

July 15, 2022

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

Through: BSE Listing Centre

Scrip code: 533273

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

Through: NEAPS/ Digital Exchange

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: 220624004

Subject: (i) Declaration of Results of the voting on resolutions set out in notice of 24th Annual General Meeting held on July 15, 2022, and (ii) Scrutinizer's Report

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 24th Annual General Meeting ("AGM") of the Company was convened on July 15, 2022 at 11.12 a.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 26, 2022 ("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, and 02/2022 dated April 8, 2020, April 13, 2020, and May 5, 2022, issued by Ministry of Corporate Affairs (MCA), read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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.

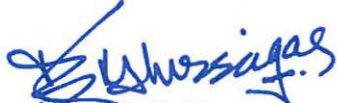
The Scrutinizer has submitted his report on the e-voting, a copy of which is attached hereto. Kindly refer the Scrutinizer's report for the details of the number and percentage of votes casted 'for' and 'against' the resolutions contained in the Notice.



Accordingly, I, Bhaskar Kshirsagar, Company Secretary of the Company, being authorized in this behalf, hereby declare that all the 7 (seven) resolutions, as set out in the Notice of the 24th 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

15th July, 2022

The Chairman/Company Secretary

Oberoi Realty Limited

Commerz, 3rd 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 24th Annual General Meeting of the Members of Oberoi Realty Limited held on 15th July, 2022**

Oberoi Realty Limited ("the Company") vide resolution of its Board of Directors dated 26th May, 2022 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting during the 24th Annual General Meeting ("AGM") on the resolutions contained in the Notice dated 26th May, 2022 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 Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and 02/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs ("MCA") read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (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, 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.

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, 2022 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. 3 per equity share for the year ended March 31, 2022.
3. **Resolution No. 3 as an Ordinary Resolution** for appointment of Mr. Saumil Daru (DIN: 03533268), who retired by rotation at the 24th Annual General Meeting and being eligible, had offered himself for re-appointment.
4. **Resolution No.4 as an Ordinary Resolution** for re-appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No.324982E/E300003) as the Statutory Auditors of the Company for the second term of 5 consecutive years i.e. from the conclusion of the 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting to be held in the year 2027.
5. **Resolution No. 5 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, 2023.

6. **Resolution No. 6 as an Ordinary Resolution** for entering into material related party transaction(s) in the nature of providing of corporate guarantee(s) in favour of bank(s) and/or financial institution(s) or their security agent/trustee for securing the borrowings/facilities to be obtained in Oasis Realty, a joint venture of Oberoi Constructions Limited (a wholly owned subsidiary of the Company) for an aggregate value of up to Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) to be entered during the period commencing from the date of passing of this resolution till the expiry of fifteen months thereafter.
7. **Resolution No. 7 as a Special Resolution** for raising further capital and for the said purpose, to create, offer, issue and allot such number of equity shares 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 Tuesday, 12th July, 2022 upto 5.00 p.m. on Thursday, 14th July, 2022.

Accordingly, e-votes casted by remote e-voting upto 5.00 p.m. on Thursday, 14th July, 2022 have been considered for my scrutiny.

After conclusion of the AGM, 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



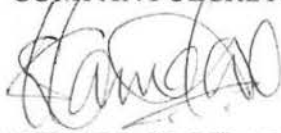
was treated as valid. A summary of the votes casted by shareholders through remote e-voting prior to AGM and e-voting during the AGM with their pattern of voting is as per Annexure attached to this Report.

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 S. KAMDAR
PARTNER

M. NO. FCS 5171


COP NO. 3030

UDIN: F005171D000632226

PEER REVIEW CER. NO. 668/2020



COUNTERSIGNED BY
For OBEROI REALTY LIMITED



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, 2022 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	3	261
b.	Votes cast through remote e-voting prior to the AGM	428	335,781,274
	Total	431	335,781,535
c.	Less: Invalid voting	1	37,854
d.	Net Valid voting	430	335,743,681
	(i) Voting with assent for the Resolution	407	331,169,899
	% of Assent		98.64
	(ii) Voting with dissent for the Resolution	23	4,573,782
	% of Dissent		1.36



Resolution No. 2 as an Ordinary Resolution for declaration of dividend of Rs. 3 per equity share for the year ended March 31, 2022.

