

September 28, 2020

1. Department of Corporate Services
BSE Limited,
Mumbai 400 001

Through: BSE Listing Centre

Scrip code: 533273

2. The Listing Department
National Stock Exchange of India Limited,
Mumbai 400051

Through: NEAPS

Scrip Symbol: OBEROIRLTY

3. Central Depository Services India Ltd
e-Voting Division
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel,
Mumbai 400013

ISIN: INE093I01010

EVSIN: 200915026

Subject: Declaration of Results of the voting on resolutions set out in notice of 22nd Annual General Meeting held on September 28, 2020

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 22nd Annual General Meeting ("AGM") of the Company was convened on September 28, 2020 at 3.30 p.m. through video conferencing/ other audio visual means to seek the approval of Members of the Company on the resolutions set out in the notice dated August 20, 2020 ("Notice").

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 issued by the Institute of Company Secretaries of India, read with General Circulars nos. 14/2020, 17/2020, and 20/2020 dated April 8, 2020, April 13, 2020, and May 5, 2020 issued by Ministry of Corporate Affairs (MCA) vide its, read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company had provided facility to the members to vote electronically by e-voting (prior to the AGM, and also during the AGM) on all the above mentioned resolutions. Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer to conduct the voting process in a fair and transparent manner.

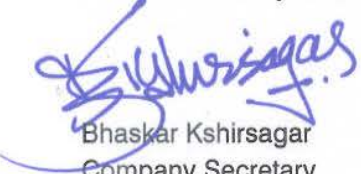
The Scrutinizer has submitted his report on the e-voting, a copy of which is attached hereto. Kindly refer the Scrutinizer's report for the details of the number and percentage of votes casted 'for' and 'against' the resolutions contained in the Notice.



Accordingly, I, Bhaskar Kshirsagar, Company Secretary of the Company, being authorized in this behalf, hereby declare that all the 8 (eight) resolutions, as set out in the Notice of the 22nd AGM of the Company, have been passed with requisite majority by the Members of the Company.

Kindly take the above on record.

For Oberoi Realty Limited



Bhaskar Kshirsagar
Company Secretary

Encl: As above.

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

September 28, 2020

The Chairman/Company Secretary

Oberoi Realty Limited

Commerz, 3rd Floor, International Business Park

Oberoi Garden City, Off W.E. Highway

Goregaon(East)

Mumbai – 400063

Dear Sir,

Sub:Scrutinizer’s Report on remote e-voting and e-voting conducted at the 22ndAnnual General Meeting of the Members of Oberoi Realty Limited held on 28th September, 2020:

Oberoi Realty Limited (“the Company”) vide resolution of its Board of Directors dated 14th July, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 22nd Annual General Meeting (AGM) on the resolutions contained in the Notice dated 20th August, 2020 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 (“the Act”) as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively “circulars”) issued by the Ministry of Corporate Affairs (MCA). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and the applicable regulations of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, relating to remote e-voting prior to the AGM and e-voting conducted at the AGM on the resolutions contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-voting and e-voting as per the facility provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility prior to AGM and e-voting facility at the AGM.

The Ministry of Corporate Affairs vide circulars mentioned above has permitted the holding of Annual General Meeting through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, a Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the circulars issued by MCA and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (i.e. by e-mail). In compliance with the provisions of MCA circulars, the AGM of the Company was held through VC/OAVM. Following resolutions were proposed for approval by remote e-voting and e-voting at the AGM by the Members of the Company:

1. **Resolution No. 1 as an Ordinary Resolution** for consideration and adoption of Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. **Resolution No. 2 as an Ordinary Resolution** for appointment of Mr. Vikas Oberoi (DIN: 00011701), who retired by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.
3. **Resolution No. 3 as an Ordinary Resolution** for ratification of appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) as the Statutory Auditors of the Company.
4. **Resolution No. 4 as an Ordinary Resolution** for approval of payment of remuneration to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), Cost Auditors of the Company for the financial year ending March 31, 2021.
5. **Resolution No. 5 as a Special Resolution** for authorizing the Board of Directors for 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' upto an aggregate outstanding amount not exceeding Rs.220,00,00,000/- (Rupees Two Hundred and Twenty Crores only).

