



OBEROI REALTY LIMITED

Regd. Office: Commerz, 3rd Floor, International Business Park, Oberoi Garden City,
Off Western Express Highway, Goregaon (East), Mumbai- 400 063

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CIN: L45200MH1998PLC114818

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of **OBEROI REALTY LIMITED** will be held on Wednesday, August 27, 2014 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 3.00 p.m. to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and 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. Vikas Oberoi (DIN: 00011701), 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 pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s P. Raj & Co., Chartered Accountants (Firm's Registration No. 108310W), be and are hereby appointed as the Statutory Auditors of the Company for a period of 3 (three) years, to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 19th Annual General Meeting, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting held after this 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 authorized 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."

Special Business:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Anil Harish (DIN: 00001685), in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office from August 27, 2014 to August 26, 2019."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof

for the time being in force), Mr. T.P. Ostwal (DIN: 00821268), in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office from August 27, 2014 to August 26, 2019.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Venkatesh Mysore (DIN: 01401447), in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to

retire by rotation, to hold office from August 27, 2014 to August 26, 2019.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V of The Companies Act, 2013, the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary in this regard, Mr. Vikas Oberoi (DIN: 00011701), be and is hereby appointed as the Managing Director of the Company liable to retire by rotation, to hold office from December 4, 2014 to December 3, 2019 on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on remuneration as under:

1	Basic Salary	₹ 1/- (Rupee One) per month.
2	Allowances/ Perquisites	<p>Housing: Company’s owned /hired/leased accommodation.</p> <p>Reimbursement of expenses at actuals, pertaining to gas, fuel, water, electricity and telephones.</p> <p>Medical Expenses Reimbursement: Reimbursement of all expenses incurred in India for self and immediate family (spouse and dependent children) at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitality policy, as applicable).</p> <p>Leave travel Allowance: For self and immediate family in accordance with the rules of the Company.</p> <p>Club Fees: Fees of 2 Corporate Clubs in India (including admission and membership fee).</p> <p>Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company.</p> <p>Company’s contribution towards provident Fund and to Superannuation Fund on Basic salary, as per Rules of the Company.</p> <p>Gratuity as applicable to Senior Management of the Company/Group, including continuity of service for time served elsewhere, within the Group.</p> <p>For the purpose of Gratuity, Provident Fund and other like benefits, if any, such as leave balance due, the service of the director will be considered as continuous service with the Company from the date of his joining the Group/Company.</p> <p>Car and a driver for use on Company’s business as per the Rules of the Company.</p> <p>Leave and Encashment of Leave, in accordance with the Rules of the Company.</p>
3	Annual Commission	An amount not exceeding 0.25% of the net profits of the Company for the year (computed in manner set out in Section 198 of the Companies Act, 2013), and the quantum to be determined by the Board of Directors (or its committee).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration so as not to exceed the applicable limit specified in Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), that may be agreed to between the Board of Directors and Mr. Vikas Oberoi.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the above resolution and matters related thereto.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and Schedule V of The Companies

Act, 2013, the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary in this regard, Mr. Saamil Daru (DIN: 03533268), who was appointed by the Board of Directors (the ‘Board’) as an Additional Director and a Whole-time Director of the Company, designated as Director Finance w.e.f. May 10, 2014, who in terms of Section 161(1) of the Companies Act, 2013, holds office until the date of this Annual General Meeting, and in respect to whom the Company has received a notice in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as Whole-time Director of the Company, designated as Director- Finance, liable to retire by rotation, to hold office of Director- Finance upto May 9, 2019 on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on remuneration as under:

1	Basic Salary	₹ 470,000/- (Rupees Four Lakh Seventy Thousand) per month, with an annual increment of upto 10% as may be determined by the Board of Directors (or its committee).
2	Allowances/ Perquisites	House Rent Allowance: @ 50% of the Basic Salary, subject to rules of the Company. Leave Travel allowances and other allowances: as per rules of the Company.
3	Annual Commission	Reimbursement of medical, professional development, petrol and car maintenance expenses as per rules of the Company. Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company. Company’s contribution towards provident Fund and to Superannuation Fund on Basic salary, as per rules of the Company. Gratuity as applicable to Senior Management of the Company/Group, including continuity of service for time served elsewhere, within the Group. For the purpose of Gratuity, Provident Fund and other like benefits, if any, such as leave balance due, the service of the director will be considered as continuous service with the Company from the date of his joining the Group/Company. Leave and Encashment of Leave, in accordance with the Rules of the Company.
4	Ex gratia	As per rules of the Company.
5	Performance linked variable pay	Upto 50% of the then prevailing Basic Salary, as may be determined by the Board of Directors (or its committee).

“RESOLVED FURTHER that Mr. Saamil Daru shall continue to act as the Chief Financial Officer of the Company for the purposes of provisions of Section 203 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration so as not to exceed the applicable limit specified in Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), that may be agreed to between the Board of Directors and Mr. Saamil Daru.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the above resolution and matters related thereto.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) to borrow from time to time all such sum(s) of money from various entities (natural or artificial), including but not limited to financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts, individuals, limited liability partnerships, firms, association of persons/ individuals and other bodies corporate, whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise, including by way of external commercial borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines in this regard, if any, in such manner and upon such terms and conditions and with or without security, as may be deemed necessary and prudent by the Board for the purposes of the

Company, notwithstanding that the money or money(s) to be borrowed by the Company together with the money(s) already borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company’s bankers in the ordinary course of business) and outstanding may exceed the aggregate of the paid-up share capital and free reserves of the Company, provided however that the total amount so borrowed by the Board and outstanding at any time, shall not exceed the limit of ₹ 3000,00,00,000/- (Rupees Three Thousand Crore only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) for the creation of mortgage, pledge, hypothecation or charge, in addition to the existing mortgages, pledges, hypothecations and charges created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, to or in favour of the lenders or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure borrowings by way of rupee term loans, working capital facilities, foreign currency loans, external commercial borrowings, debentures, bonds and other instruments/ securities or otherwise,

of the Company and/or its subsidiaries and/or its joint ventures and/ or the group companies, of an aggregate outstanding borrowings not exceeding ₹ 3000,00,00,000/- (Rupees Three Thousand Crore only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other moneys payable in terms of the loan agreement(s)/ debenture trust deed (s)/ security trustee agreements or any other document in respect of the said borrowings."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as may be amended from time to time, and all other provisions of applicable law, if any, the consent of the Members be and is hereby accorded to the Board of Directors, for offering for issuance by way of private placement to certain identified investor(s) ("Investors"), in one or more offering(s) during the period of one year i.e. from the date of this Annual General Meeting till August 26, 2015, non-convertible debentures of the Company upto an aggregate amount of ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred Crore Only), at such price and such other terms and conditions as may be mutually agreed between the Board of Directors of the Company or a committee thereof (the "Board") and the Investors."

"RESOLVED FURTHER that the Board, be and is hereby authorised to negotiate, modify, finalise and sign the documents, including without limitation the private placement offer letter, debenture trust deed and any other security documents, in connection with the private placement by the Company of such non-convertible debentures and to do all such acts and things and to execute all such documents as may be necessary for giving effect to the above resolution."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to contribute from time to time, to bona fide charitable and other funds, such amount or amounts, as the Board may in its absolute discretion deem fit, provided that the total amount that may be so contributed in any financial year of the Company shall not exceed ₹ 5,00,00,000/- (Rupees Five Crore only) or five percent of the Company's average net profits for the three immediately preceding financial years, whichever is higher."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and/or expedient for implementing and giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."

14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294) being the Cost

Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of ₹ 1,75,000/- (Rupee One Lakh Seventy Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any."

