



## GODREJ PROPERTIES LIMITED

CIN: L74120MH1985PLC035308

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

**Email:** [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com) **Website:** [www.godrejproperties.com](http://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 08, 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 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (the "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and any other applicable provisions, if any, that the Godrej Properties Limited (the "Company" or "GPL") is seeking the consent of its Members for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote electronic voting ("remote e-Voting") process only.

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 provided by KFin Technologies Limited ("KFintech"). 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.

The Board of Directors of the Company at its Meeting held on Tuesday, February 06, 2024, have approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. 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 Statement and thereafter record your assent or dissent through remote e-Voting facility provided by the Company.

The remote e-Voting facility will be available from 9:00 a.m. (IST) on February 21, 2024 to 5:00 p.m. (IST) on March 21, 2024. The remote e-Voting module shall be disabled by KFintech for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, February 16, 2024, may cast their vote electronically. Please read and follow the instructions on remote e-Voting enumerated in the notes to this Notice.

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/ Managing Director/ Company Secretary of the Company, after completion of the scrutiny. The results of the remote e-Voting will be announced on or before March 23, 2024.

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 hosted on the Company's website viz. [www.godrejproperties.com](http://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 BUSINESSES:**

### **1) Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as the Whole time Director designated as Executive Chairperson of the Company for a period of three years with effect from April 01, 2024:**

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

**"RESOLVED THAT** pursuant to the provision of Sections 196, 197 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"), applicable provisions of the 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 the provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, Nomination & Remuneration Policy of the Company and such other approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as the Whole time Director designated as an Executive Chairperson of the Company and Key Managerial Personnel for a further period of three (3) years commencing from April 01, 2024 to March 31, 2027 ("period of appointment"), liable to retire by rotation, on the remuneration and the terms and conditions as set out in the explanatory statement;

**RESOLVED FURTHER THAT** in his capacity as Whole time Director, Mr. Pirojsha Godrej is entitled to exercise all powers as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Pirojsha Godrej, Whole Time Director designated, as an Executive Chairperson as set out above, notwithstanding that the annual aggregate remuneration payable to Mr. Pirojsha Godrej, exceeds ₹ 5 crore or 2.5% of the net profit of the Company, whichever is higher, as calculated under Section 198 of the Act in any financial year during the period of appointment as Whole time Director designated as an Executive Chairperson;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the re-appointment and/ or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, including to execute the agreement relating to the appointment of and remuneration payable to Mr. Pirojsha Godrej, and to execute any other agreement(s), document(s), instrument(s) and writing(s) as may be required, in accordance with the Articles of Association and to take all steps as they may in their absolute discretion consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question, or doubt that may arise in relation thereto."

### **2) Approval of material related party transactions with Caroa Properties LLP, a subsidiary of the Company:**

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

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, the Members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) as detailed in the explanatory statement with Caroa Properties LLP ("CPLLP"), a subsidiary of Godrej Properties Limited (the "Company") and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with CPLLP, for an aggregate value of upto Rs. 450 crore and the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or

otherwise to the end and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

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

**Ashish Karyekar**  
**Company Secretary**  
(ICSI Membership No. ACS 11331)

**Place :** Mumbai

**Date :** February 06, 2024

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

### **Item No. 1: Re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as the Whole time Director designated as an Executive Chairperson of the Company for a period of three years with effect from April 01, 2024:**

Mr. Pirojsha Godrej, currently aged 43 years, was re-appointed as the Whole Time Director designated as an Executive Chairperson for a period of three years commencing from April 01, 2021 to March 31, 2024 at the Annual General Meeting held on August 03, 2021.

The Board of Directors at its meetings held on February 06, 2024, subject to the approval of Members, has approved the re-appointment of and remuneration payable to Mr. Pirojsha Godrej as the Whole Time Director designated as an Executive Chairperson of the Company for a period of three years with effect from April 01, 2024 ("period of appointment") as under:

#### **I. Fixed Compensation:**

Fixed Compensation shall include basic salary, Company's contribution to Provident Fund and Gratuity Fund.

Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund/ Scheme in force, from time to time, would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

The basic salary for the period of appointment shall be in the range of ₹ 1.54 crore per annum to ₹ 2.34 crore per annum payable monthly. The annual basic salary and increments in remuneration will be recommended by the Nomination & Remuneration Committee ("NRC") and will be decided by the Board of Directors depending on the performance of Mr. Pirojsha Godrej as an Executive Chairperson, the profitability of the Company, general increases recommended for other executives and other relevant factors.

#### **II. Performance Bonus for Teams ("PBFT"):**

PBFT 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 NRC and decided by the Board of Directors.

PBFT base target will be in the range of ₹ 2.70 crore per annum to ₹ 4.12 crore per annum and will be defined at the start of the financial year. However, the actual PBFT payout will be higher or lower than the PBFT base target depending on the key performance indicators comprising a combination of metrics like booking value, profitability, cashflow or any other metric as may be determined by the Board/ NRC in context of that financial year.

#### **III. Flexible Compensation:**

In addition to the Fixed Compensation and PBFT mentioned above, Mr. Pirojsha Godrej will be entitled to the following allowances, benefits, facilities and amenities and subject to the relevant provisions of the Act, as amended (collectively, the "allowances").

These allowances may be granted to Mr. Pirojsha Godrej as per the rules of the Company or in the manner as the NRC may recommend and the Board of Directors may decide.

- Supplementary Allowance;
- Leave Travel Assistance for self and family;
- Payment/reimbursement of food vouchers;
- Re-imbursement of car lease, fuel and maintenance, driver perk and reimbursement;
- Provision of telephone(s) and internet broadband at residence, payment/reimbursement of telephone/mobile phone/ internet expenses;

During the period of appointment, the maximum aggregate value of the allowances for the Executive Chairperson shall be in the range of ₹ 3.69 crore per annum to ₹ 5.62 crore per annum.

#### **IV. Other Benefits**

- Car/company driver/transport facilities for official purposes;
- Insurance cover, hospitalization cover, payment/ reimbursement of medical/ hospitalization/ domiciliary expenses for self and family as per Company policy;
- Club membership/facilities as per Company policy;
- Furnished housing or House Rent Allowance if housing is not availed;
- Provision of electricity and utilities at residence;
- Housing loan as per rules of the Company and contingency loan as per rules of the Company;
- Consolidated privilege leave, not exceeding 30 days in a financial year. 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. Sick leave as per the rules of the Company;
- Such other perquisites, allowances, benefits, amenities and facilities as per the policy/rules of the Company in force and/ or as may be recommended by the NRC and approved by the Board from time-to-time.

Mr. Pirojsha Godrej will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as in force from time-to-time.

**Explanation:**

- i) For the Leave Travel Assistance and reimbursement of medical and hospitalization expenses, 'family' means the spouse and dependent children and dependent parents.
- ii) 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.

**V. Overall Remuneration:**

The aggregate of salary and perquisites 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 Executive Chairperson from time-to-time, shall be in compliance of the provisions of 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.

**VI. Minimum Remuneration:**

Notwithstanding the foregoing, if in any Financial Year during the period of appointment of the Executive Chairperson, the Company has no profits or its profits are inadequate, the remuneration as above will be subject to Schedule V to the Act.

**Other Terms:**

- The Executive Chairperson is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.
- The Executive Chairperson shall not be entitled to any sitting fees and/ or commission for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.
- The Executive Chairperson shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.
- The Executive Chairperson 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 the Executive Chairperson's endeavor, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- If the Executive Chairperson be found 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 Executive Chairperson and the Company may, by giving thirty days' notice in writing to the Executive Chairperson, terminate his appointment, and he shall cease to be the Executive Chairperson of the Company, upon expiration of such notice.
- In the event of any re-enactment or recodification of the Act 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 Act 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.

**Comparative Remuneration with respect to the industry, size of the Company, profile of the position:**

Remuneration of Mr. Pirojsha Godrej is commensurate with the remuneration of the Executive Directors of similar organizations, taking into consideration the responsibilities shouldered by him. NRC has also factored in market comparables in real estate industry from a study conducted by an independent organization. The lower end of proposed target compensation range corresponds to the median of the market benchmark for FY'24. Higher end of proposed target compensation range corresponds approximately to the 75<sup>th</sup> percentile of market benchmark as extrapolated for FY'27. For estimating FY'27 value, current market data has been extrapolated at a CAGR of 10%.