6. **Resolution No. 6 as a Special Resolution** for approval to the Board of Directors to raise further capital and for the said purpose, to create, offer, issue and allot securities of an aggregate amount not exceeding Rs.2000,00,00,000/- (Rupees Two Thousand Crores Only) or equivalent thereof, 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 and to deal with matters related thereto.
7. **Resolution No.7 as a Special Resolution** for introduction and implementation of "ORL Employee Stock Option Plan 2020" ("ESOP2020"/"Plan") and authority to the Board of Directors to create, and grant from time to time, in one or more tranches, not exceeding 20,00,000 (Twenty Lakh) employee stock options to or for the benefit of permanent employees of the Company and its subsidiary company(ies) whether in or outside India, including any Director, whether whole time or otherwise (other than Promoters and Promoter Group of the Company, Independent Directors, and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), exercisable into not more than 20,00,000 (Twenty Lakh) equity shares of face value of Rs. 10 (Rupees Ten) each fully paid-up, in accordance with the provisions of applicable laws and the provisions of ESOP 2020.
8. **Resolution No. 8 as a Special Resolution** for authorising the Board of Directors of the Company to offer, create, and grant from time to time, such number of employee stock options under "ORL Employee Stock Option Plan 2020" ("ESOP 2020"/"Plan"), within the prescribed limit for the benefit of the permanent employees including Directors (other than Promoter(s), Independent Directors, and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of any subsidiary company(ies), whether in or outside India, exercisable into corresponding number of equity shares of face value of Rs.10 (Rupees Ten) each fully paid-up.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the 22nd AGM to those members who did not cast their votes through remote e-voting facility prior to the AGM, to enable them to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to the shareholders of the Company during the period from 9.00 a.m. on Thursday, 24thSeptember, 2020 to 5.00 p.m. on Sunday, 27thSeptember,2020.

Accordingly, e-votes casted upto 5.00 p.m. on Sunday, 27th September, 2020 have been considered for my scrutiny.

After conclusion of 22ndAnnual General Meeting, the voting through remote e-voting prior to AGM and e-voting at the AGM were unlocked. In case of shareholders who cast votes through remote e-voting prior to the AGM as well as through e-voting conducted at the AGM, the voting through remote e-voting of such shareholders was treated as valid. A summary of the votes cast by shareholders through remote e-voting prior to AGM and e-voting conducted at the AGM with their pattern of voting is as per Annexure attached to this Report.

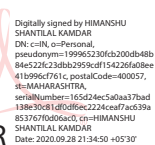
The results of the voting by members through remote e-voting prior to AGM and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Company Secretary of the Company (who has been so authorized by the Chairman in writing) and who has also countersigned this Report.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU
SHANTILAL
KAMDAR**

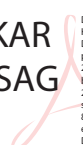


Digitally signed by HIMANSHU SHANTILAL KAMDAR
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Date: 2020.09.28 21:34:50 +05'30'

**HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP NO. 3030
UDIN: F005171B000799173**

**COUNTERSIGNED BY
For OBEROI REALTY LIMITED**

**BHASKAR
KSHIRSAGAR**



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**BHASKAR KSHIRSAGAR
COMPANY SECRETARY
MEMBERSHIP NO. A19238**

ANNEXURE

Resolution No. 1 as an Ordinary Resolution for consideration and adoption of Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

| Sr. No. | Particulars | Resolution 1 | |
|---------|---|--------------------------|--------------------|
| | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | 301 | 344,701,347 |
| | Total | 302 | 344,701,367 |
| c. | Less: Invalid voting | 0 | 0 |
| d. | Net Valid voting | 302 | 344,701,367 |
| | (i) Voting with assent for the Resolution | 298 | 344,701,344 |
| | % of Assent | | 100 |
| | (ii) Voting with dissent for the Resolution | 4 | 23 |
| | % of Dissent | | 0 |

Resolution No. 2 as an Ordinary Resolution for appointment of Mr. Vikas Oberoi (DIN: 00011701), who retired by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.

| Sr. No. | Particulars | | Resolution 2 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | | 300 | 344,373,645 |
| | Total | | 301 | 344,373,665 |
| c. | Less: Invalid voting | | 0 | 0 |
| d. | Net Valid voting | | 301 | 344,373,665 |
| | (i) | Voting with assent for the Resolution | 251 | 337,632,366 |
| | | % of Assent | 98.04 | |
| | (ii) | Voting with dissent for the Resolution | 50 | 6,741,299 |
| | | % of Dissent | 1.96 | |

Resolution No. 3as an Ordinary Resolution for ratification of appointment of S R B C & CO LLP, Chartered Accountants (Firm Registration No.324982E/E300003) as the Statutory Auditors of the Company.

| Sr. No. | Particulars | | Resolution 3 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | | 303 | 344,821,273 |
| | Total | | 304 | 344,821,293 |
| c. | Less: Invalid voting | | 0 | 0 |
| d. | Net Valid voting | | 304 | 344,821,293 |
| | (i) | Voting with assent for the Resolution | 300 | 344,821,270 |
| | | % of Assent | 100 | |
| | (ii) | Voting with dissent for the Resolution | 4 | 23 |
| | | % of Dissent | 0 | |

