

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2018

CORPORATE GOVERNANCE PHILOSOPHY

Your Company firmly believes that maintaining the highest standards of Corporate Governance is the implicit rule that determines a management's ability to make sound decisions and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value for all.

The philosophy of Corporate Governance is a principle based approach as codified in Regulation 4(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), encompassing the fundamentals of rights and roles of various stakeholders of the Company, timely information, equitable treatment, role of stakeholders disclosure and transparency and board responsibility.

Your Company is in compliance with the requirements on Corporate Governance as they stood during FY 2017-18.

A report on the compliances of Corporate Governance requirements under the Listing Regulations and the practices/procedures followed by your Company for the year ended March 31, 2018 is detailed below:

BOARD OF DIRECTORS AND ITS COMMITTEES

1. Composition and Category of Directors / Attendance at Meetings/Directorships and Committee Memberships in other companies as on March 31, 2018

Your Company has the combination of Executive and Non-Executive Directors in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The present strength of the Board of Directors is a mix of five Non-Executive Directors including a woman director, and two Executive Directors. Of the five Non-Executive Directors, four Directors are Independent Directors.

The Chairman of the Board is an Executive Director.

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1)(b) of the Listing Regulations. Further, disclosures have been made by the Directors regarding their Chairmanships/Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under Regulation 26(1) of the Listing Regulations.

The composition of Board of Directors as on March 31, 2018 and other relevant details is as follows:

Name	Category	ATTENDANCE			DIRECTORSHIPS ^(A) / MANDATORY COMMITTEE ^(B) MEMBERSHIPS			
		No. of Board Meetings held during the year ¹	No. of Board Meetings attended	Last AGM attendance	Directorship in public companies ^{(C) (D)}	Directorship in private companies	Membership of mandatory committees ^(C)	Chairmanships of mandatory committees ^(C)
Mr. Vikas Oberoi (Chairman and Managing Director)	Executive, Non-Independent Director (Promoter)	4	4	Yes	7	9	4	0
Mr. Anil Harish	Non – Executive, Independent Director	4	4	Yes	6	3	2	2
Ms. Bindu Oberoi	Non- Executive, Non- Independent Director (Promoter Group)	4	4	Yes	10	3	0	1
Mr. Karamjit Singh Kalsi	Non – Executive, Independent Director	4	1 ^(E)	No	1	1	0	0
Mr. T.P. Ostwal	Non – Executive, Independent Director	4	4	Yes	4	1	1	4

CORPORATE GOVERNANCE

Name	Category	ATTENDANCE			DIRECTORSHIPS ^(A) / MANDATORY COMMITTEE ^(B) MEMBERSHIPS			
		No. of Board Meetings held during the year ¹	No. of Board Meetings attended	Last AGM attendance	Directorship in public companies ^{(C) (D)}	Directorship in private companies	Membership of mandatory committees ^(C)	Chairmanships of mandatory committees ^(C)
Mr. Saumil Daru	Executive, Non-Independent Director	4	4	Yes	5	2	0	1
Mr. Venkatesh Mysore	Non – Executive, Independent Director	4	3	Yes	3	3	2	0

¹ excluding the separate meeting of independent directors, in which non independent directors were not eligible to participate.

- Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included.
- Audit Committee and Stakeholders Relationship Committee of public companies are considered for this purpose.
- Including Oberoi Realty Limited.
- Private company which is a subsidiary of public company is considered as a public company.
- Also attended one board meeting over phone call on October 16, 2017.

Also, a separate meeting of Independent Directors was held on January 30, 2018, which was attended by the following Independent Directors:

- Mr. Anil Harish,
- Mr. T.P. Ostwal.

Except for Mr. Vikas Oberoi and Ms. Bindu Oberoi, no other Directors are related to each other in terms of the definition of 'relative' given under Companies Act, 2013. Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi.

None of the Independent Directors has any pecuniary relationship, transaction or association with the Company, which adversely affect their independence.

2. No. of Board Meetings and dates of Board Meetings

The Board oversees the entire functioning of the Company and is involved in strategic decision-making on a collective basis.

Your Board meets at least four times a year and the interval between any such two meetings has not been more than 120 days. The Company Secretary under the direction of the Chairman and in consultation with Chief Financial Officer prepares the agenda for the meetings along with the notes thereto and circulates it to the Directors, along

with the notice of the meeting. During FY 2017-18, meetings of the Board of Directors were held on:

- May 4, 2017
- July 28, 2017
- October 16, 2017
- January 30, 2018

Additionally, a separate meeting of Independent Directors was held on January 30, 2018.

3. Procedure of Board/ Committee Meeting

The agenda papers with relevant notes and material documents relating to matters for perusal of the Board/ Committee are circulated in advance, so as to facilitate discussion and informed decision-making in the meeting.

