NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of **OBEROI REALTY LIMITED** will be held on Friday, June 29, 2012 at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31, 2012, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

2. To declare and approve dividend on equity shares.

3. To appoint a Director in place of Mr. Anil Harish, who retires by rotation and being eligible, has offered himself for reappointment.

4. To appoint a Director in place of Ms. Bindu Oberoi, who retires by rotation and being eligible, has offered herself for reappointment.

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

"**RESOLVED THAT** M/s P. Raj & Co., Chartered Accountants (Firm's Registration No. 108310W), be and are hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration, in addition to reimbursement of out of pocket expenses incurred in connection thereto, as may be approved by the Board of Directors."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised 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."

SPECIAL BUSINESS

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

"**RESOLVED THAT** Mr. Venkatesh Mysore, who was appointed as an Additional Director of the Company w.e.f. July 26, 2011 in terms of Section 260 of the Companies Act, 1956 to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, proposing his candidature as a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retirement by rotation."

7. 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 94 and other applicable provisions, if any, of the Companies Act, 1956, 465 (Four Hundred Sixty Five) Redeemable Non-Convertible Cumulative Preference Shares of Rs. 10,00,000 (Rupees Ten Lakh only) each aggregating Rs. 46,50,00,000 (Forty Six Crore Fifty Lakh only) as comprised in the Authorised Share Capital of the Company and lying un-issued, be cancelled and 4,65,00,000 (Four Crore Sixty Five Lakh) new Equity Shares of Rs. 10 (Rupees Ten only) each be created which shall form part of the Authorised Share Capital of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 existing Clause V of the Memorandum of Association of the Company be amended by deletion of the same and substitution in place and stead thereof the following new Clause V:

V The Authorised Share Capital of the Company is Rs. 4,25,00,00,000 (Rupees Four Hundred Twenty Five Crore only) divided into 42,50,00,000 (Forty Two Crore and Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each with power to the Company to increase or reduce the said Capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privileges or subject to any postponement of rights or to any conditions or restrictions, so that the conditions of issue shall otherwise be subject to the power herein contained. The rights and privileges attached to any shares having preferential, qualified or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with the clauses of the accompanying Articles of Association but not otherwise.

RESOLVED FURTHER THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3.1 of the Articles of Association be deleted and the following article be substituted in its place as new Article 3.1:

3.1 The Authorised Share Capital of the Company is Rs. 4,25,00,00,000 (Rupees Four Hundred Twenty Five Crore only) comprising of 42,50,00,000 (Forty Two Crore and Fifty Lakh) Equity Shares of a face value of Rs. 10 (Rupees Ten only) each with the power to increase or reduce its capital and to divide the Shares in the Share capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with these Articles and to vary, modify, abrogate any such rights, privileges, conditions or restrictions from time to time in such manner as may for the time being be permitted by these Articles or the Legislative provisions for the time being in force in that behalf. The Company shall be entitled to dematerialize its existing shares, reconvert its shares held by the depositories electronically to physical form and / or to offer its fresh shares in electronic form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally entrusted executive powers on behalf of the Company to sign the requisite documents and take necessary steps in this regard."

By Order of the Board of Directors

Bhaskar Kshirsagar
Company Secretary

Mumbai, April 25, 2012

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 AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 authorised 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 173(2) of the Companies Act, 1956, setting out all material facts and the statement of particulars of Directors seeking appointment / reappointment, as required under Clause 49 of the listing agreement is annexed hereto.

5. The Register of Director's Shareholding maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the Members at the Annual General Meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from June 23, 2012 to June 29, 2012 (both days inclusive) for the purpose of payment of dividend.

7. The payment of dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will commence from July 4, 2012 to those members whose names appear on the Register of Members at the end of day on June 22, 2012. In respect of shares held in dematerialised 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 June 22, 2012.

8. Members holding shares in physical form can avail the facility of nomination in accordance with the provisions of Section 109A of the Companies Act, 1956 by sending their nomination in the prescribed Form No. 2B which can be obtained from the Company. Members holding shares in dematerialised form can contact the depository participant with whom they maintain their demat account for availing nomination facility. Members holding shares in physical form are requested to lodge / notify all the investor queries / complaints / grievances, transfer deeds with Link Intime India Private Limited, the Registrars and Transfer Agents of the Company or in alternate, with the Company.

9. Members are requested 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 dematerialised form*: with the depository participant with whom they maintain their demat account.

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 / proxy are requested to bring a copy of Annual Report and attendance slip to the meeting.

3. Members who hold shares in the dematerialised 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 dematerialised form) or the Registrar and Transfer Agent 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No. 6

Mr. Venkatesh Mysore was appointed as an Additional Director of the Company w.e.f. July

26, 2011 pursuant to Section 260 of the Companies Act, 1956. In accordance with the provisions of the said section, Mr. Venkatesh Mysore shall hold office only upto the date of ensuing Annual General Meeting of the Company.

The brief resume and other details of Mr. Venkatesh Mysore including his Directorships and Committee membership are annexed to this notice.

The Company has received a notice under Section 257 of the Companies Act, 1956 together with a deposit of Rs. 500 from a member proposing his candidature for the office of Director.

Your Directors recommend the resolution proposed at Item no. 6 to be passed as ordinary resolution by the members.

None of the Directors, except Mr. Venkatesh Mysore, are concerned or interested in the said resolution.

Item No. 7

The present Authorised share capital of the Company consists of, *inter alia*, 465 (Four Hundred Sixty Five) Redeemable Non-convertible Cumulative Preference Shares of Rs. 10,00,000 (Rupees Ten Lakh only) each aggregating Rs. 46,50,00,000 (Rupees Forty Six Crore and Fifty Lakh only), which are currently un-issued.

Presently, the Board does not envisage any issue of preference shares by the Company in the foreseeable future and hence it is proposed to re-classify the said un-issued Preference Shares into 4,65,00,000 (Four Crore Sixty Five Lakh) equity shares of Rs. 10/- (Rupees Ten only) each aggregating Rs. 46,50,00,000/- (Rupees Forty Six Crore and Fifty Lakh only).

The proposed reclassification of un-issued preference shares into equity shares will however, require the approval of the members of the Company.

Consequent to the proposed re-classification of preference shares, the Capital Clause (Clause V) of the Memorandum of Association and Article 3.1 of the Articles of Association of the Company will be required to be amended suitably.

A draft of the altered Memorandum and Articles of Association of the Company is available at the Registered Office of the Company for inspection by the Members.

Your Directors recommend the resolution proposed at Item no. 7 to be passed as special resolution by the members.

None of the Directors are concerned or interested in the said resolution.

By Order of the Board of Directors

Bhaskar Kshirsagar
Company Secretary

Mumbai, April 25, 2012

Annexure

DETAILS OF DIRECTORS PROPOSED FOR APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)	
Name	Mr. Anil Harish
Date of Birth	March 19, 1954
Date of appointment on the Board	September 18, 2009
Qualification	1. Bachelor's Degree in Arts(Honors) from the University of Mumbai.
	2. Bachelor's Degree in Law from the University of Mumbai.
	3. Master's Degree in Law from University of Miami, USA.
Expertise in specific functional areas	Real Estate, Taxation and Corporate Law
Brief Biography	Mr. Anil Harish is an Independent, Non-Executive Director of the Company. He is a Partner at D.M. Harish & Co., Advocates. He is a member of the Managing Committee of the Indian Merchants' Chamber and is Executive Vice-President of the Society of Indian Law Firms. He was the President of Hyderabad (Sind) National Collegiate Board.
List of other companies in which he holds Directorship as on March 31, 2012	1. Ador Welding Limited
	2. Advani Hotels & Resorts (India) Limited
	3. Ashok Leyland Limited
	4. Astoria Maritime Private Limited
	5. Cenmar Maritime Agencies (India) Private Limited
	6. Freight Connection (India) Private Limited
	7. Future Ventures India Limited
	8. Helpyourngo.com (India) Private Limited
	9. Hinduja Global Solutions Limited
	10. Hinduja Leyland Finance Limited
	11. Hinduja Ventures Limited
	12. Hotel Leelaventure Limited
	13. Mahindra Lifespace Developers Limited
	14. Mordril Properties (India) Private Limited
	15. Mukta Arts Limited
	16. Oasis Preprint Services Private Limited
	17. OMCI Ship Management Private Limited
	18. Pantaloon Retail (India) Limited
	19. Seaco Operations India Private Limited
	20. Trans Atlantic Consultants Private Limited
	21. Unitech Limited
	22. Valecha Engineering Limited
Chairman / member of Committees of the Board of the other companies in which he is a Director as on March 31, 2012	Chairmanship: 4 Membership : 5 (Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)
Relationship with other Director/s	None
Equity shares held in the Company	Nil

