

## NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of OBEROI REALTY LIMITED will be held on Monday, July 15, 2013 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 2.00 p.m. to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2013, Statement of Profit and Loss for the year ended on that date along with the Reports of the Board of Directors and the Auditors thereon.
2. To declare the dividend on Equity Shares.
3. To appoint a Director in place of Mr.T.P. Ostwal, who retires by rotation and being eligible, has offered himself for reappointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s P. Raj & Co., Chartered Accountants (Firm’s Registration No. 108310W), be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration, in addition to reimbursement of out-of-pocket expenses incurred in connection thereto, as may be approved by the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company.”

By Order of the Board of Directors

Mumbai, April 19, 2013

Bhaskar Kshirsagar  
Company Secretary

### Registered Office:

Commerz, 3rd Floor,  
International Business Park,  
Oberoi Garden City,  
Off Western Express Highway,  
Goregaon (East),  
Mumbai – 400 063

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be valid and effective, must be received at the Company's Registered Office not later than 48 (forty eight hours) before the time fixed for commencement of the meeting.
3. Corporate members who intend to send their authorised representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
4. The particulars of Director seeking reappointment, as required under Clause 49 of the listing agreement forms part of this notice.
5. The Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the Members at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from July 13, 2013 to July 15, 2013 (both days inclusive) for the purpose of payment of dividend.
7. The payment of dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will commence from July 19, 2013 to those members whose names appear on the Register of Members at the end of day on July 12, 2013. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership, as per the details to be furnished for the purpose by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on July 12, 2013.
8. Members holding shares in physical form can avail the facility of nomination in accordance with provisions of Section 109A of the Companies Act, 1956 by sending their nomination in the prescribed Form No. 2B which can be obtained from the Company. Members holding shares in dematerialised form can contact the depository participant with whom they maintain their demat account for availing nomination facility. Members holding shares in physical form are requested to lodge / notify all the investor queries / complaints / grievances, transfer deeds with Link Intime India Private Limited, the Registrars and Transfer Agents of the Company or in alternate, with the Company.
9. Members are requested to update their bank mandate / NECS / direct credit details / name / address / power of attorney and update their Core Banking Solutions-enabled account number:
  - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
  - For shares held in dematerialised form: with the depository participant with whom they maintain their demat account.

Kindly note that as per SEBI circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 for distribution of dividends or other cash benefits to the investor's electronic mode of payments like National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) and National Electronic Funds Transfer (NEFT) shall be used. In cases where the details like MICR no., IFSC no. etc. that are required for effecting electronic mode of payment are not available, physical payment instruments like dividend warrants, will be used and on such physical payment instrument the bank account details of the investor shall mandatorily be printed.

Accordingly, we recommend you to avail the facility of direct electronic credit of your dividend and other cash benefits through NECS and in all cases keep your bank account details updated in your demat account / physical folio.

Request to members:

1. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Investor Relations Department, so as to reach the Registered Office of the Company at least seven working days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent practicable.
2. Members/ proxy are requested to bring a copy of Annual Report and attendance slip to the meeting.
3. Members who hold shares in the dematerialised form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.

4. Non-Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialised form) or the Registrars and Transfer Agents of the Company (in case of shares held in physical form), as the case may be, about:
- (i) the change in the residential status on return to India for permanent settlement;
  - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
5. Kindly refer the Directors' Report in respect of the unclaimed and unpaid dividends.

**Details of Director proposed for reappointment at the Annual General Meeting (pursuant to Clause 49 of the Listing Agreement)**

|   |  |
|---|--|
| Name  | Mr. T.P. Ostwal  |
| Date of Birth   | November 7, 1954   |
| Date of appointment on the Board  | December 12, 2007  |
| Qualification   | 1. Bachelor's Degree in Commerce from the Shivaji University, Kolhapur.<br>2. Fellow member of the Institute of Chartered Accountants of India.  |
| Expertise in specific functional areas  | Audit, corporate law, taxation with specialisation in international tax issues on cross border transaction and transfer pricing.   |
| Brief Biography   | Mr.T.P. Ostwal is an Independent Non-Executive Director of the Company. He has been on the Board of Directors since December 2007. He has experience of over 30 years as a practicing Chartered Accountant. He is a member of the advisory group set up by the Government of India for international taxation and transfer pricing and is a member of group constituted by the United Nations for developing transfer pricing manual and documentation for developing countries. He has been Vice Chairman of the Executive Board of International Fiscal Association, Netherlands, and member of the taxation committees of the Bombay Chartered Accountant Society, Bombay Chamber of Commerce and Industry, Indian Merchant Chambers. He is a visiting professor at Vienna University, Austria. |
| List of other Companies in which he holds Directorship as on 31/03/2013                                       | 1. Chaturvedi & Shah Consulting Private Limited<br>2. Delsoft Consultancy Private Limited<br>3. Intas Pharmaceuticals Limited<br>4. J.P. Morgan Asset Management India Private Limited<br>5. Oberoi Constructions Limited<br>6. P&O Advisors Private Limited<br>7. WTI Advanced Technologies Limited   |
| Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2013 | Chairmanship:<br>1) Audit Committee - Oberoi Constructions Limited<br>Membership : Nil<br>(Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)  |
| Relationship with other Director/s  | None   |
| Equity Shares held in the Company   | Nil  |