



OBEROI REALTY LIMITED

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CIN: L45200MH1998PLC114818

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of OBEROI REALTY LIMITED will be held on Friday, August 23, 2019, at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Saumil Daru (DIN: 03533268), who retires by rotation and being eligible, has offered himself for reappointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT the appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on September 19, 2017, for a term of 5 years i.e. from the conclusion of the 19th Annual General Meeting until the conclusion of

the 24th Annual General Meeting to be held in the year 2022, be and is hereby ratified.”

“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 including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

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 Section 196, 197, 203 and Schedule V of The Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial 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 re-appointed as the Managing Director of the Company liable to retire by rotation, to hold office from December 4, 2019 to December 3, 2024 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 and Perquisites	Housing: Company’s owned /hired/leased accommodation. Reimbursement of expenses at actuals, pertaining to gas, fuel, water, electricity and telephones. 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). Leave travel Allowance: For self and immediate family in accordance with the rules of the Company. Club Fees: Fees of 2 Corporate Clubs in India (including admission and membership fee). 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.

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	<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 in the event of absence or inadequacy of profit in any financial year during the currency of the tenure of Mr. Vikas Oberoi as Managing Director of the Company *either* the Company shall make payment of remuneration to Mr. Vikas Oberoi at the same substantive level as specified above, subject to compliance with provisions of Section 197 and Schedule V of the Companies Act, 2013 and that such remuneration shall be considered and allowed as the Minimum Remuneration payable to the said Managing Director in accordance with the provisions of Section II of Part II of the Schedule V of the Act; or the Company shall recover the excess remuneration paid to Mr. Vikas Oberoi, Managing Director."

"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."

- 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 Section 196, 197 and Schedule V of The Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial 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. Saumil Daru (DIN: 03533268), be and is hereby appointed as the Director – Finance of the Company liable to retire by rotation, to hold office from May 10, 2019 to May 9, 2024 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	₹5,50,000/- (Rupees Five Lakh and Fifty Thousand) per month, with such increments as may be determined by the Board of Directors (or its committee).
2 Allowances and Perquisites	<p>House rent allowance @ 50% of the Basic Salary, subject to rules of the Company.</p> <p>Leave Travel allowance and other allowances: as per rules of the Company.</p> <p>Provision for Company provided accommodation and car as per the rules of the Company.</p> <p>Reimbursement of medical, professional development, petrol and car maintenance expenses as per rules of the Company.</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>

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	<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>Leave and Encashment of Leave, in accordance with the Rules of the Company.</p> <p>Benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board (or its committee) from time to time.</p> <p>Subject to the above, Mr. Saumil Daru shall be governed by such other rules as to payment or otherwise as are applicable to the senior executives of the Company from time to time.</p>
3 Employee Stock Options	Grant of Options under Employee Stock Option Scheme(s) formulated by the Company as may be determined by the Board (or its Committee), subject to requisite approvals under the Companies Act, 2013 and the SEBI guidelines, regulations etc.
4 Ex gratia	As per rules of the Company.
5 Performance linked variable pay	Such amount as may be determined by the Board of Directors (or its committee).

“RESOLVED FURTHER THAT all perquisites and other benefits as contained herein will be considered on basis of annual salary from April to March as per the policy of the Company.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the currency of the tenure of Mr. Saumil Daru as Director - Finance of the Company either the Company shall make payment of remuneration to Mr. Saumil Daru at the same substantive level as specified above, subject to compliance with provisions of Section 197 and Schedule V of the Companies Act, 2013 and that such remuneration shall be considered and allowed as the Minimum Remuneration payable to the said Director - Finance in accordance with the provisions of Section II of Part II of the Schedule V of the Act; or the Company shall recover the excess remuneration paid to Mr. Saumil Daru, Director - Finance.”

“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. Saumil Daru.”

“RESOLVED FURTHER THAT Mr. Saumil 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 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.”

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Tina Trikha (DIN: 02778940), who was appointed as an Additional Director of the Company in the category of Independent Director w.e.f. April 12, 2019, and who shall in terms of Section 161(1) of the Companies Act, 2013 shall hold office upto the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing proposing her candidature for the office of Independent 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 April 12, 2019, to April 11, 2024.”

8. 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements)

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Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Tilokchand Punamchand Ostwal (DIN: 00821268), who was appointed as an Independent Director at the 16th Annual General Meeting of the Company and who holds such office from August 27, 2014 to August 26, 2019 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years commencing with effect from August 27, 2019, to August 26, 2024."

9. 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Venkatesh Mysore (DIN: 01401447), who was appointed as an Independent Director at the 16th Annual General Meeting of the Company and who holds such office from August 27, 2014 to August 26, 2019 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years commencing with effect from August 27, 2019, to August 26, 2024."