By Order of the Board

Bhaskar Kshirsagar
Company Secretary

Mumbai, July 19, 2014

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 IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
 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 authorized representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
 4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is hereto annexed.
 5. The physical copies of notice of Sixteenth Annual General Meeting and the annual report 2013-14 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the annual general meeting.
 6. The particulars of Directors proposed to be appointed/reappointment, as required under Clause 49 of the listing agreement is annexed hereto.
 7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 23, 2014 to Wednesday, August 27, 2014 (both days inclusive) for the purpose of payment of dividend.
 8. The payment of dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will commence from September 1, 2014 to those members whose names appear on the Register of Members at the end of day on Friday, August 22, 2014. In respect of shares held in dematerialized 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 Friday, August 22, 2014.
 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 dematerialized 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 investors, 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. required for effecting electronic mode of payments are not available, physical payment instrument 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 dematerialized 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 dematerialized 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.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rule thereto, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Link Intime India Private Limited or with the depository participants with whom their demat account is maintained. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
7. **E-Voting**

Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35B of the listing agreement, the Company is providing facility of e-voting and voting through ballot to all members as per the applicable regulations. The voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically and through ballot are given in below paragraphs. Such voting facility is in addition to voting that may take place at the meeting venue on August 27, 2014.

 - A. The instructions for members for voting electronically:-
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select "Oberoi Realty Limited" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for 'Oberoi Realty Limited'.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on 'Forgot Password'

and enter the details as prompted by the system.

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) The voting period begins on August 21, 2014 (9.00 a.m.) and ends on August 23, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 14, 2014.
- C. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- D. Mr. Himanshu Kamdar, Practicing Company Secretary (Membership No. 5171) has been

appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- E. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- F. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu Kamdar, Scrutinizer, C/o. Link Intime India Private Limited, Unit: Oberoi Realty Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Tel. No: +91 2225946970, Fax No.: +91 22 25946969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before August 23, 2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
- G. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.oberoiirealty.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the annual general meeting and will be communicated to BSE Limited and National Stock Exchange of India Limited.

By Order of the Board

Bhaskar Kshirsagar
Company Secretary

Mumbai, July 19, 2014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5, 6 and 7:

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

Mr. Anil Harish, Mr. T. P. Ostwal and Mr. Venkatesh Mysore were appointed as Independent Directors of the Company pursuant to Clause 49 (III)(i) of the listing agreement. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Anil Harish, Mr. T. P. Ostwal and Mr. Venkatesh Mysore, being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for the term as stated in the resolutions.

The said three directors have given declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company.

The brief profile of the said three directors is attached to this notice.

Your Directors recommend the resolutions set out at item no. 5 to 7 to be passed as ordinary resolutions by the members.

Except these Directors, being the appointees, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolutions set out at item no. 5 to 7.

Item No. 8:

The current term of Mr. Vikas Oberoi as the Managing Director, expires on December 3, 2014. The Board of Directors at its meeting held on July 19, 2014 has

approved, subject to the approval of the members at the general meeting, the appointment of Mr. Vikas Oberoi as the Managing Director of the Company for a period of five years with effect from December 4, 2014.

The terms and conditions of his appointment are as follows:

- (a) Remuneration: as per resolution.
- (b) Period of appointment: December 4, 2014 to December 3, 2019.
- (c) Mr. Vikas Oberoi shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The brief profile of Mr. Vikas Oberoi is attached to this notice.

Your Directors recommend the resolution set out at item no. 8 to be passed as an ordinary resolution by the members.

Except Mr. Vikas Oberoi, being the appointee, and Ms. Bindu Oberoi, being relative of Mr. Vikas Oberoi, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 8.

Item No. 9

The Board at its meeting held on May 10, 2014 has appointed Mr. Saumil Daru as a whole time director, with the designation 'Director- Finance' for a period of five years from May 10, 2014. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 1,00,000 (Rupees One Lakh only) proposing the candidature of Mr. Saumil Daru for the office of the director.

The Company has received from Mr. Saumil Daru consent in writing to act as director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

- (a) Remuneration: as per resolution.
- (b) Period of appointment: May 10, 2014 to May 9, 2019.
- (c) Mr. Saumil Daru shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

Mr. Saumil Daru is also the Chief Financial Officer of the Company for the purposes of Section 203(1) of the Companies Act, 2013.

The brief profile of Mr. Saumil Daru is attached to this notice.

