OFFICE COPY

OBEROI REALTY

June 5, 2015

Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
Mumbai 400 001

corp.relations@bseindia.com

Scrip code: 533273

The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

cmlist@nse.co.in

Scrip Symbol: OBEROIRLTY

Ref: Clause 31(b) of Listing Agreement

Dear Sir,

The 17th Annual General Meeting of the members of the Company will be held on July 1, 2015 and the notice calling the said meeting will be dispatched to the members shortly.

The resolution set out at Item no. 12 of the said notice related to seeking members' approval for issue of equity shares and/or any other security convertible into equity.

In compliance with the requirements of Clause 31(b) of the Listing Agreement, we enclose 6 (six) copies of the said notice.

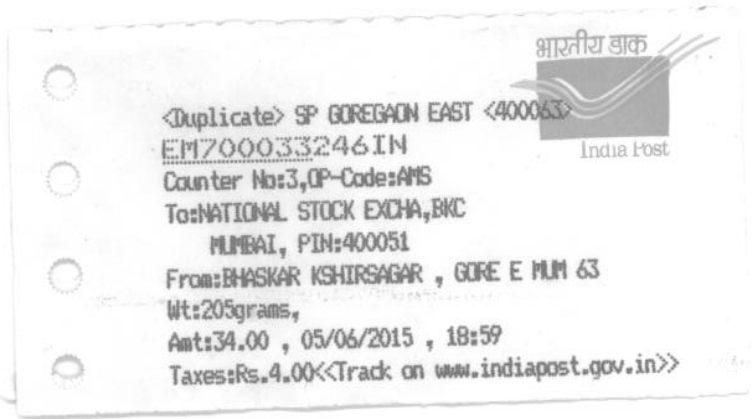
Kindly take the above on record and oblige.

Thanking you.

For **Oberoi Realty Limited**

Bhaskar Kshirsagar
Company Secretary

Encl: As above



OBEROI REALTY LIMITED
Regd. Office: Commerz, 3rd Floor, International Business Park, Oberoi Garden City,
Off Western Express Highway, Goregaon (East), Mumbai- 400 063
Tel: +91 22 6677 3333, Fax: +91 22 6677 3334
Website: www.oberoirealty.com, Email: cs@oberoirealty.com
CIN: L45200MH1998PLC114818

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of **OBEROI REALTY LIMITED** will be held on Wednesday, July 1, 2015 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018, at 3.00 p.m. to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2015, and the Reports of the Board of Directors and the Auditors thereon.

2. To declare the dividend on Equity Shares.

3. To appoint a Director in place of Ms. Bindu Oberoi (DIN: 00837711), who retires by rotation and being eligible, has offered herself for reappointment.

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules, circulars, notifications made/ issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s P. Raj & Co., Chartered Accountants (Firm's Registration No. 108310W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on August 27, 2014, for a term of 3 years i.e. from the conclusion of the Sixteenth Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting, be and is hereby ratified."

   "**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimburstment of out of pocket expenses incurred in connection hereto."

Special Business:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294) being the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration of ₹1,75,000/- (Rupee One Lakh Seventy Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Karamjit Singh Kalsi (DIN: 02356790), who was appointed as an Additional Director of the Company w.e.f.

September 12, 2014 in terms of Section 160(1) of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from July 1, 2015, to June 30, 2020."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Clause 49(II)(C) of the Listing Agreement, read with Section 197, Section 149(9) of Companies Act, 2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other available provisions, if any, the Company do make distribution and payment amongst the Directors of the Company, including independent directors (however excluding the Managing Director(s) and Whole Time Director(s)), on annual basis, of such remuneration by way of commission, the aggregate of which shall not exceed one percent per annum of the Net Profit of the Company for that particular year computed in the manner prescribed under Section 198 of the Companies Act, 2013, in such amount and proportion and in such manner and in all respects as may be determined by the Board of Directors from time to time."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the above resolution and matters related thereto."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in partial modification to the resolution passed in the Sixteenth Annual General Meeting held on August 27, 2014 and pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration of Mr. Saumil Daru (DIN 03533268), who had been appointed as Whole Time Director, designated as the Director- Finance, for a period of five years with effect from May 10, 2014, be and is hereby revised as follows w.e.f. April 1, 2015 until the remainder term of his appointment:

1	Basic Salary	₹4,70,000/- (Rupees Four Lakh Seventy Thousand) per month, with such increments as may be determined by the Board of Directors (or its committee).
2	Allowances and perquisites	House rent allowance @ 50% of the Basic Salary, subject to rules of the Company. Leave Travel allowance and other allowances: as per rules of the Company. Provision for Company provided accommodation and car as per the rules of the Company. Reimbursement of medical, professional development, petrol and car maintenance expenses as per rules of the Company. Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company. Company's contribution towards Provident Fund and to Superannuation Fund on Basic salary, as per rules of the Company. Gratuity as applicable to Senior Management of the Company/Group, including continuity of service for time served elsewhere, within the Group. For the purpose of Gratuity, Provident Fund and other like benefits, if any, such as leave balance due, the service of the director will be considered as continuous service with the Company from the date of his joining the Group/Company. Leave and Encashment of Leave, in accordance with the Rules of the Company. Benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board (or its committee) from time to time. Subject to the above, Mr. Saumil Daru shall be governed by such other rules as to payment or otherwise as are applicable to the senior executives of the Company from time to time.

3	Employee Stock Options	Grant of Options under Employee Stock Option Scheme(s) formulated by the Company as may be determined by the Board (or its Committee), subject to requisite approvals under the Companies Act, 2013 and the SEBI guidelines, regulations etc.
4	Ex gratia	As per rules of the Company.
5	Performance linked variable pay	Such amount as may be determined by the Board of Directors (or its committee).

"**RESOLVED FURTHER THAT** all perquisites and other benefits as contained herein will be considered on basis of annual salary from April to March as per the policy of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration so as not to exceed the applicable limit specified in Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), that may be agreed to between the Board of Directors and Mr. Saumil Daru."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the above resolution and matters related thereto."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Clause 49(VII)(E) of the Listing Agreement and the provisions of other applicable laws for the time being in force, however subject to the limits set out under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 or such higher limit as approved by the members, and the rules made thereunder, approval of members of the Company be and is hereby accorded for borrowing of an amount upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi, an entity related to the Company in terms of Clause 49(VII)(B) of the Listing Agreement, and the members do ratify borrowings already made for him within the said limit of ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof), be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid borrowing, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company as submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and the same be approved and adopted as the new Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director(s) of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as may be amended from time to time, and all other provisions of applicable law, if any, and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors, for offering for issuance by way of private placement to certain identified investor(s) ("Investors"), in one or more offering(s) / tranche(s) during the period of one year from the date of this Annual General Meeting or such other period as may be allowed under the Companies Act, 2013, non-convertible debentures of the Company upto an aggregate amount of ₹1500,00,00,000 (Rupees One Thousand Five Hundred Crore Only), at such price and such other terms and conditions as may be agreed to by the Board of Directors of the Company or a committee thereof (the "Board")."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, modify, finalise and sign the documents, including without limitation the private placement offer letter, debenture trust deed and any other security documents, in connection with the private placement by the Company of such non-convertible debentures and to do all such acts and things, including but not limited to creation of security whenever required, and to execute all such documents as may be necessary for giving effect to the above resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any comittee of directors or any director(s) or any other officer(s) of the company in such manner as they may deem fit in their absolute discretion."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force, the "Companies Act"), the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any amendments thereto or re-enactment thereof for the time being in force, (the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations framed there under as amended or substituted from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI"), the Stock Exchanges and / or any other competent authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value ₹10 each with or without voting/special rights ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and /or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or

without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, qualified institutions placement ("QIP") or any combination thereof, through issue of prospectus and/or placement document/ or other permissible/ requisite offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹750,00,00,000 (Rupees Seven Hundred and Fifty Crore only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

"**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects."

