



June 28, 2024

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

Through: BSE Listing Centre

Scrip code: 533273
Debt: 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: 240610008

Subject: (i) Declaration of Results of the voting on resolutions set out in notice of 26th Annual General Meeting held on June 28, 2024, and (ii) Scrutinizer's Report

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 26th Annual General Meeting ("AGM") of the Company was convened on June 28, 2024 at 11:05 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 14, 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 General Circulars nos. 09/2023, 14/2020, 17/2020, and 20/2020 dated September 25, 2023, April 8, 2020, April 13, 2020, and May 5, 2020 issued by the Ministry of Corporate Affairs (MCA), read with SEBI circular nos. SEBI/HO/CFD/POD-2/P/CIR/2023/167 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated October 7, 2023 and May 13, 2022 respectively, the Company had provided facility to the members to vote electronically through 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 12 (twelve) resolutions, as set out in the Notice of the 26th 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

28th June, 2024

**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 26th Annual General Meeting of the Members of Oberoi Realty Limited held on 28th June, 2024**

Oberoi Realty Limited ("the Company") vide resolution of its Board of Directors dated 14th May, 2024 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to and e-voting during the 26th Annual General Meeting ("AGM") on the resolutions contained in the Notice dated 14th May, 2024 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 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs Government of India ("MCA Circulars") read with Securities Exchange Board of India Circular dated May 13, 2022 bearing Ref. No: SEBI/HO/CFD/CMD2/CIR/P/2022/62, October 7, 2023 bearing Ref. No: SEBI/HO/CFD/POD-2/P/CIR/2023/167 (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, 2024 and the Reports of the Board of Directors and the Auditors thereon.
- 2. Resolution No. 2 as an Ordinary Resolution** for confirmation of 1st interim dividend @ Rs. 2 per equity share (20%), 2nd interim dividend @ Rs. 2 per equity share (20%), and 3rd interim dividend @ Rs. 2 per equity share (20%) for the financial year 2023-24.
- 3. Resolution No. 3 as an Ordinary Resolution** for declaration of final dividend of Rs. 2 per equity share (20%) for the financial year ended March 31, 2024.
- 4. Resolution No. 4 as an Ordinary Resolution** for re-appointment of Ms. Bindu Oberoi (DIN: 00837711), who retired by rotation at the 26th Annual General Meeting and being eligible, had offered herself for re-appointment.
- 5. Resolution No. 5 as a Special Resolution** for appointment of Mr. Prafulla Chhajed (DIN: 03544734) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years from May 14, 2024 to May 13, 2029.
- 6. Resolution No. 6 as a Special Resolution** for appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years from April 1, 2024 to March 31, 2029.



7. **Resolution No. 7 as a Special Resolution** for re-appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years from April 12, 2024 to April 11, 2029.
8. **Resolution No. 8 as an Ordinary Resolution** for re-appointment of Mr. Vikas Oberoi (DIN: 00011701) as the Managing Director of the Company, liable to retire by rotation, for a period of five years to hold office from December 4, 2024 to December 3, 2029.
9. **Resolution No. 9 as an Ordinary Resolution** for re-appointment of Mr. Saumil Daru (DIN: 03533268) as the Director - Finance of the Company, liable to retire by rotation, for a period of five years to hold office from May 10, 2024 to May 9, 2029.
10. **Resolution No. 10 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, 2025.
11. **Resolution No. 11 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 ended March 31, 2024.
12. **Resolution No. 12 as a Special Resolution** for consent, authority and approval of the members of the Company to the Board to raise 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 Tuesday, June 25, 2024 upto 5.00 p.m. on Thursday, June 27, 2024. Accordingly, e-votes casted by remote e-voting upto 5.00 p.m. on Thursday, June 27, 2024 and by e-voting during the AGM have been considered for my scrutiny.



After conclusion of the 26th Annual General Meeting, the voting through remote e-voting prior to AGM and e-voting during the AGM were unlocked. 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**

MEM. NO.: FCS 5171

COP NO. 3030

UDIN:F005171F000630895

P.R.No.668/2020



**COUNTERSIGNED BY
For OBEROI REALTY LIMITED**

BHASKAR

Digitally signed by
BHASKAR KSHIRSAGAR
Date: 2024.06.28 18:48:50
+05'30'

KSHIRSAGAR

**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, 2024 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	50
b.	Votes cast through remote e-voting prior to the AGM	481	338459045
	Total	482	338459095
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	472	336708313
	(i) Voting with assent for the Resolution	463	336683799
	% of Assent		99.99
	(ii) Voting with dissent for the Resolution	9	24514
	% of Dissent		0.01



Resolution No. 2 as an Ordinary Resolution for confirmation of 1st interim dividend @ Rs. 2 per equity share (20%), 2nd interim dividend @ Rs. 2 per equity share (20%), and 3rd interim dividend @ Rs. 2 per equity share (20%) for the financial year 2023-24.