10. 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Karamjit Singh Kalsi (DIN 02356790), who was appointed as an Independent Director at the 17th Annual General Meeting of the Company and who holds such office from July 1, 2015 to June 30, 2020 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Independent

Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years commencing with effect from July 1, 2020, to June 30, 2025."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **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, 2020, be paid the remuneration of ₹3,15,000 (Rupees Three Lakh and Fifteen Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any."

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 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 ("**said Section**"), approval of shareholders of the Company be and is hereby accorded for further 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' as specified in the explanation to Sub-section 2(b) of the said Section, of an amount upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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 negotiate, finalise and agree the terms and conditions of the aforesaid loan/guarantee/security, and 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."

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- 13.** 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, and subject to the provisions of the Memorandum and Articles of Association of the Company, 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 identified eligible investor(s), in one or more offering(s)/tranche(s) during the period of one year from the date of this Annual General Meeting, or such other period as may be allowed under the Companies Act, 2013, 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 agreed to by the Board of Directors of the Company or a committee thereof (the “Board”).”

“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, including but not limited to creation of security wherever required, and to execute all such documents as may be necessary for giving effect to the above resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors or any Director(s) or any other officer(s) of the Company in such manner as they may deem fit in their absolute discretion.”

- 14.** 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 Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force, the “Act”), the Companies Act, 1956, as amended (without reference to the provisions thereof

that have ceased to have effect upon notification of sections of the Act), the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules notified by the Central Government under the Act, the Foreign Exchange Management Act, 2000 (the “FEMA”), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (“Debt Listing Regulations”), the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “Gol”), the Reserve Bank of India (the “RBI”), and the Securities and Exchange Board of India (the “SEBI”) the Stock Exchanges, Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, Maharashtra at Mumbai and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the stock exchanges on which the Company’s shares are listed (the “Listing Agreements”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, Gol or of concerned statutory and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive

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basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of equity shares of the Company of face value ₹10 each with or without voting/ special rights ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, qualified institutions placement ("QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI ICDR Regulations, whether they be holders of Equity Shares of the Company or not (the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹2000,00,00,000 (Rupees Two Thousand Crore Only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation

with lead manager(s) and/or underwriter(s) and/or other advisor(s), in foreign currency and/ or equivalent Indian Rupees as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate (the "Issue")."

"RESOLVED FURTHER THAT in accordance with Chapter VI of the SEBI ICDR Regulations,

- (a) the Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations and other applicable laws;
- (b) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such other discount as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of such Securities, or any combination of Securities as may be decided by the Board shall be completed within 12 months from the date of this resolution, or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

"RESOLVED FURTHER THAT any issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price."

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“RESOLVED FURTHER THAT in the event Equity Shares are proposed to be issued to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of such Equity Shares.”

“RESOLVED FURTHER THAT in the event convertible Securities are proposed to be issued to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing such convertible Securities shall be the date of the meeting in which the Board decides to open the proposed issue of such convertible Securities.”

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares and the price as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of equity shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/ or Securities or instruments representing the

same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, without being required to seek any further consent or

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approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari passu* with the existing Equity Shares of the Company in all respects.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary /Chief Financial Officer or other persons authorized by the Board for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

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

“**RESOLVED THAT** subject to the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013, and the Memorandum of Association and Articles of Association of the Company, as amended from time to time, along with other applicable regulations and subject to such conditions or modifications which may be agreed to by the board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) in relation to borrowings (including by way of debentures) availed/ to be availed by the Company from time to time from banks and/or financial institutions and/or multilateral agencies and/or export import banks and/or other creditors (collectively referred to as “**Lenders**” and individually referred to as “**Lender**”) within the limits determined under section 180(1)(c) of the Companies Act, 2013 (collectively referred to as “**Loans**” and individually referred to as

“**Loan**”), consent of the shareholders of the Company be and is hereby accorded for the Company to create, issue, offer and allot its fully paid up equity shares along with, without, or with differential voting rights (the “**Shares**”) to such Lenders, if and as required, as per the terms and conditions set forth in the financing documents entered/ to be entered into, *inter alia*, the Company and such Lender or Lenders in relation to the Loans availed/ to be availed by the Company from the Lenders.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any statutory modification(s) of re-enactment(s) thereof for the time being in force and the Memorandum of Association and Articles of Association of the Company, subject to all applicable circulars, notifications, guidelines issued by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and such other statutory/regulatory authorities, subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction which may be agreed to by the Board, and subject to the “In-Principle Approval” from the stock exchanges where the Shares of the Company are listed and subject to receipt of the intimation/confirmation from the relevant Lenders (if applicable) requesting the conversion of their outstanding debt into equity, the consent of the Board, be and is hereby accorded, for issuance of the Shares of the company as may be required, for a total consideration to be stipulated by the Lenders, at a price determined in accordance with the extant Reserve Bank of India guidelines and other applicable law, by conversion of the relevant Lender’s outstanding Loan into equity, in case of occurrence of an event of default on part of the Company in terms of the financing documents.

