

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
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
dematerialised form)

4. No. of equity shares held :

I/We hereby exercise my/our vote in respect of the **Special Resolution(s)** to be passed through Postal Ballot for the businesses stated in the Notice dated May 7, 2014 of Godrej Properties Limited (the “**Company**”) by sending my/our assent (FOR) or dissent (AGAINST) to the said **Special Resolution(s)** by placing a tick(✓) mark in the appropriate column below:

Item No.	Description	No. of Equity 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 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 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).			

Item No.	Description	No. of Equity Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
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).			

Item No.	Description	No. of Equity Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
10.	Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and all other provisions of applicable law, to approve the borrowing powers of the Board of Directors or any Committee constituted by the Board of Directors or any person(s) authorized by the Board of Directors to exercise the powers conferred on the Board of Directors of the Company by this Resolution, 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.	Pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013, and all other provisions of applicable law, to create mortgage, charge and/or hypothecation, in the ordinary course of business, on all or any of the movable and/or immovable assets of the Company, both present and future, in such manner as the Board of Directors or any Committee constituted by the Board of Directors, or any person(s) authorized by the Board of Directors to exercise the powers conferred on the Board of Directors of the Company by this Resolution, may direct 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, 2013 from the member(s) of the Company and/or public, under Section 76 of the Companies Act, 2013.			

Place :

Date :

Signature of the Member

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **June 16, 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 30 days from the date of dispatch of the notice i.e. **June 16, 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 **May 2, 2014**.
10. The result of the Postal Ballot will be declared on **June 19, 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.