Sr. No.	Particulars	Resolution 2	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	3	261
b.	Votes cast through remote e-voting prior to the AGM	429	335,976,194
	Total	432	335,976,455
c.	Less: Invalid voting	1	37,854
d.	Net Valid voting	431	335,938,601
	(i) Voting with assent for the Resolution	425	335,938,576
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	6	25
	% of Dissent		0

*Rounded off to nearest decimal



Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Saumil Daru (DIN: 03533268), who retired by rotation at the 24th 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	3	261
b.	Votes cast through remote e-voting prior to the AGM	428	335,928,612
	Total	431	335,928,873
c.	Less: Invalid voting	1	37,854
d.	Net Valid voting	430	335,891,019
	(i) Voting with assent for the Resolution	*305	320,318,873
	% of Assent		95.36
	(ii) Voting with dissent for the Resolution	*125	15,572,146
	% of Dissent		4.64

* It includes vote casted by a shareholder who has 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 re-appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Statutory Auditors of the Company for the second term of 5 consecutive years i.e. from the conclusion of the 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting to be held in the year 2027.

Sr. No.	Particulars	Resolution 4	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	3	261
b.	Votes cast through remote e-voting prior to the AGM	428	335,976,192
	Total	431	335,976,453
c.	Less: Invalid voting	1	37,854
d.	Net Valid voting	430	335,938,599
	(i) Voting with assent for the Resolution	392	318,946,299
	% of Assent		94.94
	(ii) Voting with dissent for the Resolution	38	16,992,300
	% of Dissent		5.06



Resolution No. 5 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, 2023.

Sr. No.	Particulars	Resolution 5	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	3	261
b.	Votes cast through remote e-voting prior to the AGM	427	335,976,187
	Total	430	335,976,448
c.	Less: Invalid voting	1	37,854
d.	Net Valid voting	429	335,938,594
	(i) Voting with assent for the Resolution	403	321,183,319
	% of Assent		95.61
	(ii) Voting with dissent for the Resolution	26	14,755,275
	% of Dissent		4.39



Resolution No. 6 as an Ordinary Resolution for entering into material related party transaction(s) in the nature of providing of corporate guarantee(s) in favour of bank(s) and/ or financial institution(s) or their security agent/trustee for securing the borrowings/ facilities to be obtained in Oasis Realty, a joint venture of Oberoi Constructions Limited (a wholly owned subsidiary of the Company) for an aggregate value of up to Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) to be entered during the period commencing from the date of passing of this resolution till the expiry of fifteen months thereafter.

Sr. No.	Particulars	Resolution 6	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	3	261
b.	Votes cast through remote e-voting prior to the AGM	426	89,754,293
	Total	429	89,754,554
c.	Less: Invalid voting	1	37,854
d.	Net Valid voting	428	89,716,700
	(i) Voting with assent for the Resolution	*316	73,316,218
	% of Assent		81.72
	(ii) Voting with dissent for the Resolution	*112	16,400,482
	% of Dissent		18.28

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



Resolution No. 7 as a Special Resolution for raising further capital and for the said purpose, to create, offer, issue and allot such number of equity shares 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 7	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	3	261
b.	Votes cast through remote e-voting prior to the AGM	428	335,976,189
	Total	431	335,976,450
c.	Less: Invalid voting	1	37,854
d.	Net Valid voting	430	335,938,596
	(i) Voting with assent for the Resolution	415	335,743,355
	% of Assent		99.94
	(ii) Voting with dissent for the Resolution	15	195,241
	% of Dissent		0.06