“**RESOLVED FURTHER THAT** the said Shares shall rank *pari passu* with the existing shares of the Company in all respects.

“**RESOLVED FURTHER THAT** the Board be and are hereby authorized to issue and allot to the Lenders such number of Shares for conversion of the said portion of the outstanding dues under the respective Loans as may be desired by the Lenders, in accordance with the terms of their financing documents.”

NOTICE (CONTD.)

“RESOLVED FURTHER THAT any Director, the Chief Financial Officer, the Company Secretary, or such other person/s as may be authorized by the Board (**“Authorized Signatories”**) be and are hereby severally authorised to make necessary applications and execute such other documents, agreements, undertakings with the stock exchanges, where the shares of the Company are listed, for obtaining the in-principle approval for getting the shares listed.”

“RESOLVED FURTHER THAT the Authorized Signatories be and are hereby severally authorised to execute such documents, as may be required, with the Depositories to undertake the corporate action, file such forms, as may be necessary, with the Registrar of Companies and to do all such acts, deeds, matters and things which may deemed necessary to give effect to this resolution.”

“RESOLVED FURTHER THAT, if required, copies of the aforesaid resolution, certified to be true, be furnished to the Lenders and the Lenders be requested to act thereon.”

By Order of the Board of Directors

Bhaskar Kshirsagar
Company Secretary

Mumbai, July 24, 2019

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 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 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. The proxy form and the attendance slips are enclosed with this notice.

- 2.** Proxies, if any, in order to be valid and effective, must be received at the Company's Registered Office not later than 48 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 21st Annual General Meeting and the Annual Report 2018-19 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 Mr. Vikas Oberoi, Mr. Saumil Daru, Ms. Tina Trikha, Mr. T. P. Ostwal, Mr. Venkatesh Mysore, and Mr. Karamjit Singh Kalsi the Directors proposed to be appointed/ reappointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are annexed hereto.
- 7.** The record date for the purpose of payment of dividend shall be August 16, 2019. Accordingly, the dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will be paid to those members whose names appear on the Register of Members at the end of day on August 16, 2019. 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 August 16, 2019.
- 8.** In the general interest of the Members, it is requested of them 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 Regulation 12 read with Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 payments are not available, physical payment instrument like dividend warrants, will be used.

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

- 9.** The route map of the location for the venue of Annual General Meeting is attached herewith.

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 / proxies 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, and the dividend amount and shares transferred to IEPF.

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6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules 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 Section 108 of the Companies Act, 2013 read with Rule 20 of the 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, the Company is providing facility for remote e-voting and voting through ballot (at the Annual General Meeting venue) to all members as on the cut-off date as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting by electronic means and through ballot are given in below paragraphs.

A. The instructions for members for voting electronically are as under:

- i.** The remote e-voting period begins on August 20, 2019 (9.00 a.m.) and ends on August 22, 2019 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off (record date) of August 16, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii.** The shareholders should log on to the e-voting website www.evotingindia.com
- iii.** Click on "Shareholders"/ "Members".
- 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach 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

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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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii.** If a 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.
- xviii.** Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix.** Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx.** 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.com, 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 of August 16, 2019. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- C.** A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D.** Mr. Himanshu S. Kamdar, Partner of M/s. Rathi and Associates, Practicing Company Secretaries (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the voting by ballot and remote e-voting process in a fair and transparent manner.
- E.** The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him, who shall countersign the same.
- F.** The facility for voting through ballot shall be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their voting right at the meeting.

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- G.** The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- H.** The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oberoirealty.com within 3 days of conclusion of the annual general meeting and will be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The members of the Company at the 19th Annual General Meeting held on September 19, 2017, had approved the appointment of S R B C & CO LLP, Chartered Accountants, as the statutory auditors of the Company for a term of 5 years i.e. from the conclusion of the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting to be held in the year 2022.

Subsequently, vide Companies (Amendment) Act, 2017, effective May 7, 2018, the then first proviso to Section 139(1) of the Companies Act, 2013 was omitted, thereby eliminating the requirement of annual ratification by the members of the appointment of the Statutory Auditor.

However, as a good governance practice, the Board proposes that the continuing appointment of the Statutory Auditors be placed before the Annual General Meeting for ratification of the said appointment.

Your Directors recommend the resolution set out at Item no. 4 to be passed as an Ordinary resolution by the Members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at Item no. 4.

Item No. 5:

The current term of Mr. Vikas Oberoi as the Managing Director expires on December 3, 2019. The Board of Directors at its meeting held on May 10, 2019 has approved, subject to the approval of the members at the general meeting, the re-appointment of Mr. Vikas Oberoi as the Managing Director of the Company for a period of 5 years with effect from December 4, 2019.

The terms and conditions of his appointment are as follows:

- (a)** Remuneration: as per resolution.
- (b)** Period of appointment: December 4, 2019 to December 3, 2024.
- (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. 5 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, and their respective relatives, 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. 5.

