

July 15, 2021

1. Department of Corporate Services  
BSE Limited,  
Mumbai 400 001
2. The Listing Department  
National Stock Exchange of India Limited,  
Mumbai 400051

Through: BSE Listing Centre

Through: NEAPS

Scrip code: 533273

Scrip Symbol: OBEROIRLTY

3. Central Depository Services India Ltd  
e-Voting Division  
Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel,  
Mumbai 400013

*ISIN: INE093I01010*

*EVSN: 210623002*

**Subject: (i) Declaration of Results of the voting on resolutions set out in notice of 23<sup>rd</sup> Annual General Meeting held on July 14, 2021, and (ii) Scrutinizer's Report**

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company was convened on July 14, 2021 at 4.00 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 14, 2021 ("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 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, and January 13, 2021 issued by Ministry of Corporate Affairs (MCA), read with SEBI circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020, and January 15, 2021, 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.

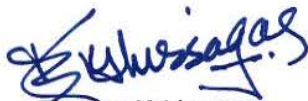


The Scrutinizer has submitted his report on the e-voting, a copy of which is attached hereto. Kindly refer the Scrutinizer's report for the details of the number and percentage of votes casted 'for' and 'against' the resolutions contained in the Notice.

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 23<sup>rd</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

15<sup>th</sup> July, 2021

**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 – 400063

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting prior to and e-voting during the 23<sup>rd</sup> Annual General Meeting of the Members of Oberoi Realty Limited held on 14<sup>th</sup> July, 2021:**

Oberoi Realty Limited ("the Company") vide resolution of its Board of Directors dated 14<sup>th</sup> May, 2021 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting during the 23<sup>rd</sup> Annual General Meeting ("AGM") on the resolutions contained in the Notice dated 14<sup>th</sup> May, 2021 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 and in compliance with Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 02/2021 dated 13<sup>th</sup> January 2021 (collectively "Circulars") issued by the Ministry of Corporate Affairs ("MCA"). 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 the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

The MCA vide its Circulars mentioned above has permitted the holding of Annual General Meeting through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, 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 issued by MCA and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (i.e. by e-mail). In compliance with the provisions of MCA's 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, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. **Resolution No. 2 as an Ordinary Resolution** for appointment of Ms. Bindu Oberoi (DIN: 00837711), who retired by rotation at this Annual General Meeting and being eligible, offered herself for re-appointment.
3. **Resolution No.3 as an Ordinary Resolution** for ratification of appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No.324982E/E300003) as the Statutory Auditors of the Company.
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, 2022.

5. **Resolution No. 5 as a Special Resolution** for approval to the Board of Directors to raise further capital and for the said purpose to create, offer, issue and allot securities of an aggregate amount not exceeding Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) or equivalent thereof, 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 and 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 23<sup>rd</sup>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 Sunday, 11<sup>th</sup> July, 2021 to 5.00 p.m. on Tuesday, 13<sup>th</sup> July, 2021.

Accordingly, e-votes casted by remote e-voting upto 5.00 p.m. on Tuesday, 13<sup>th</sup> July, 2021 have been considered for my scrutiny.

After conclusion of 23<sup>rd</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 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  
SHANTILAL  
KAMDAR**

Digitally signed by HIMANSHU SHANTILAL  
KAMDAR  
DN: c=IN, o=Personal,  
pseudonym=199965230fcb200db48b84e522f  
c23dbb2959cdf154226fa08ee41b996d761c,  
postalCode=400037, st=MAHARASHTRA,  
serialNumber=165d24ec5a0aa37bad138e30c8  
1df0affec2224caaf7ac639a853767f0d06ac0,  
cn=HIMANSHU SHANTILAL KAMDAR  
Date: 2021.07.15 17:11:21 +05'30'

**HIMANSHU S. KAMDAR  
PARTNER  
M. NO. FCS 5171  
COP NO. 3030  
UDIN: F005171C000639673**

**COUNTERSIGNED BY  
For OBEROI REALTY LIMITED**

**Bhaskar  
Kshirsagar**

Digitally signed by Bhaskar Kshirsagar  
DN: c=IN, o=Personal, title=5885,  
pseudonym=c4dc19225d0c79ee9cd4829c  
a128689a4aded74331ce1fc364f9a836b480  
345f, postalCode=400097, st=Maharashtra,  
serialNumber=b2eb62e363f19c763398382  
34d7f99441d723445433eb20a41c89dfe1d5  
0d306, cn=Bhaskar Kshirsagar  
Date: 2021.07.15 18:48:26 +05'30'