Mr. Pirojsha Godrej has been closely involved in the strategy and operations of the Company since his association with the Company. He spearheaded the successful initial public offering of the equity shares of the Company in 2009 and has been instrumental in the expansion of the Company. Under his leadership, the Company has become one of the largest real estate players in the country. Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Pirojsha Godrej, and keeping in mind Mr. Pirojsha Godrej's broad functional and general management skills, the NRC and Board of Directors of the Company at their Meetings held on February 06, 2024 have inter alia recommended above Resolution for approval of the Members by means of Special Resolution.

Regulation 17(6)(e) requires approval of the Members by special resolution if the annual remuneration payable to the executive director who is promoter or member of the promoter group exceeds ₹ 5 crore or 2.5% of the net profits of the listed entity, whichever is higher. Accordingly, as Mr. Pirojsha Godrej is an executive director and member of the promoter group, a special resolution is required to be passed by the Members.

In view of the above, it is proposed to obtain approval of the Members by way of Special Resolution as mentioned in the Notice for re-appointment of Mr. Pirojsha Godrej as Whole Time Director designated as an Executive Chairperson for a further period of three years from April 01, 2024 to March 31, 2027 and the remuneration payable to him.

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

The Company has received all statutory disclosures/ declarations from Mr. Pirojsha Godrej including intimation in Form DIR-8 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Mr. Pirojsha Godrej satisfies all the conditions as set out in Section 196(3) of the Act being eligible for the re-appointment.

The detailed profile of Mr. Pirojsha Godrej and other requisite details, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

Accordingly, the Board of Directors of your Company recommends the passing of the resolution contained in Item No. 1 of the accompanying Notice as Special Resolution.

#### **Nature of concern or interest of Directors:**

Mr. Pirojsha Godrej and his relative Mr. Nadir Godrej, being director of the Company, may be deemed to be concerned or interested, financially or otherwise, in the above resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

#### **Item No. 2: To approve material related party transactions with Caroa Properties LLP, a subsidiary of the Company:**

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of Members by means of an ordinary resolution. The approval of the Members under Regulation 23 of the Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Godrej Properties Limited ("GPL" or "the Company") derives revenue primarily from construction and sale of properties comprising of commercial/ residential units and sale of plotted and other lands. As per applicable accounting standards, Revenue is recognised as per project completion method upon receipt of occupancy certificate for respective projects. Also GPL develops many projects under Joint Development Model, which entails setting up a separate Special Purpose Vehicles ("SPVs") with the owner of the land parcels sought to be developed. These SPVs are classified as Joint Ventures & Associates entities under the accounting standards for GPL, which requires the Company to follow Equity Method of accounting for consolidation, due to which the turnover (Gross Sales) of these SPVs (JV projects) does not get added in GPL consolidated turnover for accounting purpose. Therefore, despite achieving its best ever booking value (Sales) of Rs. 12,232 crore at consolidated level in FY 2022-23, consolidated turnover of the Company as per the Audited Financial Statements for FY 2022-23 stood at Rs. 2,252.26 crore. Accordingly, GPL and/ or its subsidiary can enter into transactions of a value upto Rs. 225.22 crore (10% of financial year 2022-23 Consolidated Turnover of Rs. 2,252.26 crore of GPL) with each of the related party of GPL and/ or its subsidiary. Any transaction beyond the said limit of Rs. 225.22 crore with any related party will require prior approval of Members.

The Related Party Transactions ("RPTs") to be entered by GPL in aggregate as set out in this explanatory statement are expected to exceed threshold of material RPTs under Listing Regulations. These transactions are therefore considered as material related party transactions and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the Listing Regulations. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms' length basis, the provisions of Section 188(1) of the Companies Act and the Rules made thereunder are not applicable for transactions between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on February 06, 2024 and considering the best interest of the Company, Members' approval is sought on the said material RPTs for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPTs is furnished below:



**Details and benefits of the transaction:**

Caroa Properties LLP ("CPLLP") is presently a subsidiary of Godrej Properties Limited ("GPL") as per the provisions of the Companies Act, in partnership with group of individuals/companies Mr. Uraaz Bahl, Mr. Santosh Jagannath Bahl, Mr. Avtejinder Mann, Mr. Kunal Dasgupta, Ms. Uma Bahl, Mr. Riaz Batlivala, Mr. Zahan Dhanrajgir, Mr. Mihir Doshi, Mr. Manu Gill, Mr. Arun Monga, Mr. Krishan Chandra Sharma, Mr. Amarjit Singh, Ms. Kanchan R. Khubchandani, Gauder Investments Pvt Ltd., NGP Industries Ltd., and Swaroop Agencies Pvt Ltd. (hereinafter referred to as "JV Partners") in terms of the LLP Deed dated February 27, 2014 and supplemental agreements entered into thereafter ("the LLP Deed"). CPLLP is engaged in the construction and development of the residential property known as The Highlands ("the Project") located in Panvel, which is expected to be completed by November 2029. Presently, GPL holds 35% share of profits and 66.67 % voting rights in CPLLP. The balance (65%) share of profits is held by JV Partners. The JV Partners also hold 33.33% voting rights in CPLLP.