Item No. 6:

The earlier term of Mr. Saumil Daru as Director- Finance, expired on May 9, 2019. The Board of Directors at its meeting held on May 10, 2019 has approved, subject to the approval of the members at the general meeting, the appointment of Mr. Saumil Daru as the Director – Finance of the Company for a period of 5 years with effect from May 10, 2019.

The terms and conditions of his appointment are as follows:

- (a)** Remuneration: as per resolution.
- (b)** Period of appointment: May 10, 2019 to May 9, 2024.
- (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. 6 to be passed as an Ordinary resolution by the Members.

Except Mr. Saumil Daru, being the appointee, and his relatives, 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. 6.

Item No. 7:

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to

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appointment and tenure of the Independent Directors, an Independent Director shall not be liable to retire by rotation, and shall hold office for a term up to five consecutive years on the Board of a company.

The Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) had on April 12, 2019 appointed Ms. Tina Trikha as an Additional Director in the category of Independent Director.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Tina Trikha for the office of the Independent Director.

Ms. Tina Trikha has given declaration that she meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company.

A brief profile of Ms. Tina Trikha is attached to this notice.

Your Directors recommend the resolution set out at Item no. 7 to be passed as an Ordinary resolution by the members.

Except Ms. Tina Trikha, being the appointee, and her relatives, 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. 7.

Item No. 8, 9 and 10:

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, an Independent Director shall not be liable to retire by rotation, and shall hold office for a term up to 5 consecutive years on the Board of a company, and shall be eligible for re-appointment for 2nd term of 5 years upon passing of a special resolution.

The appointment of Mr. T.P. Ostwal, Mr. Venkatesh Mysore, and Mr. Karamjit Singh Kalsi as Independent Directors for their respective 1st term of 5 years as mentioned in resolution set out at Item no. 8, 9 and 10 were approved by the members of the Company.

The Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) had on July 24, 2019 approved the appointment of said Independent Directors for their respective 2nd term of 5 years, in succession of their 1st term of 5 years.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. T.P. Ostwal, Mr.

Venkatesh Mysore, and Mr. Karamjit Singh Kalsi for the offices of the Independent Director.

Each of Mr. T.P. Ostwal, Mr. Venkatesh Mysore, and Mr. Karamjit Singh Kalsi have given declaration that they meet the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, each of the said Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their appointment as Independent Directors of the Company.

A brief profile of Mr. T.P. Ostwal, Mr. Venkatesh Mysore, and Mr. Karamjit Singh Kalsi is attached to this notice.

Your Directors recommend the resolution set out at Item no. 8, 9 and 10 to be passed as Special resolutions by the Members.

Mr. T. P. Ostwal, Mr. Venkatesh Mysore, and Mr. Karamjit Singh Kalsi, and their respective relatives, are concerned or interested in the resolutions related to their own appointment. None of the other Directors, Key Managerial Personnel, or Promoter of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item no. 8, 9 and 10.

Item No. 11:

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 May 10, 2019, the Board has considered and approved appointment of M/s Kishore Bhatia & Associates (FRN 00294) for conducting the audit of the Company's cost records for financial year 2019-20 at a remuneration of ₹3,15,000 (Rupees Three Lakh, Fifteen Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any.

Your Directors recommend the resolution set out at Item no. 11 to be passed as an Ordinary resolution by the members for approval and ratification by the Members in terms of Section 148 of the Companies Act, 2013.

None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at Item no. 11.

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Item No. 12:

I-Ven Realty Limited (IVRL), is a joint venture company wherein your Company holds 50% equity share capital. The balance 50% share capital is held by Mr. Vikas Oberoi (along with his nominees), who is also a Director of IVRL. IVRL's principal business activities consist of real estate development. IVRL has plans to continue the scaling of construction and development of its property during the financial year 2019-20.

At the last Annual General Meeting, members of the Company approved 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 IVRL of an aggregate outstanding amount not exceeding ₹125,00,00,000 (Rupees One Hundred and Twenty Five Crore only), which will be unsecured, interest free and repayable on demand. It is proposed that the funding requirements of IVRL shall continue to be met through funds infused by the joint venture partners in their inter-se equity shareholding ratio by way of loans, which will be unsecured, interest free and repayable on demand. Additionally, the Company in honouring its joint venture obligations, may be required to give guarantee(s) and/or provide security(ies) in connection with any loan taken/ to be taken by IVRL. IVRL proposes to use the said loan(s)/guarantee(s)/security(ies) for its real estate development activities and the matters connected and incidental thereto ("Principal Business Activities"), including for redemption of certain debentures held by your Company which were earlier subscribed by your Company for funding IVRL's Principal Business Activities. IVRL is an entity under the category of 'a person in whom any of the Director of the company is interested' as specified in the explanation to Sub-section 2(b) of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for further 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 IVRL of an amount upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) on the terms mentioned in the resolution set out at Item no. 12 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 a Special resolution by the Members.

