



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 pursuant to Section 110 read with Section 108 of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014, as amended

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 or re-enactment thereof for the time being in force), read with 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 No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 (the "MCA Circulars") issued by the Ministry of Corporate Affairs, that Godrej Properties Limited (the "Company") is seeking the consent of its members by way of Ordinary resolutions 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 is sending 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 provided by KFin Technologies Limited ("KFinTech"). Therefore the physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will 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 Statement pursuant to Section 102 of the Companies Act pertaining to the said resolutions, setting out material facts and the reasons for the resolutions, is 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 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 Chairman 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 December 14, 2022.

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. To approve appointment of Mr. Gaurav Pandey (DIN: 07229661) as Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, Mr. Gaurav Pandey (DIN: 07229661), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Director w.e.f. January 01, 2023 and that his office shall not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company including any committee constituted by the Board be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

2. To approve appointment and remuneration of Mr. Gaurav Pandey (DIN: 07229661) as the Managing Director and Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V thereto and the Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Regulation 17(1C) and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Gaurav Pandey (DIN: 07229661) as Managing Director & Chief Executive Officer of the Company for a period of three years commencing from January 01, 2023 to December 31, 2025, at the remuneration as may be determined and agreed to between the Board of Directors and Mr. Gaurav Pandey, on the following terms and conditions:

I. Fixed Remuneration:

Fixed remuneration shall include Basic Salary, Company’s contribution to retirement benefits such as Provident Fund and Gratuity Fund as per rules of the Company and those of the Fund / Scheme in force from time to time. The maximum cost to company on Fixed Remuneration would be upto ₹ 2,50,00,000 (Rupees Two Crore and Fifty Lakhs Only) per annum payable monthly.

The annual basic salary and increments in remuneration will be recommended by the Nomination & Remuneration Committee and will be decided by the Board of Directors depending on the performance, the profitability of the Company and other relevant factors.

II. Flexible Remuneration:

In addition to the Fixed remuneration, Mr. Gaurav Pandey will be entitled to the following allowances, perquisites, benefits, facilities and amenities subject to the relevant provisions of the Act, as amended (collectively, the “perquisites and allowances”). These perquisites and allowances may be granted to Mr. Gaurav Pandey as per the rules of the Company or in the manner as the Nomination & Remuneration Committee may recommend and the Board of Directors may decide:

- i) Housing or House Rent Allowance as per rules of the Company;
- ii) Supplementary Allowance;
- iii) Leave Travel Assistance as per the rules of Company;
- iv) Payment/reimbursement of food vouchers as per the rules of Company;
- v) Payment/reimbursement of telephone/mobile phone/internet expenses as per rules of Company;
- vi) Providing company car, reimbursement for car maintenance and petrol as per the rules of the Company;

The maximum cost to the Company for the aggregate of the perquisites and allowances for the Managing Director shall be upto ₹ 6,00,00,000 (Rupees Six Crore Only) per annum payable monthly.

III. Variable Pay and Incentives:

- i) PBFT (Performance Bonus for Teams) shall be according to the applicable scheme of the Company for each of the financial year as relevant to the period of appointment or as may be recommended by the Nomination & Remuneration Committee upto ₹ 10,00,00,000 (Rupees Ten Crore Only) per annum. The performance criteria that will be used by the Nomination & Remuneration Committee/Board in deciding PBFT payout will cover achievement of quantitative and qualitative Key Performance Indicators;
- ii) Stock options/stock grants as per the prevailing schemes of the Company;
- iii) Long Term Incentives as may be approved by the Board of Directors/Nomination & Remuneration Committee. The long-term incentive will be paid subject to the fulfilment of internal thresholds and parameters as determined by the Board or its Committee from time to time pertaining to the health of the business and the generated shareholder return.

IV. Other Benefits:

- i) Company Driver;
- ii) Group term life insurance cover, Group medical cover in accordance with the rules of the Company;
- iii) Payment/ reimbursement of club membership fees;
- iv) Consolidated Privilege Leave and Sick leave as per the rules of the Company. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company and shall not be included in the computation of ceiling on remuneration;
- v) Housing loan as per rules of the Company and contingency loan as per rules of the Company;
- vi) Any reimbursements of actual expenses connected to business pertaining to entertainment and travel and other privileges, as in force from time-to-time.

Explanation:

- i) Perquisites shall be valued at actual cost, or if the cost is not ascertainable, the same shall be valued as per the applicable Income Tax Rules.
- ii) As per Godrej Properties Limited Employee Stock Grant Scheme 2011 ("GPL ESGS"), Mr. Gaurav Pandey, being an eligible employee, has already been granted 14,543 options till date, of which 4,219 options are unvested. It is clarified that the stock options that have been granted to him prior to this appointment will vest and be exercisable in accordance with the terms of their grant and subject to him continuing to be in employment with the Company.

