



GODREJ PROPERTIES LIMITED

CIN: L74120MH1985PLC035308

Registered Office: Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

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

Tel.: 022- 6169 8500 **Fax:** 022- 6169 8888

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (the "MCA Circulars") issued by the Ministry of Corporate Affairs, that Godrej Properties Limited (the "Company" or "GPL") is seeking the consent of its members by way of special resolution for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting ("remote e-voting").

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot. However, in order to facilitate voting by members who may not be able to access e-voting facilities, the members may also cast their votes by Postal Ballot, as per the instructions contained below in the Notice.

The Explanatory Statements pursuant to Section 102 of the Companies Act pertaining to the said resolutions, setting out material facts and the reasons for the resolutions, are also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements and thereafter record your assent or dissent through Postal Ballot or by remote e-voting facility provided by the Company.

Mr. Ashish Kumar Jain, Company Secretary in Practice, Membership No. 6058 and CP No. 6124 has been appointed by the Company as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson of the Company or to the Managing Director of the Company or to the Company Secretary, after completion of the scrutiny. The combined results of the remote e-voting and Postal Ballot will be announced on or before September 30, 2023.

The declaration/ announcement of results as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website viz. www.godrejproperties.com immediately after the results are declared and will simultaneously be communicated to the stock exchanges viz. BSE Limited and the National Stock Exchange of India Limited, where equity shares of the Company are listed.

SPECIAL BUSINESS:

1) Appointment of Ms. Jayashree Vaidhyathan (DIN: 07140297) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17, 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Jayashree Vaidhyathan (DIN: 07140297), who was appointed by the Board of Directors of the Company in its meeting held on August

02, 2023, as an Additional Director of the Company with effect from the conclusion of the Annual General Meeting on August 02, 2023, in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director and has submitted a declaration that she meets the criteria for independence as provided in Section 149(7) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from the conclusion of the Annual General Meeting on August 02, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

2) Appointment of Mr. Sumeet Narang (DIN: 01874599) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17, 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Sumeet Narang (DIN: 01874599), who was appointed by the Board of Directors of the Company on August 18, 2023, as an Additional Director of the Company with effect from August 18, 2023, in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director and has submitted a declaration that he meets the criteria for independence as provided in Section 149(7) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from August 18, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors
For Godrej Properties Limited

Ashish Karyekar
Company Secretary
(ICSI Membership No. A11331)

Place: Mumbai

Date: August 18, 2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1: Appointment of Ms. Jayashree Vaidhyathan (DIN: 07140297) as an Independent Director:

In line with the Company's succession plan incorporating the phased retirement of existing directors combined with the induction of new independent directors, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had at its Meeting held on August 2, 2023 appointed Ms. Jayashree Vaidhyathan (DIN: 07140297), as an Additional Director with effect from the conclusion of the Annual General Meeting on August 2, 2023 and as an Independent Director for a term of 5 consecutive years commencing from August 2, 2023 subject to the approval of Members. During her tenure as an independent director, Ms. Jayashree Vaidhyathan shall not be liable to retire by rotation.

The Company has received a declaration from Ms. Jayashree Vaidhyathan to the effect that she meets the criteria of independence as required under the provisions of Section 149(6) Companies Act, 2013 ("the Act") and the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has also received a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of the Securities and Exchange Board of India or any other such authority has been passed against Ms. Jayashree Vaidhyathan debaring her from accessing the capital markets and restraining from holding the position of Director in any listed Company.

Ms. Jayashree Vaidhyathan has confirmed that she is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Jayashree Vaidhyathan has also confirmed that she is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company is of the opinion that Ms. Jayashree Vaidhyanathan, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time and is independent of the management.

The brief profile of Ms. Jayashree Vaidhyanathan in terms of Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto.

The Nomination and Remuneration Committee has identified amongst others, expertise in governance, finance & risk management, strategy and business, people and talent understanding, market expertise and diversity of perspective as the skills required for this role. The Nomination and Remuneration Committee and the Board of Directors are of the view that Ms. Jayashree Vaidhyanathan possesses the requisite skills and capabilities as identified above.

The Board is of the view that her appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Ms. Jayashree Vaidhyanathan's appointment and accordingly recommends passing of a special resolution at item no. 1 of the notice for approval of the shareholders of the Company.

A copy of the draft letter of her appointment as an Independent Director is available on the website of the Company and can be accessed at <https://www.godrejproperties.com/investor/corporate-governance>.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose Ms. Jayashree Vaidhyanathan as a candidate for the office of Independent Director of the Company.

Nature of concern or interest of Directors:

Other than Ms. Jayashree Vaidhyanathan and her relatives, none of the directors, key managerial personnel or their relatives, are concerned or interested, financially or otherwise, in the above Resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 2: Appointment of Mr. Sumeet Narang (DIN: 01874599) as an Independent Director:

In view of the casual vacancy caused due to the demise of Mr. Amitava Mukherjee (00003285), the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had on August 18, 2023 appointed Mr. Sumeet Narang (DIN: 01874599), as an Additional Director with effect from August 18, 2023 and as an Independent Director for a term of 5 consecutive years commencing from August 18, 2023 subject to the approval of Members. During his tenure as an independent director, Mr. Sumeet Narang shall not be liable to retire by rotation.

The Company has received a declaration from Mr. Sumeet Narang to the effect that he meets the criteria of independence as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of the Securities and Exchange Board of India or any other such authority has been passed against Mr. Sumeet Narang debaring him from accessing the capital markets and restraining from holding the position of Director in any listed Company.

Mr. Sumeet Narang has confirmed that he is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Sumeet Narang has also confirmed that he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company is of the opinion that Mr. Sumeet Narang, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time and is independent of the management.

The brief profile of Mr. Sumeet Narang in terms of Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto.

The Nomination and Remuneration Committee has identified amongst others, expertise in governance, finance & risk management, market expertise, tech and future perspective, strategy and business and diversity of perspective as the skills required for this role. The Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Sumeet Narang possesses the requisite skills and capabilities as identified above.

The Board is of the view that his appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Mr. Sumeet Narang's appointment and accordingly recommends passing of a special resolution at item no. 2 of the notice for approval of the shareholders of the Company.

A copy of the draft letter of his appointment as an Independent Director is available on website of the Company and can be accessed at <https://www.godrejproperties.com/investor/corporate-governance>.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose Mr. Sumeet Narang as a candidate for the office of Independent Director of the Company.

Nature of concern or interest of Directors:

Other than Mr. Sumeet Narang and his relatives, none of the directors, key managerial personnel or their relatives, are concerned or interested, financially or otherwise, in the above Resolution, except to the extent of their shareholding, if any, in the Company.

ANNEXURE TO THE NOTICE

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed.