Name	Ms. Bindu Oberoi
Date of Birth	August 20, 1968
Date of appointment on the Board	December 1, 2006
Qualification	Bachelor's Degree in Commerce from the University of Mumbai.
Expertise in specific functional areas	Interior designing
Brief Biography	Ms. Bindu Oberoi is a Non Independent, Non-Executive Director of the Company. She is involved in the areas of interior design and landscaping
List of other Companies in which she holds Directorship as on March 31, 2012	1. Envision Realty Private Limited
	2. Expressions Realty Private Limited
	3. I-Ven Realty Limited
	4. Kingston Hospitality and Developers Private Limited
	5. Kingston Property Services Limited
	6. Myspace Developers Private Limited
	7. Oberoi Constructions Limited
	8. Oberoi Mall Limited
	9. Perspective Realty Private Limited
Chairman / member of Committees of the Board of the other companies in which she is a Director as on March 31, 2012	Chairperson: Nil Membership : Nil (Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)
Relationship with other Director/s	Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi
Equity shares held in the Company	111

Name	Mr. Venkatesh Mysore
Date of Birth	December 30, 1958
Date of appointment on the Board	July 26, 2011
Qualification	Bachelor's Degree in Arts from University of Madras.
	Master's Degree in Business Management from University of Madras.
Expertise in specific functional areas	Financial services, insurance, asset management.
Brief Biography	Mr. Venkatesh Mysore is an Independent, Non-Executive Director of the Company. He is the Chief Executive Officer and Managing Director of Knight Riders Sports Private Limited (Kolkata Knight Riders) since October 2010. He immigrated to US in 1985 and he had a long and successful career of 25 years in financial services. He spent over 21 years with Metlife and also occupied the position of Chief Executive Officer and Managing Director of MetLife India. In January 2007 he took over as the India Country Head of Sun Life Financial's India operations. He has served on several boards and chambers of commerce such as Federation of Indian Chambers of Commerce and Industry, Confederation of Indian Industry, Indian Merchants' Chamber, American Chamber of Commerce and the Indo Canadian Chamber. He has also served on several committees established by Insurance Regulatory and Development Authority.
List of other Companies in which he holds Directorship as on March 31, 2012	1. Birla Sun Life Insurance Company Limited 2. Gujarat Sidhee Cement Limited 3. Knight Riders Sports Private Limited 4. Mehta Sports Private Limited 5. Withya HR Fund Private Limited
Chairman / member of Committees of the Board of the other companies in which he is a Director as on March 31, 2012	Chairmanship: Nil Membership : 1 (Committees considered are, Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)
Relationship with other Director/s	None
Equity shares held in the Company	Nil

OBEROI
REALTY

Regd. Office: Commerz, 3rd Floor, International Business Park, Oberoi Garden City,
Off Western Express Highway, Goregaon (East), Mumbai- 400 063

PROXY FORM

Fourteenth Annual General Meeting to be held on June 29, 2012

Regd. folio no./ DP IDClient ID

No. of shares held

I / We _____ of _____ in the district of _____ being a member / members of the Company, hereby appoint _____ of _____ in the district of _____ or failing him / her _____ of _____ in the district of _____ as my/ our proxy to attend and vote for me/ us on my/ our behalf at the FOURTEENTH Annual General Meeting of the Company to be held on Friday, June 29, 2012 at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 3.30 p.m. and at any adjournment(s) thereof.

Signed this _____ day of _____ 2012.

_____
Signature of the member

Affix ₹ 1 Revenue Stamp & Sign Across

Note:
1) The proxy NEED NOT be a member of the Company.
2) This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the meeting.

OBEROI
REALTY

Regd. Office: Commerz, 3rd Floor, International Business Park, Oberoi Garden City,
Off Western Express Highway, Goregaon (East), Mumbai- 400 063

ATTENDANCE SLIP

Fourteenth Annual General Meeting to be held on June 29, 2012

Regd. folio no./ DP ID Client ID

No. of shares held

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

I hereby record my presence at the FOURTEENTH Annual General Meeting of the Company at Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 3.30 p.m. on Friday, June 29, 2012.

_____
Name of the member/ proxy
(in BLOCK letters)

_____
Signature of the member / proxy

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