



OBEROI REALTY LIMITED

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CIN: L45200MH1998PLC114818

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **Oberoi Realty Limited** will be held on Friday, July 17, 2015 at 10.30 a.m. at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 to transact the following special business:

Item No. 1

1. Further Issue of Capital - Preferential allotment of equity shares

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **"Companies Act, 2013"**) and the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), the Memorandum of Association and the Articles of Association of Oberoi Realty Limited (the **"Company"**), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India (including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI Regulations"**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively, the **"Stock Exchanges"**), and subject to the permissions,

consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any duly constituted committee of the Board to exercise its powers including the powers conferred by this resolution), the consent of the Company is hereby granted to the Board to create, issue, offer, and allot, on a preferential basis, up to 1,10,00,000 equity shares of face value of Rs. 10 each (the **"Equity Shares"**), at a price of Rs. 295 per Equity Share aggregating up to Rs. 3,245 million (Rupees Three Thousand, Two Hundred and Forty Five million only), to Aranda Investments (Mauritius) Pte Ltd (the **"Investor"**) (a non-promoter company and a deemed foreign portfolio investor) having its office at c/o CIM Corporate Services Ltd, Les Cascades, Edith Cavell Street, Port Louis, Mauritius, holding SEBI Registration number 20120107, having PAN AAFCOA0250J and a wholly owned indirect subsidiary of Temasek Holdings (Private) Limited, having its registered office at 60B, Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891, at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion (the **"Preferential Issue"**)."

"RESOLVED FURTHER THAT the "relevant date" for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue is the date which is 30 days prior to the date of this meeting i.e. June 17, 2015 and the floor price of the Equity Shares to be issued and allotted through the Preferential Issue as calculated in accordance with provisions of Chapter VII of the ICDR Regulations is Rs. 290.58 per Equity Share."

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor, in dematerialised form, within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment

by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock-in as stipulated under the SEBI Regulations.”

“**RESOLVED FURTHER THAT** subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions of the offer, issue and allotment of the Equity Shares and vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investor, as it may deem expedient.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents, including the private placement offer letter and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions

of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

By order of the Board of Directors
For Oberoi Realty Limited

Bhaskar Kshirsagar
Company Secretary

Mumbai, June 19, 2015

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
2. Proxies, if any, in order to be valid and effective, must be received at the Company’s Registered Office not later than 48 (forty-eight) hours before the time fixed for commencement of the meeting.
3. Corporate members who intend to send their authorized representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special

business to be transacted at the meeting, is hereto annexed.

5. Members / proxy are requested to bring their attendance slip to the meeting. Members/ proxy 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.
6. Pursuant to Section 101 of the Companies Act, 2013 read with relevant rule thereto, companies can serve notice of general meetings 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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the listing agreement, the Company is providing facility for voting by electronic means and voting through ballot to all members as on the cut off date as per the applicable regulations and the business 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:-

- (i) The remote e-voting period begins on July 14, 2015 (9.00 a.m.) and ends on July 16, 2015 (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 date of July 10, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (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 a Demat account holder has forgotten his/her existing 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.
- (viii) 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/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	<ul style="list-style-type: none"> In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>
	<p>(ix) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.</p> <p>(xii) Click on the EVSN for 'Oberoi Realty Limited'.</p> <p>(xiii) 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.</p> <p>(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.</p> <p>(xv) After selecting the resolution you have</p>

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.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.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 July 10, 2015.
- C. A copy of this notice shall be placed on the website of the Company and the website of CDSL.
- D. Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the voting 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 two witnesses not in the employment of the company and make not later than three 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 in writing who shall countersign the same.
- F. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolution as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, c/o. Link Intime India Private Limited, Unit: Oberoi Realty Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Tel. No: +91 22 2594 6970, Fax No.: +91 22 2594 6969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before July 16, 2015 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H. 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.
- I. The Results shall be declared on or after the Extra Ordinary General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.oberoirealty.com within 3 (three) days of conclusion of the Extra Ordinary 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(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Extraordinary General Meeting to be held on July 17, 2015

- (i). Oberoi Realty Limited is primarily a Mumbai focused real estate development company. Land acquisition in Mumbai involves relatively large capital outlays. Your management believes that the Company should be adequately capitalised to take advantage of any opportunities of land acquisition/development (directly or indirectly) and also for expansion of business / smooth and efficient conduct of business. Therefore the Company is proposing to raise capital by allotment of Equity Shares on a preferential basis.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution to Aranda Investments (Mauritius) Pte Ltd, ("**Investor**"), (a non-promoter company and a deemed foreign portfolio investor) having its office at c/o CIM Corporate Services Ltd, Les Cascades, Edith Cavell Street, Port Louis, Mauritius, holding SEBI registration number 20120107, having PAN AAFCA0250J and a wholly owned indirect subsidiary of Temasek Holdings (Private) Limited having its registered office at 60B, Orchard Road, #06-18 Tower 2, The Atrium@ Orchard, Singapore 238891, which shall result in issuance of up to 1,10,00,000 further equity shares of the Company, on a preferential basis, resulting in an aggregate inflow of up to Rs. 3,245 Million to the Company in accordance with the terms and nature of the Equity Shares to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62, unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Investor who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the members is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

The Equity Shares allotted would be listed on BSE and

NSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

- (ii). The minimum price at which the Equity Shares are proposed to be allotted shall be the price determined as per Regulation 76 of the SEBI Regulations. Currently, the SEBI Regulations provide that the issue of shares on a preferential basis can be made to qualified institutional buyers not exceeding five in number at a price not less than the average of the weekly high and low of the volume weighted average price of the equity shares quoted on the Stock Exchanges during the two weeks preceding the relevant date.

