

FORM A

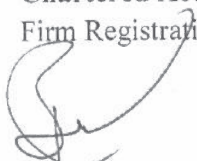
**Covering letter of the annual audit report to be filed with the stock exchange(s)
(Refer Clause 31 (a) of the Listing Agreement)**

1.	Name of the Company	Oberoi Realty Limited
2.	Annual financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Not Applicable

For P. Raj & Co.

Chartered Accountants

Firm Registration No. 108310W



P.S. Shah

Partner

Membership No. 44611



Vikas Oberoi

Managing Director



T.P. Ostwal

Chairman- Audit
Committee



Saumil Daru

Chief Financial
Officer

Date: May 10, 2014

Place: Mumbai



OBEROI REALTY LIMITED

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

Tel: +91 22 6677 3333, Fax: +91 22 6677 3334

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

CIN: L45200MH1998PLC114818

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of **OBEROI REALTY LIMITED** will be held on Wednesday, August 27, 2014 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 3.00 p.m. to transact the following businesses:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare the dividend on Equity Shares.
3. To appoint a Director in place of Mr. Vikas Oberoi (DIN: 00011701), who retires by rotation and being eligible, has offered himself for reappointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s P. Raj & Co., Chartered Accountants (Firm's Registration No. 108310W), be and are hereby appointed as the Statutory Auditors of the Company for a period of 3 (three) years, to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 19th Annual General Meeting, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting held after this Annual General Meeting, on such remuneration, in addition to reimbursement of out of pocket expenses incurred

in connection thereto, as may be approved by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company."

Special Business:

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

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Anil Harish (DIN: 00001685), in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office from August 27, 2014 to August 26, 2019."

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

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof

for the time being in force), Mr. T.P. Ostwal (DIN: 00821268), in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office from August 27, 2014 to August 26, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Venkatesh Mysore (DIN: 01401447), in respect to whom the Company has received a notice in writing proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to

retire by rotation, to hold office from August 27, 2014 to August 26, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V of The Companies Act, 2013, the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary in this regard, Mr. Vikas Oberoi (DIN: 00011701), be and is hereby appointed as the Managing Director of the Company liable to retire by rotation, to hold office from December 4, 2014 to December 3, 2019 on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on remuneration as under:

1	Basic Salary	₹ 1/- (Rupee One) per month.
2	Allowances/ Perquisites	<p>Housing: Company’s owned /hired/leased accommodation.</p> <p>Reimbursement of expenses at actuals, pertaining to gas, fuel, water, electricity and telephones.</p> <p>Medical Expenses Reimbursement: Reimbursement of all expenses incurred in India for self and immediate family (spouse and dependent children) at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitality policy, as applicable).</p> <p>Leave travel Allowance: For self and immediate family in accordance with the rules of the Company.</p> <p>Club Fees: Fees of 2 Corporate Clubs in India (including admission and membership fee).</p> <p>Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company.</p> <p>Company’s contribution towards provident Fund and to Superannuation Fund on Basic salary, as per Rules of the Company.</p> <p>Gratuity as applicable to Senior Management of the Company/Group, including continuity of service for time served elsewhere, within the Group.</p> <p>For the purpose of Gratuity, Provident Fund and other like benefits, if any, such as leave balance due, the service of the director will be considered as continuous service with the Company from the date of his joining the Group/Company.</p> <p>Car and a driver for use on Company’s business as per the Rules of the Company.</p> <p>Leave and Encashment of Leave, in accordance with the Rules of the Company.</p>
3	Annual Commission	An amount not exceeding 0.25% of the net profits of the Company for the year (computed in manner set out in Section 198 of the Companies Act, 2013), and the quantum to be determined by the Board of Directors (or its committee).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration so as not to exceed the applicable limit specified in Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), that may be agreed to between the Board of Directors and Mr. Vikas Oberoi.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the above resolution and matters related thereto.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and Schedule V of The Companies

Act, 2013, the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary in this regard, Mr. Saamil Daru (DIN: 03533268), who was appointed by the Board of Directors (the ‘Board’) as an Additional Director and a Whole-time Director of the Company, designated as Director Finance w.e.f. May 10, 2014, who in terms of Section 161(1) of the Companies Act, 2013, holds office until the date of this Annual General Meeting, and in respect to whom the Company has received a notice in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as Whole-time Director of the Company, designated as Director- Finance, liable to retire by rotation, to hold office of Director- Finance upto May 9, 2019 on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on remuneration as under:

1	Basic Salary	₹ 470,000/- (Rupees Four Lakh Seventy Thousand) per month, with an annual increment of upto 10% as may be determined by the Board of Directors (or its committee).
2	Allowances/ Perquisites	House Rent Allowance: @ 50% of the Basic Salary, subject to rules of the Company. Leave Travel allowances and other allowances: as per rules of the Company.
3	Annual Commission	Reimbursement of medical, professional development, petrol and car maintenance expenses as per rules of the Company. Personal Accident Insurance coverage for self and Group Health Insurance coverage for self and family members as per the rules of the Company. Company’s contribution towards provident Fund and to Superannuation Fund on Basic salary, as per rules of the Company. Gratuity as applicable to Senior Management of the Company/Group, including continuity of service for time served elsewhere, within the Group. For the purpose of Gratuity, Provident Fund and other like benefits, if any, such as leave balance due, the service of the director will be considered as continuous service with the Company from the date of his joining the Group/Company. Leave and Encashment of Leave, in accordance with the Rules of the Company.
4	Ex gratia	As per rules of the Company.
5	Performance linked variable pay	Upto 50% of the then prevailing Basic Salary, as may be determined by the Board of Directors (or its committee).

“RESOLVED FURTHER that Mr. Saamil Daru shall continue to act as the Chief Financial Officer of the Company for the purposes of provisions of Section 203 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration so as not to exceed the applicable limit specified in Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), that may be agreed to between the Board of Directors and Mr. Saamil Daru.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the above resolution and matters related thereto.”

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

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) to borrow from time to time all such sum(s) of money from various entities (natural or artificial), including but not limited to financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts, individuals, limited liability partnerships, firms, association of persons/ individuals and other bodies corporate, whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise, including by way of external commercial borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines in this regard, if any, in such manner and upon such terms and conditions and with or without security, as may be deemed necessary and prudent by the Board for the purposes of the

Company, notwithstanding that the money or money(s) to be borrowed by the Company together with the money(s) already borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company’s bankers in the ordinary course of business) and outstanding may exceed the aggregate of the paid-up share capital and free reserves of the Company, provided however that the total amount so borrowed by the Board and outstanding at any time, shall not exceed the limit of ₹ 3000,00,00,000/- (Rupees Three Thousand Crore only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

“RESOLVED THAT the consent of the members be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) for the creation of mortgage, pledge, hypothecation or charge, in addition to the existing mortgages, pledges, hypothecations and charges created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, to or in favour of the lenders or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure borrowings by way of rupee term loans, working capital facilities, foreign currency loans, external commercial borrowings, debentures, bonds and other instruments/ securities or otherwise,

of the Company and/or its subsidiaries and/or its joint ventures and/ or the group companies, of an aggregate outstanding borrowings not exceeding ₹ 3000,00,00,000/- (Rupees Three Thousand Crore only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other moneys payable in terms of the loan agreement(s)/ debenture trust deed (s)/ security trustee agreements or any other document in respect of the said borrowings."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

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

"RESOLVED THAT pursuant to the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as may be amended from time to time, and all other provisions of applicable law, if any, the consent of the Members be and is hereby accorded to the Board of Directors, for offering for issuance by way of private placement to certain identified investor(s) ("Investors"), in one or more offering(s) during the period of one year i.e. from the date of this Annual General Meeting till August 26, 2015, non-convertible debentures of the Company upto an aggregate amount of ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred Crore Only), at such price and such other terms and conditions as may be mutually agreed between the Board of Directors of the Company or a committee thereof (the "Board") and the Investors."

"RESOLVED FURTHER that the Board, be and is hereby authorised to negotiate, modify, finalise and sign the documents, including without limitation the private placement offer letter, debenture trust deed and any other security documents, in connection with the private placement by the Company of such non-convertible debentures and to do all such acts and things and to execute all such documents as may be necessary for giving effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to contribute from time to time, to bona fide charitable and other funds, such amount or amounts, as the Board may in its absolute discretion deem fit, provided that the total amount that may be so contributed in any financial year of the Company shall not exceed ₹ 5,00,00,000/- (Rupees Five Crore only) or five percent of the Company's average net profits for the three immediately preceding financial years, whichever is higher."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and/or expedient for implementing and giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration Number 00294) being the Cost

Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of ₹ 1,75,000/- (Rupee One Lakh Seventy Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any."

By Order of the Board

Bhaskar Kshirsagar
Company Secretary

Mumbai, July 19, 2014

Registered Office:

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

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
2. Proxies, if any, in order to be valid and effective, must be received at the Company's Registered Office not later than 48 (forty-eight hours) before the time fixed for commencement of the meeting.
3. Corporate members who intend to send their authorized representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is hereto annexed.
5. The physical copies of notice of Sixteenth Annual General Meeting and the annual report 2013-14 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the annual general meeting.
6. The particulars of Directors proposed to be appointed/reappointment, as required under Clause 49 of the listing agreement is annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 23, 2014 to Wednesday, August 27, 2014 (both days inclusive) for the purpose of payment of dividend.
8. The payment of dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will commence from September 1, 2014 to those members whose names appear on the Register of Members at the end of day on Friday, August 22, 2014. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership, as per the details to be furnished for the purpose by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, August 22, 2014.
9. Members are requested to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:
 - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
 - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

Kindly note that as per SEBI circular No. CIR/MRD/

DP/10/2013 dated March 21, 2013 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 mode of payments are not available, physical payment instrument like dividend warrants, will be used and on such physical payment instrument the bank account details of the investor shall mandatorily be printed.

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

Request to members:

1. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Investor Relations Department, so as to reach the Registered Office of the Company at least seven working days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent practicable.
2. Members / proxy are requested to bring a copy of Annual Report and attendance slip to the meeting.
3. Members who hold shares in the dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.
4. 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.
5. Kindly refer the Directors' Report in respect of the unclaimed and unpaid dividends.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rule thereto, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Link Intime India Private Limited or with the depository participants with whom their demat account is maintained. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
7. **E-Voting**

Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Clause 35B of the listing agreement, the Company is providing facility of e-voting and voting through ballot to all members as per the applicable regulations. The voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically and through ballot are given in below paragraphs. Such voting facility is in addition to voting that may take place at the meeting venue on August 27, 2014.

 - A. The instructions for members for voting electronically:-
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select "Oberoi Realty Limited" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for 'Oberoi Realty Limited'.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on 'Forgot Password'

and enter the details as prompted by the system.

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xviii) The voting period begins on August 21, 2014 (9.00 a.m.) and ends on August 23, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 14, 2014.
- C. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- D. Mr. Himanshu Kamdar, Practicing Company Secretary (Membership No. 5171) has been

appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- E. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- F. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu Kamdar, Scrutinizer, C/o. Link Intime India Private Limited, Unit: Oberoi Realty Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Tel. No: +91 2225946970, Fax No.: +91 22 25946969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before August 23, 2014 by 6.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
- G. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.oberoiirealty.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the annual general meeting and will be communicated to BSE Limited and National Stock Exchange of India Limited.

By Order of the Board

Bhaskar Kshirsagar
Company Secretary

Mumbai, July 19, 2014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5, 6 and 7:

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 which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

Mr. Anil Harish, Mr. T. P. Ostwal and Mr. Venkatesh Mysore were appointed as Independent Directors of the Company pursuant to Clause 49 (III)(i) of the listing agreement. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Anil Harish, Mr. T. P. Ostwal and Mr. Venkatesh Mysore, being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for the term as stated in the resolutions.

The said three directors have given declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company.

The brief profile of the said three directors is attached to this notice.

Your Directors recommend the resolutions set out at item no. 5 to 7 to be passed as ordinary resolutions by the members.

Except these Directors, being the appointees, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolutions set out at item no. 5 to 7.

Item No. 8:

The current term of Mr. Vikas Oberoi as the Managing Director, expires on December 3, 2014. The Board of Directors at its meeting held on July 19, 2014 has

approved, subject to the approval of the members at the general meeting, the appointment of Mr. Vikas Oberoi as the Managing Director of the Company for a period of five years with effect from December 4, 2014.

The terms and conditions of his appointment are as follows:

- (a) Remuneration: as per resolution.
- (b) Period of appointment: December 4, 2014 to December 3, 2019.
- (c) Mr. Vikas Oberoi shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The brief profile of Mr. Vikas Oberoi is attached to this notice.

Your Directors recommend the resolution set out at item no. 8 to be passed as an ordinary resolution by the members.

Except Mr. Vikas Oberoi, being the appointee, and Ms. Bindu Oberoi, being relative of Mr. Vikas Oberoi, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 8.

Item No. 9

The Board at its meeting held on May 10, 2014 has appointed Mr. Saumil Daru as a whole time director, with the designation 'Director- Finance' for a period of five years from May 10, 2014. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 1,00,000 (Rupees One Lakh only) proposing the candidature of Mr. Saumil Daru for the office of the director.

The Company has received from Mr. Saumil Daru consent in writing to act as director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

- (a) Remuneration: as per resolution.
- (b) Period of appointment: May 10, 2014 to May 9, 2019.
- (c) Mr. Saumil Daru shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

Mr. Saumil Daru is also the Chief Financial Officer of the Company for the purposes of Section 203(1) of the Companies Act, 2013.

The brief profile of Mr. Saumil Daru is attached to this notice.

Your Directors recommend the resolution set out at item no. 9 to be passed as an ordinary resolution by the members.

Except Mr. Saumil Daru, being the appointee, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at item no. 9.

Item No. 10 and 11

The shareholders at the extraordinary general meeting of the Company held on December 4, 2009 had given their consent to the Board of Directors by way of ordinary resolutions under the erstwhile Section 293(1) (d) of the Companies Act, 1956 to borrow amounts upto ₹ 3000,00,00,000 (Rupees Three Thousand Crore only) and under erstwhile Section 293(1)(a) of the Companies Act, 1956 to create charges, mortgages and hypothecations for securing payment under borrowings upto ₹ 3000,00,00,000 (Rupees Three Thousand Crore only).

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company may borrow funds in excess of the aggregate of the paid up share capital and free reserves, subject to approval of the members of the Company by a special resolution.

The Board may be required to borrow funds from various entities (natural or artificial) from time to time for meeting Company's operational and/ or short/ long term fund requirements (whether by way of advances, loans, issue of debentures/bonds and/or other instruments

or otherwise), and the aggregate of such outstanding borrowings, apart from the temporary loans borrowed from bankers of the Company in the ordinary course of business, may exceed the aggregate of the paid-up share capital and free reserves of the Company, for the time being of the Company. Hence, it is proposed to obtain fresh approval of the members of the Company by way of special resolution for borrowing funds up to ₹ 3000,00,00,000 (Rupees Three Thousand Crore only) and necessary delegation of authority to the Board for this purpose.

The proposed borrowings, may in certain cases, be secured by charges, mortgages and hypothecations of properties/ assets, both present and future, of the Company and may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 and hence it is considered appropriate to obtain members approval by way of special resolution under the provisions of said section.

Your Directors recommend the resolutions set out at item no. 10 and 11 to be passed as special resolutions by the members.

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

Item No. 12:

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company cannot make a private placement of its securities unless the proposed offer or invitation is previously approved by the shareholders by a special resolution. The second proviso to said Rule 14(2)(a) provides that in case of offer or initiation for non-convertible debentures, if shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitations for such debentures during the year.

To fulfill its funding requirements, the Company maybe required to issue non-convertible debentures on private placement basis and hence for this purpose approval of shareholders is sought for offering, on private placement basis, in one or more tranche(s) during the period of one year from the date of this Annual General Meeting till August 26, 2015, non-convertible debentures of the Company upto an amount not exceeding ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred

Crore Only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at item no. 12 to be passed as special resolution by the members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and none of their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of non-convertible debentures that may be subscribed to by them, their relatives or companies/firms in which they are interested.

Item No. 13:

The Company has attained significant growth from its business operations. The Company feels duty-bound to the society at large for the continuous encouragement and support which has been largely instrumental in achieving the current position of strength for the Company.

With the objective of fulfilling its above responsibilities, it is proposed to seek approval of the members under section 181 of the Companies Act, 2013 to make contributions to bona fide charitable and other funds, aggregate of which in a financial year shall not exceed ₹ 5,00,00,000/- (Rupees Five Crore only) or five percent of the Company's average net profits for the three immediately preceding financial years, whichever is higher.

Your Directors recommend the resolution set out at item no. 13 to be passed as ordinary resolution by the members.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of their relatives

are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 14:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit Committee, is required to appoint an individual who is a Cost Accountant in practice or a firm of cost accountants in practice, as cost auditor. The remuneration of the cost auditor is required to be recommended by Audit Committee, approved by the Board of Directors and ratified by the members.

On recommendation of Audit Committee at its meeting held on July 19, 2014, the Board has considered and approved appointment of M/s Kishore Bhatia & Associates (FRN 00294), for the conduct of the audit of the Company's cost records at a remuneration of ₹ 1,75,000 (Rupees One Lac Seventy Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any.

The Resolution at item no.14 of the Notice is set out as an Ordinary resolution for approval and ratification by the members in terms of section 148 of the Companies Act, 2013.

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

Annexure

Details of Directors proposed for appointment/ re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement)

Name	Mr. Anil Harish	Mr. T. P. Ostwal
Date of Birth	March 19, 1954	November 7, 1954
Date of appointment on the Board	September 18, 2009	December 12, 2007
Qualification	<ol style="list-style-type: none"> Bachelor's Degree in Arts (Honors) from the University of Mumbai. Bachelor's Degree in Law from the University of Mumbai. Master's Degree in Law from University of Miami, USA. 	<ol style="list-style-type: none"> Bachelor's Degree in Commerce from the Shivaji University, Kolhapur. Fellow member of the Institute of Chartered Accountants of India.

Name	Mr. Anil Harish	Mr. T. P. Ostwal
Expertise in specific functional areas	Real Estate, Taxation and Corporate Law	Audit, corporate law, taxation with specialisation in international tax issues on cross border transaction and transfer pricing.
Brief Biography	<p>Mr. Anil Harish is an Independent, Non-Executive Director of the Company. He has been on the Board of Directors since September 2009. He is a Partner at D.M. Harish & Co., Advocates. He was a member of the Managing Committee of the Indian Merchants Chamber and was Associate Vice President of the Society of Indian Law Firms. He is a trustee of Hyderabad (Sind) National Collegiate Board.</p>	<p>Mr. T.P. Ostwal is an Independent Non-Executive Director of the Company. He has been on the Board of Directors since December 2007. He has experience of over 33 years as a practicing Chartered Accountant. He is a member of the advisory group setup by the Government of India for international taxation and transfer pricing and is a member of group constituted by the United Nations for developing transfer pricing manual and documentation for developing countries. He has been Vice Chairman of the Executive Board of International Fiscal Association, Netherlands, and member of the taxation committees of the Bombay Chartered Accountant Society, Bombay Chamber of Commerce and Industry, Indian Merchant Chambers. He is a visiting professor at Vienna University, Austria.</p>
List of other Companies in which he holds Directorship as on 31/03/2014	<ol style="list-style-type: none"> 1. Ador Welding Limited 2. Advani Hotels & Resorts (India) Limited 3. Ashok Leyland Limited 4. Astoria Maritime Private Limited 5. Cenmar Maritime Agencies (India) Private Limited 6. Freight Connection (India) Private Limited 7. Future Consumer Enterprises Limited 8. Future Retail Limited 9. Helpyourngo.com (India) Private Limited 10. Hinduja Global Solutions Limited 11. Hinduja Leyland Finance Limited 12. Hinduja Ventures Limited 13. Hotel Leelaventure Limited 14. Mahindra Lifespace Developers Limited 15. Mordril Properties (India) Private Limited 16. Mukta Arts Limited 17. Oasis Preprint Services Private Limited 18. Trans Atlantic Consultants Private Limited 19. Unitech Limited 20. Valecha Engineering Limited 	<ol style="list-style-type: none"> 1. Chaturvedi & Shah Consulting Private Limited 2. Delsoft Consultancy Private Limited 3. Intas Pharmaceuticals Limited 4. J.P. Morgan Asset Management India Private Limited 5. Oberoi Constructions Limited 6. P&O Advisors Private Limited 7. WTI Advanced Technologies Limited

Name	Mr. Anil Harish	Mr. T. P. Ostwal
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2014	<p>Chairmanship Audit Committee</p> <ol style="list-style-type: none"> Ador Welding Limited Ashok Leyland Limited Hinduja Ventures Limited Hinduja Global Solutions Limited <p>Membership Audit Committee</p> <ol style="list-style-type: none"> Hotel Leelaventure Limited Future Consumer Enterprises Limited Unitech Limited Valecha Engineering Limited <p>(Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>	<p>Chairmanship Audit Committee</p> <ol style="list-style-type: none"> Oberoi Constructions Limited Intas Pharmaceuticals Limited <p>Membership : 0</p> <p>(Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>
Relationship with other Director/s	None	None
Equity Shares held in the Company	Nil	Nil

Name	Mr. Venkatesh Mysore	Mr. Vikas Oberoi
Date of Birth	December 30, 1958	September 8, 1969
Date of appointment on the Board	July 26, 2011	May 8, 1998
Qualification	<ol style="list-style-type: none"> Bachelor's Degree in Arts from University of Madras. Master's Degree in Business Management from University of Madras. 	Owner's/ President's Management Program from Harvard Business School.
Expertise in specific functional areas	Financial services, insurance, asset management.	Real Estate development
Brief Biography	Mr. Venkatesh Mysore is an Independent, Non-Executive Director of the Company. He is the Chief Executive Officer and Managing Director of Knight Riders Sports Private Limited (Kolkata Knight Riders) since October 2010. He immigrated to US in 1985 and he had a long and successful career of 25 years in financial services. He spent over 21 years with Metlife and also occupied the position of Chief Executive Officer and Managing Director of MetLife India. In January 2007 he took over as the India Country Head of Sun Life Financial's India operations. He has served on several boards and chambers of commerce	Mr. Vikas Oberoi is the Chairman and Managing Director of the Company. He has more than three decades of experience in the real estate sector. He is a Harvard Business School alumnus. He is involved in the formulation of corporate strategy and planning, overall execution and management, and concentrates on the growth and diversification plans of the Company. He manages a portfolio spanning across residential, commercial, retail, hospitality and social infrastructure projects.

Name	Mr. Venkatesh Mysore	Mr. Vikas Oberoi
	such as Federation of Indian Chambers of Commerce and Industry, Confederation of Indian Industry, Indian Merchants' Chamber, American Chamber of Commerce and the Indo Canadian Chamber. He has also served on several committees established by Insurance Regulatory and Development Authority.	
List of other Companies in which he holds Directorship as on 31/03/2014	<ol style="list-style-type: none"> 1. Birla Sun Life Insurance Company Limited 2. Gujarat Sidhee Cement Limited 3. Knight Riders Sports Private Limited 4. Mehta Sports Private Limited 5. Withya HR Fund Private Limited 6. Meer Foundation 	<ol style="list-style-type: none"> 1. Aquila Realty Private Limited 2. Arrow Flight Services Private Limited 3. Beachwood Properties Private Limited 4. Buoyant Realty Private Limited 5. Evenstar Realty Private Limited 6. Expressions Realty Private Limited 7. Incline Realty Private Limited 8. I-Ven Realty Limited 9. Kingston Hospitality and Developers Private Limited 10. Kingston Property Services Limited 11. Myspace Developers Private Limited 12. Neo Realty Private Limited 13. New Dimension Consultants Private Limited 14. Oberoi Constructions Limited 15. Oberoi Consultancy Services Private Limited 16. Oberoi Estates Private Limited 17. Oberoi Mall Limited 18. Panoramic Beach Properties Private Limited 19. Perspective Realty Private Limited 20. Pinnacle Academy Private Limited 21. Pinnacle Aviation Private Limited 22. R. S. Estate Developers Private Limited 23. Sangam City Township Private Limited 24. Shrivastva Realty Private Limited 25. Siddhivinayak Realties Private Limited 26. Sight Realty Private Limited
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2014	<p>Chairmanship: Nil</p> <p>Membership: Audit Committee</p> <p>1. Birla Sun Life Insurance Company Limited (Committees considered are, Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>	<p>Chairmanship: Nil</p> <p>Membership: Audit Committee</p> <p>1. Oberoi Constructions Limited (Committees considered are, Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>
Relationship with other Director/s	None	Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi
Equity Shares held in the Company	Nil	21,28,72,504

Name	Mr. Saumil Daru
Date of Birth	December 4, 1970
Date of appointment on the Board	May 10, 2014
Qualification	Chartered Accountant and Bachelor of Commerce
Expertise in specific functional areas	Finance, Accounts and Taxation
Brief Biography	Mr. Saumil Daru has been the Chief Financial Officer and heads the finance and accounts, legal and secretarial and information technology department. He has been associated with the Company since October 2002. He is a qualified chartered accountant. He has also completed the Advanced Management Program from the Harvard Business School. Prior to joining the Company, he was associated with Ernst & Young India Private Limited and has nearly 20 years of experience in tax, accounts and finance.
List of other Companies in which he holds Directorship as on 31/03/2014	<ol style="list-style-type: none"> 1. Oberoi Mall Limited 2. Siddhivinayak Realities Private Limited 3. I-Ven Realty Limited 4. Metropark Infratech And Realty Developments Private Limited
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2014	<p>Chairmanship: Nil</p> <p>Membership: Nil</p> <p>(Committees considered are, Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)</p>
Relationship with other Director/s	None
Equity Shares held in the Company	1,260

FORM A

**Covering letter of the annual audit report to be filed with the stock exchange(s)
(Refer Clause 31 (a) of the Listing Agreement)**

1.	Name of the Company	Oberoi Realty Limited
2.	Annual financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	Not Applicable

For P. Raj & Co.

Chartered Accountants

Firm Registration No. 108310W



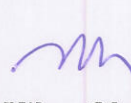
P.S. Shah

Partner

Membership No. 44611

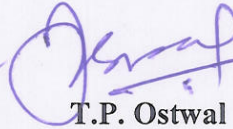


For Oberoi Realty Limited



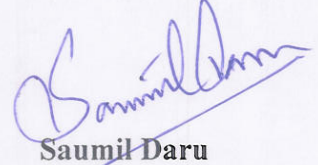
Vikas Oberoi

Managing Director



T.P. Ostwal

Chairman- Audit
Committee



Saumil Daru

Chief Financial
Officer

Date: **May 10, 2014**

Place: Mumbai

2.0 the next phase of growth





Caution regarding forward-looking statements

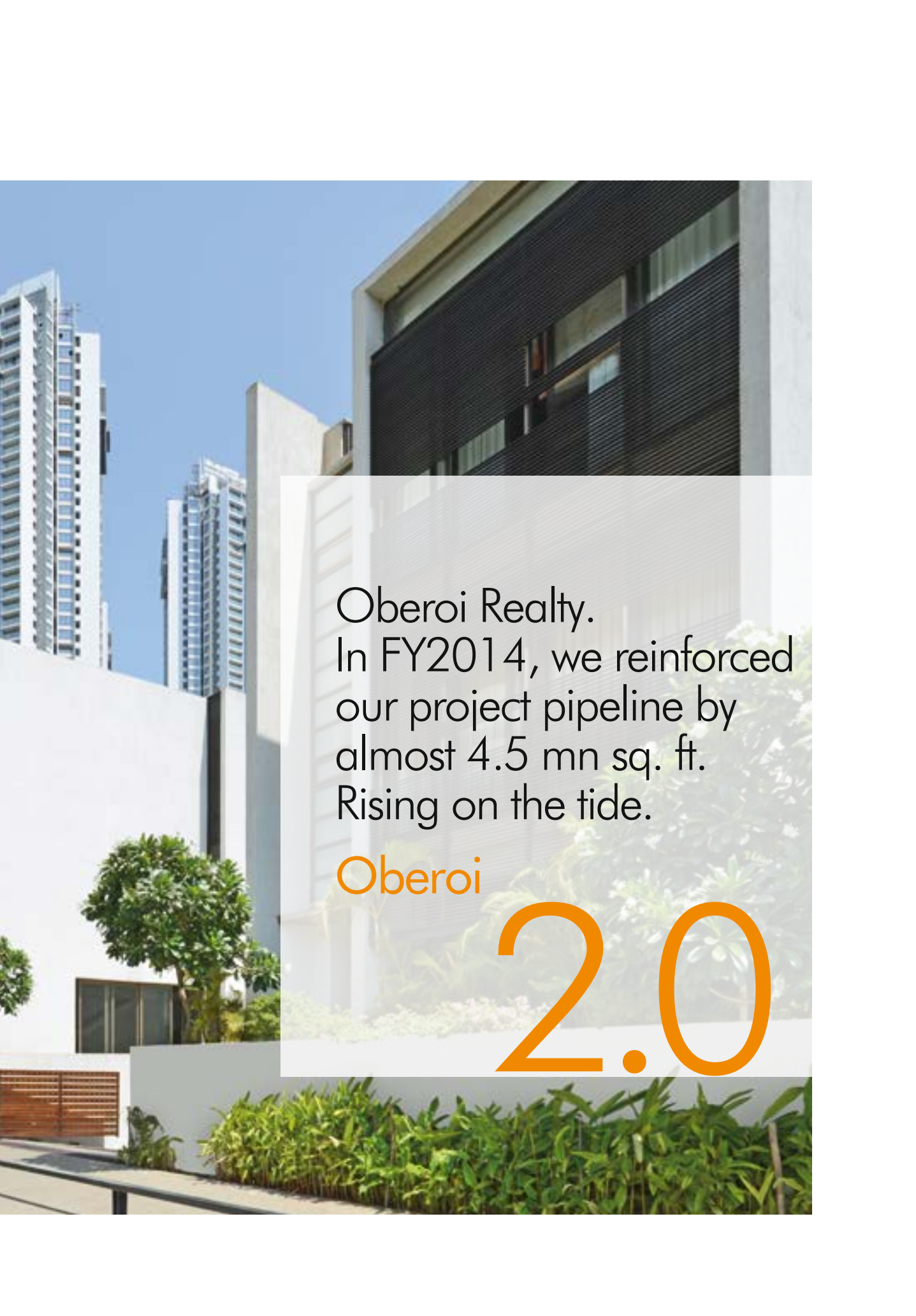
This document contains statements about expected future events and financial and operating results of Oberoi Realty Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Oberoi Realty Limited annual report 2013-14.

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A photograph of a modern building facade with a semi-transparent white text overlay. The building features a mix of white and dark grey panels. In the background, several tall skyscrapers are visible against a clear blue sky. In the foreground, there are green plants and a wooden fence.

Oberoi Realty.
In FY2014, we reinforced
our project pipeline by
almost 4.5 mn sq. ft.
Rising on the tide.

Oberoi

2.0

Vision

To create spaces that enhance the quality of life

Values

- **Quality:** Quality focus is not a business imperative at Oberoi Realty; it is a way of life
- **Customer-centricity:** Keeping customers at the heart of all we do, our initiatives and innovations are attuned to enhancing the life of our customers in real terms.
- **Excellence:** Through commitment to excellence we create new paradigms in what we deliver and the way we deliver, creating not just a better equity for Oberoi Realty but a better life through spaces we create.
- **Integrity:** With absolute integrity in all our dealings, by standing true to our words in all circumstances and never misguiding or deceiving through our words, gestures or actions, we ensure credibility, respect and sustained growth for our organisation.
- **Transparency:** Transparency breeds trust. By being fair, open and honest in all our dealings, we create the necessary environment for sustained growth of our organisation, built on mutual growth and trust.
- **Innovation:** Innovating consistently is a cultural constant at Oberoi Realty; it empowers us to offer the differentiated and the exemplary to our customers, besides infusing robustness in all our processes.
- **Teamwork:** A diverse, diligent and qualified workforce driven by team-spirit represents our abiding strength to co-create a positive, bright and forward-looking future.
- **Passion:** Passion is the core human quality that drives us to deliver with more than 100% in all we do. By bringing passion at work we not only ensure the success but also the brilliance in all our executions.



Awards and accolades

- Q1** ■ Oberoi Garden City awarded as the 'Integrated Township of the Year' by Realty Plus Excellence Awards 2013 – West
- Oberoi Splendor won 'Highly Commended Landscape Architecture (India)' at the Asia Pacific Property Awards, 2013-14
 - Oberoi Realty won 'Red Carpet Customer - Best Customer Engagement Program' for 'The Elite Club' at the Great Indian Marketing Summit – Realty Conclave 2013

- Q2** ■ Mr. Vikas Oberoi won the 'Leader of the Year' Award at the Indian Realty Awards – Newsmakers of the Year, 2013
- Oberoi Realty won the 'Best Builder of the Year (Residential Sector) Award' at Era Fame Awards, 2013

About us

- Rich, over three decade experience in India's dynamic realty segment
- Credited with the destination development of Goregaon in Mumbai through the Oberoi Garden City comprising residential buildings (Oberoi Exquisite, Esquire, Oberoi Seven and Oberoi Woods) commercial towers (Commerz I and Commerz II), retail space (Oberoi Mall), a hospitality block (The Westin Mumbai Garden City) and an internationally-benchmarked school (Oberoi International School)
- Assets spread across strategic Mumbai locations comprising Goregaon (East), Andheri (East), Andheri (West), Worli, Juhu, Khar (West), Kandivili (East), Borivali (East), Mulund (West) and Sangamwadi, Pune
- Workforce of 506 members in real estate segment comprising of engineers, MBAs, CAs and others
- Consistent dividend-paying track record over the past 11 years
- Market capitalisation of ₹ 7,112 crores on the BSE (as on 31 March 2014)

Game-changers of 2013-14

- Entered into an agreement with The Ritz-Carlton to establish an iconic hotel, the first for the global brand in Mumbai (Worli); The Ritz-Carlton to manage the residences (residential tower adjacent to the hotel), providing occupants with a variety of bespoke services.
- Successful bidder of ~25-acre property in Borivali (Mumbai) for ₹ 1,155 crores
- Resolution of the private forest issue relating to the Mulund Property in favour of the company by the order dated January 30, 2014 of the Hon'ble Supreme Court of India

Other highlights of 2013-14

- Achieved full closure of Oberoi Grande inventory; booked 34 units of Oberoi Exquisite (cumulative sales of 574 units at the close of the year)
- Booked 41 units of Esquire (cumulative sales of 424 units at the close of the year)
- Achieved near-full occupancy for Oberoi Mall (~99% leased) and a 10% increase in rentals; engaged brand-strengthening tenants like Forever 21, Taco Bell and Mainland China Asian Kitchen
- Received CARE rating of A1+ for Commercial Papers, a short-term instrument of up to ₹ 100 crores
- Received CARE rating of AA+ (SO) for non-convertible debentures up to ₹ 750 crores (issued by a wholly-owned subsidiary in April 2014)



- Q3** ■ Oberoi Exquisite won the 'Best 50% Complete Residential Project under Luxury Segment in MMR City' - West region at the Annual CNBC Awaaz Real Estate Awards, 2013
- Oberoi Mall received the GOLD certification in LEED by US Green Building Council (USGBC) in the Existing Building – Operations and Maintenance

- Q4** ■ Oberoi Mall received the 'Retail Marketing Campaign of the Year' for Jingle All The Way – Blue Christmas Event at CMO Asia – Asia Retail Congress Awards, 2013
- All-day dining venue, Seasonal Tastes at the Westin Mumbai Garden City was awarded the 'Zomato Users' Choice Award 2014: Sunday Brunch'

Chairman's message



Dear fellow shareholders,

The legendary Samuel Johnson had once commented, 'Integrity without knowledge is weak and useless, and knowledge without integrity is dangerous and dreadful.' The world needs people who have knowledge with integrity. In the context of organizations too, the prudent blend of knowledge and integrity is the key for any business to grow in a sustainable way.

A combination of these two is what we at Oberoi Realty strive to uphold in order to succeed, for success at the cost of either of these is no success at all. We strongly believe that this is the only way to a sustainable, growing and inclusive business of value. This applies as much in a country context too.

Today, India stands on the threshold of a new era, a new form of governance and values that inspire a 'country-first' approach. There is also a deep hope that an understanding of the country's economic levers will soon restore the economic momentum.

Given the dynamic business environment in our country over the years, Oberoi Realty has been exposed to several micro and macro challenges. Regardless of this, we continued to build our business and achieve milestones rooted in ethics, transparency and the highest standards of corporate governance, with financial prudence and 'aggression with caution' being our philosophy. Today, we truly believe that we are prepared for an active tomorrow as the aid by the tailwinds of a national governance framework resonates with our broader business model and keeps us committed to enhance long-term value for our stakeholders.

As a corporate committed to our philosophies and as a trusted steward of stakeholder capital, we have always sought opportunities that enhance shareholder returns. In line with this thought process, the year 2013-14 was one where we continued to leverage our established way of thinking – that of providing our consumers with a realty 'surplus', marked by premium and attractive locations, built through the best of domestic and international collaborations and provided with comforts and conveniences difficult to replicate.

We received tremendous endorsement when The Ritz-Carlton came on board as our hospitality partner for our iconic mixed-use development project in Worli, marking the entry of the international hotel chain into the financial capital of India. Globally, The Ritz-Carlton is renowned for its legendary service showcased in splendid properties in some of the most sought-after global locations. Therefore, I am confident that this partnership will enable us to create a development respected for its unmatched quality and finest service standards, creating a luxury benchmark in Mumbai for the years to come.

The financial prudence built around our Company

enabled us to swiftly mobilise capital to benefit from an unparalleled opportunity to reinforce our project pipeline. The successful bidding of about 25 acres of land located strategically on the Western Express Highway in Borivali (East) in the western suburb of Mumbai from Tata Steel Limited gives us an estimated developmental potential of about 4.5 mn sq. ft on this property.

In a landmark case, the country's Supreme Court resolved the vexed forest land issue affecting hundreds of acres in Mumbai. Our 18-acre Mulund project, marking Oberoi Realty's entry into Mumbai's central suburbs, is one of the beneficiaries of this judgment. Acquired almost a decade ago at a historically low cost, this 18-acre land parcel facilitates an estimated residential development potential of over 3 mn sq.ft.

In addition to the normal course of business, these developments are expected to unlock value, ride on a new sense of optimism and accelerate our growth potential over the coming years. I am pleased to report that the impetus that enabled us to create this momentum is fostered by two critical success drivers – people and teamwork. We truly believe that people are our most important real estate and as an organization, we constantly embark on initiatives to nurture and retain talent to create value for you. Our Company has an able and an experienced leadership team that has been with us for a long tenure and work towards a common goal that helps drive collaborative success. Teamwork not only benefits the individual employee but also significantly affects any business, thus making each and every one of the Oberoi Realty family equally important in any of our endeavors.

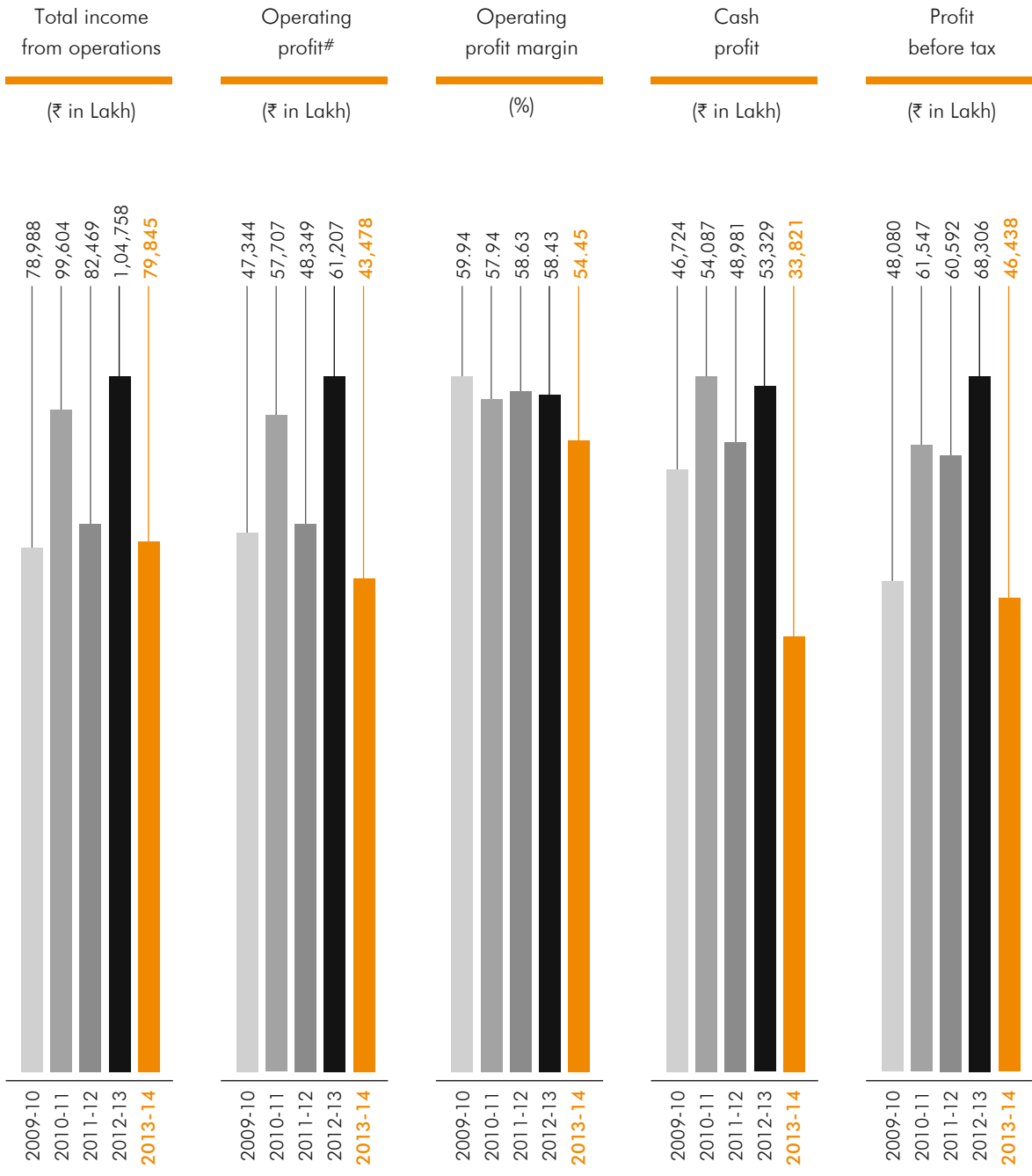
Given all these factors, we think that we are prepared for our second growth wave starting with three standout developments during the year under review. We will continue to evolve our organization going forward, embracing futuristic and innovative processes to enhance the speed and quality of construction as well as ensuring that our resources are focused on efforts driving transformational change.

As always, I am grateful that you have entrusted me to lead this institution and thank you for your support and cooperation.

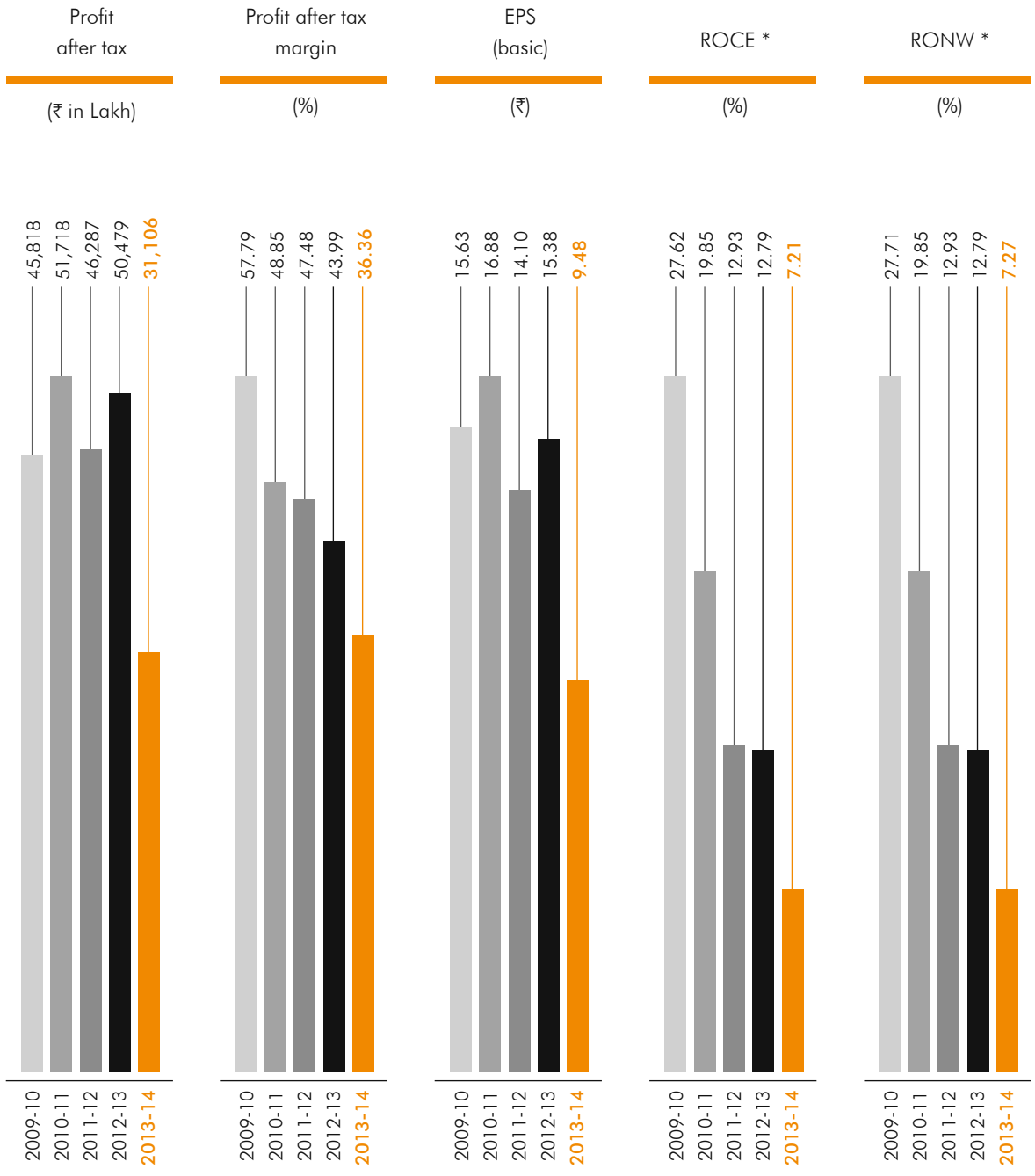
Best wishes,

Vikas Oberoi

Our financial evolution →



Excluding Non Operating Income



* Based on average capital



Oberoi Realty announces The Ritz-Carlton as its hospitality partner for the iconic **Worli** **development.** →

Our proposed hotel and residential property in Worli is not just an attempt to launch yet another project; it represents a showcase of our inspirational and iconic philosophy.

A philosophy that extends imagination, challenges the common place and defines the future. With the objective to create something today that will be remembered for generations to come.

We brought to this hospitality and residential project the aura of one of the most respected luxury hospitality brands in the world – The Ritz-Carlton.

As a result, The Ritz-Carlton and luxury residences managed by The Ritz-Carlton in Worli (Mumbai) will help create a new Indian benchmark in the niche bespoke end of lifestyle exclusiveness, making it truly iconic.

The Ritz-Carlton operates 85 hotels in the US, Europe, Asia, the Middle East, Africa and the Caribbean. The Ritz-Carlton is the only service company to have twice earned the prestigious Malcolm Baldrige National Quality Award. More than 30 The Ritz-Carlton hotels and residential projects are presently under development across the world.



Collaborating to bring more
than the best of brands.
The best of minds. →



The Ritz-Carlton and luxury residences managed by The Ritz-Carlton will showcase one of the most exclusive hospitality and residential standards in the world.

The property will be the collaborative result of some of the most respected consultants on the globe. These consultants are recognised as benchmarks in their spaces, respected for their ability to innovate and create distinctive structures that are brands in themselves the world over.

- Our iconic twin-tower project is designed by Kohn Pedersen Fox Associates, one of the world's leading architectural firms recognised for a culture of design excellence and innovation
- Our hotel interiors will be crafted by the globally renowned Tony Chi
- Our project is being constructed by Samsung C&T Corporation, which is internationally respected for the construction of the iconic Burj Khalifa (UAE) and Petronas Towers (Malaysia), among others

The coming together of some of the most exclusive brands will graduate this proposed property into an international benchmark.



Unlocking value at **Mulund**. Adding value to **Borivali**. →

A+ Oberoi Realty, strategic land acquisition makes it possible for us to provide an unmatched realty space for our customers.

Our focus has always been in constructing projects to create destination developments and uplift the location.

At Oberoi Realty, two of the most attractive locations where we intend to replicate our successful Goregaon experience are Mulund and Borivali in suburban Mumbai.

The Mulund project on LBS Road marks Oberoi Realty's entry into the central suburbs of Mumbai. The 18-acre land parcel was acquired from GlaxoSmithKline-owned Burroughs Wellcome. The property addresses attractive possibilities as the land area has become considerably more valuable, enjoys a development potential of over 3 mn sq. ft and is expected to be launched in FY2015.

Oberoi Realty strengthened its prospects on successfully bidding for ~25 acres of prime land for ₹1,155 crores off the Western Express Highway in Borivali, a suburb of Mumbai. The Company leveraged the strength of its Balance Sheet to complete the entire payment within 30 days.

The combination of these large projects has helped create a pipeline of attractive revenues across the foreseeable future.





Our business model

At Oberoi Realty, our business model is founded around respect, relationships and returns, each one driving the other.

Respect:

Core purpose of existence

High governance standards

Model developments



Core purpose: At Oberoi Realty, we are focused on providing a realty space to our customers through a variety of premium spaces in attractive locations, graduating them to a superior life quality.

Governance: At Oberoi Realty, responsible governance is central to our success and, as a Company, we take this area of business seriously. Our governance commitment reflects in Board diversity and composition (adequate Independent Directors), defined operating structures, commitment, accountability, conservative accounting practices and a credible Balance Sheet.

Model developments: At Oberoi Realty, we pioneered the model development concept through our Oberoi Garden City in Goregaon (Mumbai), comprising the development of residential towers, commercial buildings, mall, world-class school and a five-star hotel. We believe that this integrated approach generates a bigger customer surplus and superior corporate value. We intend to extend this value-accretive model to our proposed projects as well.

2

Relationships:

Brand

Project locations

Lifecycle engagement

Brand: The 'Brand Oberoi Realty' stands for benchmark properties addressing discerning lifestyle preferences.

Locations: Our properties are located in attractive and growing Mumbai suburbs (Goregaon, Worli, Andheri, Khar, Juhu and Andheri (East), among others). This ensures that our properties are coveted and are pincode drivers wherever they are located.

Lifecycle engagement: Even as Oberoi Realty sells residential properties outright, it has selected to maintain these properties post-sale. This maintenance discipline has been reinforced through standard operating practices resulting in an enduring newness. Moreover, 'The Elite Club', a unique initiative launched by Oberoi Realty, offers a host of exclusive privileges and benefits to its members from some of the most sought-after luxury brands and service providers. It aims to engage customers, thus creating a constructive dialogue, helping us serve them better and enhancing their overall experience with us.

3

Returns:

Multi-format development

Investment assets

Development assets

Shareholder value creation

Multi-format development: Oberoi Realty's business model is diversified across investment and development assets, reconciling lumpy incomes with annuity revenues. This combination has helped protect the Company from sectoral cyclicality.

Investment properties: Oberoi Realty's operating investments comprise the Oberoi Mall, Commerz (commercial tower), Oberoi International School (social infrastructure) and The Westin Mumbai Garden City (269-keys five-star hospitality property). The revenues from these properties accounted for 33.36% of the Company's total income in FY2014, as against 21.27% in FY2013. Commerz II (Phase-I) is almost ready to be leased.

Development properties: Oberoi Realty's business of property development received a boost in FY2014 following the Supreme Court clearance of the Mulund property and the successful bidding of Tata Steel's Borivali land parcel. These two projects reinforced the Company's project pipeline.

Shareholder value: Oberoi Realty enjoys a credible track record of dividend payout. Over the past 11 years, the Company disbursed a cumulative dividend of ₹ 237.28 crores (excluding dividend distribution tax).

Profile of our Board of Directors →

Vikas Oberoi

Chairman &
Managing Director



A Harvard Business School alumnus, Vikas Oberoi has been on the Board of Directors since the inception of the Company. With about three decades of experience in the real estate industry, he brings on board his unique vision, management practices and global approach to the function, expansion, diversification and management of the organisation. An integral part of the key management, he manages a portfolio spanning across residential, office space, retail, hospitality and social infrastructure projects. With a passion for design, he gets involved in every project and envisions it as if he were to personally use it.

Anil Harish

Independent,
Non-Executive Director



On the Board of Directors since September 2009, Anil Harish is a seasoned legal expert with over three decades of experience in Real Estate, Taxation and collaboration laws in India. With a Bachelor's degree in Law from Mumbai University and a Master's degree in Law from University of Miami, USA, he is a partner at D.M. Harish & Co. Advocates. He was a member of the Managing Committee of the Indian Merchants Chamber and was Associate Vice President of the Society of Indian Law Firms. He is a trustee of Hyderabad (Sind) National Collegiate Board.

Bindu Oberoi

Non-Independent,
Non-Executive Director



On the Board of Directors since December 2006, Bindu Oberoi is a Commerce Graduate from Mumbai University and is deeply involved in various design and interior aspects of the projects developed.

Tilokchand P. Ostwal

Independent,
Non-Executive Director



Recognised amongst the top 50 tax professionals in the world, Tilokchand P. Ostwal has been on the Board of Directors since December 2007. With over 33 years of experience as a practicing C.A., he is a member of the taxation committees of The Bombay Chartered Accountant Society, Bombay Chamber of Commerce and Industry, Indian Merchant Chambers. He is a member of the advisory group setup by the Government of India for international taxation and transfer pricing. Besides, he serves as the Vice-Chairman of the Executive Board of International Fiscal Association, Netherlands. He has also been appointed as a member of the United Nations group for developing the transfer pricing manual and documentation for developing countries. He is a visiting professor at Vienna University, Austria.

Venkatesh Mysore

Independent,
Non-Executive Director



Currently the CEO & MD of Knight Riders Sports Private Limited (Kolkata Knight Riders), Venkatesh Mysore brings on board decades of rich and versatile experience in the insurance sector, asset management, setting up and promoting companies in diverse cultural and business environments. With years of experience in the financial sector in the US, he has served as the CEO & MD of MetLife where he spent over 21 years and also helped start up its India venture. He has also served as the India Country Head of Sun Life Financial, besides being on board of FICCI, CII, IMC, American Chamber of Commerce, Indo-Canadian Chamber and several committees established by IRDA. His experience in promoting and establishing businesses in diverse markets like the US, Indonesia, Hong Kong and India is an asset driving growth and success for Oberoi Realty.

Saumil Daru

Non-Independent,
Executive Director



Saumil Daru has been associated with the Company since October 2002. He has been the Company's Chief Financial Officer and heads the finance and accounts, legal and secretarial and information technology departments. He is a qualified chartered accountant. He has also completed the Advanced Management Program from the Harvard Business School. Prior to joining the Company, he was associated with Ernst & Young India Private Limited and has nearly 20 years of experience in tax, accounts and finance.

DIRECTORS' REPORT

Dear members,

Your Directors have the pleasure in presenting the sixteenth Annual Report on the business and operations of the Company together with the audited accounts for the financial year ended March 31, 2014.

Financial highlights:

(₹ in Lakh)

Particulars	Consolidated		Standalone	
	2013-14	2012-13	2013-14	2012-13
Revenue from operations	79,845.45	1,04,758.85	62,255.70	59,504.57
Other income	5,706.03	9,993.15	8,329.88	14,744.93
Total revenue	85,551.48	1,14,752.00	70,585.58	74,249.50
Expenses	36,367.67	43,551.67	27,251.23	27,479.91
Profit before interest, depreciation, amortisation and taxes (EBITDA)	49,183.81	71,200.33	43,334.35	46,769.59
Depreciation and amortisation	2,714.85	2,850.70	2,233.23	2,366.87
Interest and finance charges	31.25	36.58	26.17	33.65
Profit before prior period items and taxes	46,437.71	68,313.05	41,074.95	44,369.07
Prior period income / (expenses)	-	(6.87)	-	(6.87)
Profit before tax	46,437.71	68,306.18	41,074.95	44,362.20
Tax expenses	15,331.48	17,827.58	11,562.54	11,614.97
Profit after tax	31,106.23	50,478.60	29,512.41	32,747.23

Financial performance

Consolidated financials

During the year under review, your Company's consolidated total revenue stood at ₹ 85,551.48 Lakh as compared to ₹ 1,14,752.00 Lakh for the previous year, representing a decrease of 25.45%; profit before tax stood at ₹ 46,437.71 Lakh for the year under review as compared to ₹ 68,306.18 Lakh for the previous year, representing a decrease of 32.02%; profit after tax stood at ₹ 31,106.23 Lakh as compared to ₹ 50,478.60 Lakh for the previous year, representing a decrease of 38.38%.

Standalone financials

During the year under review, the Total Revenue stood at ₹ 70,585.58 Lakh as compared to ₹ 74,249.50 Lakh for the previous year, representing a decrease of 4.93%; profit before tax stood at ₹ 41,074.95 Lakh for the year under review as compared to ₹ 44,362.20 Lakh for the previous year, representing a decrease of 7.41%; profit after tax stood at ₹ 29,512.41 Lakh as compared to ₹ 32,747.23 Lakh for the previous year, representing a decline of 9.88%.

Transfer to reserves

It is proposed to transfer an amount of ₹ 2,214.00 Lakh to the general reserves out of the profits earned during FY2013-14.

Dividend

Despite challenging business environment, sluggish industry volume numbers and increased costs, taking into consideration the stable performance of your Company and in recognition of the trust in the management by the members of the Company, your Directors are pleased to recommend a dividend at the rate of ₹ 2 per Equity Share, i.e. 20% of the paid up Equity Share value for the year

ended March 31, 2014 (previous year: ₹ 2 per Equity Share, i.e. 20% of the paid up Equity Share value). The proposed dividend (excluding the dividend distribution tax) will absorb an amount of ₹ 6,564.67 Lakh.

Subsidiary companies

As on March 31, 2014, the Company has nine wholly owned subsidiaries, namely Oberoi Constructions Limited, Oberoi Mall Limited, Kingston Property Services Limited, Kingston Hospitality and Developers Private Limited, Expressions Realty Private Limited, Perspective Realty Private Limited, Buoyant Realty Private Limited, Sight Realty Private Limited and Incline Realty Private Limited. Incline Realty Private Limited was incorporated during the year under review.

In accordance with the Clause 49 of the Listing Agreement, the minutes of the subsidiaries were placed before the meeting of Board of Directors of your Company. Oberoi Constructions Limited is a material non listed subsidiary as defined under the Listing Agreement.

Financials of subsidiary companies

The Ministry of Corporate Affairs vide General Circular No. 2 / 2011 dated February 8, 2011 has issued directions under Section 212(8) of the Companies Act, 1956 granting general exemption from applicability of the provisions of Section 212 of the Companies Act, 1956 in relation to the attaching of balance sheets and other documents of subsidiary companies with the holding company, subject to fulfillment of the conditions specified in the said circular.

Your Company has availed the general exemption provided by the aforesaid circular and accordingly, the documents mentioned in Section 212(1)(a) to (d) of the

Companies Act, 1956 relating to Company's subsidiaries are not attached to the Balance Sheet of your Company. In terms of the said circular, your Directors undertake that the annual accounts of the subsidiary companies and the related detailed information shall be made available to Members of the Company and its subsidiary companies seeking such information at any point of time. Further, the annual accounts of the subsidiary companies shall also be kept for inspection by any Members at the registered office of the Company and of the respective subsidiary company concerned. The statement as required under clause (iv) of the aforesaid circular is also attached to the financial statements hereto.

Statement under Section 212(1)(e) of the Companies Act, 1956 for Subsidiary Companies:

A statement pursuant to Section 212(1)(e) read with Sub-Section (3) of the Section 212 of the Companies Act, 1956 for the FY2013-14 for the subsidiary companies, namely Oberoi Constructions Limited, Oberoi Mall Limited, Kingston Property Services Limited, Kingston Hospitality and Developers Private Limited, Expressions Realty Private Limited, Perspective Realty Private Limited, Buoyant Realty Private Limited, Sight Realty Private Limited and Incline Realty Private Limited is attached to the Balance Sheet of your Company.

Directors' responsibility statement:

As required by the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company

at the end of the financial year and of the profit of the Company for that period;

- the Directors took proper and sufficient care to maintain adequate accounting records in accordance with the provisions of the Companies Act, 1956 to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities; and
- the Directors have prepared the annual accounts on a going concern basis.

Directors

During the period under review, Mr. Jimmy Bilimoria ceased to be a Director of the Company w.e.f. May 3, 2013 due to his sad demise. The Board places on record, its deep appreciation for the invaluable services rendered by Late Mr. Jimmy Bilimoria during his tenure as a Director of the Company.

Mr. Anil Harish, Mr. T.P. Ostwal and Mr. Venkatesh Mysore, the Non-Executive Independent Directors, have been appointed as Independent Directors under the provisions of Listing Agreement and they also meet the criterion of independence as provided under Section 149(6) of the Companies Act, 2013. It is proposed to appoint them in the ensuing Annual General Meeting as Independent Directors in terms of Section 150(2) of the Companies Act, 2013 for a term of five consecutive years as stated in Section 149(10) of the Companies Act, 2013 and resolutions to this effect is incorporated in the Notice of the ensuing Annual General Meeting.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from one of the members of the Company, signifying his intention to propose the candidatures of the said three Directors for the offices of the directors of the Company. In terms of Section 149 (13) of the Companies Act, 2013, the provisions of Section 152(6) and (7) of the said Act in respect of retirement of Director by rotation shall not be applicable to appointment of Independent Directors.

In terms of Section 152 of the Companies Act, 2013 Mr. Vikas Oberoi, Managing Director, is liable to retire by rotation. Mr. Vikas Oberoi has offered himself for reappointment. A resolution for his reappointment as a Director is incorporated in the Notice of the ensuing Annual General Meeting.

Also, the current tenure of Mr. Vikas Oberoi as Managing Director of the Company expires on December 3, 2014. It is proposed to reappoint him as Managing Director for a further period of 5 years with effect from December 4, 2014 on terms and conditions and remuneration as recommended by the Nomination and Remuneration committee and approved by the Board of Directors of the Company. A resolution to this effect is incorporate in the Notice of the ensuing Annual General Meeting.

Pursuant to the provisions of Section 161, 196 and 197 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee Mr. Saumil Daru (Chief Financial Officer of the Company) was appointed as an Additional Director and a Whole Time Director, designated as Director- Finance w.e.f May 10, 2014. In terms of Section 161 of the Companies Act, 2013 he shall hold office upto the date of this Annual General Meeting. The Company has received requisite Notice in writing from a member proposing his candidature for the office of the director and accordingly it is proposed that the shareholders approve his appointment as Director- Finance for a period of 5 years from May 10, 2014 on the terms and conditions as stated in the resolution incorporated in the Notice of the ensuing Annual General Meeting.

The brief resume and other information as required under Clause 49(IV) (G) of the Listing Agreement relating to Mr. Anil Harish, Mr. T.P. Ostwal, Mr. Venkatesh Mysore, Mr. Vikas Oberoi and Mr. Saumil Daru form a part of the Notice of ensuing Annual General Meeting.

Auditors

M/s. P. Raj & Co., Chartered Accountants, Statutory Auditor of the Company hold office till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. In accordance with third proviso of Section 139(2) of the Companies Act, 2013, read with second illustrative table in Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s. P. Raj & Co. can be appointed as Statutory Auditors for 3 consecutive years from the ensuing Annual General Meeting. Your Company has received necessary certificate pursuant to the provisions of Section 139 (1) of the Companies Act, 2013 from the said Statutory Auditors confirming that their re-appointment, if made, will be in accordance with Section 141 of the Companies Act, 2013.

As per the recommendation of the Audit Committee, the Board of Directors proposes the reappointment of M/s P. Raj & Co., Chartered Accountants as Statutory Auditor of the Company for a period from the conclusion of the ensuing Annual General Meeting till the conclusion of the Company's nineteenth Annual General Meeting.

Auditors' report

The Auditors' report does not contain any reservation, qualification or adverse remark.

Corporate Governance

The report on Corporate Governance and the certificate from the Statutory Auditors regarding compliance with the conditions of Corporate Governance have been furnished in the Annual Report and form a part of the Annual Report.

Code of Conduct

Pursuant to Clause 49 of the Listing Agreement, the declaration signed by the Managing Director affirming the compliance of Code of Conduct by the Directors and senior management personnel for the year under review is annexed to and form a part of the Corporate Governance report.

Managing Director and Chief Financial Officer certification

The certificate from the Managing Director and the Chief Financial Officer in accordance with Clause 49(V) of the Listing Agreement is annexed to and form a part of the Corporate Governance Report.

Management Discussion and Analysis report

The Management Discussion and Analysis report has been separately furnished in the Annual Report and form a part of the Annual Report.

Employee Stock Option Plan (ESOP)

In recognition of the role played by the employees in the growth of the organisation and the belief that the employees deserve a stake in the value created and enhanced by them, Employee Stock Option Plan 'ESOP 2009' had been instituted by your Company approving issue of up to 14, 43,356 options, each option conferring a right upon the eligible employee to apply for one Equity Share of ₹ 10 each of the Company.

All the options granted under ESOP 2009 have been vested till the date of this report, with the last vesting on May 4, 2014. The Exercise Price is ₹ 260 per Option. The unexercised options from the first tranche of grant expired on May 4, 2014 on account of non-exercise within three years of grant.

The information in terms of Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 is annexed to this report.

The certificate from the Statutory Auditor as required under Clause 14 of the said guidelines, with respect to the implementation of the Company's ESOP scheme shall be placed at the Annual General Meeting for inspection by the Members.

Public deposits

During the year under review, your Company didn't accepted any deposits in terms of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 and also no amount was outstanding on account of principal or interest thereon, as of the date of the Balance Sheet.

Unclaimed shares

Out of the Equity Shares allotted to the successful applicants in the IPO concluded in the month of October 2010, 200 unclaimed Equity Shares are pending for credit to the demat accounts of the respective allottees.

In accordance with Clause 5A(l)(a) of the Listing Agreement the said 200 Equity Shares had been transferred to the unclaimed shares demat suspense account during FY2011-12.

The requisite disclosures under Clause 5A(l)(g) of the Listing Agreement are as under:

Particulars	No. of shareholders	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	2	200
Number of shares transferred to the suspense account during the year	Nil	Nil
Number of shareholders who approached issuer for transfer of shares from suspense account during the year	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	2	200

The voting rights in respect of the above 200 Equity Shares are frozen. No corporate benefits in the nature of bonus, split, rights had accrued on the aforesaid 200 Equity Shares.

Unclaimed and unpaid dividends

As on March 31, 2014, amounts of ₹ 0.17 Lakh, ₹ 0.22 Lakh and ₹ 0.45 Lakh are lying in the unpaid equity dividend account of the Company in respect of the dividend for FY2010-11, FY2011-12 and FY2012-13 respectively. Members who have not yet received/ claimed their dividend entitlements are requested to contact the Company or the Registrar and Transfer Agents of the Company.

Particulars of employees

In accordance with the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are set out in annexure forming part of this report. However, in accordance with the provisions contained in the proviso to Section 219 (1) the aforesaid particulars of the employees are not being sent as a part of this Annual Report. Any Member interested in obtaining a copy of the same, may write to the Company Secretary at the registered office of the Company.

Service of Documents Through Electronic Means

All documents, including the Notice and Annual Report shall be sent through electronic transmission in respect of members whose email IDs are registered in their demat account or are otherwise provided by the members. A member shall be entitled to request for physical copy of any such documents

Conservation of energy, technology absorption and foreign exchange earnings and outgo

As the Company is not a manufacturing company, the Board of Directors have nothing to report pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

Foreign exchange earnings and outgo

1. Value of imports (C.I.F. basis) (₹ in Lakh)

Particulars	2013-14	2012-13
Materials	1,886.71	4,898.80
Capital goods	29.79	264.24

2. Expenditure in foreign currency

(on payment basis) (₹ in Lakh)

Particulars	2013-14	2012-13
On foreign travel	7.81	14.90
Professional fees	723.02	854.56
Others	419.65	499.90

3. Earnings in foreign currency

(on receipts basis) (₹ in Lakh)

Particulars	2013-14	2012-13
Sale of residential units	416.55	548.57
Hospitality services	5,062.32	4,504.22

Internal Complaint Committee

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the 'said Act') has been made effective w.e.f. December 9, 2013. It is an Act to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The Company has constituted an Internal Complaint Committee ('ICC') as required by the said Act with Ms. Reema Kundnani and Ms. Rochelle Chatterjee as the employee members. The Company is strongly opposed to sexual harassment and employees are made aware about the consequences of such acts and about the constitution of ICC.

During the period ended March 31, 2014, no complaints were filed with the Committee under the provisions of the said Act.

Acknowledgement:

Your Directors take the opportunity to express their deep sense of gratitude to bankers, government authorities, employees, customers, vendors and suppliers.

Your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management.

For and on behalf of the Board of Directors

Vikas Oberoi

Mumbai, July 19, 2014 *Chairman & Managing Director*

Statement pursuant to Clause 12 of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) guidelines, 1999 as on March 31, 2014

Sr. No.	Particulars	ESOP 2009 (Grant 1)
1	Total number of options granted	13,49,553
2	Pricing formula	IPO Price(A) i.e. ₹ 260
3	Options vested	7,25,619
4	Options exercised	Nil
5	Total number of Equity Shares arising as a result of exercise of options	Nil
6	Options lapsed / cancelled / forfeited	3,12,716
7	Variation of terms of options	None during the year
8	Money realised by exercise of options	Nil
9	Total number of options in force as on March 31, 2014	10,36,837(B)
10	Employee-wise detail of options granted during the FY2013-14	
	A. Senior managerial employee	N.A.
	B. Any other employee receiving 5% or more of the total number of options granted during the year	N.A.
	C. Employees granted options equal to or exceeding 1% of the issued capital of the Company at the time of grant	N.A.
11	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard AS-20 (Earnings Per Share)	₹ 8.99
12	Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so calculated using intrinsic value of stock options and the employee compensation cost that would have been recognized if the fair value of options had been used and the impact of this difference on profits and EPS of the Company.	To calculate the employee compensation cost, the Company uses the intrinsic value method for valuation of the options granted. Had the Company used fair value method of valuing stock options, the employee compensation cost would have been higher by ₹ 75.10 Lakh, profit before tax would had been lower by ₹ 75.10 Lakh and basic and diluted EPS would have been lower by Re. 0.02.
13	Weighted average exercise price and weighted average fair value of options whose exercise price equals or exceeds or is less than market price of the stock.	Weighted average exercise price: ₹ 260. Weighted average fair value of options: ₹ 126.97
14	Description of method and significant assumptions used to estimate fair value of options at the time of grant	
	A. Risk free interest rate	7.06%
	B. Expected life	4.2 years
	C. Expected volatility	51.85%
	D. Dividend yield	-
	E. Price of the underlying share in market at the time of the option grant	₹ 260.00

Notes:

A. 'IPO price' means the final price per Equity Share at which shares were issued and allotted in the initial public offer of Equity Shares of the Company i.e. ₹ 260 per Equity Share of ₹ 10 each;

B. The options outstanding as on March 31, 2014 are under Grant 1 of ESOP 2009, and are net of the options lapsed/cancelled/forfeited during FY2013-14.

'Grant 1' means grant of options to those employees of the Group who were in employment on the date two years prior to date of the meeting of the Compensation Committee which had considered and approved grant of options.

MANAGEMENT DISCUSSION AND ANALYSIS

Economic review

Global economy

The Financial Year 2014 witnessed many political and economic events across the globe that kept policy makers in most of the economies to focus on the path of consolidation. The statistics by researchers may have painted a very encouraging picture but the growth prospects remained broadly moderate. The quantitative easing by US post 2008 crisis benefited equity and commodity markets, yet it is unclear if the fundamentals of global economy are still strong. The world's major economies continued to face structural flaws and policy constraints that hindered investments and growth in productivity.

Indian economy

The Indian economy showed signs of instability amidst the global economic and political imbalances in the second half of FY2014. The year gone by was more challenging due to high inflation, low GDP growth coupled with higher current account deficit. High interest rates further contributed in dampening the investment sentiments. A series of events both in domestic and international markets caused imbalance in capital flows, pressure on exchange rate, acute rise in inflation rate and fiscal imbalances in India. The inefficiencies in the policy making discouraged investments, further decelerating the growth projections.

Industry review

One of the largest employment generation sectors was severely affected by macro-economic changes in the country in FY2014. Stringent lending norms by Banks and Financial Institutions affected the sector severely. Delays in getting approvals often disturb the project schedule and its implementation, thereby increasing the project costs. Increased intervention/monitoring by regulatory authorities and rise in key rates by RBI, challenged the potential growth of this sector.

Mumbai Real Estate

The property prices remained elevated in Mumbai largely because developers were hit hard by increased cost of construction and debt. The developers had no option to hold on to selling prices to cover up augmented prices of land parcel, high input cost and increased cost of funding. The rising stock in office space due to subdued and uncertain economic environment further dampened the real estate players. The retail space grew at a snail's pace in Mumbai and the rentals showed limited signs of increase due to on-going slowdown in both organized retail and real estate sector.

Opportunities and challenges

Opportunities

As India awaits policy reforms from the new government, your company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well accepted brand, contemporary architecture, well designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

Challenges

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Unanticipated delays in project approvals
- Availability of accomplished and trained labour force
- Increased cost of manpower

- Rising cost of construction
- Growth in auxiliary infrastructure facilities
- Over regulated environment

Company strengths

Your Company continues to capitalize on the market opportunities by leveraging its key strengths. These include:

1. **Brand Reputation:** Enjoys higher recall and influences the buying decision of the customer. Strong customer connects further results in higher premium realizations.
2. **Execution:** Possesses a successful track record of quality execution of projects with contemporary architecture.
3. **Strong cash flows:** Has built a business model that ensures continuous cash flows from their investment and development properties ensuring a steady cash flow even during the adverse business cycles.
4. **Significant leveraging opportunity:** Follows conservative debt practice coupled with enough cash balance which provides a significant leveraging opportunity for further expansions.
5. **Outsourcing:** Operates an outsourcing model of appointing globally renowned architects / contractors that allows scalability and emphasizes contemporary design and quality construction – a key factor of success.
6. **Transparency:** Follows a strong culture of corporate governance and ensures transparency and high levels of business ethics.
7. **Highly qualified execution team:** Employs experienced, capable and highly qualified design and project management teams who oversee and execute all aspects of project development.

Key Developments in FY2014

Your company was declared as the highest bidder at the online auction held in the month of March 2014 for ~ 25 acres of land parcel owned by Tata Steel Limited located on the Western Express Highway in Borivali (E), a western suburb in Mumbai. The company has signed an MOU with Tata Steel Limited after paying the bid amount of

₹ 1,155 crores. The sale will be concluded after receipt of the requisite approvals as per the terms of the bid. On completion of the said transaction, the monetisation of this land bank in the near future will give further boost to the Company's ambitious growth plans.

Mulund property which was under litigation due to private forest land issue has also been resolved. Consequent to the order dated January 30, 2014 of the Hon'ble Supreme Court of India, the Mulund Property is no longer covered by the provisions of the said private forest Act.

Business overview

Due to uncertain and subdued economic environment during the last financial year, your Company's performance was also affected. However compared

to overall subdued performance of the sector, your Company was able to sell nearly 2,88,526 sq.ft. area in FY2014 as compared to approx. 5,00,000 sq.ft. in FY2013, at higher realizations. A brief description of the update across each project is given below:

i) Oberoi Garden City (Goregaon)

Oberoi Garden City is the flagship mixed-use development of your Company. It is an integrated development on approximately 83 acres of land in Goregaon (East), in the western suburbs of Mumbai, adjacent to the arterial Western Express Highway and overlooking Aarey Milk Colony. The development is approximately eight kilometers from Mumbai's domestic airport and approximately five kilometres from the international airport.

Key FY2014 highlights for the various projects are given below:

Oberoi Mall (Retail)		Commerz (Office Space)	
Revenues	Occupancy	Revenues	Occupancy
₹ 9,183.30 Lakh (₹ 8,311.38 Lakh in FY2013)	98.84% (94.35% in FY2013)	₹ 5,037.39 Lakh (₹ 4,616.21 Lakh in FY2013)	85.23% (81.06% in FY2013)
Annual footfall Approximately 9.1 million people			

The Westin Mumbai Garden City (Hospitality)	
Revenues	Occupancy
₹ 11,531.29 Lakh (₹ 9,927.44 Lakh in FY2013)	75.09% (68.66% in FY2013)

Oberoi Exquisite (Residential)		Esquire (Residential)	
Cumulative units sold	Total sales volume	Cumulative units sold	Total sales volume
574 units	₹ 1,41,485.73 Lakh, of which ₹ 1,32,157.36 Lakh has been recognized as revenue till FY2014	424 units	₹ 1,32,871.25 Lakh, there is no revenue recognition from this project as it is yet to reach the requisite threshold limit

ii) Oasis (Worli)

This is a joint venture to develop a mixed-use project in Worli, located on the arterial Annie Besant Road. Your Company is contemplating the development of residential complex and a hotel component. The Ritz-Carlton will be the hospitality partner for this iconic mixed use development in Worli, Mumbai, to be developed by Oasis Realty. This mixed-use development consists of two high-rise towers; The Ritz-Carlton, Mumbai and a residential tower to be managed by The Ritz-Carlton. This development which aims to be a global icon for Mumbai will mark the entry of The Ritz-Carlton into India's financial capital. Strategically located in Worli, less than a kilometer from the prominent Bandra-Worli sea link, the development has been designed to be a luxury landmark adorning the Arabian Sea. Your Company is confident that this partnership will enable us to craft an iconic development.

Financial performance overview

Analysis of consolidated financial statements for FY2014

I. Balance sheet analysis

5.63%

Net Worth growth

57.49%

EBITDA Margin

54.28%

PBT Margin

36.36%

PAT Margin

11.37%

Cash and Bank
Balances / Networth

A comparative table showing synopsis of FY2014 versus FY2013 Balance Sheet is provided below:

(₹ in Lakh)

Consolidated Balance Sheet as at March 31,	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	32,823.33	32,823.33	-	-
Reserves and surplus	4,06,815.78	3,83,389.88	23,425.90	6.11%
Net worth	4,39,639.11	4,16,213.21	23,425.90	5.63%
Non-current liabilities	18,554.12	6,742.00	11,812.12	175.20%
Current liabilities	90,510.02	1,05,946.97	(15,436.95)	(14.57%)
Total	5,48,703.25	5,28,902.18	19,801.07	3.74%
ASSETS				
Non-current assets	2,60,654.56	2,58,336.50	2,318.06	0.90%
Current assets	2,88,048.69	2,70,565.68	17,483.01	6.46%
Total	5,48,703.25	5,28,902.18	19,801.07	3.74%

i) Non-Current Liabilities

(₹ in Lakh)

	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
Long term borrowings	7,500.00	–	7,500.00	–
Deferred tax liabilities / (assets)	2,195.01	1,473.33	721.68	48.98%
Trade payables	1,088.10	797.32	290.78	36.47%
Other long term liabilities	7,666.19	4,354.10	3,312.09	76.07%
Long-term provisions	104.82	117.25	(12.43)	(10.60%)
Total	18,554.12	6,742.00	11,812.12	175.20%

ii) Current Liabilities

(₹ in Lakh)

	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
Short term borrowings	106.17	–	106.17	–
Trade payables	2,428.00	2,966.13	(538.13)	(18.14%)
Other current liabilities	80,193.72	95,197.38	(15,003.66)	(15.76%)
Short-term provisions	7,782.13	7,783.46	(1.33)	(0.02%)
Total	90,510.02	1,05,946.97	(15,436.95)	(14.57%)

iii) Non-Current Assets

(₹ in Lakh)

	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
Fixed Assets including CWIP	1,09,948.75	1,07,144.40	2,804.35	2.62%
Goodwill on consolidation	26,538.27	26,537.18	1.09	0.00%
Non-current investments	1.12	1.03	0.09	8.74%
Long-term loans and advances	1,24,166.42	1,24,653.89	(487.47)	(0.39%)
Total	2,60,654.56	2,58,336.50	2,318.06	0.90%

iv) Current Assets

(₹ in Lakh)