Except Mr. Vikas Oberoi (being the joint venture partner and also a Director in IVRL), Ms. Bindu Oberoi (being a relative of Mr. Vikas Oberoi and also a Director in IVRL), Mr. Saumil Daru (being a Director representing the Company on Board of Directors of IVRL), and their respective relatives, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 12.

Item No. 13:

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(1) 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. However, in case of offer or invitation for non-convertible debentures, such special resolution will not be required if the amount proposed to be raised through such offer or invitation does not exceed the limit as specified u/s 180(1)(c) of the Companies Act, 2013.

To fulfill its funding requirements for one or more, or any combination, of the following: **(a)** acquisition of land, land development rights or development rights (directly or indirectly through any other means) by paying premium, fees, or charges as required under applicable laws to the regulatory authorities, **(b)** working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, **(c)** investment in subsidiaries, joint ventures and affiliates, **(d)** capital expenditure, **(e)** repayment of debt, **(f)** the cost of construction and development of ongoing and new projects, **(g)** any cost incurred towards the objects of the Company, and **(h)** general corporate purposes, the Company may be 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 or such other period as may be allowed under the Companies Act, 2013, 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. The proposed issue of non-convertible debentures of upto an amount not exceeding ₹1500,00,00,000 (Rupees One Thousand Five Hundred Crore only) is within the limits determined u/s 180(1)(c) of the Companies Act, 2013, however the resolution set out at Item no. 13 is placed for the consideration of Members of the Company on a voluntary basis.

Your Directors recommend the resolution set out at Item no. 13 to be passed as a Special resolution by the Members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 13, except to the extent of non-convertible debentures that may be subscribed to by them or by companies/firms/institutions in which they are interested as Director or member or otherwise.

Item No. 14:

The special resolution contained in the Notice under Item no. 14 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs,

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ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VI of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding ₹2000,00,00,000 (Rupees Two Thousand Crore Only) or its equivalent in any foreign currency.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following: **(a)** acquisition of land, land development rights or development rights (directly or indirectly through any other means) by paying premium, fees, or charges as required under applicable laws to the regulatory authorities, **(b)** working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, **(c)** investment in subsidiaries, joint ventures and affiliates, **(d)** capital expenditure, **(e)** repayment of debt, **(f)** the cost of construction and development of ongoing and new projects, **(g)** any cost incurred towards the objects of the Company, and **(h)** general corporate purposes.

The special resolution also seeks to empower the Board to issue Securities by way of QIP to QIBs in accordance with Chapter VI of the SEBI ICDR Regulations. The pricing of the Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5% or such percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the Members is being sought pursuant to Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the resolution set out at Item no. 14 to be passed as a Special resolution by the Members.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 14, except to the extent of Equity Shares/ Securities that may be subscribed to by them or by companies/ firms/ institutions in which they are interested as Director or member or otherwise.

Item No. 15:

The Company may be required to borrow from time to time Loans from banks, financial institutions, and creditors of other categories referred to as the 'Lenders' in the resolution as set out at Item no. 15.

In line with various directives issued by Reserve Bank of India from time to time, Lenders now generally seek an option to convert their Loan into Shares in case of occurrence of an event of default on part of the borrower company in terms of the financing documents. Hence the Board of Directors considers it prudent to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable the Lenders, to convert the outstanding Loans, already availed and/ or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company in case of occurrence of an event of default on part of the Company in terms of the financing documents, and upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the extant Reserve Bank of India guidelines and other applicable law at the time of such conversion.

Also, since decisions for raising the Loans or agreeing to terms and conditions thereof (including option to convert loan into equity) are required to be taken on an urgent basis, it may not be feasible for the Company to seek Members consent each and every time, in view of the timing and the expenses involved, and hence this proposed resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the Members by way of passing of a Special Resolution. Your Directors recommend the resolution set out at Item no. 15 to be passed as a Special resolution by the Members.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 15, except to the extent of Shares that may be allotted to the Lenders in which they are interested as Director or member or otherwise.

Capitalised terms used herein shall have the meaning ascribed to the terms in the resolution set out at Item no. 15.