"**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

"**RESOLVED FURTHER THAT** any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.

"**RESOLVED FURTHER THAT** in the event that Eligible Securities are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of such Eligible Securities."

"**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs, GDRs or FCCBs the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the proposed issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depositary Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force), applicable and other applicable pricing provisions issued by the Ministry of Finance."

"**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

(a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

(b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares and the price as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.".

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their 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 of directors or any director(s) or any other officer(s) of the Company in such manner as they may deem fit in their absolute discretion."

By Order of the Board

Bhaskar Kshirsagar
Company Secretary

Mumbai, June 2, 2015

Registered Office:
Commerz, 3rd Floor, International Business Park,
Oberoi Garden City, Off Western Express Highway,
Goregaon (East), Mumbai – 400 063

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER**. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
2. Proxies, if any, in order to be valid and effective, must be received at the Company's Registered Office not later than 48 (forty-eight hours) before the time fixed for commencement of the meeting.
3. Corporate members who intend to send their authorized representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is hereto annexed.
5. The physical copies of notice of Seventeenth Annual General Meeting and the Annual Report 2014-15 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the Annual General Meeting.
6. The particulars of Directors proposed to be appointed/ reappointment, as required under Clause 49 of the listing agreement is annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, June 27, 2015 to Wednesday, July 1, 2015 (both days inclusive) for the purpose of payment of dividend.
8. The payment of dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will commence from Monday, July 6, 2015 to those members whose names appear on the Register of Members at the end of day on Friday, June 26, 2015. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership, as per the details to be furnished for the purpose by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, June 26, 2015.
9. Members are requested to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:

    - *For shares held in physical form:* with the Registrar and Transfer Agent of the Company.
    - *For shares held in dematerialized form:* with the depository participant with whom they maintain their demat account.

    Kindly note that as per SEBI circular No. CIR/MRD/ DP/10/2013 dated March 21, 2013 for distribution of dividends or other cash benefits to the investors, electronic mode of payments like National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) and National Electronic Funds Transfer (NEFT) shall be used. In cases where the details like MICR no., IFSC no. etc. required for effecting electronic payments are not available, physical payment instrument like dividend warrants, will be used and on such physical payment instrument the bank account details of the investor shall mandatorily be printed.

    Accordingly, we recommend you to avail the facility of direct electronic credit of your dividend and other cash benefits through NECS and in all cases keep your bank account details updated in your demat account / physical folio.

Request to members:

1. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Investor Relations Department, so as to reach the Registered Office of the Company at least seven working days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent practicable.

2. Members / proxy are requested to bring a copy of Annual Report and attendance slip to the meeting.

3. Members who hold shares in the dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.

4. Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrars and Transfer Agents of the Company (in case of shares held in physical form), as the case may be, about:

   (i) the change in the residential status on return to India for permanent settlement;

   (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.

5. Kindly refer the Directors' Report in respect of the unclaimed and unpaid dividends.

6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rule thereto, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Link Intime India Private Limited or with the depository participants with whom their demat account is maintained. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

7. **E-Voting**

   Pursuant to Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the listing agreement, the Company is providing facility for voting by electronic means and voting through ballot to all members as on the cut off date as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting by electronic means and through ballot are given in below paragraphs.

   A. The instructions for members for voting electronically:-

      (i) The remote e-voting period begins on June 28, 2015 (9.00 a.m.) and ends on June 30, 2015 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 25, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

      (ii) Log on to the e-voting website www.evotingindia.com

      (iii) Click on "Shareholders" tab.

      (iv) Now enter your User ID

         a. For CDSL: 16 digits beneficiary ID,

         b. For NSDL: 8 character DP ID followed by 8 digits client ID,

         c. Members holding shares in physical form should enter folio number registered with the Company.

      (v) Next enter the Image Verification as displayed and Click on Login.

      (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

      (vii) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.

      (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for 'Oberoi Realty Limited'.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 25, 2015.

C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.

D. Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

F. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, c/o. Link Intime India Private Limited, Unit: Oberoi Realty Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078, Tel. No: +91 22 2594 6970, Fax No.: +91 22 2594 6969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before June 30, 2015 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.

G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.

H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.oberoirealty.com within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit Committee, is required to appoint an individual who is a Cost Accountant in practice or a firm of cost accountants in practice, as cost auditor. The remuneration of the cost auditor is required to be recommended by Audit Committee, approved by the Board of Directors and ratified by the members.

On recommendation of Audit Committee at its meeting held on April 30, 2015, the Board has considered and approved appointment of M/s Kishore Bhatia & Associates (FRN 00294) for conducting the audit of the Company's cost records for the financial year 2015-16 at a remuneration of ₹1,75,000 (Rupees One Lakh Seventy Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any.

The Resolution at Item no. 5 of the Notice is set out as an Ordinary resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 6:

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, an Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

The Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) had on September 12, 2014 appointed Mr. Karamjit Singh Kalsi as a Non-Executive Director, to hold office upto the date of next Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹1,00,000 (Rupees One Lakh only) proposing the candidature of Mr. Karamjit Singh Kalsi for the office of the director.

Mr. Karamjit Singh Kalsi has given declaration that he meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company.

A brief profile of Mr. Karamjit Singh Kalsi is attached to this notice.

Your Directors recommend the resolution set out at Item no. 6 to be passed as an Ordinary resolution by the members.

Except Mr. Karamjit Singh Kalsi, being the appointee, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item no. 6.

Item No. 7:

Clause 49(II)(C) of the Listing Agreement, which came into effect from October 1, 2014, provides that all fees / compensation (except sitting fees within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government), if any, paid to non-executive directors, including independent directors, shall require previous approval of shareholders in general meeting.

Accordingly, the approval of the members is sought for payment of remuneration by way of commission to the Non-Executive Directors of the Company, on annual basis, not exceeding 1% (one percent) per annum of the net profits of the relevant financial year of the Company. The payment of commission within the said limit of 1% of the net profits of the Company will be within the limit as specified under Section 197(1) of the Companies Act, 2013. If approved by the Members, such remuneration will be distributed amongst such Directors (other than the Managing Director(s) and / or Whole time Director(s)), on annual basis, in such amount, proportion and manner as the Board of Directors may decide.

Your Directors recommend the said resolution proposed vide Item no. 7 to be passed as an Ordinary resolution by the members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of the commission the non executive directors may receive under authority of this resolution.

Item No. 8:

The appointment and remuneration of Mr. Saumil Daru as Director- Finance for the term of May 10, 2014 till May 9, 2019 was approved by the members of the Company in the Annual General Meeting held on August 27, 2014. The remuneration as was approved by the members is as under:

1	Basic Salary	₹4,70,000/- (Rupees Four Lakh Seventy Thousand) per month, with an annual increment of upto 10% as may be determined by the Board of Directors (or its committee).
2	Allowances	House Rent Allowance: @ 50% of the Basic Salary, subject to rules of the Company.
		Leave Travel allowances and other allowances: as per rules of the Company.
3	Perquisites	Reimbursement of medical, professional development, petrol and car maintenance expenses as per rules of the Company.
		Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company.
		Company's contribution towards provident Fund and to Superannuation Fund on Basic salary, as per rules of the Company.
		Gratuity as applicable to Senior Management of the Company/Group, including continuity of service for time served elsewhere, within the Group. For the purpose of Gratuity, Provident Fund and other like benefits, if any, such as leave balance due, the service of the director will be considered as continuous service with the Company from the date of his joining the Group/Company.
		Leave and Encashment of Leave, in accordance with the Rules of the Company.
4	Ex gratia	As per rules of the Company.
5	Performance linked variable pay	Upto 50% of the then prevailing Basic Salary, as may be determined by the Board of Directors (or its committee).