The routine business brought to the relevant meetings include, inter alia, the following:

- Annual business plans, budgets and strategy.
- Quarterly results and update on operations.
- Financial results for the relevant period along with limited review / audit report thereon.
- Minutes of various committee meetings of the Company and minutes of board meetings of subsidiary companies.
- Statement of investments made by unlisted subsidiaries.
- Review of Internal Audit Report/s.
- Shareholding pattern as per Regulation 31 of the Listing Regulations.
- Statement of shareholder grievance received/ disposed during each quarter.
- The information on recruitment and remuneration of senior officers just below the board level.
- Approval of related party transactions.

CORPORATE GOVERNANCE

4. Shareholding of Directors in the Company as on March 31, 2018

Name	NUMBER OF EQUITY SHARES	% OF TOTAL PAID UP SHARE CAPITAL
Mr. Vikas Oberoi	21,28,73,614	62.68
Ms. Bindu Oberoi	111	0.00
Mr. Saumil Daru	47,960*	0.01
Total	21,29,21,685	62.70

*including shares held jointly with his relatives.

Additionally, Mr. Vikas Oberoi holds 99.999% shares of R. S. Estate Developers Private Limited, which holds 3,33,00,000 (i.e. 9.81%) equity shares of the Company as on March 31, 2018.

The Company has not issued any convertible securities.

5. Familiarisation Programme for Independent Directors

The Independent Directors are familiarised, inter alia, with the Company, their rights, roles and responsibilities, the nature of the industry, the business model of the Company. The details of the same can be viewed at http://www.oberoirealty.com/pdf/Familiarisation_programme_IDs.pdf

6. Subsidiary Monitoring Mechanism

The minutes of board meetings of the subsidiary companies are placed before the meeting of Board of Directors of the Company.

In compliance of the Regulation 24(1) of the Listing Regulations, Mr. T.P. Ostwal, Independent Director of the Company is also a Director on the Board of Directors of Oberoi Constructions Limited, which is an unlisted material subsidiary of the Company. Mr. Venkatesh Mysore, an Independent Director is also a Director on the Board of Directors of Oberoi Constructions Limited.

As per the requirement of the Listing Regulations, the Company has formulated a policy for determining 'Material Subsidiaries' and the same has been posted on Company's website at http://www.oberoirealty.com/pdf/Policy_on_Material_subsidiaries.pdf

7. AUDIT COMMITTEE

The composition of the Audit Committee as on March 31, 2018 is as follows:

Name of Members	CATEGORY
Mr. T.P. Ostwal (Chairman)	Independent Director
Mr. Anil Harish	Independent Director
Mr. Venkatesh Mysore	Independent Director
Mr. Vikas Oberoi	Non- Independent Director

The Chief Financial Officer, Internal Auditor and the Statutory Auditors are invitees to the relevant meetings of the Audit Committee in respect of businesses related to them. The Company Secretary acts as Secretary to the Audit Committee.

During the year under review, the Audit Committee met four times on:

- May 4, 2017
- July 28, 2017
- October 16, 2017
- January 30, 2018

The attendance of members of the Audit Committee at the committee meetings held during the year ended March 31, 2018 is as follows:

Name of Members	NUMBER OF MEETINGS	
	Held	Attended
Mr. T.P. Ostwal (Chairman)	4	4
Mr. Anil Harish	4	4
Mr. Venkatesh Mysore	4	3
Mr. Vikas Oberoi	4	4

The time interval between any two Audit Committee meetings was not more than 120 days.

The terms of reference and powers of the Audit Committee are in accordance with the requirements of Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013 and includes overseeing the Company's financial reporting process, reviewing the quarterly / half yearly / annual financial statements/ results and, reviewing with the management the adequacy of the internal audit function, recommending the appointment/ reappointment of statutory auditor, cost auditor and internal auditor and recommending/ fixation of audit fees, reviewing the significant internal audit findings, related party transactions, reviewing the Management Discussions and Analysis of financial condition and results of operations, scrutiny of inter-corporate loans and investments.

The Committee discusses with the auditors their audit methodology, audit planning and significant observations/ suggestions made by them and management responses and action taken by them.

