

August 20, 2016

1. **Department of Corporate Services**
BSE Limited,
Fort, Mumbai 400 001

Through: BSE Listing Centre

Scrip code: 533273

2. **The Listing Department**
National Stock Exchange of India Limited,
Bandra (E), Mumbai 400051

Through: NEAPS

Scrip Symbol: OBEROIRLTY

3. **Central Depository Services India Ltd**
e-Voting Division
16th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

ISIN: INE093I01010

EVSIN: 160725040

Subject: Declaration of Results of the voting on resolutions set out in notice of 18th Annual General Meeting held on August 19, 2016

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 18th Annual General Meeting ("AGM") of the Company was convened on August 19, 2016 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 at 3.00 p.m. to seek the approval of Members of the Company on the resolutions set out in the notice dated April 29, 2016 ("Notice").

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Company had provided facility to the members to vote electronically by remote e-voting (prior to the AGM) and also by physical ballot (at the AGM venue) on all the abovementioned resolutions and had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.



The Scrutinizer has submitted his report on the remote e-voting and voting through physical ballots, a copy of which is attached hereto. Kindly refer the Scrutinizer's report for the details of the number and percentage of votes casted 'for' and 'against' the resolutions contained in the Notice.

Accordingly, I, Saumil Daru, Director – Finance of the Company, being authorised in this behalf, hereby declare that all the 8 (eight) resolutions, as set out in the Notice of the 18th AGM of the Company, have been passed with requisite majority by the Members of the Company.

Kindly take the above on record.

For **Oberoi Realty Limited**



Saumil Daru
Director – Finance



Encl: As above.

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

August 19, 2016

**The Chairman / Mr. Saumil Daru, Director & CFO
OBEROI REALTY LIMITED**

Commerz, 3rd Floor, International Business Park,
Oberoi Garden City, OFF W.E. Highway,
Goregaon (E), Mumbai - 400063

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballot process conducted at the 18th Annual General Meeting of the Members of Oberoi Realty Limited held on August 19, 2016:

Oberoi Realty Limited ("the Company") has, vide resolution of its Board of Directors dated April 29, 2016, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot on the resolutions contained in the notice dated April 29, 2016 ("Notice") at the 18th Annual General Meeting held on Friday, 19th August 2016 (AGM), as required under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through physical ballot on the resolutions contained in the aforesaid Notice of the 18th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" and "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide voting facilities on the resolutions contained in the Notice.

As required under Section 101 of the Act, the Notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by courier, Speed Post, Registered Post or through e-mail), for seeking approval of members on following resolutions:



1. Resolution No. 1 as an Ordinary Resolution to consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2016, and the Reports of the Board of Directors and the Auditors thereon.
2. Resolution No. 2 as an Ordinary Resolution for approval of the interim dividend of Rs. 2 per share (20%) on the Equity Shares of the Company paid in March 2016, as the final dividend for the Financial Year ended 31st March 2016.
3. Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Saumil Daru (DIN: 03533268), who retired by rotation and being eligible, had offered himself for re-appointment.
4. Resolution No. 4 as an Ordinary Resolution for ratification of appointment of M/s. P. Raj & Co., Chartered Accountants (Registration No. 108310W) as the Statutory Auditors of the Company.
5. Resolution No. 5 as an Ordinary Resolution for ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), Cost Auditors of the Company for the financial year ending March 31, 2017.
6. Resolution No. 6 as an Ordinary Resolution for approval of borrowing of an amount upto Rs. 250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi, a related party in terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, inclusive of the borrowings already made from him within the said limit of 250,00,00,000 (Rupees Two Hundred and Fifty Crore only).
7. Resolution No. 7 as a Special Resolution for authorizing the Board of Directors to offer for issue of non-convertible debentures by way of private placement to certain identified investor(s) during a period of one year upto an aggregate amount of Rs. 15,00,00,00,000 (Rupees One Thousand Five Hundred Crore Only).
8. Resolution No. 8 as a Special resolution for authorizing the Board of Directors to create, offer, issue and allot such number of equity shares and/or any other securities convertible into equity by way of one or more public and / or private offerings, qualified institutions placement ("QIP") or any combination thereof for an aggregate amount not exceeding Rs. 7,50,00,00,000 (Rupees Seven Hundred and Fifty Crore only).

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions by the members of the Company. The Company also made available the physical ballots at the 18th AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Tuesday, August 16, 2016 upto 5.00 p.m. of Thursday, August 18, 2016. Accordingly, e-votes casted upto 5.00 p.m. of August 18, 2016 have been considered for



my scrutiny. Further, the votes casted at the 18th Annual General Meeting through physical ballots have also been considered for the scrutiny.