In accordance with the LLP Deeds/ Development/ Sale Agreement(s) and in the best interest of the Company, it is proposed to enter into various transactions with CPLLP including arrangements/ transactions as detailed in table below. The Company is required to enter into these transactions as a part of its business operations, in order to ensure timely development of the projects being undertaken through CPLLP in accordance with LLP Deed/ Development/ Sale Agreement. The transactions will also help both the entities in generation of revenue and business enhancement while catering to their business requirements.

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with CPLLP for an aggregate value of up to Rs. 450 crore.

In terms of Regulation 23 of Listing Regulations, CPLLP presently being a subsidiary of GPL is a related party of GPL in terms of Companies Act and Listing Regulations. Since the transaction amount will exceed the threshold of Rs.225.22 crore (10% of FY 2022-23 consolidated turnover of Rs. 2,252.26 crore of GPL) the said RPTs shall require prior approval of Members. The approval by the Members of the transactions within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

**Information pursuant to Master circular of SEBI SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:**

Sr. No.	Description		Details	
1.	Details of Summary of information provided by the management to the Audit Committee			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)		CPLLP is a subsidiary of GPL and hence it's a related party. GPL is entitled for 35% share of profits and holds 66.67% voting rights in CPLLP as on date of this Notice. The balance 65% share of profits and 33.33% voting rights are entitled to/ held by JV Partners as explained above. The nature of the transaction is financial/ operational.	
b.	Nature, material terms, tenure of proposed transaction, particulars of contracts or arrangement and monetary value			
Sr. No.	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement	Estimated transaction value (Amount Rs. in crore)
(i)	Give Loan/ Advance/ make Investment/ provide Guarantee	For a period of twelve months from the date of passing of the resolution by Members of the Company	In accordance with the terms and conditions specified in the LLP Deed dated February 27, 2014 and supplemental agreements entered thereafter.  Total loan exposure as on December 31, 2023 is Rs. 188 crore.	388
(ii)	Interest on Loan/ Advance/ Investment/ Commission on Guarantee	For a period of twelve months from the date of passing of the resolution by Members of the Company	Interest charged is 12% per annum as per LLP Deed/ Loan agreement, which is above bank rate and prevailing yield of government security closest to the tenor of the loan. Guarantee Commission / Charges are at actuals, if any.	47
(iii)	Corporate / Regional/ Site Manpower and Non Manpower Overhead charge / allocation/ Management fees	For a period of twelve months from the date of passing of the resolution by Members of the Company	Overhead Charges/ Management Fees as per LLP Deed/ basis corporate overhead allocation. Manpower cost is apportioned on the basis of employees working/ deputed for the project/ CPLLP.	13

Sr. No.	Description		Details	
(iv)	Manpower and Non Manpower Overhead charge to / by GPL	For a period of twelve months from the date of passing of the resolution by Members of the Company	Expenses are pure reimbursements at actuals.	1
(v)	Purchase of Fixed Asset	For a period of twelve months from the date of passing of the resolution by Members of the Company	In order to achieve economies of scale and optimum utilisation of assets available within the group, various assets i.e. construction equipment, computers and laptops, furniture and fixtures are generally transferred through purchase/ sale of assets within group. The Company obtains competitive quotes / valuation report to determine arm's length criteria.	1
c.	Total Percentage of GPL's annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year		21.36%	
2.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
(i)	Details of the source of funds in connection with the proposed transaction	Equity/ Debt/ Internal accrual		
(ii)	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments  - nature of indebtedness;  - cost of funds; and  - tenure	Yes  • Working Capital Loan/ Corporate Borrowing/ NCDs/ CPs  • Interest rate ranging from 4% to 8.5% p.a.  • tenure not exceeding 5 years		
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	• Unsecured loan  • Repayable on Demand/ as per terms of LLP Deed  • Interest- 12% for respective class of loan		
(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the Related Party Transaction	For the development of projects and shortfall funding requirement of CPLLP in accordance with the terms and conditions specified in the LLP Deed/Development/Sale Agreement.		
3	Valuation or other external report	For the transactions in the nature of Loans / Advance / Guarantee, the interest is charged above bank rate and prevailing yield of government security closest to the tenor of the loan in terms of applicable laws. The Company obtains competitive quotes to determine arm's length criteria wherever required.		
4	Justification as to why the related party transaction is in the interest of the listed entity	The transactions are in furtherance of the LLP Deed to meet funding requirements for the development of the Project and are undertaken in accordance with laid down norms, policies, and procedures and, therefore, in the interest of the Company.		
5	Whether any subsequent material modification made to approved transaction	Not Applicable		
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Postal Ballot Notice.		