By Order of the Board of Directors

Bhaskar Kshirsagar

Mumbai, July 24, 2019

Company Secretary

ANNEXURE

DETAILS OF DIRECTORS PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name	Mr. Vikas Oberoi	Mr. Saumil Daru
Date of Birth	September 8, 1969	December 4, 1970
Age	49 years	48 years
Date of appointment on the Board	May 8, 1998	May 10, 2014
Qualification	Owner's/ President's Management Program from Harvard Business School.	Chartered Accountant and Bachelor of Commerce
Expertise in specific functional areas	Real Estate development	Finance, Accounts and Taxation
Terms and conditions of appointment	As mentioned in the resolution submitted to the 21 st Annual General Meeting.	As mentioned in the resolution submitted to the 21 st Annual General Meeting.
Remuneration sought to be paid	As mentioned in the resolution submitted to the 21 st Annual General Meeting.	As mentioned in the resolution submitted to the 21 st Annual General Meeting.
Remuneration last drawn (FY 18-19)	₹0.00 Lakh	₹199.61 Lakh
Brief Biography	A Harvard Business School alumnus, Vikas Oberoi has been on the Board of Directors since the inception of the company. With about three decades of experience in the real estate industry, he brings on board his unique vision, management practices and global approach to the Company. He is involved in the formulation of corporate strategy and management, and concentrates on the growth and diversification plans of the Company.	Mr. Saumil Daru has been the Chief Financial Officer and heads the finance, accounts and tax functions. 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 Harvard Business School. Prior to joining the Company, he was associated with Ernst & Young India Private Limited and has over 25 years of experience in tax, accounts, and finance.
List of other Companies in which he holds Directorship as on March 31, 2019	<ol style="list-style-type: none"> 1. Arrow Flight Services Private Limited 2. Beachwood Properties Private Limited 3. Evenstar Realty Private Limited 4. Expressions Realty Private Limited 5. Incline Realty Private Limited 6. Integrus Realty Private Limited 7. I-Ven Realty Limited 8. Kingston Property Services Limited 9. Oberoi Constructions Limited 10. Oberoi Estates Private Limited 11. Pinnacle Aviation Private Limited 12. R. S. Estate Developers Private Limited 13. Shrivatsa Realty Private Limited 14. Siddhivinayak Realities Private Limited 	<ol style="list-style-type: none"> 1. Incline Realty Private Limited 2. I-Ven Realty Limited 3. Metropark Infratech and Realty Developments Private Limited 4. Oberoi Mall Limited 5. Perspective Realty Private Limited 6. Siddhivinayak Realities Private Limited
Chairperson/ member of Committees* of the Board of the other companies in which he is a Director (as on March 31, 2019)	Chairpersonship: Nil Membership: 2	Chairpersonship: 1 Membership: Nil
No. of Meetings attended during FY 2018-19	5	4
Relationship with other Director/s, Manager and Key Managerial Personnel	Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi	None
Equity Shares held in the Company (as on March 31, 2019)	21,28,73,614	47,960 (held jointly with his relative)

ANNEXURE (CONTD.)

Name	Ms. Tina Trikha	Mr. T.P. Ostwal
Date of Birth	July 9, 1975	November 7, 1954
Age	44 years	64 years
Date of appointment on the Board	April 12, 2019	December 12, 2007
Qualification	Bachelor's degree in Economics Master's degree in Business Management	Bachelor's Degree in Commerce Fellow member of the Institute of Chartered Accountants of India
Expertise in specific functional areas	Corporate planning and strategy, and business development	Accounting, taxation, corporate laws
Terms and conditions of appointment	A non-executive Independent Director of the Company, and not liable to retire by rotation.	A Non-Executive Independent Director of the Company, and not liable to retire by rotation.
Remuneration sought to be paid	Sitting fee, and commission as a percentage of net profits as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.	Sitting fee, and commission as a percentage of net profits as recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors.
Remuneration last drawn (FY 18-19)	N.A.	Sitting fee: ₹ 4.40 lakh. Commission: ₹ 11 lakh.
Brief Biography	<p>Tina Trikha has close to two decades of experience working with companies in the United States, India, and South-East Asia. A published author and an executive coach, she currently serves as head of communications and talent development for SeaLink Capital Partners, a private equity firm based in Mumbai. Previously she was Vice President of corporate planning and strategy at Godrej Industries Limited. As part of her role, Tina worked with various Godrej businesses on defining strategic goals and identifying initiatives. Prior to that, Tina was responsible for strategic planning and business development at Scholastic, a book publisher and distributor in New York. Her previous roles also included providing financial and strategic advice to companies as a consultant with McKinsey & Company in New York and as an investment banker with Credit Suisse in New York and Hong Kong. Tina holds a bachelor's degree in economics from Massachusetts Institute of Technology and a master's degree in business management from the Wharton School of Business.</p>	<p>Recognised amongst the top 50 tax professionals in the world, Tilokchand P. Ostwal has been on the Board of Directors since December 2007. He is fellow member of the ICAI and in practice for more than 40 years. He is a partner of T. P. Ostwal & Associates and DTS & Associates, Chartered Accountants. He is a member of International Taxation Committee of Bombay Chartered Accountants' Society (BCA) and Institute of Chartered Accountants of India and Member of International Taxation Committee and Taxation Committee of Indian Merchants' Chamber (IMC). He was a member of the advisory group/committee set up by the Government of India for international taxation and transfer pricing. Besides, he served as the Vice-Chairman of the Executive Board of International Fiscal Association, Netherlands. He is a member of the United Nations group for developing the transfer pricing manual and documentation for developing countries. He is a visiting professor at Vienna University, Austria. He is also the author of several publications on international taxation, transfer pricing, and Black Money Act 2015 of India. He is a regular speaker on allied subjects, domestically and internationally.</p>

ANNEXURE (CONTD.)

