

September 19, 2017

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

Scrip Symbol: OBEROIRLTY

3. Central Depository Services India Ltd  
e-Voting Division  
16<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001

*ISIN: INE093I01010*

*EVSN: 170822072*

Subject: Declaration of Results of the voting on resolutions set out in notice of 19<sup>th</sup> Annual General Meeting held on September 19, 2017

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 19<sup>th</sup> Annual General Meeting ("AGM") of the Company was convened on September 19, 2017 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 at 10.00 a.m. to seek the approval of Members of the Company on the resolutions set out in the notice dated July 28, 2016 ("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, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Company had provided facility to the members to vote electronically by remote e-voting (prior to the AGM) and also by physical ballot (at the AGM venue) on all the abovementioned resolutions and had appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the remote e-voting and voting through physical ballots, 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, Saumil Daru, Director – Finance of the Company, being authorized in this behalf, hereby declare that all the 7 (seven) resolutions, as set out in the Notice of the 19<sup>th</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



Saumil Daru

Director – Finance

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

September 19, 2017

The Chairman / Mr. Saumil Daru, Director & CFO  
Oberoi Realty Limited  
Commerz, 3<sup>rd</sup> Floor, International Business Park,  
Oberoi Garden City, OFF W.E. Highway,  
Goregaon (E), Mumbai - 400063

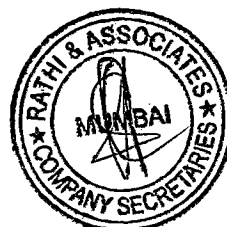
Dear Sir,

**Sub: Scrutinizer's Report on the remote e-voting and voting through physical ballots conducted at the 19<sup>th</sup> Annual General Meeting of the Members of Oberoi Realty Limited held on September 19, 2017:**

Oberoi Realty Limited ("the Company") has, vide resolution of its Board of Directors dated May 4, 2017, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting through physical ballots on the resolutions contained in the notice dated July 28, 2017 ("Notice") at the 19<sup>th</sup> Annual General Meeting held on Tuesday, 19<sup>th</sup> September, 2017 (AGM), as required under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through physical ballot on the resolutions contained in the aforesaid Notice of the 19<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report on the votes cast "in favour" and "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide voting facilities on the resolutions contained in the Notice.

As required under Section 101 of the Act, the Notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by courier, Speed Post, Registered Post or through e-mail), for seeking approval of members on following resolutions:



1. Resolution No. 1 as an Ordinary Resolution to consider and adopt the Audited Financial Statements (including the consolidated financial statements) for the financial year ended March 31, 2017, and the Reports of the Board of Directors and the Auditors thereon.
2. Resolution No. 2 as an Ordinary Resolution for declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2017 of Rs. 2 per share (20%) on the Equity Shares of the Company.
3. Resolution No. 3 as an Ordinary Resolution for appointment of Mr. Vikas Oberoi (DIN: 00011701) as a Director, who retired by rotation and being eligible, had offered himself for re-appointment.
4. Resolution No. 4 as an Ordinary Resolution for appointment of S R B C & Co LLP, Chartered Accountants, (Firm Registration No. 108310W) as the Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s P. Raj and Co. Chartered Accountants, (Firm Registration No. 108310W), to hold office for a term of 5 years from the conclusion of the Nineteenth Annual General Meeting until the conclusion of the Twenty Fourth Annual General Meeting, subject to ratification by the members of the Company at every Annual General Meeting held after the 19<sup>th</sup> Annual General Meeting and granting of authority to the Board of Directors of the Company, inter alia, to determine the remuneration of the said Statutory Auditors.
5. Resolution No. 5 as an Ordinary Resolution for ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), the Cost Auditors of the Company for the financial year ending March 31, 2018, amounting to Rs. 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any.
6. Resolution No. 6 as a Special Resolution for authorizing the Board of Directors to offer for issuance of non-convertible debentures by way of private placement to identified investors in one or more tranches during a period of one year from the date of 19<sup>th</sup> Annual General Meeting, upto an aggregate amount of Rs. 1500,00,00,000 (Rupees One Thousand Five Hundred Crore Only) and to deal with matters related thereto.
7. Resolution No. 7 as a Special resolution for authorizing the Board of Directors to create, offer, issue and allot such number of equity shares and/or other securities convertible into equity shares 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 for an amount not exceeding Rs. 750,00,00,000 (Rupees Seven Hundred and Fifty Crore only) and to deal with matters related thereto.



The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions by the members of the Company. The Company also made available the physical ballots at the 19<sup>th</sup> AGM to enable the members to cast their votes on the aforesaid resolutions. Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Friday, September 15, 2017 upto 5.00 p.m. of Monday, September 18, 2019. Accordingly, e-votes casted upto 5.00 p.m. of September 18, 2017 have been considered for my scrutiny. Further, the votes casted at the 19<sup>th</sup> Annual General Meeting through physical ballots have also been considered for the scrutiny.


After the conclusion of the Annual General Meeting, first the voting conducted through physical ballots at the meeting, was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Komal Binwani and Ms. Surabhi Jain. Thereafter, the votes casted through remote e-voting were unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Darshil Shah and Ms. Divya Chhabra. A summary of the votes casted by shareholders through remote e-voting and by physical ballots at the 19<sup>th</sup> Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 19<sup>th</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company or Mr. Saumil Daru, Director and CFO of the Company who has been duly authorized in this regard by the Chairman and who has countersigned here under in token thereof.