**Arm's length pricing:**

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPTs proposed to be entered into by the Company with CPLLP during a period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transactions with CPLLP are on arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of Members is required for the aforementioned material RPTs to be entered between the Company and CPLLP during a period of twelve months from the date of passing of the resolution by Members of the Company in terms of the LLP Deed, as amended from time to time.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Policy on RPTs shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Members may please note that the promoters/ members of promoter group of GPL neither hold any direct interest/ stake in CPLLP nor intend to enter into any transactions with CPLLP.

Further, pursuant to Regulation 23(4) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval of the Members.

**Nature of concern or interest of Directors:**

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

## ANNEXURE TO THE NOTICE

**Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (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 re-appointed:**

<b>Name of the Director</b>	<b>Mr. Pirojsha Godrej</b>
DIN	00432983
Date of Birth/ Age	October 27, 1980/ 43 years
Nationality	Indian
Date of first Appointment	October 25, 2008
Brief Profile/ resume including qualification and experience	<p>Pirojsha Godrej serves as the Executive Chairperson of Godrej Properties. He holds an MBA from Columbia Business School (2008) and a Master in International Affairs from Columbia University (2004). Pirojsha completed his undergraduate studies at the Wharton School of Business in 2002. He joined Godrej Properties in 2004 and quickly progressed to the role of Executive Director in 2008. In 2012, Pirojsha was appointed as the CEO of Godrej Properties.</p> <p>In 2017, Pirojsha assumed the role of Executive Chairperson at Godrej Properties, leveraging his strategic leadership to foster rapid and sustainable long-term growth for the Company. Under his guidance, Godrej Properties has emerged as a frontrunner in the sustainable development movement. In recognition of this commitment, GPL received a prestigious award in 2013 from former Indian President APJ Abdul Kalam for its contribution to the green building movement alongside other esteemed businesses from diverse industries in India.</p> <p>Furthermore, the Global Real Estate Sustainability Benchmark Report ranked Godrej Properties as the second-best performer in Asia and fifth overall in 2016 for its outstanding sustainability performance. Pirojsha's dedication to promoting sustainability in India's built environment earned him the prestigious 2016 IGBC Green Champion Award from the Indian Green Building Council (IGBC). In 2020 and again in 2021 and 2022, the Global Real Estate Sustainability Benchmark ranked GPL #1 globally amongst listed residential developers for its sustainability and governance practices. In recent years, Godrej Properties has received over 400 awards and recognitions, including the Porter Prize 2019, The Most Trusted Real Estate Brand in the 2019 Brand Trust Report, Builder of the Year at the CNBC-Awaaz Real Estate Awards 2019, and The Economic Times Best Real Estate Brand 2018.</p>
Expertise in specific functional Area	Strategy & Business, Industry Expertise, Market Expertise, Governance, Finance & Risk
Shares held in the Company (including beneficial ownership)	10 shares held in individual capacity and 1,55,065 shares held as a trustee of trusts
No. of Board meetings attended during the year	4 (all Board Meetings held during the FY 2023-24)
Terms & Conditions of re-appointment, including remuneration	Terms & Conditions of re-appointment of Mr. Pirojsha Godrej including remuneration payable to him forms part of the notice of postal ballot.
Remuneration last drawn	As mentioned in the page no. 255 of the Annual Report of the Financial Year 2022-23.
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Godrej Agrovat Limited</li> <li>2. Godrej Industries limited</li> <li>3. Godrej Consumer Products Limited</li> <li>4. Godrej Housing Finance Limited</li> <li>5. Godrej Fund Management and Investment Advisors Private Limited</li> <li>6. Godrej Capital Limited</li> <li>7. Godrej Finance Limited</li> <li>8. Praviz Developers Private Limited</li> <li>9. Karukachal Developers Private Limited</li> <li>10. Eranthus Developers Private Limited</li> <li>11. Swaddle Projects Private Limited</li> <li>12. Swaddle Studios Private Limited</li> <li>13. Ceres Developers Private Limited</li> </ol>

