GODREJ PROPERTIES LIMITED

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

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 purposes:

1. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make 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 loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Keshav Nagar, Mundhwa, Pune, for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore).
2. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make 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 loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Village Khanawale, Panvel and Village Talegaon, Khalapur, for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore).
3. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make 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 loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Padur and Kazhipattur Villages, Kanchipuram District, Tamilnadu, for an amount not exceeding Rs. 45 Crore (Rupees Forty Five Crore).
4. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make 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 loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Devanahalli, Near Bengaluru International Airport, Bengaluru, for an amount not exceeding Rs. 70 Crore (Rupees Seventy Crore).
5. To make investment(s) in any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to Happy Highrises Limited, a subsidiary of the Company for an amount of Rs. 200 Crore (Rupees Two Hundred Crore), in addition to an amount of Rs. 250 Crore (Rupees Two Hundred Fifty Crore) approved by members of the Company vide resolution dated May 17, 2010, with the cumulative approved amount not exceeding Rs. 450 Crore (Rupees Four Hundred Fifty Crore); and
6. To make investment(s) in any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt and/or provide any security(ies) in connection with loan(s) and/or give guarantee(s) in connection with loan(s) given by any other person to Godrej Buildwell Private Limited, a subsidiary of the Company for an amount of Rs. 50 Crore (Rupees Fifty Crore), in addition to an amount of Rs. 200 Crore (Rupees Two Hundred Crore) approved by members of the Company vide resolution dated June 17, 2013, with the cumulative approved amount not exceeding Rs. 250 Crore (Rupees Two Hundred Fifty Crore).

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 March 7, 2014**.Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

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 **March 11, 2014**.

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 e-voting facility are given in the notice.

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 Section 372A and other applicable provisions, if any, of the Companies Act, 1956, as amended or re-enacted and Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (collectively, the "**Companies Act**") 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 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 make 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 by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Keshav Nagar, Mundhwa, Pune, for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore), notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/ or securities so far acquired or to be acquired in all bodies corporate or such other entities or organisations may exceed the limits laid down by the Companies Act.

   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."

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

   "**RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, as amended or re-enacted and Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (collectively, the "**Companies Act**") 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 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 make 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 by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Village Khanawale, Panvel and Village Talegaon, Khalapur, for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore), notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/ or securities so far acquired or to be acquired in all bodies corporate or such other entities or organisations may exceed the limits laid down by the Companies Act.

   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."

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

   "**RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, as amended or re-enacted and Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (collectively, the "**Companies Act**") 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 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 make 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 by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Padur and Kazhipattur Villages, Kanchipuram District, Tamilnadu, for an amount not exceeding Rs. 45 Crore (Rupees Forty Five Crore), notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/ or securities so far acquired or to be acquired in all bodies corporate or such other entities or organisations may exceed the limits laid down by the Companies Act.

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."

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

"**RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, as amended or re-enacted and Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (collectively, the "**Companies Act**") 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 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 make 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 by any other person to a body corporate or any other permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the proposed project of the Company located at Devanahalli, near Bengaluru International Airport, Bengaluru, for an amount not exceeding Rs. 70 Crore (Rupees Seventy Crore), notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/ or securities so far acquired or to be acquired in all bodies corporate or such other entities or organisations may exceed the limits laid down by the Companies Act.

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."

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

"**RESOLVED THAT** further to the resolution dated May 17, 2010 passed by the members of the Company through Postal Ballot and pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act 1956, as amended or re-enacted and Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (collectively, the "**Companies Act**") 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 or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make loan(s) or place inter-corporate deposit(s) with and/or provide any other form of debt to and/or to make investment in and /or acquire by way of subscription, purchase or otherwise the security(ies) of and/or give guarantee(s) and/or provide any security(ies) in connection with loan(s) made by any other person to Happy Highrises Limited, a subsidiary of the Company, for an amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore), in addition to the amount of Rs. 250 Crore (Rupees Two Hundred Fifty Crore) approved by the members of the Company vide their resolution dated May 17, 2010, notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/ or securities so far acquired or to be acquired in all bodies corporate or any other permissible form of entity(ies) or organisation(s) may exceed the limits laid down by the Companies Act.

RESOLVED FURTHER THAT the total amount of loan(s)/guarantee(s)/security(ies)/ investment(s) by the Company in Happy Highrises Limited, together with the existing investments, shall not exceed an amount aggregating to Rs. 450 Crore (Rupees Four Hundred Fifty Crore).

