GODREJ PROPERTIES LIMITED

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

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 demat form)

4. Number of 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 **January 29, 2014** of Godrej Properties Limited by sending my/our assent or dissent to the said **Special Resolution(s)** by placing a tick (✓) mark in the appropriate column below:

Sr. No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
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.			
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.			
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.			
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, Bengaluru, for an amount not exceeding Rs. 70 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, in addition to an amount of Rs. 250 Crore approved by members of the Company vide resolution dated May 17, 2010, with the cumulative approved amount not exceeding Rs. 450 Crore.			
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, in addition to an amount of Rs. 200 Crore approved by members of the Company vide resolution dated June 17, 2013, with the cumulative approved amount not exceeding Rs. 250 Crore.			

Place :
Date :

Signature of the Shareholder

Last date for receipt of Postal Ballot Form by the Scrutinizer : **March 7, 2014**, before 5.30 p.m.

Electronic Voting Particulars

EVSN (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 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.

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 **March 7, 2014** 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. 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 **January 24, 2014**.

10. The result of the Postal Ballot will be declared on **March 11, 2014** at the registered office of the Company.

11. The Postal Ballot shall not be exercised by a Proxy.

12. 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.

13. 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.7 above.

14. **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.**

15. A Member need not use all his votes nor cast all his votes in the same way.