<b>Name of the Director</b>	<b>Mr. Pirojsha Godrej</b>
Details of Listed entities from which he/she resigned during the last three years	None
Chairman/Membership in other committees of the Board	<p><b>Godrej Properties limited</b></p> <ol style="list-style-type: none"> <li>1. Stakeholder Relationship Committee – Member</li> <li>2. Corporate Social Responsibility Committee – Chairperson</li> <li>3. Risk Management Committee – Chairperson</li> <li>4. Environment, Social and Governance Committee – Chairperson</li> <li>5. Allotment Committee – Chairperson</li> <li>6. Management Committee - Chairperson</li> </ol> <p><b>Godrej Consumer Products Limited</b></p> <ol style="list-style-type: none"> <li>1. Stakeholder Relationship Committee – Chairperson</li> </ol> <p><b>Godrej Housing Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Asset Liability Management Committee – Member</li> <li>2. Credit Committee – Chairperson</li> <li>3. Corporate Social Responsibility Committee – Chairperson</li> <li>4. Nomination &amp; Remuneration Committee – Member</li> </ol> <p><b>Godrej Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Credit Committee – Chairperson</li> <li>2. Asset Liability Management Committee – Chairperson</li> </ol> <p><b>Godrej Fund Management and Investment Advisors Private Limited</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee - Member</li> <li>2. Remuneration Committee – Chairperson</li> </ol> <p><b>Godrej Agrovet Limited</b></p> <ol style="list-style-type: none"> <li>1. Managing Committee - Member</li> </ol>
Inter-se relationship with other directors/ Key Managerial Personnel	Mr. Pirojsha Godrej is a nephew of Mr. Nadir B. Godrej.

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

**Ashish Karyekar**  
**Company Secretary**  
(ICS Membership No. ACS 11331)

**Place :** Mumbai  
**Date :** February 06, 2024  
**Registered Office:** Godrej One,  
5<sup>th</sup> 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](http://www.godrejproperties.com)  
**CIN:** L74120MH1985PLC035308

**Notes:**

1. An 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 February 16, 2024 (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 February 16, 2024 (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 February 20, 2024.
3. 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.
4. The Notice will also be available on the website of the Company [www.godrejproperties.com](http://www.godrejproperties.com) and on the website of stock exchanges i.e. BSE Limited at <https://www.bseindia.com/> and the National Stock Exchange of India Limited at <https://www.nseindia.com/> and KFin Technologies Limited ("KFintech") at <https://evoting.kfintech.com/>
5. **Process for registration of email address:**
  - (a) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the signed request letter in Form ISR-1 mentioning name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
  - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants.
  - (c) Those shareholders who have already registered their e-mail address are requested to keep their e-mail address validated, to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address in future.
6. In compliance with provisions of Section 108 and 110 of the 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. 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 remote e-Voting: **From 9:00 a.m. on February 21, 2024**

Conclusion of remote e-Voting: **At 5:00 p.m. on March 21, 2024**

The remote e-Voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolutions is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.
7. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on February 16, 2024. 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 February 16, 2024 will be entitled to cast their votes by remote e-Voting. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.
8. The Scrutinizer will submit his report to the Executive Chairperson/ Managing Director/ Company Secretary of the Company. The results of the Postal Ballot will be declared on or before March 23, 2024 by uploading the same along with the Scrutinizer's Report on the website of the Company at [www.godrejproperties.com](http://www.godrejproperties.com) and will also be informed to the Stock Exchanges. If approved by the requisite majority, the last date for remote e-Voting i.e. March 21, 2024 shall be the date on which the resolutions would be deemed have been passed.
9. Resolutions passed by the Members through Postal Ballot will be deemed to have been passed effectively at a general meeting of the Members.
10. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement are available for inspection through electronic mode. Members are requested to write to the Company on [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com) for inspection of the said documents.

11. The process and manner for remote e-Voting is explained below:





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

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on “remote e-Voting facility provided by Listed Companies”, remote 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 remote e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote 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.

