



June 28, 2023

1. **Department of Corporate Services**  
**BSE Limited,**  
Mumbai 400 001

*Through: BSE Listing Centre*

Scrip code: 533273  
Debt - 973653, 973654, 973655

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

*Through: NEAPS*

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: 230608006*

**Subject: (i) Declaration of Results of the voting on resolutions set out in notice of 25<sup>th</sup> Annual General Meeting held on June 28, 2023, and (ii) Scrutinizer's Report**

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 25<sup>th</sup> Annual General Meeting ("AGM") of the Company was convened on June 28, 2023 at 3:04 p.m. through video conferencing/ other audio visual means to seek the approval of Members of the Company on the resolutions set out in the notice dated May 16, 2023 ("**Notice**").

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 issued by the Institute of Company Secretaries of India, read with General Circulars nos. 14/2020, 17/2020, 20/2020 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and December 28, 2022 issued by Ministry of Corporate Affairs (MCA), read with SEBI circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 13, 2022 and January 5, 2023 respectively, the Company had provided facility to the members to vote electronically by e-voting (prior to the AGM, and also during the AGM) on all the above mentioned resolutions. Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer to conduct the 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 5 (five) resolutions, as set out in the Notice of the 25<sup>th</sup> 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.

**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

28<sup>th</sup> June, 2023

**The Chairman/Company Secretary**

**Oberoi Realty Limited**

Commerz, 3<sup>rd</sup> Floor, International Business Park

Oberoi Garden City, Off W.E. Highway

Goregaon (East)

Mumbai – 400 063

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting prior to and e-voting during the 25th Annual General Meeting of the Members of Oberoi Realty Limited held on 28<sup>th</sup> June, 2023**

Oberoi Realty Limited ("the Company") vide resolution of its Board of Directors dated 16<sup>th</sup> May, 2023 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting during the 25<sup>th</sup> Annual General Meeting ("AGM") on the resolutions contained in the Notice dated 16<sup>th</sup> May, 2023 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue in compliance with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs Government of India ("MCA Circulars") read with Securities Exchange Board of India Circular dated January 5, 2023 bearing Ref. No.: SEBI/HO/CFD/PoD-2/P/CIR/2023/4, May 13, 2022 bearing Ref. No.: SEBI/HO/CFD/CMD2/CIR/P/2022/62 (collectively "Circulars"). The Company had provided e-voting facility during the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI Listing Regulations,

relating to remote e-voting prior to the AGM and e-voting during the AGM on the resolutions contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting prior to the AGM and e-voting during the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-voting and e-voting as per the facility provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility prior to and e-voting facility during the AGM.

As required under Section 101 of the Act read with aforementioned circulars issued by MCA, the Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars. In compliance with the requirements of the MCA circulars, the AGM of the Company was held through VC/OAVM.

Following resolutions were proposed for approval by remote e-voting and e-voting at the AGM by the Members of the Company:

- 1. Resolution No. 1 as an Ordinary Resolution** for consideration and adoption of Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.
- 2. Resolution No. 2 as an Ordinary Resolution** for declaration of dividend of Rs. 4 per equity share for the year ended March 31, 2023.
- 3. Resolution No. 3 as an Ordinary Resolution** for appointment of Mr. Vikas Oberoi (DIN: 00011701), who retired by rotation at the 25<sup>th</sup> Annual General Meeting and being eligible, had offered himself for re-appointment.
- 4. Resolution No. 4 as an Ordinary Resolution** for approval of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), Cost Auditors of the Company, for the financial year ending March 31, 2024.
- 5. Resolution No. 5 as a Special Resolution** for raising further capital and for the said purpose, to create, offer, issue and allot such number of equity shares of face value Rs.10 (Rupees Ten) each with or without special rights as to voting, dividend or otherwise and/or such securities, by way of one or more public and/or private offerings, qualified institutions placement ("QIP") and/or on preferential allotment basis or any combination thereof, in one or more tranches, of an aggregate amount not exceeding Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) or equivalent thereof, inclusive of such premium as may be fixed on such securities and authority to the Board of Directors on behalf of the Company to deal with matters related thereto.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility during the AGM to those members who did not cast their votes through remote e-voting facility prior to the AGM, to enable them to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to the shareholders of the Company during the period from 9.00 a.m. on Saturday, 24<sup>th</sup> June, 2023 upto 5.00 p.m. on Tuesday, 27<sup>th</sup> June, 2023. Accordingly, e-votes casted by remote e-voting upto 5.00 p.m. on Tuesday, 27<sup>th</sup> June, 2023 and by e-voting during the AGM have been considered for my scrutiny.

