

November 14, 2024

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

Through: BSE Listing Centre

Scrip code: 533273  
Debt: 973655, 976126, 976127, 976128

**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: 241025003*

**Subject: (i) Declaration of Result of the voting on resolution set out in notice of Extra Ordinary General Meeting held on November 13, 2024, and (ii) Scrutinizer's Report**

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, an Extra Ordinary General Meeting ("EGM") of the Company was convened on November 13, 2024 at 5:35 p.m. through video conferencing/ other audio visual means to seek the approval of Members of the Company on the resolution set out in the EGM notice dated October 10, 2024 ("**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 circulars nos. 09/2024, 14/2020, and 17/2020, dated September 19, 2024, April 8, 2020, and April 13, 2020, issued by the Ministry of Corporate Affairs, read with SEBI circular nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, and SEBI/HO/CFD/POD-2/P/CIR/2023/167 dated October 3, 2024 and October 7, 2023 respectively, read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (collectively, the "**said Circulars**") the Company had provided facility to the members to vote electronically through e-voting (prior to the EGM, and also during the EGM) on the above mentioned resolution. 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 resolution contained in the Notice.

Accordingly, I, Bhaskar Kshirsagar, Company Secretary of the Company, being authorized in this behalf, hereby declare that resolution, as set out in the Notice of the EGM of the Company, has 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

November 14, 2024

To

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 remote e-voting prior to and e-voting at Extra-ordinary General Meeting (EGM) of the Members of Oberoi Realty Limited held on 13<sup>th</sup> November 2024**

Oberoi Realty Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on October 10, 2024, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting at Extra-ordinary General Meeting (EGM) of the Members of the Company held on November 13, 2024 on the resolution contained in the EGM Notice dated October 10, 2024, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The EGM was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with General Circular No. 09/2024 dated September 19, 2024 read with Circulars No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020, respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 and SEBI/HO/CFD/POD-2/P/CIR/2023/167 dated October 3, 2024 and October 7, 2023 respectively read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (collectively "SEBI Circulars").

The Company had provided e-voting facility at the EGM for those Members who did not cast their votes through remote e-voting facility prior to the EGM.





The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made there under, MCA Circulars and SEBI Listing Regulations, 2015 read with SEBI Circulars, relating to remote e-voting prior to EGM and e-voting at EGM on the resolution contained in the aforesaid Notice of the EGM of the Members of the Company.

My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote-voting prior to EGM and e-voting at EGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "In favour" or "Against" the resolution, based on the reports generated from the data 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-voting facility prior to EGM and e-voting facility at the EGM.

As required under Section 101 of the Act, the Notice of EGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the MCA Circulars and SEBI Circulars.

Following resolution was proposed for approval by remote e-voting prior to and e-voting at the EGM by the Members of the Company.

**Resolution No. 1** as a Special Resolution for consent, authority and approval of the members of the Company to the Board of Directors of the Company to raise further capital and for the said purpose, to create, offer, issue and allot such number of equity shares of face value of Rs. 10/- (Rupees Ten) each with or without special rights as to voting, dividend or otherwise, fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and / or any security convertible into Equity Shares with or without special rights as to voting, dividend or otherwise and / or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Indian Rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets and / or domestic market, 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. 6000,00,00,000/- (Rupees Six 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 resolution prior to the EGM. The Company also provided e-voting facility at the EGM to those Members who did not cast their votes through remote e-voting facility, to enable them to cast their votes on the aforesaid resolution.



Remote e-voting facility was made available to Members of the Company to cast their votes from 9.00 a.m. IST on Saturday, November 9, 2024 which ended at 5:00 p.m. IST on Tuesday, November 12, 2024. Accordingly, votes cast through remote-voting up to 5:00 p.m. on November 12, 2024 and votes cast through e-voting at the EGM have been considered for my scrutiny.

After conclusion of EGM, the voting through remote e-voting prior to EGM and e-voting at the EGM were unlocked. In case of Members who had cast votes through remote e-voting prior to EGM as well as e-voting at the EGM, the voting through remote e-voting of such Members was treated as valid. A summary of the votes cast by Members through remote e-voting prior to EGM and e-voting at the EGM 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 EGM and e-voting at the EGM in respect of the above mentioned resolution 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**

MEM. No. F5171

COP No. 3030

UDIN: F005171F002170730

P. R. NO. 668/2020



**COUNTERSIGNED BY  
FOR OBEROI REALTY LIMITED**

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



## Annexure

**Resolution No. 1** as a Special Resolution for consent, authority and approval of the members of the Company to the Board of Directors of the Company to raise further capital and for the said purpose, to create, offer, issue and allot such number of equity shares of face value of Rs. 10/- (Rupees Ten) each with or without special rights as to voting, dividend or otherwise, fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and / or any security convertible into Equity Shares with or without special rights as to voting, dividend or otherwise and / or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Indian Rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets and / or domestic market, 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. 6000,00,00,000/- (Rupees Six 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	No. of Members who voted	No. of Shares voted
a.	Votes cast through e-voting at EGM	0	0
b.	Votes cast through remote e-voting prior to EGM	588	33,54,89,041
	<b>Total</b>	<b>588</b>	<b>33,54,89,041</b>
c.	Less: Invalid voting	22	48,46,317
d.	<b>Net Valid Voting</b>	<b>566</b>	<b>33,06,42,724</b>
(i)	Voting with assent for the Resolution	535	32,95,75,388
	<b>Percentage (%) of Assent</b>		<b>99.68</b>
(ii)	Voting with dissent for the Resolution	31	10,67,336
	<b>Percentage (%) of Dissent</b>		<b>0.32</b>