Name	Ms. Tina Trikha	Mr. T.P. Ostwal
List of other Companies in which she/ he holds Directorship as on March 31, 2019	Flatiron Consulting Services Private Limited	Incline Realty Private Limited Intas Pharmaceuticals Limited ITI Mutual Fund Trustee Private Limited Oberoi Constructions Limited Polycab India Limited
Chairperson/ member of Committees* of the Board of the other companies in which she is a Director (as on March 31, 2019)	Nil	Chairpersonship: 4 Membership: Nil
No. of Meetings attended during FY 2018-19	N.A.	4
Relationship with other Director/s, Manager and Key Managerial Personnel	None	None
Equity Shares held in the Company (as on March 31, 2019)	87	Nil

ANNEXURE (CONTD.)

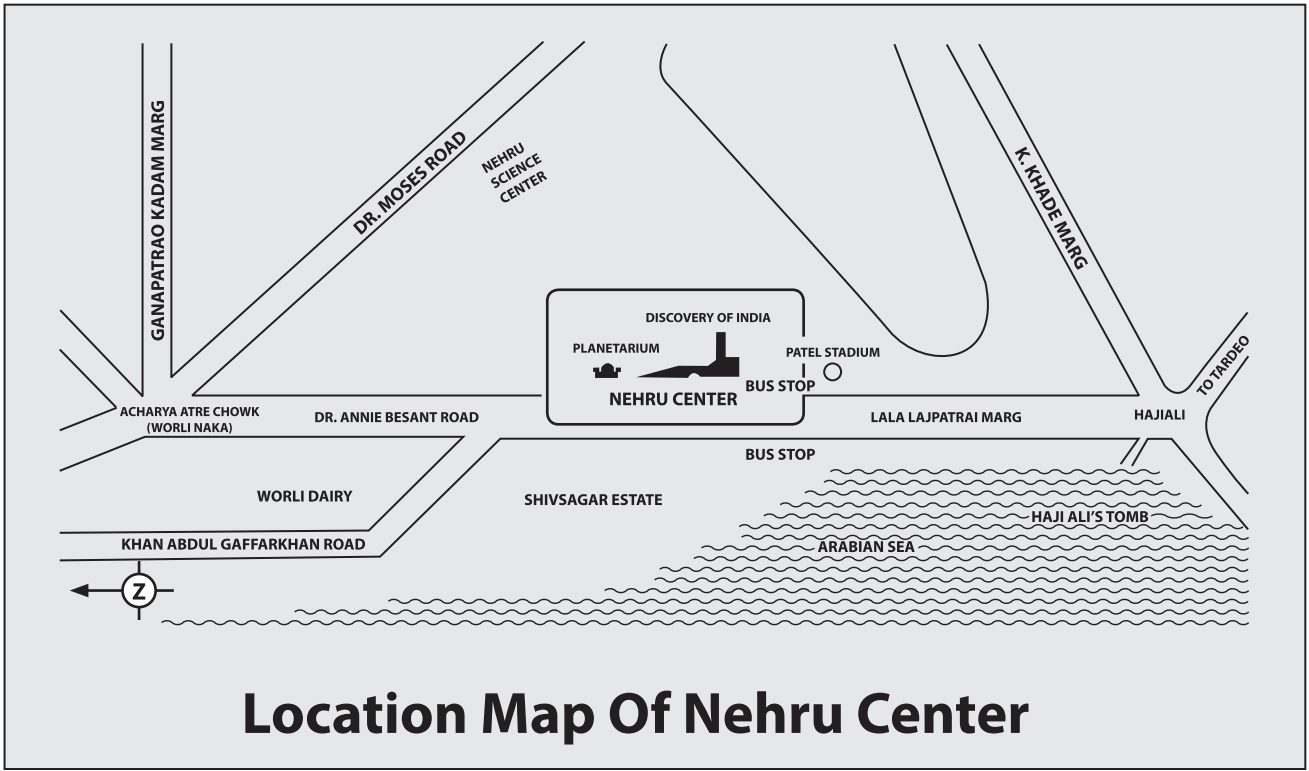
Name	Mr. Venkatesh Mysore	Mr. Karamjit Singh Kalsi
Date of Birth	December 30, 1958	January 8, 1968
Age	60 years	51 years
Date of appointment on the Board	July 26, 2011	September 12, 2014
Qualification	Bachelor's Degree in Arts from University of Madras. Master's Degree in Business Management from University of Madras.	BS degree in Finance
Expertise in specific functional areas	Financial services, insurance, asset management.	Real Estate investing and management
Terms and conditions of appointment	A Non-Executive Independent Director of the Company, and not liable to retire by rotation.	A Non-Executive Independent Director of the Company, and not liable to retire by rotation.
Remuneration sought to be paid	Sitting fee, and commission as a percentage of net profits as recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors.	Sitting fee, and commission as a percentage of net profits as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
Remuneration last drawn (FY18-19)	Sitting fee: ₹ 3.75 lakh. Commission: ₹ 11 Lakh.	Sitting fee: ₹ 0.50 lakh.
Brief Biography	Venkatesh Mysore is currently the CEO and MD of Knight Riders Sports Private Limited (Kolkata Knight Riders) and also the Chief Executive Officer of Red Chillies Entertainment Private Limited. Venkatesh Mysore brings on board decades of rich and versatile experience in the insurance sector, asset management and in setting up and promoting companies in diverse cultural and business environments. With years of experience in the financial sector in the US, he has served as the CEO & MD of MetLife, where he spent over 21 years and also helped start up its India venture. He has also served as the India Country Head of Sun Life Financial, besides being on board with FICCI, CII, IMC, American Chamber of Commerce, Indo-Canadian Chamber and several committees established by IRDA.	Sonny is based out of the US and is the President of BentallGreenOak, global real estate firm that seeks to create long-term value for its investors and clients, with approximately \$50 billion of assets under management and operations in 12 countries around the world. Sonny is a graduate of Georgetown University with a BS degree in Finance, May 1990, and is a former member of the Board of Regents of Georgetown University. He also serves on the board of several organizations including: The Spence School, Teaching Matters, Room to Read, AHRC New York City Foundation, PowHERful Foundation, The Hirshhorn Museum, and the Asia Society. He is a member of the Young Presidents Organization and an Adjunct Professor at Columbia University in the Master of Real Estate Program. Sonny was previously the Global Co-Head of Morgan Stanley's Real Estate Investing (MSREI) business and President of the Morgan Stanley Real Estate Funds until 2009. Prior to managing MSREI globally, Sonny was based in Asia where, beginning in late 1997 and through his tenure into 2006, Sonny and his team led the formation of Morgan Stanley's property business in Asia and built the leading real estate platform in the region. Sonny has also been cited in several