After conclusion of the 25<sup>th</sup> Annual General Meeting, the voting through remote e-voting prior to AGM and e-voting during the AGM were unlocked. In case of shareholders who casted votes through remote e-voting prior to the AGM as well as through e-voting during the AGM, the voting through remote e-voting prior to AGM of such shareholders was treated as valid. A summary of the votes casted by shareholders through remote e-voting prior to AGM and e-voting during the AGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting prior to AGM and e-voting during the AGM in respect of the abovementioned 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  
SHANTILAL  
KAMDAR

Digitally signed by  
HIMANSHU SHANTILAL  
KAMDAR  
Date: 2023.06.28  
19:08:36 +05'30'

**HIMANSHU S. KAMDAR**

**PARTNER**

**MEM. NO.: FCS 5171**

**COP NO. 3030**

**UDIN: F005171E000518552**

**P.R.No.668/2020**

**COUNTERSIGNED BY  
For OBEROI REALTY LIMITED**

**BHASKAR  
KSHIRSAGAR**

Digitally signed by BHASKAR KSHIRSAGAR  
DN: cn=BHASKAR KSHIRSAGAR, o=OBEROI REALTY LIMITED, ou=OBEROI REALTY LIMITED, email=BHASKAR.KSHIRSAGAR@OBEROIREALTY.COM, c=IN  
Date: 2023.06.28 19:26:14 +05'30'

**BHASKAR SHIRSAGAR  
COMPANY SECRETARY  
MEMBERSHIP NO. A19238**

ANNEXURE

**Resolution No. 1 as an Ordinary Resolution** for consideration and adoption of Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	24
b.	Votes cast through remote e-voting prior to the AGM	448	335,692,224
	<b>Total</b>	<b>449</b>	<b>335,692,248</b>
c.	Less: Invalid voting	10	3,805,476
d.	<b>Net Valid voting</b>	<b>439</b>	<b>331,886,772</b>
	(i) Voting with assent for the Resolution	434	331,886,593
	<b>% of Assent</b>		<b>*100</b>
	(ii) Voting with dissent for the Resolution	5	179
	<b>% of Dissent</b>		<b>0</b>

**\*Rounded off to the nearest decimal**

**Resolution No. 2 as an Ordinary Resolution** for declaration of dividend of Rs. 4 per equity share for the year ended March 31, 2023.

Sr. No.	Particulars		Resolution 2	
			No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM		1	24
b.	Votes cast through remote e-voting prior to the AGM		449	335,910,254
	<b>Total</b>		<b>450</b>	<b>335,910,278</b>
c.	Less: Invalid voting		10	3,805,476
d.	<b>Net Valid voting</b>		<b>440</b>	<b>332,104,802</b>
	(i)	Voting with assent for the Resolution	445	332,104,623
		<b>% of Assent</b>		<b>*100</b>
	(ii)	Voting with dissent for the Resolution	5	179
		<b>% of Dissent</b>		<b>0</b>

**\*Rounded off to the nearest decimal**

**Resolution No. 3 as an Ordinary Resolution** for appointment of Mr. Vikas Oberoi (DIN: 00011701), who retired by rotation at the 25th Annual General Meeting and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	Resolution 3	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	24
b.	Votes cast through remote e-voting prior to the AGM	451	335,910,254
	<b>Total</b>	<b>452</b>	<b>335,910,278</b>
c.	Less: Invalid voting	10	3,805,476
d.	<b>Net Valid voting</b>	<b>*442</b>	<b>332,104,802</b>
	(i) Voting with assent for the Resolution	359	323,086,518
	<b>% of Assent</b>		<b>97.28</b>
	(ii) Voting with dissent for the Resolution	83	9,018,284
	<b>% of Dissent</b>		<b>2.72</b>

\*It includes vote casted by two shareholders who have voted for part of the shares in favour and other part of the shares against the resolution.



**Resolution No. 4 as an Ordinary Resolution** for approval of payment of remuneration to M/s Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), Cost Auditors of the Company, for the financial year ending March 31, 2024.

Sr. No.	Particulars		Resolution 4	
			No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM		1	24
b.	Votes cast through remote e-voting prior to the AGM		449	335,910,254
	<b>Total</b>		<b>450</b>	<b>335,910,278</b>
c.	Less: Invalid voting		10	3,805,476
d.	<b>Net Valid voting</b>		<b>440</b>	<b>332,104,802</b>
	(i)	Voting with assent for the Resolution	430	332,104,536
		<b>% of Assent</b>	<b>*100</b>	
	(ii)	Voting with dissent for the Resolution	10	266
		<b>% of Dissent</b>	<b>0</b>	

\*Rounded off to the nearest decimal

**Resolution No. 5 as a Special Resolution** for raising further capital and for the said purpose, to create, offer, issue and allot such number of equity shares of face value Rs.10 (Rupees Ten) each with or without special rights as to voting, dividend or otherwise and/or such securities, by way of one or more public and/or private offerings, qualified institutions placement (“QIP”) and/or on preferential allotment basis or any combination thereof, in one or more tranches, of an aggregate amount not exceeding Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) or equivalent thereof, inclusive of such premium as may be fixed on such securities and authority to the Board of Directors on behalf of the Company to deal with matters related thereto.

Sr. No.	Particulars		Resolution 5	
			No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM		1	24
b.	Votes cast through remote e-voting prior to the AGM		449	335,910,254
	<b>Total</b>		<b>450</b>	<b>335,910,278</b>
c.	Less: Invalid voting		10	3,805,476
d.	<b>Net Valid voting</b>		<b>440</b>	<b>332,104,802</b>
	(i)	Voting with assent for the Resolution	431	332,103,703
		<b>% of Assent</b>		<b>*100</b>
	(ii)	Voting with dissent for the Resolution	9	1,099
		<b>% of Dissent</b>		<b>0</b>

**\*Rounded off to the nearest decimal**