September 25, 2013

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Managing Director
The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

Dear Sirs,

Subject: Notice of Offer for Sale of Shares of Oberoi Realty Limited by the Promoter through the Stock Exchange Mechanism (the "Notice")

Pursuant to Clause 5(b) of the SEBI Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended through circular no. CIR/MRD/DP/04/2013 dated January 25, 2013 and circular no. CIR/MRD/DP/17/2013 dated May 30, 2013), read with Section 21 of Annexure 1 of the Master Circular for Stock Exchange - Cash Market (No. CIR/MRD/DP/14/2013) dated April 17, 2013 (the "**Circular**"), I wish to inform you I, Vikas Oberoi (hereinafter referred to as the "**Seller**"), the promoter of Oberoi Realty Limited (the "**Company**"), propose to sell 11,441,069 equity shares of Rs. 10 each of the Company (the "**Equity Shares**") on September 26, 2013 through a sale on the separate window provided by BSE Limited (the "**BSE**") and The National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") for this purpose (such sale referred to hereinafter as the "**Sale**") under Notice No. 20130129-23 dated January 29, 2013 issued by the BSE and the Circular Reference No. 004/2013 and the Circular Reference No. 005/2013, each dated January 30, 2013, (as amended by the Circular Reference No. 52/2013 dated May 30, 2013) issued by the NSE. The Equity Shares are listed on the Stock Exchanges.

The information required to be announced under Clause 5(b) of the Circular is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

Name of the Seller (promoter/ promoter group)	Vikas Oberoi The Seller is the promoter of Oberoi Realty Limited as disclosed by the Company in the filings made to the BSE and the NSE pursuant to provisions of Clause 35 of the Listing Agreement.
Name of the Company whose shares are proposed to be sold and ISIN	Oberoi Realty Limited ISIN: INE093I01010
Name of the Exchange where orders shall be placed	BSE and NSE
Designated Stock Exchange	BSE
Date and time of opening the Sale	Thursday, September 26, 2013 at 9.15 a.m. (The Sale shall take place on the separate window of the Stock Exchanges.)
Date and time of closing the Sale	Thursday, September 26, 2013 at 3.30 p.m. (The Sale shall take place on the separate window of the Stock Exchanges.)

Allocation Methodology	The allocation shall be on the price priority method at multiple clearing prices basis (the "**Clearing Price**"), in accordance with the Circular. A minimum of 25% of the Sale Shares (as hereinafter defined) shall be reserved for allocation to mutual funds registered with the Securities and Exchange Board of India ("**SEBI**") under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended (the "**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended ("**Insurance Companies**") subject to receipt of valid bids/orders at or above the Clearing Prices. In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the Sale Shares (as hereinafter defined).
Number of Shares proposed to be sold by the Seller pursuant to the Sale	11,441,069 Equity Shares offered by the Seller (hereinafter referred to as the "**Sale Shares**").
Maximum number of Shares that the Seller may choose to sell over and above the offer made in the Sale	Nil
Seller's Broker	Deutsche Equities India Private Limited Kotak Securities Limited Morgan Stanley India Company Private Limited UBS Securities India Private Limited
Floor Price	The Seller shall declare the Floor Price for the Sale on September 25, 2013, after the close of trading hours of the Stock Exchanges and not later than 7 p.m. Indian Standard Time. Orders or bids below the Floor Price shall not be accepted and will not be considered for allocation.
Conditions for withdrawal or cancellation of the Sale	The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale. In such a case, there will be a cooling off period of 10 trading days from the date of withdrawal, before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal. In the event that valid orders are not placed for the entire number of Sale Shares at or above the Floor Price or in case of defaults in settlement obligation, the Seller reserves the right to either conclude the Sale to the extent of orders placed or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.

Important Information

Condition for Participating in the Sale:

The Stock Exchanges will collect 100% margin in cash from non-institutional investors. Institutional investors also have the option of placing orders/bids without any upfront margin. In case of institutional investors who place orders/bids with 100% of margin upfront, custodian confirmation shall be completed within trading hours. In case of institutional investors who place orders without upfront margin, custodian confirmation shall be completed as per the existing rules for secondary market transactions. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments.

Modification or cancellation of orders/bids will be allowed during the duration of the offer only for bids for which 100% upfront margin has been received by the Stock Exchanges. In case of bids/orders by institutional investors without payment of 100% upfront margin, such bids/orders cannot be modified or cancelled by the investors or stock brokers, except for making upward revision in price or quantity. In case of any permitted modification or cancellation of the bid/ order, the funds shall be collected or released (as applicable) on a real-time basis by the clearing corporation.