Sr. No.	Particulars	Resolution 2	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	487	338573525
	Total	488	338573575
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	478	336822793
	(i) Voting with assent for the Resolution	476	336822771
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	2	22
	% of Dissent		0

*Rounded off to nearest decimal



Resolution No. 3 as an Ordinary Resolution for declaration of final dividend of Rs. 2 per equity share (20%) for the financial year ended March 31, 2024.

Sr. No.	Particulars	Resolution 3	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	487	338573525
	Total	488	338573575
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	478	336822793
	(i) Voting with assent for the Resolution	476	336822771
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	2	22
	% of Dissent		0

*Rounded off to nearest decimal



Resolution No. 4 as an Ordinary Resolution for re-appointment of Ms. Bindu Oberoi (DIN: 00837711), who retired by rotation at the 26th Annual General Meeting and being eligible, had offered herself for re-appointment.

Sr. No.	Particulars	Resolution 4	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	484	338541180
	Total	485	338541230
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	*475	336790448
	(i) Voting with assent for the Resolution	342	326586787
	% of Assent		96.97
	(ii) Voting with dissent for the Resolution	133	10203661
	% of Dissent		3.03

***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. 5 as a Special Resolution for appointment of Mr. Prafulla Chhajed (DIN: 03544734) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years from May 14, 2024 to May 13, 2029.

Sr. No.	Particulars	Resolution 5	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	481	338541069
	Total	482	338541119
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	472	336790337
	(i) Voting with assent for the Resolution	462	336790227
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	10	110
	% of Dissent		0

*Rounded off to the nearest decimal



Resolution No. 6 as a Special Resolution for appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years from April 1, 2024 to March 31, 2029.

Sr. No.	Particulars	Resolution 6	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	481	338541069
	Total	482	338541119
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	472	336790337
	(i) Voting with assent for the Resolution	427	330295607
	% of Assent		98.07
	(ii) Voting with dissent for the Resolution	45	6494730
	% of Dissent		1.93

*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. 7 as a Special Resolution for re-appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years from April 12, 2024 to April 11, 2029.

Sr. No.	Particulars	Resolution 7	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	483	338541069
	Total	*484	338541119
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	474	336790337
	(i) Voting with assent for the Resolution	406	333259666
	% of Assent		98.95
	(ii) Voting with dissent for the Resolution	68	3530671
	% of Dissent		1.05



Resolution No. 8 as an Ordinary Resolution for re-appointment of Mr. Vikas Oberoi (DIN: 00011701) as the Managing Director of the Company liable to retire by rotation, for a period of five years to hold office from December 4, 2024 to December 3, 2029.

Sr. No.	Particulars	Resolution 8	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	481	338541069
	Total	482	338541119
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	472	336790337
	(i) Voting with assent for the Resolution	416	333159019
	% of Assent		98.92
	(ii) Voting with dissent for the Resolution	56	3631318
	% of Dissent		1.08



Resolution No. 9 as an Ordinary Resolution for re-appointment of Mr. Saumil Daru (DIN: 03533268) as the Director - Finance of the Company, liable to retire by rotation, for a period of five years to hold office from May 10, 2024 to May 9, 2029.

Sr. No.	Particulars	Resolution 9	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	483	338541069
	Total	*484	338541119
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	474	336790337
	(i) Voting with assent for the Resolution	326	324250476
	% of Assent		96.28
	(ii) Voting with dissent for the Resolution	148	12539861
	% of Dissent		3.72

*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. 10 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, 2025.

Sr. No.	Particulars	Resolution 10	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	481	338541069
	Total	482	338541119
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	472	336790337
	(i) Voting with assent for the Resolution	463	336790293
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	9	44
	% of Dissent		0

*Rounded off to the nearest decimal



Resolution No. 11 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 ended March 31, 2024.

Sr. No.	Particulars	Resolution 11	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	481	338541069
	Total	482	338541119
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	472	336790337
	(i) Voting with assent for the Resolution	462	336790218
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	10	119
	% of Dissent		0

*Rounded off to the nearest decimal



Resolution No. 12 as a Special Resolution for consent, authority and approval of the members of the Company to the Board to raise further capital and 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 12	
		No. of members who voted	No. of votes
a.	Votes cast through e-voting during the AGM	1	50
b.	Votes cast through remote e-voting prior to the AGM	482	338541180
	Total	483	338541230
c.	Less: Invalid voting	10	1750782
d.	Net Valid voting	473	336790448
	(i) Voting with assent for the Resolution	422	331114344
	% of Assent		98.31
	(ii) Voting with dissent for the Resolution	51	5676104
	% of Dissent		1.69