Your Directors recommend the resolution set out at item no. 9 to be passed as an ordinary resolution by the members.

Except Mr. Saumil Daru, being the appointee, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 9.

Item No. 10 and 11

The shareholders at the extraordinary general meeting of the Company held on December 4, 2009 had given their consent to the Board of Directors by way of ordinary resolutions under the erstwhile Section 293(1) (d) of the Companies Act, 1956 to borrow amounts upto ₹ 3000,00,00,000 (Rupees Three Thousand Crore only) and under erstwhile Section 293(1)(a) of the Companies Act, 1956 to create charges, mortgages and hypothecations for securing payment under borrowings upto ₹ 3000,00,00,000 (Rupees Three Thousand Crore only).

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company may borrow funds in excess of the aggregate of the paid up share capital and free reserves, subject to approval of the members of the Company by a special resolution.

The Board may be required to borrow funds from various entities (natural or artificial) from time to time for meeting Company's operational and/ or short/ long term fund requirements (whether by way of advances, loans, issue of debentures/bonds and/or other instruments

or otherwise), and the aggregate of such outstanding borrowings, apart from the temporary loans borrowed from bankers of the Company in the ordinary course of business, may exceed the aggregate of the paid-up share capital and free reserves of the Company, for the time being of the Company. Hence, it is proposed to obtain fresh approval of the members of the Company by way of special resolution for borrowing funds up to ₹ 3000,00,00,000 (Rupees Three Thousand Crore only) and necessary delegation of authority to the Board for this purpose.

The proposed borrowings, may in certain cases, be secured by charges, mortgages and hypothecations of properties/ assets, both present and future, of the Company and may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 and hence it is considered appropriate to obtain members approval by way of special resolution under the provisions of said section.

Your Directors recommend the resolutions set out at item no. 10 and 11 to be passed as special resolutions by the members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 12:

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company cannot make a private placement of its securities unless the proposed offer or invitation is previously approved by the shareholders by a special resolution. The second proviso to said Rule 14(2)(a) provides that in case of offer or initiation for non-convertible debentures, if shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitations for such debentures during the year.

To fulfill its funding requirements, the Company maybe required to issue non-convertible debentures on private placement basis and hence for this purpose approval of shareholders is sought for offering, on private placement basis, in one or more tranche(s) during the period of one year from the date of this Annual General Meeting till August 26, 2015, non-convertible debentures of the Company upto an amount not exceeding ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred

Crore Only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at item no. 12 to be passed as special resolution by the members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of non-convertible debentures that may be subscribed to by them, their relatives or companies/firms in which they are interested.

Item No. 13:

The Company has attained significant growth from its business operations. The Company feels duty-bound to the society at large for the continuous encouragement and support which has been largely instrumental in achieving the current position of strength for the Company.

With the objective of fulfilling its above responsibilities, it is proposed to seek approval of the members under section 181 of the Companies Act, 2013 to make contributions to bona fide charitable and other funds, aggregate of which in a financial year shall not exceed ₹ 5,00,00,000/- (Rupees Five Crore only) or five percent of the Company's average net profits for the three immediately preceding financial years, whichever is higher.

Your Directors recommend the resolution set out at item no. 13 to be passed as ordinary resolution by the members.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives

are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 14:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit Committee, is required to appoint an individual who is a Cost Accountant in practice or a firm of cost accountants in practice, as cost auditor. The remuneration of the cost auditor is required to be recommended by Audit Committee, approved by the Board of Directors and ratified by the members.

On recommendation of Audit Committee at its meeting held on July 19, 2014, the Board has considered and approved appointment of M/s Kishore Bhatia & Associates (FRN 00294), for the conduct of the audit of the Company's cost records at a remuneration of ₹ 1,75,000 (Rupees One Lac Seventy Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any.