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 the same 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."

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

"**RESOLVED THAT** further to the resolution dated June 17, 2013 passed by the members of the Company through Postal Ballot and pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act 1956, as amended or re-enacted and Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (collectively, the "**Companies Act**") 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 or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make loan(s) or place inter-corporate deposit(s) with and/or provide any other form of debt to and/or to make investment in and /or acquire by way of subscription, purchase or otherwise the security(ies) of and/or give guarantee(s) and/or provide any security(ies) in connection with loan(s) made by any other person to Godrej Buildwell Private Limited, a subsidiary of the Company, for an amount not exceeding Rs. 50 Crore (Rupees Fifty Crore), in addition to the amount of Rs. 200 Crore (Rupees Two Hundred Crore) approved by the members of the Company vide their resolution dated June 17, 2013, notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/ or securities so far acquired or to be acquired in all bodies corporate or any other permissible form of entity(ies) or organisation(s) may exceed the limits laid down by the Companies Act.

RESOLVED FURTHER THAT the total amount of loan(s)/guarantee(s)/security(ies)/ investment(s) by the Company in Godrej Buildwell Private Limited, together with the existing investments, shall not exceed an amount aggregating to Rs. 250 Crore (Rupees Two Hundred Fifty Crore).

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 the same 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

Sd/-
Shodhan Kembhavi
Vice President (Legal) & Company Secretary

Place: Mumbai
Date: January 29, 2014

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

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

Item No. 1:

The Company is proposing to develop a project at Keshav Nagar, Mundhwa, Pune (the "**Pune Project**") through a special purpose vehicle. To meet the fund requirement for such development, it is proposed to make investment(s) in/acquire by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt to and/or to give guarantee(s) and/or to provide security(ies) in connection with loan(s) given by any other person to a body corporate or any such permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Pune Project for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Pune Project and subject to entering into definitive documentation.

The Board (which expression shall also include a duly constituted Committee thereof) is authorised to take all necessary decisions and steps in respect of the abovementioned investment(s)/loan(s)/guarantee(s)/security(ies), including entering into definitive documentation, the timing, the amount and other terms and conditions of such investment(s)/loan(s)/guarantee(s)/security(ies) 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.

Sources of funds:

Internal accruals and/or borrowed funds.

Nature of concern or interest of Directors/ Key Managerial Personnel:

The directors and/or key managerial personnel of your Company and their relatives may be concerned or interested in the resolution as set out at Item No. 1 to the extent of their directorships and/or shareholding in the body corporate or other interest (including by way of partnership, holding a share etc.) in the body corporate or any other permissible form of entity(ies) or organisation(s), to fulfill the requirement of minimum number of members or other statutory requirements applicable to such entity. The proposed resolution does not relate to or affect any other company.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act.

The Board of Directors of your Company recommends the passing of this resolution as a Special Resolution.

Item No. 2:

The Company is proposing to develop a project at Village Khanawale, Panvel and Village Talegaon, Khalapur (the "**Panvel Project**") through a special purpose vehicle. To meet the fund requirement for such development, it is proposed to make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt to and/or to give guarantee(s) and/or to provide security(ies) in connection with loan(s) given by any other person to a body corporate or any such form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Panvel Project for an amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Panvel Project and subject to entering into definitive documentation.

The Board (which expression shall also include a duly constituted Committee thereof) is authorised to take all necessary decisions and steps in respect of the abovementioned investment(s)/loan(s)/guarantee(s)/security(ies), including entering into definitive documentation, the timing, the amount and other terms and conditions of such investment(s)/ loan(s)/guarantee(s)/security(ies) 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.

Sources of funds:

Internal accruals and/or borrowed funds.

Nature of concern or interest of Directors/ Key Managerial Personnel:

The directors and/or key managerial personnel of your Company and their relatives may be concerned or interested in the resolution as set out at Item No. 2 to the extent of their directorships and/or shareholding in the body corporate or other interest (including by way of partnership, holding a share etc.) in the body corporate or any other permissible form of entity(ies) or organisation(s), to fulfill the requirement of minimum number of members or other statutory requirements applicable to such entity. The proposed resolution does not relate to or affect any other company.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act.