CORPORATE GOVERNANCE

8. NOMINATION, REMUNERATION, COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE

The composition of this Committee as on March 31, 2018 is as follows:

Name of Members	CATEGORY
Mr. Anil Harish (Chairman)	Non-Executive, Independent Director
Ms. Bindu Oberoi	Non-Executive, Non-Independent Director
Mr. T.P Ostwal	Non-Executive, Independent Director
Mr. Venkatesh Mysore	Non-Executive, Independent Director
Mr. Vikas Oberoi	Executive, Non-Independent Director

During the year under review, the Committee meetings were held four times on:

- May 4, 2017
- July 28, 2017
- October 16, 2017
- January 30, 2018

The attendance of members of Nomination, Remuneration, Compensation and Management Development Committee at the committee meetings held during the year ended March 31, 2018 is as follows:

Name of Members	NUMBER OF MEETINGS	
	Held	Attended
Mr. Anil Harish (Chairman)	4	4
Ms. Bindu Oberoi	4	4
Mr. T.P. Ostwal	4	4
Mr. Venkatesh Mysore	4	3
Mr. Vikas Oberoi	4	4

This Committee also discharges the functions of the 'Compensation Committee' as prescribed under the SEBI (Share Based Employee Benefits) Regulations, 2014.

The terms of reference and power of the Nomination, Remuneration, Compensation and Management Development Committee is in accordance with the requirements of Regulation 19 read with Part D of Schedule II of Listing Regulations, Section 178 the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014.

The role of the Committee, inter alia, is to approve/recommend the remuneration/ packages of the Executive and Non-Executive Directors and of Senior Management Personnel and to lay down the criteria for performance evaluation of Board of Directors as a whole, individual directors and the committees of the Board. Under the said performance evaluation framework, the Committee has identified the criteria upon which every Director, every Committee, and the Board as a whole shall be evaluated.

9. STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of this Committee as on March 31, 2018 is as follows:

Name of Members	CATEGORY
Ms. Bindu Oberoi (Chairperson)	Non-Executive Director
Mr. T.P Ostwal	Non-Executive Director
Mr. Vikas Oberoi	Executive Director

Mr. Bhaskar Kshirsagar, the Company Secretary, is the Compliance Officer under the Listing Regulations.

During the year under review, four meetings of the Committee were held on:

- May 4, 2017
- July 28, 2017
- October 16, 2017
- January 30, 2018

The attendance of members at the committee meetings held during the year ended March 31, 2018 is as follows:

Name of Members	NUMBER OF MEETINGS	
	Held	Attended
Ms. Bindu Oberoi (Chairperson)	4	4
Mr. T.P. Ostwal	4	4
Mr. Vikas Oberoi	4	4

The Committee has been constituted to specifically look into the matter of the redressal of stakeholders', security holders' and investors' complaints and grievances, including but not limited, those relating to transfer/transmission of shares, non-receipt of dividends, non-receipt of Annual Report and any other grievance that a shareholder or investor may have against the Company.

The details of shareholders' complaints received and disposed of during the year under review is as follows:

NUMBER OF INVESTOR COMPLAINTS	
- pending at the beginning of the financial year	Nil
- received during the financial year	Nil
- disposed off during the financial year	Nil
- pending at the end of the financial year	Nil

10. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The composition of this Committee as on March 31, 2018 is as follows:

Name of Members	CATEGORY
Mr. Vikas Oberoi (Chairman)	Non-Independent Director
Ms. Bindu Oberoi	Non-Independent Director
Mr. Venkatesh Mysore	Independent Director

The Company Secretary is the Secretary to the Committee.

CORPORATE GOVERNANCE

During the year under review, two meetings of the said Committee were held on:

- May 4, 2017
- January 30, 2018

The attendance of members of the Committee at the meetings held during the year ended March 31, 2018 is as follows:

Name of Members	NUMBER OF MEETINGS	
	Held	Attended
Mr. Vikas Oberoi (Chairman)	2	2
Ms. Bindu Oberoi	2	2
Mr. Venkatesh Mysore	2	1

The role of the Committee is to formulate and recommend to the Board a Corporate Social Responsibility Policy, recommend the amount of yearly CSR expenditure and also monitor the implementation and functioning of Corporate Social Responsibility Policy.

11. OPERATIONS COMMITTEE

The composition of this Committee as on March 31, 2018 is as follows:

Name of Members	CATEGORY
Mr. Vikas Oberoi (Chairman)	Non-Independent Director
Ms. Bindu Oberoi	Non-Independent Director
Mr. Saumil Daru	Non-Independent Director

During the year under review, nine meetings of the said Committee were held on:

- May 11, 2017
- May 31, 2017
- June 29, 2017
- July 10, 2017
- September 20, 2017
- November 17, 2017
- January 12, 2018
- February 19, 2018
- February 23, 2018

All the said committee meetings were attended by Mr. Vikas Oberoi and Mr. Saumil Daru; and leave of absence was granted to Ms. Bindu Oberoi from the said meetings.

The terms of reference of the Operations Committee includes business development (which, inter alia, involves the acquisition of land), borrowing of funds and approving/ monitoring operational activities.