**Method of login for Individual shareholders holding the securities in demat mode:**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL.	<p><b>A. Existing NSDL IDeAS facility users:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. A new screen will open. Enter your User ID and Password. After successful authentication, Members will be able to see remote e-Voting services.</li> <li>4. Click on “Access to remote e-Voting” under remote e-Voting Services, after which the remote e-Voting page will be displayed.</li> <li>5. Click on Company name i.e. Godrej Properties Limited or remote e-Voting service provider i.e. Kfintech.</li> <li>6. Members will be re-directed to Kfintech remote e-Voting website for casting their vote during the remote e-Voting period.</li> </ol> <p><b>Users not registered for IDeAS e-Services, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Upon successful registration, please follow steps given in points (1- 6) of Point A above.</li> </ol> <p><b>B. Users may directly access the remote e-Voting website of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>1. Visit remote e-Voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of remote e-Voting system is launched, click on the icon “Login” which is available under Shareholder/ Member section.</li> <li>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.</li> <li>4. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see remote e-Voting page.</li> <li>5. Click on company name i.e “Godrej Properties Limited” or remote e-Voting service provider name i.e Kfintech after which Member will be redirected to remote e-Voting website of Kfintech for casting their vote during the remote e-Voting period.</li> </ol>

Type of Member	Login Method
	<p>Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience:</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Members holding securities in demat mode with CDSL	<p><b>A. Existing CDSL Easi/ Easiest facility users:</b></p> <ol style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach remote e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will be also able to see the remote e-Voting Menu. The Menu will have links of remote e-Voting service provider i.e. KFintech. Click on KFintech to cast your vote.</li> </ol> <p><b>Users not registered for Easi / Easiest e-Services, follow the below steps:</b></p> <p>If the user is not registered for Easi/ Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login New System Myeasi Tab and click on registration option.</p> <p><b>B. Users may directly access the remote e-Voting website of CDSL as per the following procedure:</b></p> <p>The user can directly access remote e-Voting page of CDSL by providing demat Account Number and PAN from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email id as recorded in the demat Account. After successful authentication, user will be provided links for the respective remote e-Voting service provider i.e. KFintech where the remote e-Voting is in progress.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for remote e-Voting facility.</li> <li>After login, Members will be able to see remote e-Voting option.</li> <li>Upon clicking on remote e-Voting option, Members will be redirected to NSDL/ CDSL website, after successful authentication, wherein they will be able to see remote e-Voting feature.</li> <li>Click on options available against ‘Godrej Properties Limited’ or remote e-Voting service provider i.e KFintech. Members will be redirected to remote e-Voting website of KFintech for casting their vote during the remote e-Voting period without any further authentication.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43



**ii. Information and instructions for e- Voting for Members holding shares in physical mode and non-individual Members in demat mode.**

1. Members whose email IDs are registered with the Company/Depository/ 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 i.e. 7880 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 remote e-Voting, you can use your existing User ID and password for casting the vote.
  - c. After entering these details, 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. 7880, '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 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. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - j. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolutions, 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.

**12. General guideline for Members:**

- a. 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/ Power of Attorney etc., authorizing its representative to cast its vote through remote e-Voting, together with attested specimen signature(s) of the duly authorized representative, to the Scrutinizer by email to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "Godrej Properties Postal Ballot EVEN No. 7880 It should reach by email not later than March 21, 2024 (05:00 p.m. IST).
  - b. 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 S., Deputy Manager – Corporate Registry, KFin Technologies Limited at the address Selenium, Tower-B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500032 or at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); or at toll free number 1800-3094-001 or may write to the Company Secretary at [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com).
13. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, as amended from time to time, has specified the process for redressal of shareholder grievances. A shareholder shall first take up their grievance with the listed entity/ RTA by lodging a complaint directly with the concerned listed entity/ RTA by sending an email to [secretarial@godrejproperties.com](mailto:secretarial@godrejproperties.com) [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by sending physical correspondence at KFin Technologies Limited, Unit: Godrej Properties Limited, Selenium Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana. If the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal (<https://scores.gov.in/scores/Welcome.html>) in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is still not satisfied with the outcome, the shareholder can initiate dispute resolution through the common Online Dispute Resolution ("ODR") Portal at <https://smartodr.in/login>. The aforesaid SEBI Circular can be viewed on the following link: <https://www.godrejproperties.com/investors/investor-information>