With a view to incentivize and remunerate personnel who contribute to the performance and profits of the Company, the profit linked incentive policy for the senior management personnel has been revised.

Mr. Saumil Daru, the Director- Finance is covered under the said policy. However, his remuneration as approved by the Board of Directors and the members provide performance linked variable pay to him capped at upto 50% of his then prevailing basic salary, which in certain cases might be lower than what he might become entitled to under the revised incentive policy.

Hence, it is proposed that the remuneration of Mr. Saumil Daru as Director – Finance be revised as set out in the resolution set out at Item no. 8 w.e.f. April 1, 2015 till the remainder of his tenure i.e. upto May 9, 2019.

Your Directors recommend the resolution set out at Item no. 8 to be passed as an Ordinary resolution by the members.

Except Mr. Saumil Daru, the director in respect of whom the resolution relates, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item no. 8.

Item No. 9:

Clause 49(VII)(E) of the Listing Agreement, which came into effect from October 1, 2014, provides that all material related party transactions shall require approval of the shareholders through special resolution. A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Board of Directors has approved borrowing of unsecured, interest free and repayable on demand

monies of upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi, who is an entity related to the Company in terms of Clause 49(VII)(B) of the Listing Agreement, and such borrowing constitute a material related party transaction as per provisions of Listing Agreement.

Accordingly, the approval of the members is sought for borrowing amounts upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi and ratification of borrowing already made within the said limit of ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 9 to be passed as a Special resolution by the members.

Except Mr. Vikas Oberoi (being the lender) and Ms. Bindu Oberoi (being a relative of Mr. Vikas Oberoi), none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolutions set out at Item no. 9.

Item No. 10:

The existing Articles of Association (AOA) of the Company are based on the Companies Act, 1956 (the "1956 Act") and several regulations in the existing AOA contain references to specific sections of the 1956 Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "2013 Act"). The Central Government has promulgated the 2013 Act in place of the 1956 Act. Most of the Sections of the 2013 Act have also been notified by the Central Government and the 2013 Act is now largely in force. It is proposed to alter the AOA of the Company to delete references to the provisions of the 1956 Act as contained in various articles and to modify them suitably in view of the provisions of the 2013 Act. Considering the vast number of alterations required to be done, it is considered expedient to wholly replace the existing Articles by a new set of Articles. The proposed new draft AOA of the Company is being uploaded on the Company's website for perusal by the members. It is also available for inspection by members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. except on holidays, upto the date of Annual General Meeting.

Your Directors recommend the resolution set out at Item no. 10 to be passed as a Special resolution by the members.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 11:

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company cannot make a private placement of its securities unless the proposed offer or invitation is previously approved by the shareholders by a special resolution. The second proviso to said Rule 14(2)(a) provides that in case of offer or initiation for non-convertible debentures, if shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitations for such debentures during the year.

To fulfill its funding requirements, the Company may be required to issue non-convertible debentures on private placement basis and hence for this purpose approval of shareholders is sought for offering, on private placement basis, in one or more tranche(s) during the period of one year from the date of this Annual General Meeting or such other period as may be allowed under the Companies Act, 2013, non-convertible debentures of the Company upto an amount not exceeding ₹1500,00,00,000 (Rupees One Thousand Five Hundred Crore Only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 11 to be passed as a Special resolution by the members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of non-convertible debentures that may be subscribed to by them, or by companies/firms/institutions in which they are interested as director or member or otherwise.