**BHASKAR KSHIRSAGAR  
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, 2021 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	2	101
b.	Votes cast through remote e-voting prior to the AGM	367	340,353,672
	<b>Total</b>	<b>369</b>	<b>340,353,773</b>
c.	Less: Invalid voting	8	1,133,264
d.	<b>Net Valid voting</b>	<b>361</b>	<b>339,220,509</b>
	(i) Voting with assent for the Resolution	359	339,220,493
	<b>% of Assent</b>		<b>*100</b>
	(ii) Voting with dissent for the Resolution	2	16
	<b>% of Dissent</b>		<b>0</b>

\*Rounded off to nearest decimal.

**Resolution No. 2 as an Ordinary Resolution** for appointment of Ms. Bindu Oberoi (DIN: 00837711), who retired by rotation at this Annual General Meeting and being eligible, offered herself for re-appointment.

Sr. No.	Particulars		Resolution 2	
			No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM		2	101
b.	Votes cast through remote e-voting prior to the AGM		360	331,196,069
	<b>Total</b>		<b>362</b>	<b>331,196,170</b>
c.	Less: Invalid voting		8	1,133,264
d.	<b>Net Valid voting</b>		<b>354</b>	<b>330,062,906</b>
	(i)	Voting with assent for the Resolution	222	275,546,414
		<b>% of Assent</b>	<b>83.48</b>	
	(ii)	Voting with dissent for the Resolution	132	54,516,492
		<b>% of Dissent</b>	<b>16.52</b>	



**Resolution No. 3as an Ordinary Resolution** for ratification of appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No.324982E/E300003) as the Statutory Auditors of the Company.

Sr. No.	Particulars	Resolution 3	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	100
b.	Votes cast through remote e-voting prior to the AGM	368	340,551,925
	<b>Total</b>	<b>369</b>	<b>340,552,025</b>
c.	Less: Invalid voting	8	1,133,264
d.	<b>Net Valid voting</b>	<b>361</b>	<b>339,418,761</b>
	(i) Voting with assent for the Resolution	356	339,418,625
	<b>% of Assent</b>		<b>*100</b>
	(ii) Voting with dissent for the Resolution	5	136
	<b>% of Dissent</b>		<b>0</b>

**\*Rounded off to nearest decimal**

**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 Auditor of the Company for the financial year ending March 31, 2022.

Sr. No.	Particulars	Resolution 4	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	2	101
b.	Votes cast through remote e-voting prior to the AGM	368	340,551,925
	<b>Total</b>	<b>370</b>	<b>340,552,026</b>
c.	Less: Invalid voting	8	1,133,264
d.	<b>Net Valid voting</b>	<b>362</b>	<b>339,418,762</b>
	(i) Voting with assent for the Resolution	356	339,418,541
	<b>% of Assent</b>		<b>*100</b>
	(ii) Voting with dissent for the Resolution	6	221
	<b>% of Dissent</b>		<b>0</b>

**\*Rounded off to nearest decimal**

**Resolution No. 5 as a Special Resolution** for approval to the Board of Directors to raise further capital and for the said purpose, to create, offer, issue and allot securities of an aggregate amount not exceeding Rs. 2000,00,00,000/- (Rupees Two Thousand Crores only) or equivalent thereof, 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 and 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		2	101
b.	Votes cast through remote e-voting prior to the AGM		368	340,551,925
	<b>Total</b>		<b>370</b>	<b>340,552,026</b>
c.	Less: Invalid voting		8	1,133,264
d.	<b>Net Valid voting</b>		<b>362</b>	<b>339,418,762</b>
	(i)	Voting with assent for the Resolution	348	339,219,264
		<b>% of Assent</b>		<b>99.94</b>
	(ii)	Voting with dissent for the Resolution	14	199,498
		<b>% of Dissent</b>		<b>0.06</b>