OBEROI
REALTY

July 2, 2015

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

Scrip code: 533273

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

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
EVSN: 150617002

Subject: Declaration of Results of the voting on resolutions set out in notice of 17th Annual General Meeting held on July 1, 2015

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 17th Annual General Meeting (AGM) of the Company was convened on 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 seek the approval of members of the Company on the resolutions set out in the notice dated June 2, 2015.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically by remote e-voting and also by physical ballot on aforesaid 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 the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Oberoi Realty Limited, Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Westen Express Highway, Goregaon (E). Mumbai - 400 063.
Tel: +91 22 6677 3333 Fax: +91 22 6677 3334 www.oberoirealty.com Email: corporate@oberoirealty.com CIN: L45200MH1998PLC114818

Sr. No. @	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
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 (Ordinary Resolution)	99.82	0.18
2.	To declare dividend on Equity Shares (Ordinary Resolution)	100.00	0.00
3.	Re-appointment of Ms. Bindu Oberoi, as a Director, who retires by rotation (Ordinary Resolution)	91.11	8.89
4.	Ratification of appointment of M/s P. Raj & Co., Chartered Accountant as the Statutory Auditors (Ordinary Resolution)	100.00	0.00
5.	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016 (Ordinary Resolution)	100.00	0.00
6.	Appointment of Mr. Karamjit Singh Kalsi as an Independent Director (Ordinary Resolution)	99.67	0.33
7.	Approval of payment of remuneration by way of Commission to non-executive directors (Ordinary Resolution)	100.00	0.00
8.	Approval of revision in remuneration of Mr. Saumil Daru, Director - Finance (Ordinary Resolution)	100.00	0.00
9.	Approval of borrowings from Mr. Vikas Oberoi, a related party (a Material Related Party Transaction) (Special Resolution)	90.75	9.25
10.	Approval of alteration of Articles of Association of the Company (Special Resolution)	99.04	0.96
11.	Approval of offer or invitation to subscribe non-convertible debentures on private placement (Special Resolution)	100.00	0.00
12.	Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement (Special Resolution).	99.92	0.08

@ as per notice of AGM dated June 2, 2015.

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Accordingly, I, Bhaskar Kshirsagar, Company Secretary of Oberoi Realty Limited, being authorized in writing by the Chairman of the meeting, declare that all the 12 (twelve) resolutions, as set out in the Notice of the 17th 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**

Bhaskar Kshirsagar
Company Secretary

Encl: As above

Oberoi Realty Limited, Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Westen Express Highway, Goregaon (E). Mumbai - 400 063.
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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

July 2, 2015

The Chairman,
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 the remote e-voting and physical voting through ballot process conducted at the 17th Annual General Meeting of the Members of Oberoi Realty Limited held on 1st July, 2015:

Oberoi Realty Limited ("the Company") has, vide resolution of its Board of Directors dated 30th April, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot (including ballots through post) on the resolutions contained in the Notice dated 2nd June, 2015, as prescribed 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 Clause 35B of the Listing Agreement, placed for the approval of Members of the Company, 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 thereunder and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot voting (including ballots through post) on the resolutions contained in the aforesaid Notice of the 17th 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 (including ballots received through post) is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or

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"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 ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide voting facilities at the AGM.

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

(a) Resolution No. 1 as an Ordinary Resolution for consideration and adoption of the Audited Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.

(b) Resolution No. 2 as an Ordinary Resolution to declare dividend of Rs. 2/- per share on Equity Shares of the Company for the year ended 31st March, 2015.

(c) Resolution No. 3 as an Ordinary Resolution to appoint a Director in place of Ms. Bindu Oberoi (holding DIN 00837711), who retires by rotation and being eligible, has offered herself for reappointment.

(d) Resolution No. 4 as an Ordinary Resolution for ratification of appointment of M/s P. Raj & Co., Chartered Accountants (Firm Registration No. 108310W) as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration.

(e) 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 31st March , 2016.

(f) Resolution No. 6 as an Ordinary Resolution for appointment of Mr. Karamjit Singh Kalsi (DIN: 02356790), as an Independent Director to hold office for a term of five years, upto 30th June, 2020.

(g) Resolution No. 7 as an Ordinary Resolution for approval of payment of remuneration by way of Commission not exceeding 1% per annum of the Net Profit of the Company, to the non executive directors.

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(h) Resolution No. 8 as an Ordinary Resolution for approval of revision in remuneration of Mr. Saumil Daru, Whole-time Director designated as Director-Finance with effect from 1st April, 2015.

(i) Resolution No. 9 as a Special Resolution for approval under Clause 49(VII)(E) of the Listing Agreement for Material Related Party Transactions pertaining to borrowing from Mr. Vikas Oberoi, an entity related to the Company in terms of Clause 49(VII)(B) of the Listing Agreement for a sum upto Rs. 250,00,00,000 (Rupees Two Hundred and Fifty Crore only)

(j) Resolution No. 10 as a Special Resolution for approval and adoption of new set of Articles of Association of the Company in substitution of the existing Articles of Association.

(k) Resolution No. 11 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.1,500,00,00,000 (Rupees One Thousand Five Hundred Crore Only).

(l) Resolution No. 12 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. 750,00,00,000 (Rupees Seven Hundred and Fifty Crore only) or equivalent thereof.

