



GODREJ PROPERTIES LIMITED

[CIN No. L74120MH1985PLC035308]

Regd. Office: Godrej One, 5th Floor, Piroshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079, Maharashtra, India
Tel.: +91 22 6169 8500 **Fax:** +91 22 6169 8888

Email: secretarial@godrejproperties.com **Website:** www.godrejproperties.com

POSTAL BALLOT FORM

Serial No. :

1. Name & Registered Address of the
sole / first named Shareholder :

2. Name(s) of Joint-Holder(s), if any :

3. Folio No. / DP ID No. * / Client ID No. :
(* Applicable to Shareholders holding
shares in dematerialized form)

4. Number of equity shares held :

I / We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot including eVoting for the business stated in the Postal Ballot Notice dated October 19, 2015, by conveying my /our assent or dissent to the said resolution by placing the tick (v) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares for which votes cast	I/We assent to the resolution (For)	I/ We dissent to the resolution (Against)
1.	Consent to the Scheme of Amalgamation of GIL Vikhroli Real Estate Limited ('GVREL' or 'the Transferor Company') with Godrej Properties Limited ('GPL' or 'the Transferee Company') and their respective shareholders ("Scheme" or "the Scheme").			

Place :

Date :

Signature of the Shareholder/ Authorised signatory

Last Date for Receipt of Postal Ballot Form by the Scrutinizer / eVoting: **December 3, 2015, before 5.00 p.m.**

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

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

INSTRUCTIONS FOR VOTING

1. **The Company is also offering e-voting facility to 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. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.**
2. 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.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
4. The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
5. 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.
6. 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.
7. 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.
8. 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.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before **Thursday, December 3, 2015** upto 5.00 p.m. Postal Ballot Form received / Votes Casted after this date will be strictly treated as if the reply from such Member(s) has not been received.
10. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
11. 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 **Friday, October 16, 2015**.
12. The Postal Ballot shall not be exercised by a Proxy.
13. 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.
14. 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. 9 above.
15. A Member need not use all his votes nor cast all his votes in the same way.

NOTE

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith. LAST DATE OF RECEIPT OF POSTAL BALLOT FORM / E VOTING BY THE SCRUTINIZER IS THURSDAY, DECEMBER 3, 2015. PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE