

OBEROI
REALTY
OBEROI REALTY LIMITED

Regd. Office: Commerz, 3rd Floor, International Business Park, Oberoi Garden City,
Off Western Express Highway, Goregaon (East), Mumbai 400 063, India
Tel.: +91 22 6677 3333

Website: www.oberoirealty.com, Email: cs@oberoirealty.com
CIN: L45200MH1998PLC114818

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively the “**MCA Circulars**”), as amended from time to time, the resolutions as set out in this Notice are proposed to be passed by the Members of Oberoi Realty Limited (“**Company**”) through Postal Ballot by way of remote e-voting only.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof are appended to this Notice.

Pursuant to the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the Ministry of Corporate Affairs vide the MCA Circulars, this Notice will be sent in electronic mode only to all those members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, July 25, 2025 (“**cut-off date**”) received from the Depositories and whose e-mail addresses are registered with the Company/ MUFG Intime India Private Limited (*Formerly known as ‘Link Intime India Private Limited’*), the Company’s Registrar & Transfer Agent (hereinafter referred to as “**RTA**”), or Depository Participant/ Depository.

In compliance with Sections 108 and 110 of the Act read with the Rules thereto, and Regulation 44 of the SEBI Listing Regulations, the Company has extended the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Company has appointed Central Depository Services (India) Limited (“**CDSL**”) for facilitating remote e-voting to enable the Members to cast their votes electronically. Accordingly the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The remote e-voting shall commence on **Wednesday, July 30, 2025 at 9:00 A.M. (IST)** and shall end on **Thursday, August 28, 2025 at 5:00 P.M. (IST)**. During this period, Members of the Company

holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 P.M. (IST) on Thursday, August 28, 2025**. The remote e-voting facility will be disabled by CDSL thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors has appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171, COP No. 3030) Partner of M/s. Rathi and Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and scrutinize the remote e-voting in a fair and transparent manner.

After completion of scrutiny of the votes casted through remote e-voting, the Scrutinizer will submit his report to the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.

The results of the Postal Ballot through remote e-voting shall be declared on or before **Saturday, August 30, 2025** and the said results along with the Scrutinizer's Report shall thereafter be placed on the Company's website <https://www.oberoirealty.com> and will also be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their websites. The same shall also be placed on the website of CDSL. The results shall also be displayed at the Registered Office of the Company. The proposed resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. Thursday, August 28, 2025.

SPECIAL BUSINESSES:

1. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended from time to time, read with the circulars issued thereunder (collectively referred as **“SEBI SBEB Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, read with the circulars issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI LODR Regulations”**), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable law for the time being in force, the relevant provisions of the Memorandum and Articles of Association of Oberoi Realty Limited (**“the Company”**), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the shareholders of the Company be and is hereby accorded to the introduction and implementation of “Oberoi Realty Limited – Employee Stock Option Plan 2025” (**“ESOP 2025”/ “Plan”**), the salient features whereof are furnished in the explanatory statement to this Notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, not exceeding **36,36,023 (Thirty-Six Lakh Thirty-Six Thousand Twenty-Three only)** employee stock options (**“Options”**) to such employees working exclusively with the Company, its group companies (including subsidiary or associate company(ies)), whether in India or outside India, including any director, whether whole-time or not (excluding (i) the employees/directors who are promoters and persons belonging to the promoter group, (ii) independent director, and (iii) director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the ESOP 2025,

exercisable into not more than **36,36,023 (Thirty-Six Lakh Thirty-Six Thousand Twenty-Three only)** equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable law and the ESOP 2025.”

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division etc., if any additional equity shares are required to be issued by the Company to the eligible employees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares required to be issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable law and regulations to the extent relevant and applicable to the ESOP 2025.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the ESOP 2025 on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2025 subject to the compliance with the applicable law and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SEBI SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2025, and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable law in force to give effect to this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

2. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits &

Sweat Equity) Regulations, 2021, as amended from time to time, read with the circulars issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, read with the circulars issued thereunder, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable law for the time being in force, the relevant provisions of the Memorandum and Articles of Association of Oberoi Realty Limited ("**the Company**"), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, such number of employee stock options ("**Options**") under "**Oberoi Realty Limited – Employee Stock Option Plan 2025**" ("**ESOP 2025**" / "**Plan**") to the eligible employees of the subsidiary company(ies) of the Company, exclusively working in India or outside India, subject to their eligibility as may be determined under the ESOP 2025, which shall be within the ceiling of total number of Options and equity shares, as specified in the ESOP 2025 along with such other terms and in such manner, in accordance with the provisions of the applicable law and the provisions of the ESOP 2025."

"RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit."

3. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended from time to time, read with the circulars issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, read with the circulars issued thereunder, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable law for the time being in force, the relevant provisions of the Memorandum and Articles of Association of Oberoi Realty Limited ("**the Company**"), and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee duly authorised by the Board, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to

create, offer and grant from time to time, in one or more tranches, such number of employee stock options (“Options”) under “Oberoi Realty Limited – Employee Stock Option Plan 2025” (“ESOP 2025” / “Plan”) to the eligible employees of the group companies, including associate company(ies) of the Company, exclusively working in India or outside India, subject to their eligibility as may be determined under the ESOP 2025, which shall be within the ceiling of total number of Options and equity shares, as specified in the ESOP 2025 along with such other terms and in such manner, in accordance with the provisions of the applicable law and the provisions of the ESOP 2025.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

4. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Shah (DIN: 00338251), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director w.e.f. June 16, 2025, and who in terms of Section 161(1) of the Companies Act, 2013 held the said office upto the date of the 27th Annual General Meeting of the Company i.e. July 2, 2025, and who was further re-appointed as an Additional Director of the Company in the category of Non-Executive Independent Director on July 2, 2025, and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the said office, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from June 16, 2025 to June 15, 2030.”

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company, be and are hereby severally authorized to take all actions and do all things including the filing of requisite intimations/ notices with the statutory authorities about the above matter and to deal with matters related thereto from time to time.”

By Order of the Board of Directors

Bhaskar Kshirsagar
Company Secretary

Mumbai, July 21, 2025

Registered Office:

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 of the Act, and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), each as amended, setting out the material facts

relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").

2. The particulars of Mr. Sanjay Shah, the Director proposed to be appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard 2 are annexed hereto.
3. In terms of the MCA Circulars, this Notice is being sent to all the Members only in electronic form, whose names appear on the Register of Members/ List of Beneficial Owners as received from MUFG Intime India Private Limited (*Formerly known as 'Link Intime India Private Limited'*), the Company's Registrar and Transfer Agent ("**RTA**")/ Depositories as on the close of business hours on Friday, July 25, 2025 ("**cut-off date**"). As per the MCA Circulars, the hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope is not being sent to the Members for this Postal Ballot.
4. In terms of Sections 108, 110 and other applicable provisions of the Act read with Rules thereto, the MCA Circulars, and in compliance with Regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing facility for remote e-voting to all the Members of the Company. The remote e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited ("**CDSL**").
5. 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. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
6. A copy of this Notice has been/ shall be placed on the website of the Company (<https://www.oberoirealty.com>), the website of CDSL (www.evotingindia.com), and the websites of the stock exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
7. The Board of Directors has appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171, COP No. 3030) (email: hsk@rathiandassociates.com), Partner of M/s. Rathi and Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and scrutinize the remote e-voting in a fair and transparent manner.
8. After completion of scrutiny of the votes casted through remote e-voting, the Scrutinizer will submit his report to the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
9. The results of the Postal Ballot through remote e-voting shall be declared on or before **Saturday, August 30, 2025** and the said results along with the Scrutinizer's Report shall thereafter be placed on the Company's website <https://www.oberoirealty.com> and will also be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their websites. The same shall also be placed on the website of CDSL. The results shall also be displayed at the Registered Office of the Company.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. **Thursday, August 28, 2025**. The resolution passed by the Members through postal ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.
11. The documents referred to in the Notice or Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 11:00 a.m. to 1:00 p.m. except on holidays, until the last date of remote e-voting of this Postal Ballot i.e. Thursday, August 28, 2025 till 5:00 p.m. For this purpose, the Members may send their requests at cs@oberoirealty.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID.

12. Members who have not registered their e-mail address are requested to update the same (i) for shares held in physical form - by submitting a request on https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and cs@oberoirealty.com, along with scan copy of their share certificate (front and back), self attested copy of PAN or Aadhar ID of the residential address appearing in their folio; (ii) for shares held in demat mode - with the depository participants with whom their demat account is maintained.

13. In the general interest of the Members, it is requested of them to update their bank mandate/ NECS/ Direct credit details/ name/ address/ power of attorney and update their Core Banking Solutions enabled account number:

- For shares held in physical form: with the Registrar and Transfer Agent of the Company.
- For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

Kindly note that as per Regulation 12 read with Schedule I of SEBI Listing Regulations, for distribution of dividends or other cash benefits to the investors, electronic mode of payments like National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) and National Electronic Funds Transfer (NEFT) shall be used. In cases where the details like MICR no., IFSC no. etc. required for effecting electronic payments are not available, physical payment instrument like dividend warrants, demand drafts will be used.

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

14. Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrars and Transfer Agents of the Company (in case of shares held in physical form), as the case may be, about:

- (i) the change in the residential status on return to India for permanent settlement;
- (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.

15. INSTRUCTIONS FOR REMOTE E-VOTING BY MEMBERS ARE AS UNDER:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020 under Regulation 44 of SEBI LISTING REGULATIONS on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ website of Depositories/ Depository Participants in order to increase efficiency of the voting process.

Individual demat account holders will be able to cast their vote without having to register with the e-voting service provider (ESP), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

The remote e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited.

Members are advised to update their mobile number and email id in their demat accounts in order to access remote e-voting facility.

The remote e-voting period begins on Wednesday, July 30, 2025 (9:00 a.m.) and ends on Thursday, August 28, 2025 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off (record date) of Friday, July 25, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

A. Instructions for Individual shareholders holding securities in Demat mode for logging in for remote e-voting:

Type of shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL depository	1. Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users are requested to login to Easi/Easiest through the website of CDSL www.cdslindia.com and then click on Login icon and select 'My Easi New (Token)'. 2. After successful login the Easi/Easiest user will be able to see the e-voting Menu. On clicking the e-voting menu, the user will be able to see his/ her holdings along with links of the respective e-voting service provider (ESP) as per information provided by the Company. Additionally, links are been provided to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL's website www.cdslindia.com, where the user has to click on Login icon & then on 'My Easi New (Token)' and then proceed for the registration. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. on e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL depository	(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL https://eservices.nsdl.com either on a Personal Computer or on a mobile. Thereafter click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User Id and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. (2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS' or click at

Type of shareholder	Login Method
	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (3) Alternatively, visit the e-voting website of NSDL https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Thereafter click on the icon 'Login' which is available under 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and the Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. (4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8 character DP ID, 8 digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on 'Login'. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period.

Note: Members who are unable to retrieve User ID/Password are advised to use 'Forget User ID/ 'Forget Password' option available at abovementioned website.

B. Instructions for Non-Individual shareholders and shareholders holding securities in physical mode for logging in for remote e-voting are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders"/ "Members".
- iii. 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.

- iv. Next enter the image verification as displayed and click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number communicated to them by email in the PAN field. In case email ids are not registered with Company/depositories for such shareholders, they are requested to follow the instructions given in para E below to obtain login credentials for e-voting.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

C. Common instructions for all shareholders logging in for remote e-voting:

Upon logging in as per para **A** or **B** above, Members need to follow the instructions as mentioned below:

- i. Click on the EVSN for ‘Oberoi Realty Limited’.
- ii. 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.
- iii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.

- iv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- v. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- vi. You can also take a print of the votes casted by clicking on "Click here to print" option on the Voting page.
- vii. If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- viii. There is also an optional provision to upload board resolution/ power of attorney, if any, which will be made available to scrutinizer for verification.

D. Note for Non – Individual Shareholders and Custodians – Remote e-voting

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in 'Corporates' module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login will be mapped automatically, and can be delinked in case of any wrong mapping.
- v. It is mandatory that 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.
- vi. Alternatively, non individual shareholders can send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@oberoirealty.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

E. Process for Shareholders whose email addresses are not registered with the Company/depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice:

For Physical shareholders - please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cs@oberoirealty.com. The Company shall provide the login credentials to the above mentioned shareholders.

For Demat shareholders - Please update your email id and mobile number with your Depository Participant (DP).

For individual Demat shareholders - Please update your email id and mobile number with your Depository Participant (DP), which is mandatory while e-voting.

F. Contact details for assistance for remote e-voting

For any technical issues related to login through Depository i.e. CDSL and NSDL, please contact:

Login type	Helpdesk details
Individual shareholders holding securities in Demat mode with CDSL	Email: helpdesk.evoting@cdslindia.com Contact no.: 1800 21 09911 (toll free)
Individual shareholders holding securities in Demat mode with NSDL	Email: evoting@nsdl.co.in Contact no.: +91 22 48867000 / 24997000

In case you have any queries or issues or seek assistance w.r.t. CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact CDSL on toll free no. 1800 21 09911. Alternatively, the e-voting related grievances may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or by email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:
Item no. 1, 2, and 3:

Oberoi Realty Limited ("**Company**") has delivered robust financial and operational performance, supported by a strong project pipeline, disciplined execution, and customer-centric delivery. This success is underpinned by the commitment and contributions of employees across all levels of the organization, whose efforts have played a pivotal role in driving sustained value creation for shareholders.

To continue fostering a high-performance culture and retain key talent in an increasingly competitive talent market and wealth creation for the employees, the Company recognizes the strategic importance of offering long-term equity-based incentives. Employee stock options ("**Options**") serve as a powerful tool to attract, motivate, and retain top-tier talent, while also aligning individual performance with the Company's long-term objectives. Compared to fixed cash payouts, equity incentives foster a deeper sense of ownership and accountability among employees, thereby strengthening the alignment of employee interests with those of shareholders.

In light of evolving strategic and talent retention needs, it is proposed to implement a new equity incentive scheme, "Oberoi Realty Limited – Employee Stock Option Plan 2025" ("**ESOP 2025**" or the "**Plan**" or the "**Scheme**"), comprising a fresh pool of Options aggregating to ~1% of the Company's outstanding share capital on a fully diluted basis. The Plan is intended to cover eligible employees of the Company, as well as its group companies, including subsidiary and associate companies.

The Committee shall determine the quantum of Options to be granted, taking into account role-specific metrics. The grant will be made based on multi-criteria selection process, *inter alia*, based on:

1. The employee's past association and demonstrated commitment to the Company, group companies (including subsidiary or associate company), as the case may be.
2. Consistent performance, evidenced by performance ratings.
3. Evaluation of future potential and anticipated contribution to the Company's strategic growth.
4. Any other relevant parameters as the Committee may deem fit in the interests of the Company and its stakeholders.

This structured and transparent framework assures shareholders that the grant of stock options is rooted in meritocracy, performance, and alignment with long-term value creation. Through this approach, the Company aims to nurture a culture of ownership, accountability, and sustained excellence.

In line with the operational nature of the real estate development business, the Company regularly deploys its employees across group companies, including subsidiary and associate companies, depending on the needs of specific projects. To maintain continuity and fairness in employee incentives, especially in cases where individuals may be seconded or transferred between the Company, and its group companies (including Company's subsidiaries, or associates), it is essential to extend the ESOP benefits across these entities. This ensures that employees do not lose their eligibility or continuity of benefit due to organizational structure or project-based deployment, thereby preserving morale, fostering long-term commitment, and enhancing alignment with shareholder value creation.

Accordingly, the Committee and the Board of Directors ("**Board**") of the Company at their meetings held on July 21, 2025, had approved the introduction of the ESOP 2025, subject to shareholders' approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 ("**the Act**") and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), the salient features of the ESOP 2025 are given as under:

a. Brief description of the Scheme:

ESOP 2025 is a comprehensive plan to grant employee stock options (“Options”) to the eligible employees of the Company, its group companies (including subsidiary company(ies) and associate company(ies)) as described below, to subscribe to the equity shares of the Company underlying the Options at the exercise price to be determined by the Committee in accordance with the ESOP 2025. The Committee shall supervise the ESOP 2025 as required under SEBI SBEB Regulations. All questions of interpretation of the ESOP 2025 shall be determined by the Committee and such determination shall be final and binding upon all people who have an interest in the ESOP 2025.

b. Total number of Options to be offered and granted:

The total number of Options to be offered and granted under the ESOP 2025 shall not exceed 36,36,023 (Thirty-Six Lakh Thirty-Six Thousand Twenty-Three only). Each Option when exercised would be converted into one equity share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the eligible employees to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares required to be issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any corporate action, consolidation etc.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The following class of employees are entitled to participate in ESOP 2025:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India, or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director;
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of a group company(ies), including subsidiary company(ies) or associate company(ies), in India or outside India,

but excludes-

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d. Requirements of Vesting and period of Vesting:

The Option granted under the ESOP 2025 would vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 7 (seven) years from the date of grant.

Unless the Committee specifies a different vesting schedule, the following vesting schedule shall apply to all grants made under the Plan:

Vesting Schedule	Percentage of Options which will Vest
At the end of 1 (one) year from the date of grant	Not more than 25% of the Options granted
At the end of 2 (two) year from the date of grant	Not more than 50% of the Options granted, on a cumulative basis

At the end of 3 (three) year from the date of grant	Not more than 75% of the Options granted, on a cumulative basis
At the end of 4 (four) year from the date of grant	Not more than 100% of the Options granted, on a cumulative basis

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity, as the case may be.

Vesting of Option would be subject to continued employment with the Company, group company (including subsidiary company or associate company), as the case may be, on the relevant vesting date.

e. Maximum period within which the options shall be vested:

Any Option granted under the ESOP 2025 shall be subject to a maximum vesting period of **7 (Seven) years** from the date of grant of Options as specified above.

f. Exercise price or pricing formula:

The exercise price per Option shall be determined by the Committee at the time of grant, which can be at a maximum discount of 20% (Twenty percent) to the market price of the shares.

The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of **4 (Four) years** commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of grant.

The Options shall be deemed to have been exercised when an employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of shares against the Options vested in him, subject to payment of exercise price and compliance of other requisite conditions of exercise. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Scheme:

The eligibility of the employees for grant of Options shall be decided from time to time by the Committee. The broad criteria for review and selection may include parameters like designation, tenure with the Company/ group company (including the subsidiary company/associate company), performance during the previous years, future potential, and contribution or impact towards strategic growth, etc. However, for new joiners, the broad criteria for selection shall be basis prior work experience, applicable skills, designated job role or such other factors as determined by the Committee.

i. Maximum number of options to be issued per employee and in aggregate:

The number of Options that may be granted under the ESOP 2025 per employee and in aggregate (taking into account all grants) for such an employee, shall not exceed **7,27,205 (Seven Lakh Twenty Seven Thousand Two Hundred and Five only)** Options per eligible employee.

j. Maximum quantum of benefits to be provided per employee under the Scheme:

The employees will be entitled to the shares of the Company on exercise of Options as per the terms provided under ESOP 2025.

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option exercise price and the market price of the equity shares on the exercise date.

k. Route of the implementation:

The ESOP 2025 shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Scheme:

The ESOP 2025 contemplates the issue of fresh equity shares by the Company.

m. Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not currently contemplated under ESOP 2025 as the Plan is being implemented and administered directly by the Company.

n. Maximum percentage of secondary acquisition:

Not currently contemplated under ESOP 2025 as the Plan is being implemented and administered directly by the Company.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report. Currently, this statement is not applicable as the Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102.

r. Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in restriction in general. However, usual restrictions as may be prescribed under applicable law including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

S. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Scheme:

Subject to the provisions of the applicable law, the Board shall determine the procedure for buy-back of the specified securities/ Options granted under the ESOP 2025 if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

In terms of Section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(1) and other applicable provisions of SEBI SBEB Regulations, the implementation of the ESOP 2025 and grant of Options to the employees of the Company require approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass the special resolution as set out at item no. 1.

Further, as per section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6(3)(c) of SEBI SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for grant of Options to employees of group companies (including subsidiary and associate company(ies)) of the Company under the ESOP 2025. Therefore, the approval of the shareholders of the Company is being sought to pass the special resolutions as set out at item no. 2 and 3.

The Board, accordingly, recommends the passing of special resolutions as set out at item no. 1, 2 and 3 of this Notice, for the approval of the shareholders of the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

None of the Directors, Key Managerial Personnel, or Promoter of the Company and their respective relatives are in any way, financially or otherwise, concerned or interested in the resolutions set out at item no. 1, 2 and 3, except to the extent of their shareholding in the Company or the options that may be granted under the ESOP 2025.

Item no. 4:

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, an Independent Director shall not be liable to retire by rotation, and shall hold office for a term up to five consecutive years on the Board of a company.

The Board of Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) appointed Mr. Sanjay Shah (DIN: 00338251), as an Additional Director in the category of Non-Executive Independent Director w.e.f. June 16, 2025, who in terms of Section 161(1) of the Companies Act, 2013 held the said office upto the date of the 27th Annual General Meeting ("27th AGM") i.e. July 2, 2025.

The notice of the 27th AGM was approved by the Board of Directors on April 28, 2025 whereby the 27th AGM was convened on July 2, 2025. The notice of the 27th AGM was dispatched to the Members of the Company by permitted means on June 6, 2025.

Since Mr. Sanjay Shah was appointed as Additional Director in the category of Non-Executive Independent Director of the Company on June 16, 2025, i.e. post the date of dispatch of Notice of 27th AGM to the Members of the Company (i.e. June 6, 2025) and on account of the Company being left with very short period of time before the date of 27th Annual General Meeting i.e. July 2, 2025, the Company was not in a position to circulate and dispatch Addendum to the Notice of 27th AGM for the business matter related to seeking approval of shareholders of the Company for appointment of Mr. Sanjay Shah as Non-Executive Independent Director of the Company for a term of five consecutive years from June 16, 2025 to June 15, 2030.

Accordingly, on account of the operation of Section 161(1) of the Companies Act, 2013 which provides that an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier, Mr. Sanjay Shah held the said office upto the date of the 27th AGM of the Company i.e. July 2, 2025.

To address the above and provide for continuity of appointment to Mr. Sanjay Shah as an Independent Director of the Company, the Board of Directors (based on the recommendation of Nomination and Remuneration Committee) on July 2, 2025 further approved the re-appointment of Mr. Sanjay Shah, as an Additional Director in the category of Non-Executive Independent Director w.e.f. the date of the 27th Annual General Meeting of the Company i.e. July 2, 2025 so as to hold office for a term of five consecutive years from June 16, 2025 (i.e. the date of his first appointment as Additional Director in the category of Non-Executive Independent Director of the Company) to June 15, 2030

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sanjay Shah for the office of Non-Executive Independent Director of the Company.

Mr. Sanjay Shah has given declaration that he meets the criteria of independence as provided under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Sanjay Shah fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as Non-Executive Independent Director of the Company and that he is independent of the management.

A brief profile of Mr. Sanjay Shah is attached to this notice.

The Board of Directors is of the view that induction of Mr. Sanjay Shah as a Non-Executive Independent Director on the Board of the Company will add value for the Company and its stakeholders.

The Board, accordingly, recommends the passing of special resolution as set out at item no. 4 of this Notice, for the approval of the shareholders of the Company.

Mr. Sanjay Shah and his relatives, are concerned or interested in the resolution related to his appointment. None of the other Directors, Key Managerial Personnel, or Promoter of the Company and their respective relatives are in any way, financially or otherwise, concerned or interested in the resolution set out at item no. 4.

By Order of the Board of Directors

Bhaskar Kshirsagar
Company Secretary

Mumbai, July 21, 2025

Annexure

DETAILS OF DIRECTOR PROPOSED FOR APPOINTMENT

Name	Mr. Sanjay Shah
Date of birth	May 9, 1968
Age	57 years
Date of appointment on the Board	June 16, 2025
Qualification	Bachelor of Engineering (Chemical) Masters in Management Studies (Finance)
Expertise in specific functional areas	Investment banking and Capital Markets
Terms and conditions of appointment	A Non-Executive Independent Director of the Company, not liable to retire by rotation
Remuneration sought to be paid	Sitting fee and commission as a percentage of net profits as recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors.
Remuneration last drawn (for FY 2024-25)	N.A.
Brief Biography	Mr. Sanjay Shah has over 32 years experience in Investment banking and Capital Markets. He was with Morgan Stanley India from 1996 to 2023, last as Country Head-India & Managing Director. Over this time, Morgan Stanley's presence in India grew significantly across its entire gamut of operations. By education, he is a Chemical Engineer and has done his Masters in Management Studies in Finance from Mumbai University.
List of other Companies in which he/ she holds Directorship (as on 31/03/2025)	Nil
Chairperson/ member of Committees* of the Board of other companies in which he/ she is a Director (as on 31/03/2025)	Nil
No. of Board meetings attended during FY 2024-25	N.A.
Relationship with other Director/s, Manager and Key Managerial Personnel	None
Equity Shares held in the Company (as on 31/03/2025)	Nil

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