Name of the Director	Ms. Jayashree Vaidhyanathan	Mr. Sumeet Narang
DIN	07140297	01874599
Date of Birth/ Age	February 01, 1970/ 53	January 11, 1976/ 47
Nationality	United State of America	Indian
Date of first Appointment	From the conclusion of Annual General Meeting held on August 02, 2023	August 18, 2023
Brief Profile/ resume including qualification and experience	<p>Ms. Jayashree Vaidhyanathan is currently the Chief Executive Officer of BCT Digital, a global Fintech, Regtech and Cleantech company. She is an Independent director of PWCIL (International Limited) and PWC India. She also serves as the Independent Director on the board of UTI Asset Management Company and Indigrid.</p> <p>Ms. Vaidhyanathan is a three-time winner of the prestigious Stevie Award, including a Lifetime Achievement Award in addition to being recognised as Global Indian of the year 2021-2022 by AsiaOne Magazine, India's Inspirational Leader 2022 by WCRC (World Consulting & Research Corporation), Top 50 Women Leaders in Technology 2022 by Women We Admire, Lifetime Achievement Award 2022 by World HRD Congress, Tech Leadership Award 2020 by Fintech Futures, Top 10 Most Influential Woman in Technology 2020 by Analyst Insights, India's Most Trusted CEO 2020 by WCRC and has also been listed amongst Fortune's Most Inspiring Women in 2021.</p> <p>Ms. Vaidhyanathan holds a Master's degree in Business Administration in Finance and Strategy from Cornell University and a Bachelor's degree in Engineering in Computer Science from Madras University, India. She is also a CFA Charter Holder.</p>	<p>Mr. Sumeet Narang is the Founder of Samara Capital, an India focused investment firm with strong focus on growth buyouts. Prior to founding Samara Capital in late 2006, Sumeet briefly worked at Goldman Sachs, New York, in their Principal Investments Group. From 2001-04, he worked with Citigroup India across various functions based out of Delhi and Hyderabad. He has also worked with the Fiat Group in Italy and India. Sumeet earned a Master's in Business Administration from Harvard Business School, where he graduated as a Baker Scholar and received John Loeb Fellow award. He also holds a post graduate diploma in management (major in finance) from the Indian Institute of Management, Lucknow, where he was an Aditya Birla Scholar, and a Bachelor of Engineering degree in mechanical engineering from the Indian Institute of Technology, Roorkee.</p> <p>Samara Capital has a strong focus in the consumer space and Sumeet has had the opportunity to evaluate and/or invest in multiple companies in the sector across different segments such as retail (including food and grocery retail), quick service restaurants, branded apparel, personal and beauty care, etc. Sumeet sits on the boards of many of these companies and has actively contributed in their growth journeys, some of which have now become market leading companies in their respective segments.</p>
Expertise in specific functional Area	Expertise in governance, finance & risk management, strategy and business, people and talent understanding, market expertise and diversity of perspective.	Expertise in governance, finance & risk management, market expertise, tech and future perspective, strategy and business and diversity of perspective.
Shares held in the Company (including beneficial ownership)	Nil	Nil
No. of Board meetings attended during the year	Not Applicable	Not Applicable

Name of the Director	Ms. Jayashree Vaidhyathan	Mr. Sumeet Narang
Terms & Conditions of appointment, including remuneration	Appointed as an Independent Director for a term of five consecutive years commencing from August 2, 2023, subject to the approval of Members. As an Independent Director, she is entitled to a sitting fee of ₹ 100,000 for each meeting of the Board, Audit Committee, Nomination and Remuneration Committee and Meeting of Independent Directors attended by her. She is also entitled for reimbursement of expenses, if any, incurred by her for attending the Board/ Committee meetings and profit related commission as approved by the Board, based on the recommendation of the Nomination & Remuneration Committee, subject to the limits prescribed under the applicable provisions of the Act and the Listing Regulations. The remuneration payable to Ms. Jayashree Vaidhyathan shall be governed by the Nomination & Remuneration Policy of the Company.	Appointed as an Independent Director for a term of five consecutive years commencing from August 18, 2023, subject to the approval of Members. As an Independent Director, he is entitled to a sitting fee of ₹ 100,000 for each meeting of the Board, Audit Committee, Nomination and Remuneration Committee and Meeting of Independent Directors attended by him. He is also entitled for reimbursement of expenses, if any, incurred by him for attending the Board/ Committee meetings and profit related commission as approved by the Board, based on the recommendation of the Nomination & Remuneration Committee, subject to the limits prescribed under the applicable provisions of the Act and the Listing Regulations. The remuneration payable to Mr. Sumeet Narang shall be governed by the Nomination & Remuneration Policy of the Company.
Remuneration last drawn	Nil	Nil
Directorships held in other Companies	1) CEO – BCT Digital 2) UTI Asset Management Company Ltd 3) Indigrd Investment Managers Limited 4) Independent director - PWCIL (International Limited) and PWC India	1) Godrej Consumer Products Limited 2) Sapphire Foods India Limited 3) Esme Consumer Private Limited 4) Samara India Advisors Private Limited
Details of Listed entities from which he/she resigned during the last three years	None	None
Chairman/ Membership in other Committees of the Board	Nil	Nil
Chairman/ Member of the Committees of the Board of Directors of the Company	1) Audit Committee – Member 2) Nomination and Remuneration Committee - Member	1) Audit Committee – Member 2) Nomination and Remuneration Committee - Member
Inter-se relationship with other directors/ Key Managerial Personnel	None	None

By Order of the Board of Directors
For Godrej Properties Limited

Ashish Karyekar
Company Secretary
(ICSI Membership No. A 11331)

Place: Mumbai

Date: August 18, 2023

Registered Office:

Godrej One,
5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai – 400 079. India
Tel.: + 91-22-6169 8500
Fax: + 91-22-6169 8888
Website: www.godrejproperties.com
CIN: L74120MH1985PLC035308

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the above resolutions is annexed to this Notice.
2. This Notice is being electronically sent to all the members whose names appear in the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at close of business hours on August 25, 2023 (the "cut-off date") and who have registered their email addresses with the Company and/ or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are members of the Company as on August 25, 2023 (cut-off date) (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolutions specified in this Notice. Dispatch of the Notice shall be deemed to be completed on August 29, 2023.
3. Members holding shares in electronic form can verify/update their email address and mobile number with their respective Depository Participants. Members can also temporarily update their email address and mobile number with KFin Technologies Limited ("KFintech"), by following the procedure given below:
 - i. Visit the link <https://ris.kfintech.com/clientservices/postalballot>. Select the company name: GODREJ PROPERTIES LIMITED
 - ii. Enter DP ID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number ("PAN").
 - iii. In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - iv. Enter the email address and mobile number.
 - v. System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN / Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
 - vi. Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
 - vii. In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - viii. System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFintech to temporarily register their email address and mobile number so as to enable to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, members holding shares in electronic form, will have to once again register their email address and mobile number with their Depository Participants, to permanently update the said information.

In case of any queries, in this regard, members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFintech at toll free number: 1800 309 4001.

Those shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their Depository Participants/the Company's Registrar and Share Transfer Agent, KFintech, to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.

4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on August 25, 2023 i.e the cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or remote e-voting. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.
6. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of Listing Regulations and the MCA Circulars, the Company is pleased to offer remote e-Voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through remote 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 electronic means shall prevail and voting done by physical ballot shall be treated as invalid. For this purpose, the Company has engaged the

services of KFintech for facilitating remote e-voting. The facility to exercise vote through remote e-voting will be available during the following period:

Commencement of e-voting: **From 9:00 a.m. on August 30, 2023**

Conclusion of e-voting: **At 5:00 p.m. on September 28, 2023**

The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.

7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are members as on the cut-off date and (i) who have received this Notice by e-mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories/ Depository Participants and wish to vote through Postal Ballot Form can download the Postal Ballot Form from www.godrejproperties.com and <http://evoting.kfintech.com>, fill the details and send the duly signed ballot form, at his/ her own cost, to the Scrutinizer - Mr. Ashish Kumar Jain, C/o KFin Technologies Limited, Unit: Godrej Properties Limited, Selenium, Tower-B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500032. The Postal Ballot(s) received after September 28, 2023 will not be considered by the Scrutinizer and will be strictly treated as if no reply has been received from the member. The remote e-voting module shall also be disabled by KFintech for voting after the abovementioned time.
8. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the Company will not be under any obligation to provide physical copies upon specific request of any member(s).
9. The Scrutinizer will submit his report to the Executive Chairperson of the Company or to the Managing Director of the Company or to the Company Secretary. The results of the Postal Ballot will be declared on or before September 30, 2023 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 last date for the receipt of duly completed Postal Ballot Forms or e-Voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. Please note that the Postal Ballot Form shall be considered Invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote; and/ or (xi) the member has also voted through e-voting. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.
11. The Notice is being uploaded on the website of the Company www.godrejproperties.com and on the website of stock exchanges BSE Limited and the National Stock Exchange of India Limited and KFintech at <https://evoting.kfintech.com>.
12. All material documents referred to in the Explanatory Statement shall be made available on request for electronic inspection from 10:00 a.m. to 5:00 p.m. (IST) on all working days till the last date of voting. Members seeking to inspect such documents can send an e-mail to secretarial@godrejproperties.com.
13. The process and manner for remote e-Voting is explained below:

i. Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Members are advised to update their mobile number and email address in their demat accounts in order to access remote e-Voting facility.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>A. Existing NSDL IDeAS facility users:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. Enter your User ID and Password. After successful authentication, members will be able to see e-Voting services. 4. Click on “Access to e-Voting” under Value Added Services, after which the e-Voting page will be displayed. 5. Click on company name i.e Godrej Properties Limited or e-Voting service provider i.e KFinTech. 6. Members will be re-directed to KFinTech e-Voting website for casting their vote during the remote e-Voting period. <p>Users not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points (1- 6) of Point A above. <p>B. Users may directly access the e-Voting website of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 1. Visit e-Voting website of NSDL https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under Shareholder/ Member section. 3. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/ OTP and a verification code as shown on the screen. 4. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-Voting page. 5. Click on company name i.e “Godrej Properties Limited” or e-Voting service provider name i.e KFinTech after which member will be redirected to e-Voting website of KFinTech for casting their vote during the remote e-Voting period.
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. KFinTech. Click on KFinTech to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/. 4. myeasi/Registration/EasiRegistration 5. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. KFinTech where the e-Voting is in progress.

Type of Member	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After login, members will be able to see e-Voting option. 3. Upon clicking on e-Voting option, members will be redirected to NSDL/CDSL website, after successful authentication, wherein they will be able to see e-Voting feature. 4. Click on options available against 'Godrej Properties Limited' or e-Voting service provider i.e KFintech. 5. Members will be redirected to e-Voting website of KFintech for casting their vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

ii. Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

1. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) i.e. 7582, followed by the folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the "EVEN" i.e. 7582, 'Godrej Properties Limited' and click on "Submit"
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- i. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolutions.
- l. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to secretarial@godrejproperties.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Godrej Properties Postal Ballot EVEN No. 7582" It should reach by email not later than September 28, 2023 (05:00 p.m. IST).

14. Other Instructions:

- A) Any member who has not received/forgotten the User ID and Password, may obtain/generate/retrieve the same from KFintech in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD<space>e-voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 - i. Example, for NSDL:
MYEPWD<SPACE>IN12345612345678
 - ii. Example, for CDSL:
MYEPWD<SPACE>1402345612345678
 - iii. Example for Physical:
MYEPWD<SPACE>SOE098765
 - b) If email address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a new password.
 - c) Members who may require any technical assistance or support during the e-voting period are requested to contact KFintech's toll-free numbers 1800-309-4001 or write to them at evoting@kfintech.com.
- 15. In case of any query/concern/grievance, members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or contact Mr. Prasad, Deputy Manager – Corporate Registry, KFin Technologies Limited at the address Selenium, Tower-B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India – 500032 or at email: prasad.sanapathi@kfintech.com or einward.ris@kfintech.com; or at toll free number 1800-3094-001 or may write to the Company Secretary at secretarial@godrejproperties.com.

16. Other information:

- (a) E-voting shall not be allowed beyond 5.00 p.m. on September 28, 2023. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (b) The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a consolidated Scrutinizer's Report of the votes cast in favour or against and forthwith submit his report to the Executive Chairperson or the Managing Director or the Company Secretary of the Company.
- (c) The results of the voting on resolutions by postal ballot and remote e-voting will be declared by the Executive Chairperson of the Company or the authorized person on or before September 30, 2023. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.godrejproperties.com) and on KFintech's website (<https://evoting.kfintech.com>) immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.

GODREJ PROPERTIES LIMITED

CIN: L74120MH1985PLC035308

Registered Office: Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079. Maharashtra, India

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

Tel.: 022- 6169 8500 **Fax:** 022- 6169 8888

POSTAL BALLOT FORM

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 following resolutions to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated August 18, 2023 by conveying my/ our assent or dissent to the said special resolutions by placing the tick (✓) 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.	Appointment of Ms. Jayashree Vaidhyanathan (DIN: 07140297) as an Independent Director			
2.	Appointment of Mr. Sumeet Narang (DIN: 01874599) as an Independent Director			

Place:

Date:

Signature of the Shareholder/ Authorised signatory

ELECTRONIC VOTING PARTICULARS

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

Note: (i) Please carefully read the instructions on remote e-voting given in the attached Notice.

(ii) The cut-off date (i.e. the record date) for the purpose of e-voting is August 25, 2023.

(iii) Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting, will be available during the following period:

Commencement of Voting	End of Voting
From 09:00 a.m. on August 30, 2023	At 05:00 p.m. on September 28, 2023

