



OBEROI REALTY LIMITED

Regd. Office: Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway,
Goregaon (East), Mumbai- 400 063 • Tel: +91 22 6677 3333 • Fax: +91 22 6677 3334

Website: www.oberoirealty.com, Email: cs@oberoirealty.com

CIN: L45200MH1998PLC114818

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	

I/we, being the member(s) of _____ shares of the above named company, hereby appoint:

- Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
- Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him/her
- Name: _____
Address: _____
E-mail ID: _____
Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of Oberoi Realty Limited, to be held on Wednesday, August 27, 2014 at 3.00 p.m. at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
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.	Ordinary		
2	To declare dividend on Equity Shares.	Ordinary		
3	Re-appointment of Mr. Vikas Oberoi, who retires by rotation.	Ordinary		
4	Re-appointment of M/s P. Raj & Co., Chartered Accountant as the Statutory Auditor.	Ordinary		

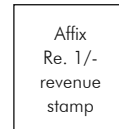
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Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
Special Business				
5	Appointment of Mr. Anil Harish as an Independent Director.	Ordinary		
6	Appointment of Mr. T.P. Ostwal as an Independent Director.	Ordinary		
7	Appointment of Mr. Venkatesh Mysore as an Independent Director.	Ordinary		
8	Appointment of Mr. Vikas Oberoi as Managing Director for a term of 5 years.	Ordinary		
9	Appointment of Mr. Saumil Daru as Director- Finance for a term of 5 years.	Ordinary		
10	Authority to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1)(c) of the Companies Act, 2013.	Special		
11	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.	Special		
12	Approval of offer or invitation to subscribe Non-Convertible Debentures on private placement.	Special		
13	Authority under Section 181 of Companies Act, 2013 to contribute monies to bona fide and other charitable funds.	Ordinary		
14	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.	Ordinary		

Signed this _____ day of _____ 2014.

Signature of shareholder: _____

Signature of Proxy holder(s) : _____



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the 16th Annual General Meeting.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
5. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other member.
6. In case of joint holders, the vote of the senior who tenders as vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
7. * This is optional. Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/ she thinks appropriate.



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ATTENDANCE SLIP

16th Annual General Meeting to be held on August 27, 2014

Regd. folio no./ DP ID Client ID																				
No. of shares held																				

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Sixteenth Annual General Meeting of the Company to be held at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 3.00 p.m. on Wednesday, August 27, 2014.

Name of the member/ proxy
(in BLOCK letters)

Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members/ proxy are requested to bring a copy of the Annual Report at the meeting.



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BALLOT FORM

(Refer point 7(F) under the head 'Request to members' in the notice for Annual General Meeting)

Name	
Address	
DP Id Client Id / Folio No	
No. of shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolutions(s) as specified in the Notice of Oberoi Realty Limited dated July 19, 2014 to be passed at the Annual General Meeting of the Company, for the businesses stated in the said Notice by conveying my/our assent or dissent to the said Resolution in the relevant box below:

Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
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.	Ordinary		
2	To declare dividend on Equity Shares.	Ordinary		
3	Re-appointment of Mr. Vikas Oberoi, who retires by rotation.	Ordinary		
4	Re-appointment of M/s P. Raj & Co., Chartered Accountant as the Statutory Auditor.	Ordinary		
Special Business				
5	Appointment of Mr. Anil Harish as an Independent Director.	Ordinary		
6	Appointment of Mr. T.P. Ostwal as an Independent Director.	Ordinary		
7	Appointment of Mr. Venkatesh Mysore as an Independent Director.	Ordinary		
8	Appointment of Mr. Vikas Oberoi as Managing Director for a term of 5 years.	Ordinary		
9	Appointment of Mr. Saumil Daru as Director- Finance for a term of 5 years.	Ordinary		
10	Authority to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1)(c) of the Companies Act, 2013.	Special		
11	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.	Special		
12	Approval of offer or invitation to subscribe Non-Convertible Debentures on private placement.	Special		
13	Authority under Section 181 of Companies Act, 2013 to contribute monies to bona fide and other charitable funds.	Ordinary		
14	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.	Ordinary		

* Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of member/ proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'.

Place :

Date:

Signature of Member

Instructions for Members for casting vote through Ballot:

1. 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, this Ballot Form is being provided.
2. A member desiring to exercise vote by Ballot shall complete this Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, C/o Link Intime India Private Limited, Unit: Oberoi Reality Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078, Tel. No: 022-25946970, Fax No: 022-25946969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before the closure of working hours on August 23, 2014. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
3. In case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
4. Members who have neither voted electronically nor through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.