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 had also sent Ballot Forms with the Annual Report to all the Shareholders pursuant to the provisions of Clause 35B of the Listing Agreement to enable them to vote through postal ballot and also made available the physical ballots at the 17th AGM to enable them 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 Sunday, 28th June, 2015 upto 5.00 p.m. of Tuesday, 30th June, 2015. Accordingly, e-votes casted upto 5.00 p.m. of 30th June, 2015 have been

considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballot has also been considered for the scrutiny. The ballots received through post upto 5.00 p.m. of 30th June, 2015 have also been considered for my scrutiny.

After the conclusion of the Annual General Meeting, first the voting conducted through physical ballot at the meeting, and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Ahsanali Agharia and Ms. Prachi Jain. A summary of the votes cast by shareholders through remote e-voting and physical ballot (including ballots received through post) at the 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 (including ballots received through post) at the 17th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Company Secretary of the Company (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
FCS NO. 5171
COP NO. 3030

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Countersigned by
For Oberoi Realty Limited

Bhaskar Kshirsagar
Company Secretary

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ANNEXURE

The summary of the votes cast through Physical Ballots (including ballots received through post) and through remote e-voting confirmations received for each of the resolutions is given below:

For Resolution 1:

Sr. No.	Particulars		Resolution 1	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		18	212880266
b.	Remote e-voting Confirmations received		154	65672961
	Total		**172**	**278553227**
c.	Less: Invalid Ballot / Remote e-voting confirmations		1	60
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**171**	**278553167**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	168	278053072
		% of Assent	**99.82**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	500095
		% of Dissent	**0.18**	-

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For Resolution 2:

Sr. No.	Particulars		Resolution 2	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		18	212880266
b.	Remote e-voting Confirmations received		161	67546961
	Total		**179**	**280427227**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**179**	**280427227**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	176	280427152
		% of Assent	100.00	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	75
		% of Dissent	0.00	-

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For Resolution 3:

Sr. No.	Particulars		Resolution 3	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		18	212880266
b.	Remote e-voting Confirmations received		161	67546961
	Total		**179**	**280427227**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**179**	**280427227**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	98	255509991
		% of Assent	**91.11**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	81	24917236
		% of Dissent	**8.89**	-

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For Resolution 4:

Sr. No.	Particulars		Resolution 4	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		17	212880247
b.	Remote e-voting Confirmations received		161	67546961
	Total		**178**	**280427208**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**178**	**280427208**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	175	280427133
		% of Assent	100.00	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	75
		% of Dissent	0.00	-

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For Resolution 5:

Sr. No.	Particulars		Resolution 5	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		18	212880266
b.	Remote e-voting Confirmations received		161	67546961
	Total		**179**	**280427227**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**179**	**280427227**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	175	280427112
		% of Assent	**100.00**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	4	115
		% of Dissent	0.00	-

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For Resolution 6:

Sr. No.	Particulars		Resolution 6	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		16	212880181
b.	Remote e-voting Confirmations received		161	67546961
	Total		**177**	**280427142**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**177**	**280427142**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	164	279500583
		% of Assent	**99.67**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	13	926559
		% of Dissent	**0.33**	-

For Resolution 7:

Sr. No.	Particulars		Resolution 7	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		16	212880222
b.	Remote e-voting Confirmations received		160	67445961
	Total		**176**	**280326183**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**176**	**280326183**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	172	280326068
		% of Assent	**100.00**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	4	115
		% of Dissent	**0.00**	-

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For Resolution 8:

Sr. No.	Particulars		Resolution 8	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		16	212880181
b.	Remote e-voting Confirmations received		161	67546961
	Total		**177**	**280427142**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**177**	**280427142**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	174	280427087
		% of Assent	**100.00**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	55
		% of Dissent	**0.00**	-

For Resolution 9:

Sr. No.	Particulars		Resolution 9	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		17	7762
b.	Remote e-voting Confirmations received		151	33034800
	Total		**168**	**33042562**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**168**	**33042562**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	155	29987520
		% of Assent	**90.75**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	13	3055042
		% of Dissent	**9.25**	-

For Resolution 10:

Sr. No.	Particulars		Resolution 10	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		17	212880241
b.	Remote e-voting Confirmations received		161	67546961
	Total		**178**	**280427202**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**178**	**280427202**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	161	277728503
		% of Assent	**99.04**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	17	2698699
		% of Dissent	**0.96**	-

For Resolution 11:

Sr. No.	Particulars		Resolution 11	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		18	212880266
b.	Remote e-voting Confirmations received		161	67546961
	Total		**179**	**280427227**
c.	Less: Invalid Ballot / Remote e-voting confirmations		0	0
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**179**	**280427227**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	176	280427152
		% of Assent	**100.00**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	75
		% of Dissent	**0.00**	-

For Resolution 12:

Sr. No.	Particulars		Resolution 12	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		18	212880266
b.	Remote e-voting Confirmations received		161	67546961
	Total		**179**	**280427227**
c.	Less: Invalid Ballot / Remote e-voting confirmations		1	60
d.	**Net Valid Physical Ballot Forms / Remote e-Voting**		**178**	**280427167**
	(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	175	280212555
		% of Assent	**99.92**	-
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	3	214612
		% of Dissent	**0.08**	-