The Resolution at item no.14 of the Notice is set out as an Ordinary resolution for approval and ratification by the members in terms of section 148 of the Companies Act, 2013.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Annexure

Details of Directors proposed for appointment/ re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement)

Name	Mr. Anil Harish	Mr. T. P. Ostwal
Date of Birth	March 19, 1954	November 7, 1954
Date of appointment on the Board	September 18, 2009	December 12, 2007
Qualification	<ol style="list-style-type: none"> Bachelor's Degree in Arts (Honors) from the University of Mumbai. Bachelor's Degree in Law from the University of Mumbai. Master's Degree in Law from University of Miami, USA. 	<ol style="list-style-type: none"> Bachelor's Degree in Commerce from the Shivaji University, Kolhapur. Fellow member of the Institute of Chartered Accountants of India.

Name	Mr. Anil Harish	Mr. T. P. Ostwal
Expertise in specific functional areas	Real Estate, Taxation and Corporate Law	Audit, corporate law, taxation with specialisation in international tax issues on cross border transaction and transfer pricing.
Brief Biography	<p>Mr. Anil Harish is an Independent, Non-Executive Director of the Company. He has been on the Board of Directors since September 2009. He is a Partner at D.M. Harish & Co., Advocates. He was a member of the Managing Committee of the Indian Merchants Chamber and was Associate Vice President of the Society of Indian Law Firms. He is a trustee of Hyderabad (Sind) National Collegiate Board.</p>	<p>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 33 years as a practicing Chartered Accountant. He is a member of the advisory group setup 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.</p>
List of other Companies in which he holds Directorship as on 31/03/2014	<ol style="list-style-type: none"> 1. Ador Welding Limited 2. Advani Hotels & Resorts (India) Limited 3. Ashok Leyland Limited 4. Astoria Maritime Private Limited 5. Cenmar Maritime Agencies (India) Private Limited 6. Freight Connection (India) Private Limited 7. Future Consumer Enterprises Limited 8. Future Retail Limited 9. Helpyourngo.com (India) Private Limited 10. Hinduja Global Solutions Limited 11. Hinduja Leyland Finance Limited 12. Hinduja Ventures Limited 13. Hotel Leelaventure Limited 14. Mahindra Lifespace Developers Limited 15. Mordril Properties (India) Private Limited 16. Mukta Arts Limited 17. Oasis Preprint Services Private Limited 18. Trans Atlantic Consultants Private Limited 19. Unitech Limited 20. Valecha Engineering Limited 	<ol style="list-style-type: none"> 1. Chaturvedi & Shah Consulting Private Limited 2. Delsoft Consultancy Private Limited 3. Intas Pharmaceuticals Limited 4. J.P. Morgan Asset Management India Private Limited 5. Oberoi Constructions Limited 6. P&O Advisors Private Limited 7. WTI Advanced Technologies Limited

Name	Mr. Anil Harish	Mr. T. P. Ostwal
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2014	<p>Chairmanship Audit Committee</p> <ol style="list-style-type: none"> Ador Welding Limited Ashok Leyland Limited Hinduja Ventures Limited Hinduja Global Solutions Limited <p>Membership Audit Committee</p> <ol style="list-style-type: none"> Hotel Leelaventure Limited Future Consumer Enterprises Limited Unitech Limited Valecha Engineering Limited <p>(Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>	<p>Chairmanship Audit Committee</p> <ol style="list-style-type: none"> Oberoi Constructions Limited Intas Pharmaceuticals Limited <p>Membership : 0</p> <p>(Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>
Relationship with other Director/s	None	None
Equity Shares held in the Company	Nil	Nil

