

June 5, 2018

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
16th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

ISIN: INE093I01010

EVSN: 180511003

Subject: Declaration of Results of the voting on resolutions set out in notice of 20th Annual General Meeting held on June 5, 2018

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 20th Annual General Meeting ("AGM") of the Company was convened on June 5, 2018 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 at 10.30 a.m. to seek the approval of Members of the Company on the resolutions set out in the notice dated May 10, 2018 ("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, 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 20th 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

June 5, 2018

To,

Mr. Vikas Oberoi (Chairman)/ Mr. Bhaskar Kshirsagar (Company Secretary)

Oberoi Realty Limited

Commerz, 3rd Floor, International Business Park,

Oberoi Garden City, OFF W.E. Highway,

Goregaon (E), Mumbai – 400 063

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and voting through physical ballots conducted at the 20th Annual General Meeting of the Members of Oberoi Realty Limited held on June 5, 2018:

Oberoi Realty Limited ("the Company") has, vide resolution of its Board of Directors dated April 24, 2018, 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 May 10, 2018 ("Notice") at the 20th Annual General Meeting held on Tuesday, June 5, 2018 (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 ballots on the resolutions contained in the aforesaid Notice of the 20th 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 courier, speed-post, registered post and email, for seeking approval of members on following resolutions:



1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of Audited Financial Statements (including the consolidated financial statements) for the financial year ended March 31, 2018, 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 31st March, 2018 of Rs. 2 per share (20%) on the Equity Shares of the Company.
3. Resolution No. 3 as an Ordinary Resolution for re-appointment of Ms. Bindu Oberoi (DIN: 00837711) as a Director, who retired by rotation and being eligible, had offered herself for re-appointment.
4. Resolution No. 4 as an Ordinary Resolution for approval for payment of remuneration amounting to Rs. 3,15,000/- (Rupees Three Lakhs and Fifteen Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any, to appointed as M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), the Cost Auditors of the Company for the financial year ending March 31, 2019.
5. Resolution No. 5 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 eligible investors in one or more tranche(s) and /or offering(s) during a period of one year from the date of 20th Annual General Meeting, upto an aggregate amount of Rs. 1,500,00,00,000/- (Rupees One Thousand Five Hundred Crores Only), at such price and subject to such terms and conditions as may be agreed to by the Board of Directors of the Company or a committee thereof (the "Board") and to deal with matters related thereto.
6. Resolution No. 6 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 qualified institutions placement/(s) ("QIP") for an aggregate amount not exceeding Rs. 2,000,00,00,000/- (Rupees Two Thousand Crore only) and to deal with matters related thereto.
7. Resolution No. 7 as a Special resolution for authorizing the Board of Directors for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by I-Ven Realty Limited, being an entity under the category of 'a person in whom any of the director of the company is interested' upto an aggregate outstanding amount not exceeding Rs.125,00,00,000/- (Rupees One Hundred and Twenty Five Crore only).



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 20th 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, June 1, 2018 upto 5.00 p.m. of Monday, June 4, 2018. Accordingly, e-votes casted upto 5.00 p.m. of June 4, 2018 have been considered for my scrutiny. Further, the votes casted at the 20th 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 Mr. Manoj Dhamal and Mr. Safal Jain. Thereafter, the votes casted through remote e-voting were unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Rupali Somani and Mr. Manthan Negandhi. A summary of the votes casted by shareholders through remote e-voting and by physical ballots at the 20th 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 20th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company or Mr. Bhaskar Kshirsagar, Company Secretary 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



BHASKAR KSHIRSAGAR
COMPANY SECRETARY

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 No. 1: As an Ordinary Resolution for consideration and adoption of Audited Financial Statements (including the consolidated financial statements) for the financial year ended March 31, 2018, and the Reports of the Board of Directors and the Auditors thereon.

Sr. No.	Particulars	Resolution No. 1	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	12	112
b.	Votes through remote e-voting confirmations	223	32,18,43,285
	Total	235	32,18,43,397
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	Net valid physical ballots / remote e-voting confirmations	235	32,18,43,397
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	232	32,18,43,394
	% of Assent		*100.00
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	3	3
	% of Dissent		*0.00

*Rounded off to two decimal point



For Resolution No. 2: As an Ordinary Resolution for declaration of dividend on Equity Shares for the financial year ended 31st March 2018 of Rs. 2 per share (20%) on the Equity Shares of the Company.