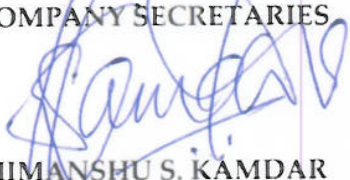
After the conclusion of the Annual General Meeting, first the voting conducted through physical ballots at the meeting, was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Komal Binwani and Ms. Anjali Vora and thereafter, the votes casted through remote e-voting were unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Trupal Trivedi and Ms. Hinal Manek. A summary of the votes casted by shareholders through remote e-voting and by physical ballots at the 18th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 18th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company or Mr. Saumil Daru, Director and CFO of the Company who has been duly authorized in this regard by the Chairman and who has countersigned here under in token thereof.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES


HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030



For OBEROI REALTY LIMITED
COUNTERSIGNED BY


SAUMIL DARU
DIRECTOR & CFO
DIN: 03533268



ANNEXURE

The summary of the votes cast through Physical Ballot and through remote e-voting confirmations received for each of the resolutions is given below:

For Resolution 1: As an Ordinary Resolution to consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2016, and the Reports of the Board of Directors and the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	178	303,258,036
	Total	188	303,258,153
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	188	303,258,153
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	185	303,258,150
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	3
	% of Dissent	-	0.00



For Resolution 2: As an Ordinary Resolution to confirm the interim dividend of Rs. 2 per share (20%) on the Equity Shares of the Company paid in March 2016, as the final dividend for the Financial Year ended 31st March 2016.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	180	304,071,236
	Total	190	304,071,353
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	190	304,071,353
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	190	304,071,353
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent	-	0.00



For Resolution 3: As an Ordinary Resolution to appoint Mr. Saumil Daru (DIN: 03533268), who retires by rotation and being eligible, has offered himself for re-appointment.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	177	304,058,576
	Total	187	304,058,693
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	187	304,058,693
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	185	304,058,687
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	6
	% of Dissent	-	0.00



For Resolution 4: As an Ordinary Resolution for ratification of appointment of M/s P. Raj & Co., Chartered Accountants (Registration No. 108310W) as the Statutory Auditors of the Company.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	180	304,071,236
	Total	190	304,071,353
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	190	304,071,353
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	185	304,070,965
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	5	388
	% of Dissent	-	0.00



For Resolution 5: As an Ordinary Resolution for ratification of remuneration payable to M/s. Kishore Bhatia & Associates (Firm Registration Number 00294), Cost Accountants (Firm Registration Number 00294), Cost Auditors of the Company for the financial year ending March 31, 2017

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	180	304,071,236
	Total	190	304,071,353
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	190	304,071,353
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	186	304,071,345
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	4	8
	% of Dissent	-	0.00



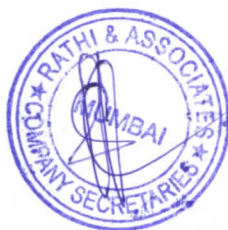
For Resolution 6: As an Ordinary Resolution for approval of borrowing of an amount upto Rs. 250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi, a related party in terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, inclusive of the borrowings already made from him within the said limit of 250,00,00,000 (Rupees Two Hundred and Fifty Crore only).

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	171	57,787,688
	Total	181	57,787,805
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	181	57,787,805
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	161	54,839,340
	% of Assent	-	94.90
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	20	2,948,465
	% of Dissent	-	5.10



For Resolution 7: As a Special Resolution for authorizing the Board of Directors to offer for issue of non-convertible debentures by way of private placement to certain identified investor(s) during a period of one year upto an aggregate amount of Rs. 15,00,00,00,000 (Rupees One Thousand Five Hundred Crore Only).

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	180	304,071,236
	Total	190	304,071,353
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	190	304,071,353
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	188	304,071,351
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	2
	% of Dissent	-	0.00



For Resolution 8: As a Special resolution for authorizing the Board of Directors to create, offer, issue and allot such number of equity shares and/or any other securities convertible into equity by way of one or more public and / or private offerings, qualified institutions placement ("QIP") or any combination thereof for an aggregate amount not exceeding Rs. 7,50,00,00,000 (Rupees Seven Hundred and Fifty Crore only).

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	10	117
b.	Votes through remote e-voting	180	304,071,236
	Total	190	304,071,353
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	190	304,071,353
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	188	304,071,351
	% of Assent	-	100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	2
	% of Dissent	-	0.00