ANNEXURE (CONTD.)

Name	Mr. Venkatesh Mysore	Mr. Karamjit Singh Kalsi
		publications for his profile in the real estate industry, including Private Equity Real Estate magazine as one of the "30 Most Influential" people in private equity real estate globally.
List of other Companies in which he holds Directorship as on March 31, 2019	Gujarat Sidhee Cement Limited Knight Riders Sports Private Limited Meer Foundation Oberoi Constructions Limited	Greenoak India Investment Advisors Pvt Ltd
Chairperson/ member of Committees* of the Board of the other companies in which she is a Director (as on March 31, 2019)	Chairpersonship: Nil Membership: 1	Nil
No. of Meetings attended during FY 2018-19	4	1
Relationship with other Director/s, Manager and Key Managerial Personnel	None	None
Equity Shares held in the Company (as on March 31, 2019)	Nil	Nil

* Committees considered are Audit Committee, and Stakeholders Relationship Committee, in public limited companies, other than Oberoi Realty Limited.

ROUTE MAP OF THE LOCATION OF THE ANNUAL GENERAL MEETING TO BE HELD ON AUGUST 23, 2019



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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)	
Registered Address	
Email ID	
DP ID Client Id/ Regd. 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 21st Annual General Meeting of Oberoi Realty Limited, to be held on Friday, August 23, 2019 at 11.00 a.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) *
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Ordinary Business

1	To consider and adopt the audited financial statements for the financial year ended March 31, 2019, 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. Saumil Daru as a Director, who retires by rotation.	Ordinary		



Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
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Special Business

4	Ratification of appointment of S R B C & CO LLP, Chartered Accountants, as the Statutory Auditors.	Ordinary		
5	Re-appointment of Mr. Vikas Oberoi as Managing Director for a term of 5 years.	Ordinary		
6	Re-appointment of Mr. Saumil Daru as Director- Finance for a term of 5 years.	Ordinary		
7	Appointment of Ms. Tina Trikha as an Independent Director.	Ordinary		
8	Re-appointment of Mr. T. P. Ostwal as an Independent Director.	Special		
9	Re-appointment of Mr. Venkatesh Mysore as an Independent Director.	Special		
10	Re-appointment of Mr. Karamjit Singh Kalsi as an Independent Director.	Special		
11	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2020.	Ordinary		
12	Providing loan(s), guarantee(s) and security(ies) u/s 185 of the Companies Act, 2013 to I-Ven Realty Limited, a joint venture of the Company.	Special		
13	Approval of offer or invitation to subscribe non-convertible debentures on private placement.	Special		
14	Approval of issue of equity shares and/or any other securities convertible into equity by way of qualified institutions placement/s.	Special		
15	Approval of conversion of loans into equity in case of occurrence of event of default under financing documents	Special		

Signed this day of 2019

Signature of shareholder:

Signature of Proxy holder(s) :

Affix ₹ 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 21st 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 stands 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.