Overall Remuneration:

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Managing Director and Chief Executive Officer from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.

Minimum Remuneration:

Notwithstanding the foregoing, if in any Financial Year during the tenure of the Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate, the remuneration shall be paid in compliance with the provisions of the Act read with Schedule V to the said Act.

Other Terms:

- i) The Managing Director and Chief Executive Officer is not liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.
- ii) The Managing Director & Chief Executive Officer shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company, and it shall be his endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.

- iii) The limits specified above are the maximum limits and the Nomination and Remuneration Committee/Board may in its absolute discretion pay to the Managing Director & Chief Executive Officer lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- iv) The Managing Director & Chief Executive Officer is appointed by virtue of his employment in the company and his appointment is subject to the provisions of Section 167 of the Act.
- v) If the Managing Director & Chief Executive Officer be guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Director or any breach of the terms of his appointment, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive, and binding on the Managing Director & Chief Executive Officer and the Company may, by giving thirty days' notice in writing to the Managing Director & Chief Executive Officer, terminate this appointment, and he shall cease to be the Managing Director & Chief Executive Officer of the Company, upon expiration of such notice.
- vi) In the event of any re-enactment or recodification of the Companies Act, 2013 and Rules made thereunder or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued thereunder.
- vii) The Managing Director & Chief Executive Officer will not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act and any Key Managerial Personnel of the Company or any other person duly authorised by the Board be and are hereby severally authorised to take all such steps as may be necessary and expedient to give effect to this resolution and do all such acts including execution of agreement with Mr. Gaurav Pandey."

By Order of the Board of Directors
For Godrej Properties Limited

Ashish Karyekar
Company Secretary & Compliance Officer
(ICSI Membership No. ACS 11331)

Place : Mumbai

Date : November 9, 2022

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

Item Nos. 1 & 2:

The Board of Directors of the Company, based on the recommendations of Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Gaurav Pandey (DIN: 07229661) as an Additional Director and Managing Director & Chief Executive Officer of the Company with effect from January 01, 2023 at its meeting held on August 02, 2022.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Gaurav Pandey for the office of Director. The Company has received from Mr. Gaurav Pandey, his consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

In accordance with provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of a Director shall be subject to the approval of members and such approval of members must be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. However, as the approval of the members is being sought before the date of appointment, the requirement to regularize his appointment as Additional Director in terms of Section 161 of the Act does not arise. Accordingly, approval of the Members by way of Ordinary Resolution as mentioned in Item No. 1 is being sought for appointment as a Director.

Mr. Mohit Malhotra (DIN: 07074531), the present Managing Director & Chief Executive Officer of the Company has resigned from the Board effective from the close of business hours on December 31, 2022 and the Board of Directors of the Company accepted his resignation at its meeting held on August 02, 2022. Consequent to resignation of Mr. Mohit Malhotra and based on the recommendation of the Nomination & Remuneration Committee, the Board at the meeting held on August 02, 2022 appointed Mr. Gaurav Pandey as Managing Director & Chief Executive Officer for a period of three years with effect from January 01, 2023 on terms and conditions contained herein, subject to approval of the members. Mr. Gaurav Pandey satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for this appointment.

In view of the above, it is proposed to obtain approval of the Members by way of Ordinary Resolution as mentioned in Item no. 2 of the Notice for appointment of Mr. Gaurav Pandey as Managing Director & Chief Executive Officer for a period of three years from January 01, 2023 to December 31, 2025 and for the remuneration payable to him.

The Nomination & Remuneration Committee and Board of Directors of the Company at their Meetings held on August 02, 2022 respectively have *inter alia* recommended the above Resolutions for approval of the Members by means of Ordinary Resolutions.

The details of Mr. Gaurav Pandey pursuant to the Listing Regulations and SS-2, are attached to the Notice.

The draft Agreement to be entered into by the Company with Mr. Gaurav Pandey is available for inspection electronically by the Members basis the request being sent on secretarial@godrejproperties.com mentioning their name, DP ID, Client ID through their registered e-mail.

The Board considers it in the interest of the Company to appoint Mr. Gaurav Pandey as Managing Director & Chief Executive Officer of the Company and accordingly recommends the passing of the resolutions contained in Item Nos. 1 & 2 of the accompanying Notice as Ordinary Resolutions.

Nature of concern or interest of Directors:

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions at Items Nos. 1 & 2.

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 Director proposed to be appointed.