12. INVESTMENT COMMITTEE

The composition of this Committee as on March 31, 2018 is as follows:

Name of Members	CATEGORY
Mr. Venkatesh Mysore (Chairman)	Independent Director
Mr. Anil Harish	Independent Director
Mr. T.P. Ostwal	Independent Director
Mr. Vikas Oberoi	Non-Independent Director

During the year under review, a meeting of the said Committee was held on July 28, 2017.

The attendance of members of the Committee at the said meeting held during the year ended March 31, 2018 is as follows:

Name of Members	NUMBER OF MEETINGS	
	Held	Attended
Mr. Venkatesh Mysore (Chairman)	1	1
Mr. Anil Harish	1	1
Mr. T.P. Ostwal	1	1
Mr. Vikas Oberoi	1	1

The terms of reference of this Committee includes formulation of guidelines based upon which the investment/ divestment of surplus funds of the Company shall be made.

DIRECTORS' APPOINTMENT, TENURE AND REMUNERATION

In terms of Section 152 read with Section 149(13) of the Companies Act, 2013, Ms. Bindu Oberoi is liable to retire by rotation. The said Director has offered herself for reappointment and resolution for her reappointment, is incorporated in the Notice of the ensuing Annual General Meeting. The brief profile and other information as required under Regulation 36(3) of the Listing Regulations relating to Ms. Bindu Oberoi forms part of the Notice of ensuing Annual General Meeting.

The remuneration paid for the financial year ended March 31, 2018 to Mr. Vikas Oberoi as the Managing Director of the Company (for his term of appointment upto December 3, 2019) is in accordance with the terms and conditions contained in the employment contract entered into with the Company.

The Independent Directors are paid sitting fees for attending meetings of Board / Board Committees and an annual commission (subject to availability of profits and if so decided by the Board).

CORPORATE GOVERNANCE

Details of remuneration / commission paid to Executive and Non-Executive Directors for the year ended March 31, 2018 is as follows:

(₹ in Lakh)

Name	BASIC SALARY	ALLOWANCES	PERFORMANCE INCENTIVE	PERQUISITE	SITTING FEE	COMMISSION
Executive Director						
Mr. Vikas Oberoi ^(A)	0.00	-	-	-	-	-
Mr. Saumil Daru ^(A)	62.04	137.32	429.00	0.14	-	-
Non Executive Director						
Mr. Anil Harish	-	-	-	-	4.00	11.00
Ms. Bindu Oberoi	-	-	-	-	-	-
Mr. Karamjit Singh Kalsi	-	-	-	-	0.50	11.00
Mr. T.P. Ostwal	-	-	-	-	4.40	11.00
Mr. Venkatesh Mysore	-	-	-	-	2.75	11.00

A. Excluding defined benefit plan.

Further, during the year under review, commission pertaining to FY 2016-17 of ₹ 11 lakh each was paid to Mr. Anil Harish, Mr. T.P. Ostwal, Mr. Venkatesh Mysore and Mr. Karamjit Singh Kalsi within the prescribed limits.

As on March 31, 2018, none of the Directors hold any stock options under the employee stock option scheme of the Company.

Brief about Remuneration Policy:

Your Company has formulated a policy on Nomination and Remuneration of Directors and Senior Managerial Personnel and the major points relating to Remuneration policy is as follows:

A. Remuneration structure of Directors:

- Independent Directors receive remuneration by way of sitting fees for attending meetings of Board and Board Committees (where they are members) and commission as recommended by the Nomination, Remuneration, Compensation and Management Development Committee and approved by the Board and shareholders (wherever required) subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.
- The total commission payable to the Independent Directors shall not exceed 1% of the net profit of the Company.
- The remuneration/ compensation/ commission etc. to be paid to Managing Director/Whole-time Director(s)/Executive Director(s) etc. shall be as per their employment contract/ terms of appointment, subject to the limits and conditions under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and the approval of the shareholders.

B. Remuneration structure of Key Managerial Personnel (KMP) and Senior Management is as detailed hereunder:

- The compensation of KMP and Senior Management personnel shall be approved by the Nomination, Remuneration, Compensation and Management Development Committee.
- The Compensation of KMP and Senior Management personnel is done keeping in consideration the prevailing market value of the resource, criticality of role and internal parity of the team.
- The remuneration structure to KMPs and Senior Management personnel may include a variable performance linked component.

The payments to non- executive directors are in the nature of sitting fees and commission. The level and composition of such remuneration are determined so as to be reasonable and sufficient to attract, retain and motivate directors. Additionally, every Director is evaluated on performance evaluation framework as formulated by the Nomination, Remuneration, Compensation and Management Development Committee and is paid Commission basis the achieving of performance benchmarks.

Service contract / notice period / severance fees

As per the employment contract entered into by the Company with the Managing Director, either party can terminate the contract by giving 3 (three) months' notice in writing to the other party. The employment contract does not contain any provisions for payment of any severance fees in case of cessation of employment of the Managing Director.

