



GODREJ PROPERTIES LIMITED

CIN:L74120MH1985PLC035308

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

Email: secretarial@godrejproperties.com website: www.godrejproperties.com

Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), that Godrej Properties Limited (the “**Company**”) is seeking the consent of its members for the Special Business to be transacted, by passing a special resolution 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 give 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 to any person or 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 Sector 150, Noida, for an amount not exceeding Rs. 55,00,00,000 (Rupees Fifty Five Crores only).
2. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to give 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 to any other person or 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 Kharghar, Navi Mumbai, for an amount not exceeding Rs.50,00,00,000 (Rupees Fifty Crores only).
3. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to give 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 to any other person or 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 Mulund, Mumbai, for an amount not exceeding Rs. 35,00,00,000 (Rupees Thirty Five Crores only).
4. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to give 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 to any other person or 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 Wakad, Pune (West), for an amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only).
5. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to give 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 to any other person or 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 Kalyani Nagar, Pune (East), for an amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores only).
6. To make investment(s) in/acquire, by way of subscription, purchase or otherwise, any security(ies) of and/or to give 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 to any other person or 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 Sector 88A, Gurgaon, for an amount not exceeding Rs. 90,00,00,000 (Rupees Ninety Crores only).
7. 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 to any other person or to Wonder City Buildcon Private Limited, for an amount of Rs. 50,00,00,000 (Rupees Fifty Crores only) for development of the project located at Sector 79, Gurgaon.
8. 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 to any other person or to Wonder Space Properties Private Limited for an amount of Rs. 50,00,00,000 (Rupees Fifty Crores only) for development of the project located at Okhla, New Delhi.

9. 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 to any other person or to M.S. Ramaiah Ventures LLP for an amount of Rs.30,00,00,000 (Rupees Thirty Crores only), in addition to an amount of Rs.70,00,00,000 (Rupees Seventy Crores only) as approved by members of the Company vide resolution dated March 11, 2014, with a cumulative approved amount not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crores only).
10. To approve the borrowing powers of the Board of Directors upto a limit not exceeding Rs. 22,50,00,00,000 (Rupees Two Thousand Two Hundred and Fifty Crores only) i.e. in excess of the paid-up capital and free reserves of the Company.
11. To create mortgage, charges and/or hypothecations on all or any of the movable and/or immovable assets of the Company, both present and future, upto a limit not exceeding Rs. 22,50,00,00,000 (Rupees Two Thousand Two Hundred and Fifty Crores only).
12. To accept deposits under Section 73 of the Companies Act from the member(s) of the Company and/or public, under Section 76 of the Companies Act.

In terms of Section 110 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 through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat the Notice as 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 June 16, 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 or Managing Director of the Company after completion of the scrutiny. Results of the Postal Ballot will be announced on **June 19, 2014**.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the shareholders as per the provisions of the Rules. The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website viz., www.godrejproperties.com.

As required under Clause 35B of the Listing Agreement and in compliance with Section 108 of the Companies Act and the Rule 20 of the Rules, the Company is providing e-voting facility to the members of the Company and in this regard, it has engaged the services of Central Depository Services (India) Limited. 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 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or 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 Sector 150, Noida, for an amount not exceeding Rs. 55,00,00,000 (Rupees Fifty Five Crores only).

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 186 and other applicable provisions, if any, of the Companies Act, 2013(the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or 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 Kharghar, Navi Mumbai, for an amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores only).

RESOLVED FURTHER THATthe 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 186 and other applicable provisions, if any, of the Companies Act, 2013(the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or 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 Mulund, Mumbai, for an amount not exceeding Rs. 35,00,00,000 (Rupees Thirty Five Crores only).

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 186 and other applicable provisions, if any, of the Companies Act, 2013(the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or 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 Wakad, Pune (West), for an amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only).

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 pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or 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 Kalyani Nagar, Pune (East), for an amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores only).

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."

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Companies Act"**) read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or 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 Sector 88A, Gurgaon, for an amount not exceeding Rs. 90,00,00,000 Crore (Rupees Ninety Crores only).

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."

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act 2013 (the **"Companies Act"**) read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or to Wonder City Buildcon Private Limited, for an amount of Rs. 50,00,00,000 (Rupees Fifty Crores only) for development of the project located at Sector 79, Gurgaon.

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."

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act 2013 (the **"Companies Act"**) read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 to any other person or to Wonder Space Properties Private Limited for an amount of Rs. 50,00,00,000 (Rupees Fifty Crores only) for development of the project located at Okhla, New Delhi.

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."

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act 2013 (the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law 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 give 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 give guarantee(s) and/or provide any security(ies) in connection with loan(s) made to any other person or to M.S. Ramaiah Ventures LLP for an amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crores only), in addition to the amount of Rs. 70,00,00,000 (Rupees Seventy Crores only) as approved by the members of the Company vide their resolution dated March 11, 2014.