Name of the Director	Mr. Gaurav Pandey (DIN: 07229661)
Age	39
Nationality	Indian
Date of first Appointment	January 01, 2023
Brief Profile / resume including qualification and experience	<p>Mr. Gaurav Pandey has over 17 years of experience in the real estate sector. He is passionate about the sector and believes it will be a key growth driver for the Indian economy.</p> <p>As the CEO of the North Zone, Gaurav transformed the Profit and Loss of the business and built a high- performing team. The North Zone is now the fastest growing and most profitable zone at Godrej Properties Limited, backed by strong business development, strategy, sales and execution excellence. In the five years of his leadership, the zone grew by 6X in Booking Value, 4X in Collections, and imputed ROCE increased very significantly to 27%. In fiscal year 2022, PAT for the North Zone was the largest contributor to GPL's Profit & Loss Statement.</p> <p>Prior to joining Godrej, Gaurav was the CEO of Burman GSC, the joint real estate platform of the Burman family and Golden State Capital. He has also been Senior Vice President and Head Research & Consulting for India's largest real estate research firm, PropEquity, and advised private equity funds, mutual funds, foreign institutional investors, developers, NBFCs and banks on real estate investments in India. He co-anchored The Property Show on NDTV. Prior to this, Gaurav was part of the Management Committee of Ascendas India.</p> <p>He is an Economics Honours graduate from the University of Delhi and has done a post graduate course from the Indian Institute of Management (IIM) Kozhikode. He is part of the Management Committee of Godrej Properties Limited and serves on the Real Estate Committee of FICCI. Gaurav was recognized as the 'Realty Personality of the Year' by the Economic Times at the 2022 Real Estate Conclave & Awards (North).</p>

Name of the Director	Mr. Gaurav Pandey (DIN: 07229661)
Nature of expertise in specific functional Area	<ul style="list-style-type: none"> • Governance, Finance and Risk, • Strategy and Business, • Industry Expertise • Market Expertise
Shares held in the Company (including beneficial ownership as on the date of this notice)	4874
No. of Board meetings attended during FY 2022-23.	Not applicable
Terms&Conditions of appointment, including remuneration proposed to be paid	As given in the Resolution No. 2.
Remuneration last drawn	Not applicable
Directorships held in other Companies	None
Details of Listed entities from which he resigned during the last three years	None
Chairman / Membership in other committees of the Board	None
Inter-se relationship with other directors / Key Managerial Personnel	None

By Order of the Board of Directors
For Godrej Properties Limited

Ashish Karyekar
Company Secretary & Compliance Officer
(ICSI Membership No. ACS 11331)

Place : Mumbai

Date : November 9, 2022

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 November 04, 2022 (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 November 04, 2022 (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 November 11, 2022.
3. Members holding shares in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN Technologies Private Limited ("KFinTech"), by following the procedure given below:
 - i) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. 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 DP ID 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 DPs, 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 November 04, 2022 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 November 04, 2022 will be entitled to cast their votes by Postal Ballot or remote e-voting. A person who is not a member as on November 04, 2022 i.e 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 09:00 a.m. on November 13, 2022**

Conclusion of e-voting: **At 5:00 p.m. on December 12, 2022**

The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on resolutions 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 November 04, 2022 i.e 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 Private Limited ("KFintech") Unit: Godrej Properties Limited, Selenium, Tower-B, Plot No.31 & 32, Financial District,

Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telengana, India – 500032. The Postal Ballot(s) received after December 12, 2022 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 light of the COVID-19 crisis and 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 Chairman 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 **December 14, 2022** 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 resolutions 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 at www.godrejproperties.com and on the website of the Stock exchanges viz. BSE Limited and the National Stock Exchange of India Limited and on the website of 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 / DPs 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.nsd.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.

Type of Member	Login Method
	<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/myeasi/Registration/EasiRegistration 4. 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.
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://emeetings.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. 7067, 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. 7067, '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 authorised 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. 7067" **It should reach by email not later than December 12, 2022 (5:00 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 B. V. Kishore, 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: einward.ris@kfintech.com ; 1800-3094-001 (toll free) 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 December 12, 2022. 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, if any, and forthwith submit his report to the Executive Chairman or the Managing Director or the Company Secretary of the Company.
- (c) The result of the voting on Resolution by postal ballot and remote e-voting will be declared by the Executive Chairman of the Company or the authorized person on or before December 14, 2022. 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 November 9, 2022 by conveying my /our assent or dissent to the said Ordinary 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.	To approve appointment of Mr. Gaurav Pandey (DIN: 07229661) as Director of the Company.			
2.	To approve appointment of Mr. Gaurav Pandey (DIN: 07229661) as a Managing Director & Chief Executive Officer of the Company for a term of 3 (Three) years from January 01, 2023 to December 31, 2025.			

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 November 04, 2022.

(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 9:00 a.m. on November 13, 2022	At 5:00 p.m. on December 12, 2022