Resolution No. 4as an OrdinaryResolution for approval of payment of remuneration to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294), Cost Auditors of the Company for the financial year ending March 31, 2021.

| Sr. No. | Particulars | | Resolution 4 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | | 303 | 344,821,273 |
| | Total | | 304 | 344,821,293 |
| c. | Less: Invalid voting | | 0 | 0 |
| d. | Net Valid voting | | 304 | 344,821,293 |
| | (i) | Voting with assent for the Resolution | 299 | 344,821,269 |
| | | % of Assent | 100 | |
| | (ii) | Voting with dissent for the Resolution | 5 | 24 |
| | | % of Dissent | 0 | |

Resolution No. 5as an Special Resolution for authorizing the Board of Directors for 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' upto an aggregate outstanding amount not exceeding Rs.220,00,00,000/- (Rupees Two Hundred and Twenty Crore only).

| Sr. No. | Particulars | | Resolution 5 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | | 303 | 344,821,273 |
| | Total | | 304 | 344,821,293 |
| c. | Less: Invalid voting | | 0 | 0 |
| d. | Net Valid voting | | 304 | 344,821,293 |
| | (i) | Voting with assent for the Resolution | 299 | 344,725,245 |
| | | % of Assent | 99.97 | |
| | (ii) | Voting with dissent for the Resolution | 5 | 96,048 |
| | | % of Dissent | 0.03 | |

Resolution No. 6 as an Special Resolution for approval to the Board of Directors to raise further capital and for the said purpose, to create, offer, issue and allot securities of an aggregate amount not exceeding Rs.2000,00,00,000/- (Rupees Two Thousand Crore Only) or equivalent thereof, 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.

| Sr. No. | Particulars | | Resolution 6 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | | 303 | 344,821,273 |
| | Total | | 304 | 344,821,293 |
| c. | Less: Invalid voting | | 0 | 0 |
| d. | Net Valid voting | | 304 | 344,821,293 |
| | (i) | Voting with assent for the Resolution | 281 | 342,323,029 |
| | | % of Assent | 99.28 | |
| | (ii) | Voting with dissent for the Resolution | 23 | 2,498,264 |
| | | % of Dissent | 0.72 | |

Resolution No.7 as a Special Resolution for introduction and implementation of “ORL Employee Stock Option Plan 2020” (“ESOP 2020”/“Plan”) and authority to the Board of Directors to create, and grant from time to time, in one or more tranches, not exceeding 20,00,000 (Twenty Lakh) employee stock options to or for the benefit of permanent employees of the Company and its subsidiary company(ies) whether in or outside India, including any Director, whether whole time or otherwise (other than Promoters and Promoter Group of the Company, Independent Directors, and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), exercisable into not more than 20,00,000 (Twenty Lakh) equity shares of face value of Rs. 10 (Rupees Ten) each fully paid-up, in accordance with the provisions of applicable laws and the provisions of ESOP 2020.

| Sr. No. | Particulars | | Resolution 7 | |
|---------|---|--|--------------------------|--------------------|
| | | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | | 303 | 344,821,273 |
| | Total | | 304 | 344,821,293 |
| c. | Less: Invalid voting | | 0 | 0 |
| d. | Net Valid voting | | 304 | 344,821,293 |
| | (i) | Voting with assent for the Resolution | 154 | 269,854,653 |
| | | % of Assent | 78.26 | |
| | (ii) | Voting with dissent for the Resolution | 150 | 74,966,640 |
| | | % of Dissent | 21.74 | |

Resolution No. 8 as a Special Resolution for authorising the Board of Directors of the Company to offer, create, and grant from time to time, such number of employee stock options under “ORL Employee Stock Option Plan 2020”(“ESOP 2020”/“Plan”), within the prescribed limits to or for the benefit of the permanent employees including Directors (other than Promoter(s), Independent Directors, and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of any subsidiary company(ies), whether in or outside India, exercisable into corresponding number of equity shares of face value of Rs. 10 (Rupees Ten) each fully paid-up.

| Sr. No. | Particulars | Resolution 8 | |
|---------|---|--------------------------|--------------------|
| | | No. of members who voted | No. of votes |
| a. | Votes cast through e-voting at the AGM | 1 | 20 |
| b. | Votes cast through remote e-voting prior to the AGM | 303 | 344,821,273 |
| | Total | 304 | 344,821,293 |
| c. | Less: Invalid voting | 0 | 0 |
| d. | Net Valid voting | 304 | 344,821,293 |
| | (i) Voting with assent for the Resolution | 152 | 269,846,334 |
| | % of Assent | | 78.26 |
| | (ii) Voting with dissent for the Resolution | 152 | 74,974,959 |
| | % of Dissent | | 21.74 |