



GODREJ PROPERTIES LIMITED

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

POSTAL BALLOT NOTICE

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:

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 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 *Dream World Landmarks LLP*, a limited liability partnership, for the forthcoming project of the Company, located at Undri, Pune, for an amount not exceeding Rs. 80 Crores (Rupees Eighty Crores).

In terms of Section 192A of the Companies Act, read with the Rules, the item of business set out in the notice shall have to be passed by postal ballot. Accordingly, the Company is seeking approval of the members in respect of the above matter, through postal ballot. The Resolution and the relevant explanatory statement setting out the material facts and the reasons for the Resolution 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 April 17, 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 **April 18, 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

ITEM No. 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 (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 and/or to make loan(s) 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 *Dream World Landmarks LLP*, a limited liability partnership, for the forthcoming project of the Company located at Undri, Pune, for an amount not exceeding Rs.80 Crores (Rupees Eighty Crores), 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 may exceed the limits laid down by Section 372A of 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 varying the same through transfer, sale, disinvestment 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/-

Place: Mumbai
Date: March 8, 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 **Friday, March 8, 2013**.
3. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member as on **Friday, March 8, 2013**.
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 April 17, 2013**. Any Postal Ballot Form received after **April 17, 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) along with "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 emailed 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 emailed 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 any 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 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 Slno. (xv) above, to cast vote.
- (c) The voting period ends on **5.30 p.m.** on **April 17, 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 after logging to the e-voting website www.evotingindia.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 **April 18, 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 hosted on the Company's website www.godrejproperties.com.

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

Item No. 1

It is proposed to make investment(s) in and/or to make loan(s) 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) or security(ies) in connection with loan(s) given by any other person to *Dream World Landmarks LLP*, a limited liability partnership, for the forthcoming project of the Company located at Undri, Pune, (the "**Pune Project**") for an amount not exceeding Rs.80 Crores (Rupees Eighty Crores).

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 is authorised to take all necessary decisions and steps in respect of the above mentioned 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) and varying the same through transfer, sale, disinvestment 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:

None of the Directors of your Company are concerned or interested in the resolution.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with provisions of Section 372A of the Companies Act.

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

By Order of the Board of Directors
For **Godrej Properties Limited**
Sd/-

Shodhan Kembhavi
Vice President (Legal) & Company Secretary

Place: Mumbai

Date: March 8, 2013

Registered Office:

Godrej Bhavan, 4th Floor,
4A, Home Street,
Fort, Mumbai - 400 001.