



GODREJ PROPERTIES LIMITED

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

POSTAL BALLOT FORM

S.No.

1. Name (s) of the Member(s)
(in block letters)
(including joint holders, if any) :
2. Registered Address of the Sole/First
named Member/Beneficial owner :
3. Registered Folio No/DP ID*/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 Special Resolutions 1 to 4 to be passed through postal ballot for the business stated in the Notice dated July 28, 2012 of Godrej Properties Limited (the Company) by sending my/our assent or dissent to the said Special Resolutions by placing a tick (✓) mark in the appropriate column below.

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution no. 1 - 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 to 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 Godrej Sea View Properties Private Limited, a subsidiary of the Company, for an amount not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores).			
Special Resolution no. 2 - 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 to 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 Godrej Vikhroli Properties LLP for an amount not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores).			
Special Resolution no. 3 - 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 to 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 Godrej Mosaic Landmarks LLP for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores).			
Special Resolution no. 4 - To amend the terms of the Godrej Properties Limited Employee Stock Option Plan for revision in the 'Exercise Price'.			

Place:

Date:

Signature of the Member

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

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: September 10, 2012, before 5.30 p.m.

INSTRUCTIONS

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 forms, 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 Board of Directors of the Company.
3. This 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 jointholders.
4. In the case of 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.
5. The consent must be accorded by recording the assent in the column 'FOR' and 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 September 10, 2012 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 the shares registered in the name(s) of the Member(s) on the date of dispatch of the Notice.
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.