RESOLVED FURTHER THAT the total amount of loan(s)/guarantee(s)/security(ies)/investment(s) by the Company in M. S. Ramaiah Ventures LLP, together with the existing investments, shall not exceed an amount aggregating to Rs. 100,00,00,000 (Rupees One Hundred Crores only).

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."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the members be and is hereby granted 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 borrow monies, from time to time, from financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "**Lending Agencies**"), whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs.22,50,00,00,000 (Rupees Two Thousand Two Hundred and Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary proper desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the members be and is hereby granted 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 create mortgage, charge and/or hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with granting the power to take over the management of the Company in certain events, to or in favour of financial institutions, non-banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "**Lending Agencies**") or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding Rs.22,50,00,00,000 (Rupees Two Thousand Two Hundred and Fifty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under

the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the borrowings of the Company or borrowings of any other company as the Board may deem necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents and to do and execute all such acts, deeds, matters and things and take all such steps as may be necessary or desirable to give effect to the above Resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 73 and 76 and other provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Acceptance of Deposit) Rules, 2014 (the "**Rules**"), the 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) for acceptance or renewal of deposits from its members and person other than its members for an amount not exceeding the limits as set out in the Rules and on such terms and conditions including security, rate of interest etc. as may be decided by the Board in its absolute discretion at the time of acceptance or renewal of the deposits in accordance with the aforesaid sections of the Companies Act and the Rules.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary proper desirable and to settle any question, difficulty, doubt that may arise in respect of the acceptance or renewal of the deposits as aforesaid."

**By Order of the Board of Directors
For Godrej Properties Limited**

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

Place: Mumbai
Date: May 7, 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 Sector 150, Noida (the "**Noida 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 give 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 to any person or a body corporate or any such permissible form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Noida Project for an amount not exceeding Rs. 55,00,00,000 (Rupees Fifty Five Crores only).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Noida 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) 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.

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

The promoters, 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No.1 as a Special Resolution.

Item No. 2:

The Company is proposing to develop a project at Kharghar, Navi Mumbai (the "**Kharghar 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 give 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 to any other person or a body corporate or any such form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Kharghar Project for an amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores only).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Kharghar 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) 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.

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

The promoters, 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 2 as a Special Resolution.

Item No. 3:

The Company is proposing to develop a project at Mulund, Mumbai (the "**Mulund 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 give 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 to any other person or a body corporate or any such form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Mulund Project for an amount not exceeding Rs. 35,00,00,000 (Rupees Thirty Five Crores only).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Mulund 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) 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.

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

The promoters, 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 3 as a Special Resolution.

Item No. 4:

The Company is proposing to develop a project at Wakad, Pune (West) (the "**Wakad 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 give 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 to any other person or a body corporate or any such form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Wakad Project for an amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Wakad 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) 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.

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

The promoters, 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No.4 as a Special Resolution.

Item No. 5:

The Company is proposing to develop a project at Kalyani Nagar, Pune(East) (the "**Kalyani Nagar 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 give 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 to any other person or a body corporate or any such form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Kalyani Nagar Project for an amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores only).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Kalyani Nagar 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) 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.

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

The promoters, 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. 5 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No.5 as a Special Resolution.

Item No. 6:

The Company has signed a Development Agreement for developing a project at Sector 88A, Gurgaon (the "**Gurgaon Project**"). The Board of Directors of your Company has now proposed to develop the Gurgaon 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 give 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 to any other person or a body corporate or any such form of entity(ies) or organisation(s) to be formed or incorporated for the development of the Gurgaon Project for an amount not exceeding Rs. 90,00,00,000 (Rupees Ninety Crores only).

Such investment(s)/loan(s)/guarantee(s)/security(ies) will be for the purpose of the Gurgaon 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) 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.

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

The promoters, 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. 6 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No.6 as a Special Resolution.

Item No. 7:

The Company has proposed to develop a project located at Sector 79, Gurgaon (the “**Sector 79 Project**”) through Wonder City Buildcon Private Limited, a subsidiary of the Company. 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 give 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 to any other person or to Wonder City Buildcon Private Limited for the development of the Sector 79 Project for an amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores only).

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

Mr. K. T. Jithendran (Executive Director) and Mr. V. Srinivasan (Executive Director) of the Company are also Directors of Wonder City Buildcon Private Limited.

Mr. K. T. Jithendran (Executive Director) holds one share in Wonder City Buildcon Private 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 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 7 as a Special Resolution.

Item No. 8:

It is proposed to make investment(s) in/acquire by way of subscription, purchase or otherwise, any security(ies) of and/or to give 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 to any other person or to Wonder Space Properties Private Limited for development of a project located at Okhla, New Delhi (the “**Okhla Project**”) for an amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores only).

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

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 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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 8 as a Special Resolution.

