



June 6, 2020

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

Through: BSE Listing Centre

Scrip code: 533273

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

Through: NEAPS

Scrip Symbol: OBEROIRLTY

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 ("said Circular")

Dear Sir,

In terms of Clause 3(b) of the said Circular, read with SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, please find enclosed herewith Annual Secretarial Compliance Report for year ended 31st March, 2020 issued by M/s. Rathi & Associates, Practicing Company Secretaries.

Kindly take the above on record.

Thanking you.

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

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Of

Oberoi Realty Limited (*the Company*) for the year ended 31stMarch, 2020

We M/s. Rathi & Associates, Company Secretaries, have examined the following for the purpose of submission of the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2020:

- (a) the documents and records made available to us and explanation provided by the Company and its officers;
- (b) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;
- (c) website of the Company; and
- (d) such other documents and filings made by the Company which has been relied upon to make this certification.

for the year ended 31stMarch, 2020 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, includes:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting Period:-

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and
- e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and circulars/ guidelines issued thereunder by the concerned authority from time to time and based on the above examination, We hereby report that, during the Reporting Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations
N.A.			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard*

Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken	Observations
N.A.				

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.				

e) The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18thOctober, 2019 in respect of appointment of Auditor, to the extent applicable.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

HIMANSHU
SHANTILAL
KAMDAR

Digitally signed by HIMANSHU SHANTILAL KAMDAR
DN: cn=HIMANSHU SHANTILAL KAMDAR,
c=IN, st=MAHARASHTRA, o=Personal,
serialNumber=169524e6c6a3378e133e30
c81d0d8ec2224caaf7ad639a8537670d06a
c3
Date: 2020.06.06 11:33:11 +05'30'

**HIMANSHU S. KAMDAR
PARTNER**

MEM No. FCS 5171

COP No. 3030

UDIN: F005171B000321707

Date: 06th June, 2020

Place: Mumbai