

August 29, 2025

**1. Department of Corporate Services  
BSE Limited,  
Mumbai 400001**

*Through: BSE Listing Centre*

*Scrip Code: Equity - 533273  
Debt - 976126, 976127, 976128*

**2. The Listing Department  
National Stock Exchange of India Limited,  
Mumbai 400051**

*Through: NEAPS*

*Scrip Symbol: OBEROIRLTY*

**3. Central Depository Services India Ltd**  
e-Voting Division  
Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel,  
Mumbai 400013

*ISIN: INE093I01010  
EVSIN: 250728015*

**Subject: (i) Declaration of results of the voting on resolutions set out in the Postal Ballot Notice dated July 21, 2025, and (ii) Scrutinizer's Report**

Dear Sir,

This is with reference to the Notice of Postal Ballot dated July 21, 2025 ("**Notice**") seeking approval of members of Oberoi Realty Limited ("**Company**") on the items of the special businesses mentioned in the Notice by means of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time.

The period for remote e-voting on the resolutions set out in the Notice commenced on July 30, 2025 at 9:00 a.m. (IST) and ended on August 28, 2025 at 5:00 p.m. (IST).

Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer to conduct the postal ballot and scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the e-voting, 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, Bhaskar Kshirsagar, Company Secretary of the Company, being authorized in this behalf, hereby declare that all the 4 (four) resolutions, as set out in the Notice have been passed with requisite majority by the Members of the Company.

The said resolutions shall be deemed to have been passed on the last date of remote e-voting i.e. August 28, 2025.



Kindly take the above on record.

For **Oberoi Realty Limited**

**Bhaskar Kshirsagar**

Company Secretary

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 29, 2025

**The Chairman / Company Secretary**

**Oberoi Realty Limited**

Commerz, 3rd Floor,  
International Business Park,  
Oberoi Garden City, Off W.E. Highway,  
Goregaon (E), Mumbai – 400 063

Dear Sir,

Sub: **Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

Oberoi Realty Limited ('the Company') vide resolution passed by its Board of Directors on July 21, 2025 appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of M/s Rathi & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated July 21, 2025 is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, Secretarial Standards on General Meeting (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No.: 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs along with such other applicable circulars ("MCA Circulars") and other laws and regulations.

As required under Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Notice of Postal Ballot dated July 21, 2025 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the shareholders through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and Rules made thereunder on the following resolutions:

1. **Resolution No. 1** as a Special Resolution for the approval of introduction and implementation of "Oberoi Realty Limited – Employee Stock Option Plan 2025 ("ESOP 2025"/"Plan") and authorizing the Board of Directors (hereinafter referred to as the "Board" which term shall be



deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, not exceeding 36,36,023 (Thirty-Six Lakh Thirty-Six Thousand Twenty-Three only) employee stock options ("Options") to such employees working exclusively with the Company, its group companies (including subsidiary or associate company(ies)).

2. **Resolution No. 2** as a Special Resolution for granting authority to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options under "Oberoi Realty Limited – Employee Stock Option Plan 2025" ("ESOP 2025"/"Plan") to the eligible employees of the subsidiary company(ies) of the Company, subject to their eligibility as may be determined under the ESOP 2025.
3. **Resolution No. 3** as a Special Resolution for for granting authority to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options under "Oberoi Realty Limited – Employee Stock Option Plan 2025" ("ESOP 2025"/"Plan") to the eligible employees of the group companies including associate companies of the Company, subject to their eligibility as may be determined under the ESOP 2025.
4. **Resolution No. 4** as a Special Resolution for appointment of Mr. Sanjay Shah (DIN: 00338251), as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years from June 16, 2025 to June 15, 2030, not liable to retire by rotation,.

The Company had availed the electronic voting platform of Central Depository Services (India) Limited ("CDSL") for providing Remote e-voting facility to vote on the proposed resolutions as proposed in Postal Ballot Notice dated July 21, 2025, to the Members of the Company who have registered their e-mail address with the Company or with their Depository Participants ("DP") and whose names appeared in the Register of Members as on the close of business hours on Wednesday, July 25, 2025 being the cut-off date.

The Shareholders were required to cast their votes electronically through remote e-voting during the voting period which commenced from 09:00 a.m. on Wednesday, July 30, 2025 and ended at 05:00 p.m. on Thursday, August 28, 2025. Accordingly, the e-votes casted upto 05:00 p.m. on Thursday, August 28, 2025, have been considered for my scrutiny.