CORPORATE GOVERNANCE

The employment of Mr. Saumil Daru is governed by the employment policy of the Company, under which both the Company and Mr. Saumil Daru can terminate the employment of the office of the Director- Finance by giving one month notice.

DISCLOSURES

1. There are no materially significant related party transactions that have potential conflict with the interest of the Company. The disclosure of all related party transactions are set out in notes forming part of the financial statements. The policy framed by your Company on dealing with Related Party Transactions is posted on the Company's website at http://www.oberoirealty.com/pdf/Policy_on_RPT.pdf
2. Neither there were any non-compliances, nor any penalties or strictures have been imposed on your Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
3. Your Company has a Whistle blower Policy in place. During the year under review no personnel have either approached the Audit Committee or been denied access to the Audit Committee.
4. Your Company has complied with all the mandatory requirements of the Listing Regulations relating to

corporate governance. Further, your Company has adopted two non-mandatory corporate governance requirements relating to (i) endeavor to have unmodified financial statements, and (ii) direct reporting of the Internal Auditor to the Audit Committee.

5. The CEO/CFO certification in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations forms part of the Annual Report.
6. Disclosure of commodity price risks and commodity hedging activities: The Company is subject to commodity price risk like any other industry. Moreover, since the Company procures all the input commodities used in the production of goods and generation of services from third parties, it is all the more subject to risk and rewards of price variations. The Company is, to a certain extent, able to manage the risks of adverse price movements by giving all inclusive construction contracts, with a built in mechanism for moderation of any substantial price movement of key components of the contract. In respect of contracts for finishing material and façade items, the commodity/ hedging market for these items is not fully developed and the Company keeps on evaluating on continuous basis opportunities for price risk minimisations.

DECLARATION ON CODE OF CONDUCT

This is to certify that your Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the FY 2017-18.

Vikas Oberoi

Chairman & Managing Director

Mumbai, April 24, 2018

DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS UNDER REGULATIONS 17 TO 27 AND REGULATION 46(2)(B) TO (I)

All complied with except Regulation 25(6) and Regulation 21(1), (2), (3), (4) which are not applicable to the Company.

GENERAL SHAREHOLDERS INFORMATION

1. General Body Meeting

FINANCIAL YEAR ENDED	DATE	TIME	VENUE
March 31, 2017	September 19, 2017	10.00 AM	The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018
March 31, 2016	August 19, 2016	3.00 PM	The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018
March 31, 2015	July 1, 2015	3.00 PM	The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018

CORPORATE GOVERNANCE

The following Special Resolutions were passed in the last three Annual General Meetings:

Annual General Meeting held on September 19, 2017:

- Approval of offer or invitation to subscribe non-convertible debentures on private placement.
- Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement.

Annual General Meeting held on August 19, 2016:

- Approval of offer or invitation to subscribe non-convertible debentures on private placement.
- Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement.

Annual General Meeting held on July 1, 2015:

- Approval of borrowings from Mr. Vikas Oberoi, a related party (a Material Related Party Transaction).
- Approval of alteration of Articles of Association of the Company.
- Approval of offer or invitation to subscribe non-convertible debentures on private placement.
- Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement.

Postal Ballot

During FY 2017-18, no ordinary or special resolutions were passed through postal ballot. No special resolution is proposed to be conducted through postal ballot.

2. Company's Means of Communication

Website	Your Company maintains a website www.oberoirealty.com , wherein there is a dedicated section 'Investor Corner'. The website provides details, inter alia, about the Company, its performance including quarterly financial results, annual reports, press release, transcript of analyst conference call, investor presentation, share price data, unpaid dividend details, shareholding pattern, contact details etc.
Quarterly/ Annual Financial Results	Generally published in Financial Express (all editions) and Loksatta, Mumbai edition. The results are also uploaded by BSE and NSE on their website www.bseindia.com and www.nseindia.com respectively
Stock exchanges	All periodical information, including the statutory filings and disclosures, are filed with BSE and NSE. The filings required to be made under the Listing Regulations, including the Shareholding pattern and Corporate Governance Report for each quarter are also filed on BSE Listing Centre and NSE Electronic Application Processing System (NEAPS).
Investor servicing	A separate e-mail id cs@oberoirealty.com has been designated for the purpose of registering complaints by shareholders or investors.

3. Other Information

CIN	L45200MH1998PLC114818
Registered office and address	Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai 400 063
Date, Time and Venue of Annual General Meeting	June 5, 2018, 10.30 a.m., The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018
Financial Year	The financial year of the Company starts from April 1st and ends on March 31st of the succeeding year
Rate of dividend and dividend declaration date	₹ 2 per Equity Share i.e. 20% dividend as recommended by the Board is subject to the approval of the shareholders at the Annual General Meeting to be held on June 5, 2018. The proposed dividend, if so approved, will be paid to the members whose names appear on the Register of Members at the end of day on June 1, 2018. The NECS upload/ dispatch of dividend warrants / demand drafts shall start from June 8, 2018.