Sr. No.	Particulars	Resolution No. 2	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	12	112
b.	Votes through remote e-voting confirmations	224	32,20,64,399
	Total	236	32,20,64,511
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	Net valid physical ballots / remote e-voting confirmations	236	32,20,64,511
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	233	32,20,64,508
	% of Assent		*100.00
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	3	3
	% of Dissent		*0.00

*Rounded off to two decimal point.



For Resolution No. 3: As an Ordinary Resolution for re-appointment of Ms. Bindu Oberoi (DIN: 00837711) as a Director, who retired by rotation and being eligible, had offered herself for re-appointment.

Sr. No.	Particulars	Resolution No. 3	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	12	112
b.	Votes through remote e-voting confirmations	223	32,12,97,198
	Total	235	32,12,97,310
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	Net valid physical ballots / remote e-voting confirmations	235	32,12,97,310
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	221	31,33,46,143
	% of Assent		*97.53
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	14	79,51,167
	% of Dissent		*2.47

*Rounded off to two decimal point



For Resolution No. 4: as an Ordinary Resolution for approval for payment of remuneration amounting to Rs. 3,15,000/- (Rupees Three Lakhs and Fifteen Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any, to appointed as M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), the Cost Auditors of the Company for the financial year ending March 31, 2019.

Sr. No.	Particulars	Resolution No. 4	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	12	112
b.	Votes through remote e-voting confirmations	224	32,20,64,399
	Total	236	32,20,64,511
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	Net valid physical ballots / remote e-voting confirmations	236	32,20,64,511
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	231	32,19,57,434
	% of Assent		*99.97
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	5	1,07,077
	% of Dissent		*0.03

*Rounded off to two decimal point.



For Resolution No. 5: 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 eligible investors in one or more tranche(s) and /or offering(s) during a period of one year from the date of 20th Annual General Meeting, upto an aggregate amount of Rs. 1,500,00,00,000 (Rupees One Thousand Five Hundred Crores Only), at such price and subject to such terms and conditions as may be agreed to by the Board of Directors of the Company or a committee thereof (the "Board") and to deal with matters related thereto.

Sr. No.	Particulars	Resolution No. 5	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	12	112
b.	Votes through remote e-voting confirmations	224	32,20,64,399
	Total	236	32,20,64,511
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	Net valid physical ballots / remote e-voting confirmations	236	32,20,64,511
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	231	32,20,64,496
	% of Assent		*100.00
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	5	15
	% of Dissent		*0.00

*Rounded off to two decimal point



For Resolution No. 6: 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 qualified institutions placement/(s) ("QIP") and/or on preferential allotment basis or any combination thereof for an amount not exceeding Rs. 2000,00,00,000 (Rupees Two Thousand Crore only) and to deal with matters related thereto.

Sr. No.	Particulars	Resolution No. 6	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	12	112
b.	Votes through remote e-voting confirmations	225	32,20,64,399
	Total	237	32,20,64,511
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	Net valid physical ballots / remote e-voting confirmations	237	32,20,64,511
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	226	32,08,74,278
	% of Assent		*99.63
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	11	11,90,233
	% of Dissent		*0.37

*Rounded off to two decimal point



For Resolution No. 7: As a Special resolution for authorizing the Board of Directors for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by I-Ven Realty Limited, being an entity under the category of 'a person in whom any of the director of the company is interested' upto an aggregate outstanding amount not exceeding Rs.125,00,00,000 (Rupees One Hundred and Twenty Five Crore only).

Sr. No.	Particulars	Resolution No. 7	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of votes
a.	Votes casted through physical ballots	12	112
b.	Votes through remote e-voting confirmations	224	32,20,64,399
	Total	236	32,20,64,511
c.	Less: Invalid physical ballot / remote e-voting confirmations	-	-
d.	Net valid physical ballots / remote e-voting confirmations	236	32,20,64,511
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	231	32,20,64,433
	% of Assent		*100.00
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	5	78
	% of Dissent		*0.00

*Rounded off to two decimal point.