Item No. 12:

The special resolution contained in the Notice under Item No. 12 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions

placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding ₹750,00,00,000 (Rupees Seven Hundred and Fifty Crore only) or its equivalent in any foreign currency.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following: (a) acquisition of land, land development rights or development rights (directly or indirectly through any other means) by paying premium, fees, or charges as required under applicable laws to the regulatory authorities, (b) working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, (c) investment in subsidiaries, joint ventures and affiliates, (d) capital expenditure, (e) repayment of debt, (f) the cost of construction and development of ongoing and new projects, (g) any cost incurred towards the objects of the Company, and (h) general corporate purposes.

The special resolution also seeks to empower the Board to issue Eligible Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Eligible Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than such percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

Your Directors recommend the resolution set out at Item no. 12 to be passed as a Special resolution by the members.

None of the Promoter, Director, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Equity Shares/ Securities that may be subscribed to by them, or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

By Order of the Board

Bhaskar Kshirsagar
Company Secretary

Mumbai, June 2, 2015

Registered Office:
Commerz, 3rd Floor, International Business Park,
Oberoi Garden City, Off Western Express Highway,
Goregaon (East), Mumbai – 400 063

Annexure

Details of Directors proposed for appointment/ re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement)

Ms. Bindu Oberoi

Date of Birth	August 20, 1968
Date of appointment on the Board	December 1, 2006
Qualification	Bachelor's Degree in Commerce from the University of Mumbai.
Expertise in specific functional areas	Interior Designing
Brief Biography	Ms. Bindu Oberoi is a Non Independent, Non-Executive Director of the Company. She is involved in the areas of interior design and landscaping.
List of other Companies in which she holds Directorship as on 31/03/2015	1. Oberoi Constructions Limited
	2. Oberoi Mall Limited
	3. Kingston Property Services Limited
	4. Expressions Realty Private Limited
	5. Perspective Realty Private Limited
	6. Sight Realty Private Limited
	7. Incline Realty Private Limited
	8. Integrus Realty Private Limited
	9. Myspace Developers Private Limited
	10. Panoramic Beach Properties Private Limited
	11. I-Ven Realty Limited
	12. Pinnacle Aviation Private Limited
	13. Pinnacle Academy Private Limited
	14. Arrow Flight Services Private Limited
	15. Neo Realty Private Limited
	16. Aquila Realty Private Limited
	17. Evenstar Realty Private Limited
Chairman/ member of Committees of the Board of the other companies in which she is a Director as on 31/03/2015	Chairmanship: Nil Membership: Nil (Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)
Relationship with other Director/s	Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi
Equity Shares held in the Company	111

Mr. Karamjit Singh Kalsi (Sonny Kalsi)

Date of Birth	January 8, 1968
Date of appointment on the Board	September 12, 2014
Qualification	BS Degree in Finance from Georgetown University, USA.
Expertise in specific functional areas	Real Estate investing and management
Brief Biography	Mr. Karamjit Singh Kalsi (Sonny Kalsi) is a Non-Executive Director of the Company. He is the Founder and Partner of GreenOak Real Estate. GreenOak is an independent, partner-owned real estate principal investing and advisory firm that seeks to provide strategic advice and create long-term value for its investors. GreenOak has offices in New York, London, Tokyo and Los Angeles. The firm currently has approximately $3.5 billion of equity capital under management. Sonny was previously the Global Co-Head of Morgan Stanley's Real Estate Investing (MSREI) business and President of the Morgan Stanley Real Estate Funds till 2009. Prior to managing MSREI globally, Sonny was based in Asia where, beginning in late 1997 and through his tenure into 2006, Sonny and his team led the formation of Morgan Stanley's property business in Asia and built the leading real estate platform in the region. Sonny has been also cited in several publications for his profile in the real estate industry, including Private Equity Real Estate magazine as one of the "30 Most Influential" people in private equity real estate globally. He is also an Adjunct Professor at Columbia University in the Master's of Real Estate Program.
List of other Companies in which he holds Directorship as on 31/03/2015	Nil
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2015	Chairmanship: Nil Membership: Nil (Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)
Relationship with other Director/s	None
Equity Shares held in the Company	Nil