Bidders (as hereinafter defined) shall also be liable to pay any fees, as may be levied by the Stock Exchanges, including securities transaction tax. Multiple orders from a single Bidder (as hereinafter defined) shall be permitted.

In case of default in pay-in by any Bidder, 10% of the order value shall be charged as penalty from the Bidder and collected from the broker. This amount shall be credited to the Investor Protection Fund of the stock exchanges.

Settlement shall take place on trade for trade basis. In case of orders/ bids by non-institutional investors and institutional investors who have paid 100% margin upfront, the settlement shall take place on T+1 day ("**T**" being the day on which the allocation and obligations have been intimated to the broker, which is expected to be on September 26, 2013). For orders/ bids of institutional investors with no margin, settlement shall be as per the existing rules for secondary market (i.e. T+2).

Other Important Information

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) who makes a bid (each a "**Bidder**") and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be issued, or filed with any regulatory authority within or outside India.

There will be no public offer of the Sale Shares in India under the Companies Act, 1956 (as amended or substituted) or any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India, the SEBI, the Stock Exchanges or any other regulatory or listing authority in India or abroad, under the Companies Act, 1956 (as amended or substituted) and/or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Sale is being made in reliance on, and in accordance with, the Circular issued by the SEBI and subject to the circulars, rules and regulations of the Stock Exchanges. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information together with the information contained in this Notice, and any information available on the Stock Exchanges or with SEBI previously published by the Company. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful bidders. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated participation in the Sale.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction.

This Notice is not for release, publication or distribution, in whole or in part, in the United States of America, and is neither an offer to sell nor a solicitation of an offer to buy any Sale Shares in the United States of America. The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state of the United States of America or any other jurisdiction, and may not be offered or sold in the United States of America absent registration under the Securities Act, or pursuant to a valid exemption from registration under the Securities Act. The Sale Shares will be offered within the United States of America only to purchasers reasonably believed to be "qualified institutional buyers" as defined in Rule 144A under the Securities Act ("**Rule 144A**"), and to purchasers outside the United States of America in offshore transactions pursuant to Regulation S under the Securities Act. Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an exemption from the registration requirements under the securities laws of the United States of America.

No analysis has been undertaken to determine if the Company is a "passive foreign investment company" within the meaning of section 1297 of the U.S. Internal Revenue Code of 1986. There would be adverse tax consequences for a U.S. holder of the Sale Shares if the Company were determined to be a "passive foreign investment company" within the meaning of section 1297 of the U.S. Internal Revenue Code of 1986. By submitting a bid in connection with the Sale or receiving the Sale Shares, Bidders will be deemed to have acknowledged that none of the Seller, Deutsche Equities India Private Limited, Kotak Securities Limited, Morgan Stanley India Company Private Limited and UBS Securities India Private Limited (the latter four entities, collectively, the "**Brokers**"), the Company nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, have provided the Bidders with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Sale Shares, and that the Bidders have obtained their own independent tax advice and evaluated the tax consequences in relation to the Sale Shares.

This Notice has been prepared on the basis that all offers of Sale Shares will be made pursuant to an exemption under Directive 2003171/EC (including any amendments thereto and any implementing measures - the "Prospectus Directive") from the requirement to produce a prospectus for offers of Sale Shares. Accordingly any person making or intending to make any offer within the European Economic Area of Sale Shares which are the subject of the placement contemplated in this Notice should only do so in circumstances in which no obligation arises for the Seller or the Brokers to produce a prospectus for such offer. Neither the Seller nor the Brokers have authorised, nor do they authorize, the making of any offer of Sale Shares through any financial intermediary, other than offers made by the Brokers which constitute the sale of Sale Shares contemplated in this Notice.

By submitting a bid in connection with the Sale or by receiving the Sale Shares, Bidders will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that they are, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, and (d) represented, agreed and acknowledged that such Bidders are (i) either (x) a "qualified institutional buyer" as defined in Rule 144A, or (y) located outside the United States (within the meaning of Regulation S) and purchasing such Sale Shares in an offshore transaction pursuant to Regulation S, and (ii) not an affiliate of the Company's or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will be deemed to have represented, agreed and acknowledged that either such Bidder is a "qualified institutional buyer" as defined in Rule 144A or located outside the United States, and that none of the brokers, its affiliates and all persons acting on its or their behalf (a) has offered, or will offer, and sell the Sale Shares in the United States except to qualified institutional buyers, (b) has engaged, or will engage, in any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares or (c) has engaged, or will engage, in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares.

Thanking you.
Yours Sincerely,

Vikas Oberoi