Thanking you,


Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES

  
HIMANSHU S. KAMDAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030



For OBEROI REALTY LIMITED  
COUNTERSIGNED BY

  
SAUMIL DARU  
DIRECTOR AND CFO  
DIN: 03533268

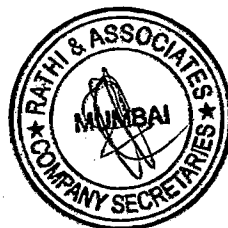


## ANNEXURE

The summary of the votes cast through Physical Ballots and through remote e-voting confirmations received for each of the resolutions is given below:

**For Resolution 1:** As an Ordinary Resolution to consider and adopt the Audited Financial Statements (including the consolidated financial statements) for the financial year ended March 31, 2017, and the Reports of the Board of Directors and the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	1	5
b.	Votes through remote e-voting confirmations	207	308,826,342
	<b>Total</b>	<b>208</b>	<b>308,826,347</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>208</b>	<b>308,826,347</b>
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	205	308,826,344
	<b>% of Assent</b>		<b>100.00</b>
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	3	3
	<b>% of Dissent</b>		<b>0.00</b>



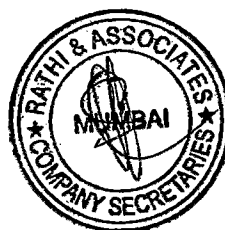
**For Resolution 2:** As an Ordinary Resolution for declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2017 of Rs. 2 per share (20%) on the Equity Shares of the Company.

Sr. No.	Particulars	Resolution 2	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	1	5
b.	Votes through remote e-voting confirmations	207	308,826,342
	<b>Total</b>	<b>208</b>	<b>308,826,347</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>208</b>	<b>308,826,347</b>
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	205	308,826,344
	<b>% of Assent</b>		<b>100.00</b>
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	3	3
	<b>% of Dissent</b>		<b>0.00</b>



**For Resolution 3:** As an Ordinary Resolution for appointment of Mr. Vikas Oberoi (DIN: 00011701) as a Director, who retired by rotation and being eligible, had offered himself for re-appointment.

Sr. No.	Particulars	Resolution 3	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	1	5
b.	Votes through remote e-voting confirmations	206	303,192,803
	<b>Total</b>	<b>207</b>	<b>303,192,808</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>207</b>	<b>303,192,808</b>
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	188	300,107,080
	<b>% of Assent</b>		<b>98.98</b>
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	19	3,085,728
	<b>% of Dissent</b>		<b>1.02</b>





**For Resolution 4:** As an Ordinary Resolution for appointment of S R B C & Co LLP, Chartered Accountants, (Firm Registration No. 108310W) as the Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s P. Raj and Co. Chartered Accountants, (Firm Registration No. 108310W), to hold office for a term of 5 years from the conclusion of the Nineteenth Annual General Meeting until the conclusion of the Twenty Fourth Annual General Meeting, subject to ratification by the members of the Company at every Annual General Meeting held after the 19<sup>th</sup> Annual General Meeting and granting of authority to the Board of Directors of the Company, inter alia, to determine the remuneration of the said Statutory Auditors.

Sr. No.	Particulars	Resolution 4	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	1	5
b.	Votes through remote e-voting confirmations	207	308,826,342
	<b>Total</b>	<b>208</b>	<b>308,826,347</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>208</b>	<b>308,826,347</b>
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	205	308,826,344
	<b>% of Assent</b>		<b>100.00</b>
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	3	3
	<b>% of Dissent</b>		<b>0.00</b>



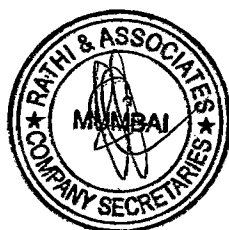
**For Resolution 5:** As an Ordinary Resolution for ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), the Cost Auditors of the Company for the financial year ending March 31, 2018, amounting to Rs. 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any.

Sr. No.	Particulars	Resolution 5	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	1	5
b.	Votes through remote e-voting confirmations	207	308,826,342
	<b>Total</b>	<b>208</b>	<b>308,826,347</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>208</b>	<b>308,826,347</b>
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	205	308,826,344
	<b>% of Assent</b>		<b>100.00</b>
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	3	3
	<b>% of Dissent</b>		<b>0.00</b>



**For Resolution 6:** As a Special Resolution for authorizing the Board of Directors to offer for issuance of non-convertible debentures by way of private placement to identified investors in one or more tranches during a period of one year from the date of 19<sup>th</sup> Annual General Meeting, upto an aggregate amount of Rs. 1500,00,00,000 (Rupees One Thousand Five Hundred Crore Only) and to deal with matters related thereto.

Sr. No.	Particulars	Resolution 6	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	1	5
b.	Votes through remote e-voting confirmations	207	308,826,342
	<b>Total</b>	<b>208</b>	<b>308,826,347</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>208</b>	<b>308,826,347</b>
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	205	308,826,344
	<b>% of Assent</b>		<b>100.00</b>
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	3	3
	<b>% of Dissent</b>		<b>0.00</b>



**For Resolution 7:** As a Special Resolution for authorizing the Board of Directors to create, offer, issue and allot such number of equity shares and/or other securities convertible into equity shares 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 for an amount not exceeding Rs. 750,00,00,000 (Rupees Seven Hundred and Fifty Crore only) and to deal with matters related thereto.

Sr. No.	Particulars	Resolution 7	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	1	5
b.	Votes through remote e-voting confirmations	207	308,826,342
	<b>Total</b>	<b>208</b>	<b>308,826,347</b>
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	<b>Net valid physical ballots / remote e-voting confirmations</b>	<b>208</b>	<b>308,826,347</b>
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	204	308,708,948
	<b>% of Assent</b>		<b>99.96</b>
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	4	117,399
	<b>% of Dissent</b>		<b>0.04</b>

