

ALPHA WAVE VENTURES II, LP

May 09, 2025

BSE Limited,

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
Email: corp.relations@bseindia.com
BSE Scrip Code: 533273

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051,
Email: takeover@nse.co.in
NSE Symbol: OBEROIRLTY

Oberoi Realty Limited

Commerz, 3rd Floor, International Business Park,
Oberoi Garden City, Off W.E. Highway, Goregaon (E),
Mumbai 400 063
Email: corporate@oberoirealty.com

Sub: Disclosure pursuant to Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Ma'am,

In compliance of the disclosure requirements under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code"), please find enclosed herewith as **Annexure I** the disclosure in the prescribed format with respect to creation of an encumbrance over shares of Oberoi Realty Limited ("Target Company") with respect to a contractual transfer restriction which may fall within the definition of "encumbrance" under Chapter V of the Takeover Code.

Kindly take the above on record and oblige.

[Signature page to follow]

ALPHA WAVE VENTURES II, LP

For and on behalf of
Alpha Wave Ventures II, LP



By: Alpha Wave Ventures GP, Ltd, its general partner
Name: Cathy Weist
Title: Authorised Signatory

ALPHA WAVE VENTURES II, LP

ANNEXURE I

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A - Details of the Acquisition

Name of the Target Company (TC)	Oberoi Realty Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Alpha Wave Ventures II, LP		
Whether the acquirer belongs to Promoter / Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition			
a) Shares carrying voting rights acquired	NIL	NIL	NIL
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL

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c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NIL NIL	NIL	NIL
d)	Shares in the nature of encumbrance (pledge/ lien/ nondisposal undertaking/ others)	18,54,37,141 (refer Note #1)	51% (refer Note #1)	51% (refer Note #1)
e)	Total (a+b+c+/-d)	18,54,37,141	51%	51%
After the acquisition, holding of acquirer along with PACs of:				
a)	Shares carrying voting rights	NIL	NIL	NIL
b)	VRs otherwise than by equity shares	NIL	NIL	NIL
c)	Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
d)	Shares in the nature of encumbrance (pledge/ lien/ nondisposal undertaking/ others)	18,54,37,141	51%	51%
e)	Total (a+b+c+d)	18,54,37,141	51%	51%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc.)		Contractual transfer restriction pursuant to the shareholders' agreement entered into by and amongst the Target Company, Mr. Vikas Oberoi, Alpha Wave Ventures II, LP and I-Ven Realty Limited (<i>please refer to Note #1 below</i>).		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.		The encumbrance has been created in respect of equity shares of the Target Company (<i>please refer to Note #1 below</i>).		
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.		May 09, 2025		
Equity share capital / total voting capital of the TC before the said acquisition		36,36,02,237 equity shares		

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Equity share capital/ total voting capital of the TC after the said acquisition	36,36,02,237 equity shares
Total diluted share/voting capital of the TC after the said acquisition	36,36,02,237 equity shares

Note #1: In terms of the shareholders' agreement dated March 20, 2025 entered into by and amongst the Target Company, Mr. Vikas Oberoi, Alpha Wave Ventures II, LP, and I-Ven Realty Limited, until such time Alpha Wave Ventures II, LP ceases to hold at least 50% of the shares of I-Ven Realty Limited (on a fully diluted basis) held by it on the closing date i.e. May 09, 2025 under the aforementioned shareholders' agreement, Vikas Oberoi has agreed to: (i) continue to retain control and hold, directly or indirectly, not less than 51% (fifty-one percent) of the paid-up share capital and voting rights of the Target Company, which would comprise of 18,54,37,141 of the Target Company (based on its current paid-up share capital), and (ii) continue to be classified as the 'Promoter' of the Target Company. Alpha Wave Ventures II, LP is not entitled, under any circumstances, to the shares/ exercise any voting rights over the shares of the Target Company held by Vikas Oberoi that are subject to the restriction as set out above. Such restriction on the shares of the Target Company have not been created to secure any borrowing/amounts.

The above-mentioned contractual transfer restriction may fall within the definition of "encumbrance" under Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Code**") and accordingly the above disclosure is being made under Regulation 29(1) of the Takeover Code.

For and on behalf of
Alpha Wave Ventures II, LP



By: Alpha Wave Ventures GP, Ltd, its general partner
Name: Cathy Weist
Title: Authorised Signatory
Date:

ALPHA WAVE VENTURES II, LP

Part-B***

Name of the Target Company: Oberoi Realty Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Alpha Wave Ventures LP, II	No	

For and on behalf of
Alpha Wave Ventures II, LP



By: Alpha Wave Ventures GP, Ltd, its general partner
Name: Cathy Weist
Title: Authorised Signatory

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.