CORPORATE GOVERNANCE

Dividend History	Financial Year	Rate of Dividend	Dividend (in ₹) per share of ₹10 each
	2016-17	20%	2.00
	2015-16	20%	2.00
	2014-15	20%	2.00
Listing on stock exchanges	The Equity Shares of the Company are listed on BSE and NSE		
Listing fees	The listing fees of BSE and NSE for FY 2018-19 has been paid		
Stock code	<p>The BSE scrip code of equity shares is 533273</p> <p>The NSE scrip symbol of equity shares is OBEROIRLTY</p> <p>The Bloomberg code of equity shares is OBER:IN</p> <p>The Reuters code of equity shares is OEBO.NS and OEBO.BO</p>		
ISIN Number	INE093I01010		
Custodian fees	The custodian fees is payable to each of the depositories based on the number of folios as on March 31, 2018. The custodian fees to CDSL has been paid while the invoice from NSDL is yet to be received.		
Suspension of trading in securities	There was no suspension of trading in securities of the Company during the year under review.		
Registrar and Transfer agents	<p>Link Intime India Private Limited</p> <p>C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083</p> <p>Email: rnt.helpdesk@linkintime.co.in</p> <p>Tel: (022) 4918 6270 Fax: (022) 4918 6060</p>		
Share Transfer system	<p>For shares held in physical form, all requisite documents for share transfer should be sent to the Registrar and Transfer agents of the Company. The share transfers in physical form will be generally approved within 10 days from the date of receipt subject to all documents being in order.</p> <p>For shares held in dematerialised form, kindly contact your depository participant with whom your demat account is held.</p>		
Outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments and their impact on Equity	As on March 31, 2018, the Company does not have any outstanding GDRs / ADRs / Warrants / Convertible Instruments, including stock options.		
Commodity price risk or foreign exchange risk and hedging activities	<p>The Company is subject to commodity price risk like any other industry. Moreover, since the Company procures all the input commodities used in the production of goods and generation of services from third parties, it is all the more subject to risk and rewards of price variations. The Company is, to a certain extent, able to manage the risks of adverse price movements by giving all inclusive construction contracts, with a built in mechanism for moderation of any substantial price movement of key components of the contract. In respect of contract for finishing material and façade items, the commodity/ hedging market for these items is not fully developed and the Company keeps on evaluating on continuous basis opportunities for price risk minimisations. In respect of inward remittances from eligible overseas buyers of the residential units constructed by the Company and recipient of services from Hotel, all billing is in INR and hence the Company is immune to foreign exchange risk on this account.</p>		
Plant locations	The Company does not have any plants		
Tentative calendar of the Board Meetings for FY 2018-19	<p>For the quarter ended June 30, 2018 – by end of July 2018</p> <p>For the quarter and half year ended September 30, 2018 - by end of October 2018</p> <p>For the quarter ended December 31, 2018 - by end of January 2019</p> <p>For the quarter and year ended March 31, 2019 - by the end of May 2019.</p>		

CORPORATE GOVERNANCE

4. Market Price Data

The market price data and the volume of your Company's shares traded on BSE and NSE during the year ended March 31, 2018 are as follows:

BSE LIMITED

Month	OBEROI REALTY SHARE PRICE ON BSE			S&P BSE SENSEX INDEX	
	High (₹)	Low (₹)	Average Volume (Nos)	High	Low
Mar -18	560.95	468.45	48,307	34,278.63	32,483.84
Feb - 18	576.70	437.55	41,703	36,256.83	33,482.81
Jan - 18	562.00	474.00	48,667	36,443.98	33,703.37
Dec - 17	492.90	433.00	24,703	34,137.97	32,565.16
Nov- 17	529.00	453.40	31,374	33,865.95	32,683.59
Oct - 17	485.00	400.00	1,74,716	33,340.17	31,440.48
Sep -17	437.50	376.10	29,785	32,524.11	31,081.83
Aug - 17	406.00	352.00	49,230	32,686.48	31,128.02
July - 17	400.65	360.00	10,094	32,672.66	31,017.11
June - 17	405.75	338.65	9,944	31,522.87	30,680.66
May - 17	418.00	362.60	30,927	31,255.28	29,804.12
Apr - 17	414.00	366.00	1,03,590	30,184.22	29,241.48