The Board of Directors of your Company recommends the passing of this resolution as a Special Resolution.

Item No. 3:

The Company is proposing to develop a project at Padur and Kazhipattur villages, Kanchipuram District, Tamilnadu, (the "**Kanchipuram Project**") through a special purpose vehicle. To meet the fund requirement for such development, it is proposed to make investment(s) in/acquire by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt to and/or to give guarantee(s) and/or to provide security(ies) in connection with loan(s) given by any other person to a body corporate or any such form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Kanchipuram Project for an amount not exceeding Rs. 45 Crore (Rupees Forty Five Crore).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Kanchipuram Project and subject to entering into definitive documentation.

The Board (which expression shall also include a duly constituted Committee thereof) is authorised to take all necessary decisions and steps in respect of the abovementioned investment(s)/loan(s)/guarantee(s)/security(ies), including entering into definitive documentation, the timing, the amount and other terms and conditions of such investment(s)/ loan(s)/guarantee(s)/security(ies) 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.

Sources of funds:

Internal accruals and/or borrowed funds.

Nature of concern or interest of Directors/ Key Managerial Personnel:

The directors and/or key managerial personnel of your Company and their relatives may be concerned or interested in the resolution as set out at Item No. 3 to the extent of their directorships and/or shareholding in the body corporate or other interest (including by way of partnership, holding a share etc.) in the body corporate or any other permissible form of entity(ies) or organisation(s), to fulfill the requirement of minimum number of members or other statutory requirements applicable to such entity. The proposed resolution does not relate to or affect any other company.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act.

The Board of Directors of your Company recommends the passing of this resolution as a Special Resolution.

Item No. 4:

The Company is proposing to develop a project at Devanahalli, near Bengaluru International Airport, Bengaluru (the "**Bengaluru Project**") through a special purpose vehicle. To meet the fund requirement for such development, it is proposed to make investment(s) in/acquire by way of subscription, purchase or otherwise, any security(ies) of and/or to make loan(s) to or place inter-corporate deposit(s) with and/or provide any other form of debt to and/or to give guarantee(s) and/or to provide security(ies) in connection with loan(s) given by any other person to a body corporate or any such form of entity(ies) or organisation(s) to be

formed or incorporated for the development of the Bengaluru Project for an amount not exceeding Rs. 70 Crore (Rupees Seventy Crore).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Bengaluru Project and subject to entering into definitive documentation.

The Board (which expression shall also include a duly constituted Committee thereof) is authorised to take all necessary decisions and steps in respect of the abovementioned investment(s)/loan(s)/guarantee(s)/security(ies), including entering into definitive documentation, the timing, the amount and other terms and conditions of such investment(s)/ loan(s)/guarantee(s)/security(ies) 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.

Sources of funds:

Internal accruals and/or borrowed funds.

Nature of concern or interest of Directors/ Key Managerial Personnel:

The directors and/or key managerial personnel of your Company and their relatives may be concerned or interested in the resolution as set out at Item No. 4 to the extent of their directorships and/or shareholding in the body corporate or other interest (including by way of partnership, holding a share etc.) in the body corporate or any other permissible form of entity(ies) or organisation(s), to fulfill the requirement of minimum number of members or other statutory requirements applicable to such entity. The proposed resolution does not relate to or affect any other company.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act.

The Board of Directors of your Company recommends the passing of this resolution as a Special Resolution.

Item No. 5:

Name **:** Happy Highrises Limited
Registered Office **:** Godrej Bhavan, 4th Floor, 4A Home Street, Fort, Mumbai – 400 001.
Principal business **:** Real Estate
Purpose **:**
The members of the Company had on May 17, 2010, through a postal ballot, approved making investments/ giving loan/providing securities etc. to Happy Highrises Limited for an amount not exceeding Rs. 250 Crore (Rupees Two Hundred Fifty Crore). In order to facilitate further progress of the project located at Kolkata, it is proposed to make further loan(s) and/or provide any other form of debt to and/or place inter-corporate deposit(s) with and/or to make investment(s) in /acquire by way of subscription, purchase or otherwise, any security(ies) of and/or give guarantee(s) or provide security(ies) in connection with loan(s) made by any other person for an amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore).

The total amount of loan(s)/guarantee(s)/security(ies)/investment(s) by the Company in Happy Highrises Limited together with the existing investments shall not exceed an amount aggregating to Rs. 450 Crore (Rupees Four Hundred Fifty Crore). All the actions taken by the Company under the aforesaid resolution passed by the members on May 17, 2010 shall remain valid and effective.

