



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

ATTENDANCE SLIP

17th Annual General Meeting to be held on July 1, 2015

| | | | | | | | | | | | | | | | | | | | |
|----------------------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| 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 Seventeenth 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, July 1, 2015.

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 Resolution(s) as specified in the Notice of Oberoi Realty Limited dated June 2, 2015 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 Financial Statements for the financial year ended March 31, 2015, 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 Ms. Bindu Oberoi as a Director, who retires by rotation. | Ordinary | | |
| 4 | Ratification of appointment of M/s P. Raj & Co., Chartered Accountants as the Statutory Auditors. | Ordinary | | |
| Special Business | | | | |
| 5 | Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016. | Ordinary | | |
| 6 | Appointment of Mr. Karamjit Singh Kalsi as an Independent Director. | Ordinary | | |
| 7 | Approval of payment of remuneration by way of Commission to non-executive directors. | Ordinary | | |
| 8 | Approval of revision in remuneration of Mr. Saumil Daru, Director-Finance. | Ordinary | | |
| 9 | Approval of borrowings from Mr. Vikas Oberoi, a related party (a Material Related Party Transaction). | Special | | |
| 10 | Approval of alteration of Articles of Association of the Company. | Special | | |
| 11 | Approval of offer or invitation to subscribe non-convertible debentures on private placement. | Special | | |
| 12 | Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement. | Special | | |

* 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. This Ballot form is provided 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 the Notice of the 17th Annual General Meeting.
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 Realty 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 June 30, 2015 by 5.00 p.m. Any Ballot Form received after the said date and time 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 remote e-voting, then only the vote casted through remote e-voting shall prevail and the vote casted by Physical Ballot will be treated as invalid.
4. Members who have neither voted through remote e-voting nor through ballot, will be permitted to deposit the filled in Ballot forms physically at the AGM to enable to exercise their vote.



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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) | |
| Registered Address | |
| Email ID | |
| DP ID Client Id./ Folio No. | |

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

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

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

3. 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 Seventeenth Annual General Meeting of Oberoi Realty Limited, to be held on Wednesday, July 1, 2015 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 Financial Statements for the financial year ended March 31, 2015, 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 Ms. Bindu Oberoi as a Director, who retires by rotation. | Ordinary | | |
| 4 | Ratification of appointment of M/s P. Raj & Co., Chartered Accountants as the Statutory Auditors. | Ordinary | | |

| 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 | Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016. | Ordinary | | |
| 6 | Appointment of Mr. Karamjit Singh Kalsi as an Independent Director. | Ordinary | | |
| 7 | Approval for payment of remuneration by way of Commission to non-executive directors. | Ordinary | | |
| 8 | Approval of revision in remuneration of Mr. Saumil Daru, Director-Finance. | Ordinary | | |
| 9 | Approval of borrowings from Mr. Vikas Oberoi, a related party (a Material Related Party Transaction). | Special | | |
| 10 | Approval of alteration of Articles of Association of the Company. | Special | | |
| 11 | Approval of offer or invitation to subscribe non-convertible debentures on private placement. | Special | | |
| 12 | Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement. | Special | | |

Signed this _____ day of _____ 2015.

Signature of shareholder(s): _____

Signature of Proxy holder(s) : _____

| |
|--------------------------------------|
| Affix Re. 1/- revenue stamp |
|--------------------------------------|

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 17th 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. 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 a 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 a 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.