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Month	OBEROI REALTY SHARE PRICE ON NSE			NSE NIFTY 50 INDEX	
	High (₹)	Low (₹)	Average Volume (Nos)	High	Low
Mar -18	561.40	467.00	5,56,058	10,525.50	9,951.90
Feb - 18	574.40	443.60	4,37,421	11,117.35	10,276.30
Jan - 18	562.35	475.05	3,62,417	11,171.55	10,404.65
Dec - 17	492.00	444.00	2,05,044	10,552.40	10,033.35
Nov- 17	528.95	452.00	3,10,234	10,490.45	10,094.00
Oct - 17	487.65	401.00	5,97,813	10,384.50	9,831.05
Sep -17	439.90	379.05	2,29,934	10,178.95	9,687.55
Aug - 17	406.00	348.00	1,98,905	10,137.85	9,685.55
July - 17	401.30	358.60	1,52,013	10,114.85	9,543.55
June - 17	405.00	335.30	2,44,913	9,709.30	9,448.75
May - 17	416.00	363.30	2,94,681	9,649.60	9,269.90
Apr - 17	413.95	361.95	6,36,659	9,367.15	9,075.15

CORPORATE GOVERNANCE

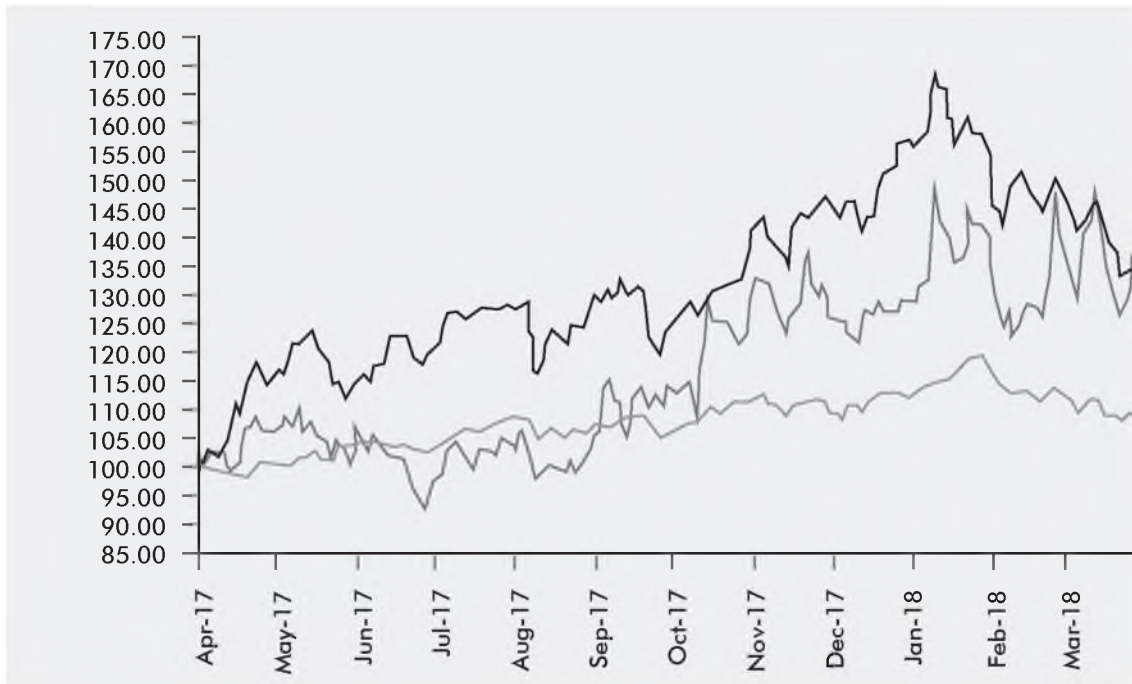
5. PERFORMANCE OF OBEROI REALTY LIMITED (ORL) SCRIP IN COMPARISON TO BROAD-BASED INDICES, VIZ. S&P BSE SENSEX, S&P BSE REALTY INDEX, NIFTY 50 INDEX AND NIFTY REALTY INDEX

I) Movement of ORL vs. S&P BSE Sensex vs. S&P BSE Realty Index



— Oberoi Realty — Sensex — BSE Realty
Closing value of ORL scrip, S&P BSE Sensex Index and S&P BSE Realty Index as of April 1, 2017 has been indexed to 100.

II) Movement of ORL vs. Nifty 50 Index vs. Nifty Realty Index



— Oberoi Realty — Nifty 50 — Nifty Realty
Closing value of ORL scrip, Nifty 50 Index and Nifty Realty Index as of April 1, 2017 has been indexed to 100.

