any other company, then your existing login id and password are to be used.**
- x) For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xi) On the voting page, you will see Resolutions Description and against the same the option “YES/NO” for voting. Enter the number of equity shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “Resolution File Link” if you wish to view the entire Postal Ballot Resolution.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) Corporate/Institutional members (Corporates / FIs / FIIs / Trusts / Mutual Funds / Banks etc.) are required to send scan copy (PDF/JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to anandssrao@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

(b) In case of members receiving Postal Ballot Form by Post:

- (i) Initial password and other details are provided as below at the bottom of Postal Ballot Form:

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sl no. (ii) to Sl no. (xv) above, to cast vote.

- (c) The voting period ends at **5.30 p.m.** on **May 3, 2013**. The e-voting module will be disabled by CDSL for voting thereafter.
- (d) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

8. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.godrejproperties.com or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, Unit: Godrej Properties Limited, Plot No 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081, fill in the requisite details and send the same to the Scrutinizer.
9. The results of the Postal Ballot will be announced on **May 6, 2013** at the registered office of the Company at Godrej Bhavan, 4th Floor, 4A Home Street, Fort, Mumbai 400 001 and will also be informed to BSE Limited and the National Stock Exchange of India Limited, and posted on the Company's website www.godrejproperties.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT

Item Nos. 1 to 3

The equity shares of nominal value of Rs. 10/- each of the Company are currently listed on BSE Limited and the National Stock Exchange of India Limited.

With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors on March 23, 2013 approved the sub-division of each equity share of nominal value of Rs. 10/- (Rupees Ten only) of the Company into 2 (two) equity shares of nominal value of Rs. 5/- (Rupees Five only) each. Accordingly, 7,80,46,103 (Seven Crore Eighty Lakh Forty Six Thousand One Hundred Three) issued equity shares of nominal value Rs. 10/- (Rupees Ten only) of the Company shall stand sub-divided into 15,60,92,206 (Fifteen Crore Sixty Lakh Ninety Two Thousand Two Hundred Six) equity shares of nominal value Rs. 5/- (Rupees Five only) each.

The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Company after the approval of the shareholders is obtained, pursuant to this Postal Ballot. The proposed sub-division of equity shares of the Company from Rs. 10/- (Rupees Ten only) per equity share to Rs. 5/- (Rupees Five only) per equity share, requires amendment to the Memorandum and Articles of Association of the Company. Accordingly, Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company are proposed to be altered in the manner set out in Resolutions at Item Nos. 2 and 3, respectively, to reflect the alteration in the authorized capital of the Company, i.e. from Rs.100,00,00,000/- (Rupees Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of nominal value of Rs. 10/- (Rupees Ten only) each to Rs. 1,00,00,00,000/- (Rupees Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of nominal value of Rs. 5/- (Rupees Five only) each.

The approval of the Members is sought pursuant to the provisions of Sections 16 and 31 of the Companies Act for the proposed alteration of the Memorandum of Association and the Articles of Association of the Company, respectively.

Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 1 to 3 for the proposed sub-division of the equity shares of nominal value of Rs. 10/- (Rupees Ten only) each of the Company into 2 (two) equity shares of Rs. 5/- (Rupees five only) each and the consequent amendments to Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

The Board is of the opinion that the aforesaid sub-division of the nominal value of equity shares is in the best interest of the investors and hence commends passing of the Resolutions at Items Nos. 1 and 2 as Ordinary Resolutions and the Resolution at Item No. 3 as a Special Resolution through Postal Ballot.

A copy of the Memorandum and Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to May 03, 2013.

The Directors of the Company are deemed to be concerned or interested in the resolutions at Item Nos. 1 to 3 only to the extent of shares held by them in the Company and the Executive Directors may be deemed to be concerned or interested to the extent of stock options granted to them as on the date of the Notice.

Your approval is sought by voting through Postal Ballot pursuant to the provisions of section 192A of the Companies Act, 1956, as amended, read together with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for passing the Resolutions as set out in this Notice.

**By Order of the Board of Directors
For Godrej Properties Limited**

Sd/-

Place: Mumbai
Date: March 23, 2013

**Shodhan Kembhavi
Vice President (Legal) & Company Secretary**

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