'Stock Exchange' for this purpose shall mean any of the recognised stock exchanges on which the highest trading volume in respect of the shares of the Company has been recorded during the 26 weeks preceding the relevant date.

Disclosure as required under Regulation 73 of the SEBI Regulations, 2009 for the purpose of allotment of Equity Shares on preferential basis, is as under:

- (i). **Objects of the issue through preferential offer:**

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) including 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.

- (ii). **Intention of the promoters / directors / key management personnel of the Company to subscribe to the offer:**

The Preferential Issue is not being made to the promoters, directors or key management personnel of the Company.

- (iii). **Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after the Preferential Issue (assuming full allotment under the Preferential Issue) is as follows:

Sr. No.	Category	Pre – Preferential Issue*		Post Preferential Issue**	
		No. of Equity Shares	%	No. of Equity Shares	%
(A) Promoter and Promoter Group					
1	Indian	24,61,74,946	74.99	24,61,74,946	72.56
	Total Shareholding of Promoter and Promoter Group	24,61,74,946	74.99	24,61,74,946	72.56
(B) Public shareholding					
1	Institutions				
	Mutual Funds / UTI	26,83,412	0.82	26,83,412	0.79
	Financial Institutions / Banks	70,729	0.02	70,729	0.02
	Foreign Institutional Investors / Foreign Portfolio Investors	6,24,58,263	19.03	7,34,58,263	21.65
	Sub-Total (B)(1)	6,52,12,404	19.87	7,62,12,404	22.46
2	Non-institutions				
	(a) Bodies Corporate	17,94,268	0.55	17,94,268	0.53
	(b) Individuals	37,57,457	1.14	37,57,457	1.11
	(c) Clearing Member	1,33,135	0.04	1,33,135	0.04
	(d) Non Resident Indians	1,77,739	0.05	1,77,739	0.05
	(e) Foreign Companies	1,10,24,594	3.36	1,10,24,594	3.25
	(f) Directors / relatives	1,260	0.00	1,260	0.00
	Sub-Total (B)(2)	1,68,88,453	5.14	1,68,88,453	4.98
	Total Public Shareholding (B)= (B)(1)+(B)(2)	8,21,00,857	25.01	9,31,00,857	27.44
(C) Shares held by Custodians and against which Depository Receipts have been issued					
	(a) Promoter and Promoter Group	-	-	-	-
	(b) Public	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A+B+C)	32,82,75,803	100.00	33,92,75,803	100.00

*As on June 12, 2015 and also taking into consideration allotment of 3,704 equity shares made on June 15, 2015 consequent to exercise of employee stock options by certain option grantees.

**Assuming no further allotment of Equity Shares under the existing Employee Stock Option Scheme of the Company.

There will be no change of control of the Company pursuant to the preferential allotment.

The percentage of post Preferential Issue equity share capital of the Company that may be held by the proposed allottee (assuming full allotment under the Preferential Issue) is as follows:

Name of proposed allottee	Pre-Allotment Holding		Post-Allotment Holding	
	Total number of shares	Percentage of holding	Total number of shares	Percentage of holding
Aranda Investments (Mauritius) Pte Ltd	-	-	1,10,00,000	3.24

- (iv). The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees is as follows:

Name of proposed allottee	Ultimate beneficial owner
Aranda Investments (Mauritius) Pte Ltd	Temasek Holdings (Private) Limited*

* Temasek Holdings (Private) Limited is a Singapore based investment company that is wholly owned (indirectly) by the Singapore Ministry of Finance.

- (v). Proposed time within which the allotment shall be completed:

As required under Chapter VII of the SEBI Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of the resolution at the Extraordinary General Meeting or in the event the allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

- (vi). Particulars of the proposed allottees:

Aranda Investments (Mauritius) Pte Ltd (a non-promoter company and a deemed foreign portfolio investor) having its office at c/o CIM Corporate Services Ltd, Les Cascades, Edith Cavell Street, Port Louis, Mauritius, holding SEBI Registration number 20120107, having PAN AAFCA0250J and a wholly owned indirect subsidiary of Temasek Holdings (Private) Limited, having its registered office at 60B, Orchard Road, #06-18 Tower 2, The Atrium@ Orchard, Singapore 238891.

- (vii). Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the Investor, up to 1,10,00,000 Equity Shares aggregating up to Rs. 3,245 million, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI Regulations.

- (viii). Relevant Date

The Relevant Date for the purpose of determining the price of the Equity Shares, in accordance with the pricing method given in Chapter VII of the SEBI Regulations, is June 17, 2015, i.e. the date 30 days prior to the date of the Extraordinary General Meeting.

- (ix). Lock-in period:

The Equity Shares to be offered, issued and allotted to

the Investor shall be subject to a lock-in for a period of one year from the date of the trading approval.

- (x). Others

The Company has not made any preferential issue of securities during the current year.

The certificate of M/s. P. Raj & Co., statutory auditors certifying that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI Regulations will be placed before the shareholders at the meeting.

As specified under the SEBI Regulations, wherever it is required, the Company shall re-compute the issue price of the Equity Shares to be allotted under the Preferential Issue in accordance with the SEBI Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee, i.e. Aranda Investment (Mauritius) Pte Ltd. within the time stipulated under the SEBI Regulations, the Equity Shares allotted to Aranda Investment (Mauritius) Pte Ltd. shall continue to be locked-in till the time such amounts are paid by them.

Your Directors recommend the resolution set out at Item no. 1 to be passed as a Special resolution by the members.

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

By order of the Board of Directors
For Oberoi Realty Limited

Bhaskar Kshirsagar
Company Secretary

Mumbai, June 19, 2015

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