Item No. 9:

The members of the Company had on March 11, 2014, through a Postal Ballot, approved making investments/giving loan/ providing securities etc. to M. S. Ramaiah Ventures LLP for an amount not exceeding Rs. 70,00,00,000 (Rupees Seventy Crores only). In order to facilitate further progress of the project located at Devanahalli, Near Bengaluru International Airport, 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. 30,00,00,000 (Rupees Thirty Crores only).

The total amount of loan(s)/guarantee(s)/security(ies)/investment(s) by the Company in M.S. Ramaiah Ventures LLP together with the existing investments shall not exceed an amount aggregating to Rs. 100,00,00,000 (Rupees One Hundred Crores only). All the actions taken by the Company under the aforesaid resolution passed by the members on March 11, 2014 shall remain valid and effective.

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, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014.

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

Mr. K. T. Jithendran (Executive Director) is a Designated Partner in M. S. Ramaiah Ventures LLP. 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 the resolution as set out at Item No. 9 as a Special Resolution.

Item No. 10 & 11:

The Members of the Company had on December 28, 2011 by way of ordinary resolutions passed through Postal Ballot had accorded its approval under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 for borrowing of sums by the Company upto a limit not exceeding Rs. 22,50,00,00,000 (Rupees Two Thousand Two Hundred and Fifty Crores only) and to create securities for such borrowings by creation of mortgage, charge and/or hypothecation on movable and immovable assets of the Company.

Upon notification of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of members of the Company by way of special resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business in excess of the aggregate of the paid-up share capital and its free reserve and create securities for such borrowings by creation of mortgage and/or charge on movable and immovable assets of the Company.

Further the Ministry of Corporate Affairs had vide its Circular dated March 25, 2014 clarified that the resolution(s) passed by the companies under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed/approved by the members) and/or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

Nonetheless, taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, a fresh resolution is proposed to borrow monies, from time to time, for the purpose of the Company's business, notwithstanding that the monies to be borrowed by the Company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs.22,50,00,00,000 (Rupees Two Thousand Two Hundred and Fifty Crores only) and to create security for the borrowings by way of suitable mortgage, hypothecation or charge on all or any of the movable and/or immovable properties of the Company. It is clarified that these resolutions do not increase the limits in this regard which were already approved by the members of the Company vide their resolution dated December 28, 2011.

Accordingly, the Board of Directors of your Company recommends the passing of resolutions as set out at Item Nos. 10 & 11 as the Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions.

Item No. 12:

In term of the Sections 73 and 76 of the Companies Act 2013, the Board of the Directors of the Company cannot, except with the consent of the Company in a general meeting accept or renew Fixed Deposits from its members and person other than its members.

In order to meet the fund requirements for growth plans by the Company and to cater to the working capital needs, the Directors may for and on behalf of the Company accept or renew deposits from its members and person other than members upto a limit as set out in the Companies (Acceptance of Deposit) Rules, 2014.

The Board of Directors recommends passing of the resolution as set out at Item No. 12 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

Your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013, read together with the provisions of the Companies (Management and Administration) Rules, 2014, for passing the Resolutions as set out at **Item Nos. 1 to 12** of this Notice of Postal Ballot.

**By Order of the Board of Directors
For Godrej Properties Limited**

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

Place: Mumbai
Date: May 7, 2014

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

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the resolutions is annexed to this Notice.
2. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company during office hours.
3. 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 **May 2, 2014** and those will also be considered for voting.
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on **May 2, 2014**.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. A Postal Ballot Form along with self-addressed postage pre-paid envelope is also enclosed. 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 duly completed and signed Postal Ballot Form in the enclosed self-addressed pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer on or before **June 16, 2014** (before 5.30 pm). Any Postal Ballot Forms received after **June 16, 2014** shall be treated as if the reply from the member has not been received.
7. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other designated Director or Managing Director of the Company or the Company Secretary after completion of scrutiny of Postal Ballot Forms received. The results of the Postal Ballot will be declared on **June 19, 2014** by uploading it along with the Scrutinizer's Report on the website of the Company at www.godrejproperties.com and will also be informed to the Stock Exchanges. The date of declaration of the result of the voting will be taken to be the date of passing of the special resolution..
8. In compliance with provisions of Section 108 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 its members to enable them to cast their votes electronically. **Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through physical Postal 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 had cast 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 the Company or 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.

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 resolution to be passed by Postal Ballot.

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 / FLLs / 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 SI no. (ii) to SI no. (xv) above, to cast vote.

(c) Members are requested to register their e-mail id with Registrar and Transfer Agent (R&TA), being Karvy Computershare Private Limited, Unit: Godrej Properties Limited, Plot no. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.

(d) The voting period ends at **5.30 p.m. on June 16, 2014**. The e-voting module will be disabled by CDSL for voting thereafter.

(e) 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.

(f) Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.

(g) Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.