Name	Mr. Venkatesh Mysore	Mr. Vikas Oberoi
Date of Birth	December 30, 1958	September 8, 1969
Date of appointment on the Board	July 26, 2011	May 8, 1998
Qualification	<ol style="list-style-type: none"> Bachelor's Degree in Arts from University of Madras. Master's Degree in Business Management from University of Madras. 	Owner's/ President's Management Program from Harvard Business School.
Expertise in specific functional areas	Financial services, insurance, asset management.	Real Estate development
Brief Biography	Mr. Venkatesh Mysore is an Independent, Non-Executive Director of the Company. He is the Chief Executive Officer and Managing Director of Knight Riders Sports Private Limited (Kolkata Knight Riders) since October 2010. He immigrated to US in 1985 and he had a long and successful career of 25 years in financial services. He spent over 21 years with Metlife and also occupied the position of Chief Executive Officer and Managing Director of MetLife India. In January 2007 he took over as the India Country Head of Sun Life Financial's India operations. He has served on several boards and chambers of commerce	Mr. Vikas Oberoi is the Chairman and Managing Director of the Company. He has more than three decades of experience in the real estate sector. He is a Harvard Business School alumnus. He is involved in the formulation of corporate strategy and planning, overall execution and management, and concentrates on the growth and diversification plans of the Company. He manages a portfolio spanning across residential, commercial, retail, hospitality and social infrastructure projects.

Name	Mr. Venkatesh Mysore	Mr. Vikas Oberoi
	such as Federation of Indian Chambers of Commerce and Industry, Confederation of Indian Industry, Indian Merchants' Chamber, American Chamber of Commerce and the Indo Canadian Chamber. He has also served on several committees established by Insurance Regulatory and Development Authority.	
List of other Companies in which he holds Directorship as on 31/03/2014	<ol style="list-style-type: none"> 1. Birla Sun Life Insurance Company Limited 2. Gujarat Sidhee Cement Limited 3. Knight Riders Sports Private Limited 4. Mehta Sports Private Limited 5. Withya HR Fund Private Limited 6. Meer Foundation 	<ol style="list-style-type: none"> 1. Aquila Realty Private Limited 2. Arrow Flight Services Private Limited 3. Beachwood Properties Private Limited 4. Buoyant Realty Private Limited 5. Evenstar Realty Private Limited 6. Expressions Realty Private Limited 7. Incline Realty Private Limited 8. I-Ven Realty Limited 9. Kingston Hospitality and Developers Private Limited 10. Kingston Property Services Limited 11. Myspace Developers Private Limited 12. Neo Realty Private Limited 13. New Dimension Consultants Private Limited 14. Oberoi Constructions Limited 15. Oberoi Consultancy Services Private Limited 16. Oberoi Estates Private Limited 17. Oberoi Mall Limited 18. Panoramic Beach Properties Private Limited 19. Perspective Realty Private Limited 20. Pinnacle Academy Private Limited 21. Pinnacle Aviation Private Limited 22. R. S. Estate Developers Private Limited 23. Sangam City Township Private Limited 24. Shrivastva Realty Private Limited 25. Siddhivinayak Realties Private Limited 26. Sight Realty Private Limited
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2014	<p>Chairmanship: Nil</p> <p>Membership: Audit Committee</p> <p>1. Birla Sun Life Insurance Company Limited (Committees considered are, Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>	<p>Chairmanship: Nil</p> <p>Membership: Audit Committee</p> <p>1. Oberoi Constructions Limited (Committees considered are, Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>
Relationship with other Director/s	None	Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi
Equity Shares held in the Company	Nil	21,28,72,504

Name	Mr. Saumil Daru
Date of Birth	December 4, 1970
Date of appointment on the Board	May 10, 2014
Qualification	Chartered Accountant and Bachelor of Commerce
Expertise in specific functional areas	Finance, Accounts and Taxation
Brief Biography	Mr. Saumil Daru has been the Chief Financial Officer and heads the finance and accounts, legal and secretarial and information technology department. He has been associated with the Company since October 2002. He is a qualified chartered accountant. He has also completed the Advanced Management Program from the Harvard Business School. Prior to joining the Company, he was associated with Ernst & Young India Private Limited and has nearly 20 years of experience in tax, accounts and finance.
List of other Companies in which he holds Directorship as on 31/03/2014	<ol style="list-style-type: none"> 1. Oberoi Mall Limited 2. Siddhivinayak Realities Private Limited 3. I-Ven Realty Limited 4. Metropark Infratech And Realty Developments Private Limited
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2014	<p>Chairmanship: Nil</p> <p>Membership: Nil</p> <p>(Committees considered are, Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>
Relationship with other Director/s	None
Equity Shares held in the Company	1,260