A summary of voting through remote e-voting along with the pattern of voting is as per **Annexure-I** annexed to this Report.

The results of the voting by shareholders through remote e-voting in respect of the abovementioned resolution may accordingly be declared by the Chairman or the Company Secretary who has been so authorized by the Chairman in writing and who has also countersigned this Report.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**  
**COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR**  
**PARTNER**  
**MEM. NO. F 5171**  
**COP No. 3030**  
**UDIN: F005171G001111386**  
**P. R. NO. 6391/2025**



**COUNTERSIGNED BY**  
For **OBEROI REALTY LIMITED**

**BHASKAR KSHIRSAGAR**  
**COMPANY SECRETARY**  
**MEM. NO. A19238**

**ANNEXURE-I**

**Resolution No. 1** as a Special Resolution for the approval of introduction and implementation of "Oberoi Realty Limited – Employee Stock Option Plan 2025 ("ESOP 2025"/"Plan") and authorizing the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, not exceeding 36,36,023 (Thirty-Six Lakh Thirty-Six Thousand Twenty-Three only) employee stock options ("Options") to such employees working exclusively with the Company, its group companies (including subsidiary or associate company(ies)).

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	1,037	33,83,06,138
b.	Less: Invalid Remote e-voting confirmations	12	24,82,389
c.	<b>Net Valid Remote e-voting confirmations</b>	<b>1,025</b>	<b>33,58,23,749</b>
	(i) Remote e-voting confirmations with assent for the Resolution	*611	30,55,49,878
	<b>% of Assent</b>		<b>90.99</b>
	(ii) Remote e-voting confirmations with dissent for the Resolution	*414	3,02,73,871
	<b>% of Dissent</b>		<b>9.01</b>

\*Includes shareholders who voted partially in favour and partially against the resolution.



**Resolution No. 2** as a Special Resolution for granting authority to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options under “Oberoi Realty Limited – Employee Stock Option Plan 2025” (“ESOP 2025”/“Plan”) to the eligible employees of the subsidiary company(ies) of the Company, subject to their eligibility as may be determined under the ESOP 2025.

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	1,037	33,83,06,138
b.	Less: Invalid Remote e-voting confirmations	12	24,82,389
c.	<b>Net Valid Remote e-voting confirmations</b>	<b>1,025</b>	<b>33,58,23,749</b>
	(i) Remote e-voting confirmations with assent for the Resolution	*621	30,79,53,865
	<b>% of Assent</b>		<b>91.70</b>
	(ii) Remote e-voting confirmations with dissent for the Resolution	*404	2,78,69,884
	<b>% of Dissent</b>		<b>8.30</b>

\*Includes shareholders who voted partially in favour and partially against the resolution.



**Resolution No. 3** as a Special Resolution for granting authority to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options under "Oberoi Realty Limited – Employee Stock Option Plan 2025" ("ESOP 2025"/"Plan") to the eligible employees of the group companies including associate companies of the Company, subject to their eligibility as may be determined under the ESOP 2025

Sr. No.	Particulars	Resolution 3	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	1,037	33,83,06,138
b.	Less: Invalid Remote e-voting confirmations	12	24,82,389
c.	<b>Net Valid Remote e-voting confirmations</b>	<b>1,025</b>	<b>33,58,23,749</b>
	(i) Remote e-voting confirmations with assent for the Resolution	*556	29,95,33,767
	<b>% of Assent</b>		<b>89.19</b>
	(ii) Remote e-voting confirmations with dissent for the Resolution	*469	3,62,89,982
	<b>% of Dissent</b>		<b>10.81</b>

\*Includes shareholders who voted partially in favour and partially against the resolution.



**Resolution No. 4** as a Special Resolution for appointment of Mr. Sanjay Shah (DIN: 00338251), as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years from June 16, 2025 to June 15, 2030, not liable to retire by rotation.

Sr. No.	Particulars	Resolution 4	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	1,024	33,83,06,129
b.	Less: Invalid Remote e-voting confirmations	12	24,82,389
c.	<b>Net Valid Remote e-voting confirmations</b>	<b>1,012</b>	<b>33,58,23,740</b>
(i)	Remote e-voting confirmations with assent for the Resolution	944	33,47,87,661
	<b>% of Assent</b>		<b>99.69</b>
(ii)	Remote e-voting confirmations with dissent for the Resolution	68	10,36,079
	<b>% of Dissent</b>		<b>0.31</b>