Sources of funds:
Internal accruals and/or borrowed funds.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act.

Nature of concern or interest of Directors/ Key Managerial Personnel:

Mr. K. T. Jithendran (Executive Director), Mr. V. Srinivasan (Executive Director) and Mr. Rajendra Khetawat (Vice President - Accounts & Finance) (considered as a Key Managerial Personnel) of the Company are also Directors of Happy Highrises Limited.

Mr. Pirojsha Godrej (Managing Director & Chief Executive Officer), Mr. K. T. Jithendran (Executive Director) and Mr. V. Srinivasan (Executive Director), Mr. Rajendra Khetawat (Vice President - Accounts & Finance) and Mr. Shodhan Kembhavi (Vice President (Legal) & Company Secretary) (considered as a Key Managerial Personnel) hold share in Happy Highrises Limited to fulfill the requirement of minimum number of members. None of the other directors or any key managerial personnel or any relative of any of the directors of the Company or the relatives of any key managerial personnel is concerned or interested in the resolution.

The Board of Directors of your Company recommends the passing of this resolution as a Special Resolution.

Item No. 6:

Name **:** Godrej Buildwell Private Limited
Registered Office **:** Godrej Bhavan, 4th Floor, 4A Home Street, Fort, Mumbai – 400 001.
Principal business **:** Real Estate
Purpose **:**
The members of the Company had on June 17, 2013, through a postal ballot, approved making investments/ giving loan/providing securities etc. to Godrej Buildwell Private Limited for an amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore). In order to facilitate further progress of the project located at Bengaluru, it is proposed to make further loan(s) and/or provide any other form of debt to and/or place inter-corporate deposit(s) with and/or to make investment(s) in /acquire by way of subscription,

purchase or otherwise, any security(ies) of and/or give guarantee(s) or provide security(ies) in connection with loan(s) made by any other person for an amount not exceeding Rs. 50 Crore (Rupees Fifty Crore).

The total amount of loan(s)/guarantee(s)/security(ies)/investment(s) by the Company in Godrej Buildwell Private Limited together with the existing investments shall not exceed an amount aggregating to Rs. 250 Crore (Rupees Two Hundred Fifty Crore). All the actions taken by the Company under the aforesaid resolution passed by the members on June 17, 2013 shall remain valid and effective.

Sources of funds:
Internal accruals and/or borrowed funds.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act.

Nature of concern or interest of Directors/ Key Managerial Personnel:

Mr. Pirojsha Godrej (Managing Director & Chief Executive Officer) and Mr. K. T. Jithendran (Executive Director) are also Directors of Godrej Buildwell Private Limited.

Mr. A. B. Godrej (Non-Executive Director) and Mr. Pirojsha Godrej (Managing Director & Chief Executive Officer) of the Company are deemed to be concerned or interested to the extent of their shareholding in Godrej Buildwell Private Limited. None of the other directors or any key managerial personnel or any relative of any of the directors of the Company or the relatives of any key managerial personnel is concerned or interested in the resolution.

The Board of Directors of your Company recommends the passing of this resolution as a Special Resolution.

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 at **Item Nos. 1 to 6** of this Notice of Postal Ballot.

By Order of the Board of Directors
For Godrej Properties Limited

Sd/-
Shodhan Kembhavi
Vice President (Legal) & Company Secretary

Place: Mumbai
Date: January 29, 2014

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

Notes:

1. 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 **January 24, 2014** and those will also be considered for voting.
2. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the members.
3. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. The Members voting in physical form are requested to carefully read the instructions printed in the attached 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.
4. The results of the Postal Ballot will be announced on **March 11, 2014** at the registered office of the Company and will also be informed to the Stock Exchanges and posted on the Company's website www.godrejproperties.com. The date of declaration of results of the Postal Ballot will be taken as the date of passing of the resolutions.
5. 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) 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.

vii) After entering these details appropriately, click on "SUBMIT" tab.

viii) 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.

ix) 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.

x) For members holding shares in physical form, the password and default number can be used only for e-voting on the resolution contained in this Postal Ballot Notice.

xi) On the voting page, you will see Resolution 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:

EVSN (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 **March 7, 2014**. 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.