

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

Sr. No. _____

POSTAL BALLOT FORM

Name (s) of the member(s) (in block letters) (including joint holders, if any)	
Registered Address of the Sole/First named member/beneficial owner	
Registered Folio No/ DP ID*/ Client ID No.* (*Applicable to investors holding shares in demat form)	
No. of equity shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the businesses stated in the Notice dated March 23, 2013 of Godrej Properties Limited by sending my/our assent or dissent to the said resolution(s) by placing a tick (✓) mark in the appropriate column below:

Description	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, and Article 9 and other enabling provisions of the Articles of Association of the Company for sub-division of the Company's shares (1 share of Rs.10/- to be subdivided into 2 shares of Rs.5 /- each).			
Ordinary Resolution pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, amendment to the existing Clause V of the Memorandum of Association of the Company.			
Special Resolution pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, amendment to the existing Article 3 of the Articles of Association of the Company.			

Place:

Date:

Signature of the MemberLast Date for Receipt of Postal Ballot Form by the Scrutinizer: **May 3, 2013, 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 IN PHYSICAL FORM:-

1. 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.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. 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 delegatee, 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.
4. 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.
5. 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.
6. 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.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **May 3, 2013** before 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.
8. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
9. The members whose name appears in the Register of members / Record of Depositories as on **March 22, 2013**, will be considered for voting.
10. The Postal Ballot shall not be exercised by a Proxy.
11. 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.
12. 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 7 above.
13. **The Company is also offering e-voting facility as an alternate, for 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.**
14. A Member need not use all his votes nor cast all his votes in the same way.