CORPORATE GOVERNANCE

6. Distribution of Shareholding as on March 31, 2018

Shareholding of Nominal Value (INR)	NUMBER OF SHAREHOLDERS	PERCENTAGE (%)	NUMBER OF SHARES HELD	PERCENTAGE (%)
1 – 5,000	22,850	93.34	17,66,187	0.52
5,001 - 10,000	677	2.77	5,34,616	0.16
10,001 - 20,000	348	1.42	5,11,239	0.15
20,001 - 30,000	121	0.49	3,03,342	0.09
30,001 - 40,000	61	0.25	2,17,702	0.06
40,001 - 50,000	49	0.20	2,30,234	0.07
50,001 – 1,00,000	98	0.40	7,11,269	0.21
1,00,001 and above	276	1.13	33,53,27,648	98.74
Total	24,480	100.00	33,96,02,237	100.00

7. Shareholding pattern as on March 31, 2018

Category	CATEGORY OF SHAREHOLDER	NUMBER OF SHAREHOLDERS*	TOTAL NUMBER OF SHARES	TOTAL SHAREHOLDING AS A PERCENTAGE OF TOTAL NUMBER OF SHARES	
PROMOTER & PROMOTER GROUP					
Indian	Promoter	1	21,28,73,614	62.68	
	Promoter Group	4	3,33,01,332	9.81	
	Total (Promoter & Promoter Group)	5	24,61,74,946	72.49	
PUBLIC					
Institutions	Mutual Funds	6	96,70,445	2.85	
	Alternate Investment Funds	1	7,00,000	0.21	
	Financial Institutions/ Banks	2	18,100	0.01	
	Foreign Portfolio Investor/ Foreign Institutional Investors	206	7,46,37,856	21.98	
	Total (Institutions)	215	8,50,26,401	25.04	
	Non-institutions	Bodies Corporate	261	21,64,794	0.64
		Individuals	22,160	53,52,157	1.58
Clearing Members		160	2,00,207	0.06	
Non Resident Indian (Repat)		479	3,26,509	0.10	
Non Resident Indian (Non Repat)		212	82,903	0.02	
Hindu Undivided Family		578	2,68,960	0.08	
Trusts		5	5,360	0.00	
Total (Non-Institutions)		23,855	84,00,890	2.47	
Total (Public)	24,070	9,34,27,291	27.51		
GRAND TOTAL	24,075	33,96,02,237	100.00		

* Consolidated in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017.

CORPORATE GOVERNANCE

8. Status of dematerialisation of shares

As on March 31, 2018, all except 103 equity shares of the Company are held in dematerialised form. The breakup of the equity shares held in dematerialised and physical form as on March 31, 2018 is as follows:

Particulars	NO. OF SHAREHOLDERS	NO. OF SHARES	PERCENT OF EQUITY
NSDL	12,849	33,62,24,357	99.01
CDSL	11,628	33,77,777	0.99
Physical	3	103	0.00
Total	24,480	33,96,02,237	100.00

9. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the number of shares issued, listed on the Stock exchanges and that held in demat and physical mode are in agreement with each other.

10. UNCLAIMED DIVIDEND

As on March 31, 2018 following amounts of dividends remained unclaimed:

	(Amount in ₹)
FY 2010-11	14,719
FY 2011-12	18,560
FY 2012-13	37,476
FY 2013-14	39,554
FY 2014-15	54,966
FY 2015-16	42,678
FY 2016-17	56,162

In accordance with Section 125 of the Companies Act, 2013, the amounts of dividend that remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government.

Members can claim the unclaimed dividend from the Company before transfer to the IEPF by making their claim to the Company at its registered office or by contacting the Registrar and Transfer Agents. It may be noted that no claim shall lie against the Company in respect of amounts of dividends remaining unpaid or unclaimed for a period of seven years after being transferred to the IEPF. After transfer of such amounts to the IEPF, the member can claim their amounts from IEPF.

In accordance with sub-section 6 of Section 124 of the Companies Act, 2013, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years will be transferred to IEPF. The members can claim the transfer of such shares from IEPF in accordance with the procedure and on submission of the documents as prescribed from time to time.

In accordance with Rule 3 of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, your Company has filed Form IEPF 2 with the Ministry of Corporate Affairs, containing the details of unclaimed/ unpaid amount of dividends as of the date of last Annual General Meeting. Additionally, the details have also been uploaded on the website of the Company.

11. Address for correspondence

For query relating to financial statements / investor relations, please contact:

Investor Relations Department:

Oberoi Realty Limited

Commerz, 3rd Floor, International Business Park,

Oberoi Garden City, Off Western Express Highway,

Goregaon (East), Mumbai 400 063

Email: ir@oberoirealty.com

Phone No.: (022) 6677 3333

Fax No.: (022) 6677 3334

For and on behalf of the Board of Directors

Vikas Oberoi

Chairman & Managing Director

DIN: 00011701

Mumbai, April 24, 2018