	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
Current investments	4,962.74	–	4,962.74	–
Inventories	1,64,912.58	1,24,478.38	40,434.20	32.48%
Trade receivables	8,619.62	5,222.09	3,397.53	65.06%
Cash and bank balance	49,974.07	1,07,247.35	(57,273.28)	(53.40%)
Short-term loans and advances	59,041.42	32,300.21	26,741.21	82.79%
Other current assets	538.26	1,317.65	(779.39)	(59.15%)
Total	2,88,048.69	2,70,565.68	17,483.01	6.46%

II. Profit and Loss Analysis

A comparative table showing synopsis of FY2014 versus FY2013 of statement of Profit and Loss is provided below:

(₹ in Lakh)

	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
Revenue From Operations	79,845.45	1,04,758.85	(24,913.40)	(23.78%)
Other Income	5,706.03	9,993.15	(4,287.12)	(42.90%)
Total Revenue	85,551.48	1,14,752.00	(29,200.52)	(25.45%)
Total Expenses	36,367.67	43,551.67	(7,184.00)	(16.50%)
Profit Before Tax	46,437.71	68,306.18	(21,868.47)	(32.02%)
Profit After Tax	31,106.23	50,478.60	(19,372.37)	(38.38%)
Basic and diluted EPS (₹)	9.48	15.38	(5.90)	(38.38%)

i) Revenue from Operations

(₹ in Lakh)

	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
Revenue from projects	48,036.62	78,128.68	(30,092.06)	(38.52%)
Revenue from hospitality	11,180.14	9,559.32	1,620.82	16.96%
Rent and other related revenue	16,175.85	13,983.27	2,192.58	15.68%
Property and project management revenue	3,025.65	2,503.22	522.43	20.87%
Other operating revenue	1,427.19	584.36	842.83	144.23%
Total	79,845.45	1,04,758.85	(24,913.40)	(23.78%)

ii) Expenses

(₹ in Lakh)

	2014	2013	Increase / (Decrease)	% Increase / (Decrease)
Operating costs	28,964.78	37,152.24	(8,187.46)	(22.04%)
Employee benefits expense	4,424.12	3,832.82	591.30	15.43%
Other expenses	2,978.77	2,566.61	412.16	16.06%
Depreciation and amortisation	2,714.85	2,850.70	(135.85)	(4.77%)
Interest and finance charges	31.25	36.58	(5.33)	(14.57%)
Prior period income / (expenses)	-	(6.87)	6.87	100.00%
Total	39,113.77	46,432.08	(7,318.31)	(15.76%)

III. Cash Flow Analysis

A comparative table of FY2014 versus FY2013 Cash Flows is provided below:

(₹ in Lakh)

Cash Flow	For the year ended March 31,	
	2014	2013
Opening Cash & Cash Equivalents	29,750.31	1,06,443.33
Net Cash Inflow / (Outflow) from operating activities	(51,731.26)	14,191.37
Net Cash Inflow / (Outflow) from investing activities	71,487.70	(83,251.86)
Net Cash Inflow / (Outflow) from financing activities	(77.18)	(7,632.53)
Closing Cash & Cash Equivalents	49,429.57	29,750.31
Closing Cash & Cash Equivalents including Fixed Deposits having maturity of more than 3 months	49,974.07	1,07,247.35

Human resources

Your company's closing headcount for the FY2013-14 was 928. This year as well the focus remained on strategic hiring, provide talent with an environment that fosters continuous learning, recognition, innovation and leadership development.

Hiring: Our values & culture drive the characteristics that we seek in our prospective employees hence our hiring process not only aims for a person fit for the role but also someone who will also be an organizational fit. We have evolved into a multi-tier hiring process to assess compatibility level of an individual on the technical/functional & cultural fit on an organizational level. Last year we screened & interviewed approximately 2000 candidates & hired close to 350.

Development through engagement: An employee functions as the primary judge of improvement, but validation of objective improvement requires assessment using a standard criteria. There are several learning programs that we undertook for we feel that continuous development will embrace success both at the organization and individual level. An extensive training need analysis was conducted for every department to understand the

organisation's developmental needs. Over the year, 46 training programs, both technical & behavioral that spanned over 65 training days were conducted.

Performance Management System: Appreciation along with acknowledgment forms an integral part of our organisation's culture. We always believe that a motivated employee is always a happy employee and the happiness quotient of an organization's employees can make or break an organization. Last year we introduced a new performance management system to ensure meritorious performance is recognised, encouraged & appreciated. A fortnightly performance feedback discussion platform was

There are several learning programs that we undertook for we feel that continuous development will embrace success both at the organization and individual level.

introduced to further increase the clarity in performance expectations & facilitates conversations.

Employee Welfare: To encourage fun and camaraderie among our employees, we came together to celebrate several team/ organisational success, our festivals and world events. Over 25 events, both fun & CSR were organised across the organisation. This year as well, we continued to engage our employees with personalised and organisation wide health initiative through our tie up with a leading health service company. The program covers a series of regular health check with private consultations by doctors and dieticians, awareness seminars delivered by doctors, physiotherapy and yoga sessions, weekly health recipes and a controlled diet plan rolled out by our food vendor. With close monitoring of the health of our employees, the initiative concludes every year by recognising the health achievers at the year end.

Risks and concerns

Market price fluctuation

The performance of your Company may be affected by the sales and rental realizations of its projects. These prices are driven by prevailing market conditions, the nature and location of the projects, and other factors such as brand and reputation and the design of the projects. Your company follows a prudent business model and tries to ensure steady cash flow even during adverse pricing scenario.

Sales volume

The volume of bookings depends on the ability to design projects that will meet customer preferences, getting various approvals in time, general market factors, project launch and customer trust in entering into sale agreements well in advance of receiving possession of the projects. Your Company sells its projects in phases from the time it launches the project, based on the type and scale of the project and depending on market conditions.

Execution

Execution depends on several factors which include labour availability, raw material prices, receipt of approvals and regulatory clearances, access to utilities such as electricity and water, weather conditions and the absence of contingencies such as litigation. Your Company manages the adversities with cautious approach, meticulous planning and by engaging established and reputed contractors. As your Company imports various materials, at times execution is also dependent upon timely shipment and clearance of the material.

Rental realizations

The rental realizations on the space leased depends upon the project location, design, tenant mix (this is relevant in the case of shopping malls), prevailing economic conditions and competition. Your Company has set up its retail property in prime location and maintains a fresh ambience resulting in crowd pull and attracting first time kind of retailers. As far as the office space rentals are concerned, the same depends on demand and supply, general economic conditions, business confidence and competition.

Land / Development rights – costs and availability

The cost of land forms a substantial part of the project cost, particularly in Mumbai. It includes amounts paid for freehold rights, leasehold rights, fungible FSI, construction cost of area given to landlords in consideration for development rights, registration and stamp duty. Your Company acquires land and land development rights from the government and private parties. It ensures that the consideration paid for the land is as per the prevailing market conditions, reasonable and market timed.

Financing costs

The acquisition of land and development rights needs substantial capital outflow. Inadequate funding resources and high interest costs may impact regular business and operations. Your Company has always tried to build

sufficient reserves resulting out of operating cash flows to take advantage of any land acquisition or development opportunity.

Outlook

FY2015 outlook would be governed by the policies and framework to be announced by the new government. FY2015 is expected to remain challenging in light of the need for significant fiscal adjustment, inflation risks and the spiralling current account and fiscal deficits. Economists expect India's GDP growth in the range of 5.0-6.0% for FY2015. The economic policies around the global economy may bring further complexity to the economic environment in the midst of uncertainty of the directions on the policy front. A strong vision on infrastructure and implementation of Real Estate Regulation & Development Bill may boost the investor confidence and related businesses. Amidst all these challenges, your company will target to ensure steady operations and deliver high quality projects for its customers. The Company will eagerly await formation of the new government and union budget for 2015.

Focus on Mumbai and beyond

We shall continue to explore development opportunities in and around Mumbai and also explore hubs in the nearby regions on a case by case basis. Your Company is actively scouting for land parcels in NCR and Bangalore among other metro cities.

Strengthen relationships with key service providers and develop multiple vendors.

In order to continue delivering landmark offerings to our customer, we shall further strengthen our relationship with our key service providers, i.e. architects, designer and contractors. Your Company is also working on strategy to develop more and more vendors who can deliver product and services in line with Company's philosophy and product offerings.

Internal Control Systems

The company has also focused on upgrading the IT infrastructure – both in terms of hardware and software. In addition to the existing ERP platform, the Company is presently implementing a process documentation to ensure effectiveness of the controls in all the critical functional areas of the Company.

Cautionary Statement

This management discussion and analysis contain forward looking statements that reflects our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in the forward looking statements as a result of many factors.

REPORT ON CORPORATE GOVERNANCE

for the year ended March 31, 2014

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 primarily based on the principles of integrity, transparency, fairness, accountability, full disclosure and independent monitoring of the state of affairs.

Your Company is in compliance with the requirements on Corporate Governance as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges. A report on the matters mentioned in the said clause and the practices / procedures followed by the Company for the year ended March 31, 2014 is detailed below:

Board of Directors

1. Composition/Category of Directors/Attendance at Meetings/Directorships and Committee Memberships in other companies as on March 31, 2014

The present strength of the Board of Directors is a mix of four Non-Executive Directors and one Executive Director. Of the four Non-Executive Directors, three Directors are Independent Directors.

The Chairman of the Board is an Executive Director.

As per the declarations received by the Company, none of the Directors are disqualified under Section 274 (1)(g) of the Companies Act, 1956 read with Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

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 Clause 49(I) (C)(ii) of the Listing Agreement.

The composition of Board of Directors as on March 31, 2014 and other relevant details are as under:

Name	Category	Attendance			Directorships (A) / Mandatory committee (B) Memberships			
		No. of Board Meetings held during the year	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	5	5	Yes	11	16	3	-
Mr. Anil Harish	Non – Executive, Independent Director	5	5	Yes	14	7	5	4
Ms. Bindu Oberoi	Non-Executive, Non-Independent Director	5	5	Yes	11	8	0	1
Mr. T.P. Ostwal	Non – Executive, Independent Director	5	5	Yes	4	4	1	3
Mr. Venkatesh Mysore	Non – Executive, Independent Director	5	4	Yes	3	4	2	-
Mr. Jimmy Bilimoria*	Non – Executive, Independent Director	1@	-	N.A.	N.A.	N.A.	N.A.	N.A.

* Deceased on May 3, 2013.

@ Only one meeting was held in FY2013-14, till the time Mr. Jimmy Bilimoria was a Director.

A. Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included.

B. Mandatory committees are the committees prescribed under the Listing Agreement i.e. Audit Committee and Shareholders' Grievance Committee of public companies.

C. Including Oberoi Realty Limited.

D. Private company which is a subsidiary of public company is considered as a public company.

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, 1956. Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi.

None of the Independent Directors has any material pecuniary relationship, transaction or association with the Company.

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 once in each quarter and the interval between any such two meetings has not been more than four months. The Company Secretary under the direction of the Chairman and in consultation with Chief Financial Officer prepares the agenda along with the explanatory notes thereto and circulates it to the Directors, along with the notice of the meeting. During FY2013-14, five meetings of the Board of Directors were held on:

- April 19, 2013
- July 15, 2013
- October 30, 2013
- February 1, 2014
- March 27, 2014

3. Procedure of Board/ Committee Meeting

The agenda papers with relevant explanatory 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 and budgets.
- Quarterly results and operations.
- Financial results for the relevant period along with limited review / audit report thereon.
- Minutes of committee meetings of the Company and minutes of board meetings of subsidiary companies.
- Details of joint venture agreement entered.
- Shareholding pattern as per Clause 35 of the Listing Agreement.
- Statement of shareholder grievance received/ disposed during each quarter.

4. Directors' remuneration

Mr. Vikas Oberoi, Managing Director, is paid remuneration in accordance with the terms and conditions contained in the employment contract dated December 17, 2009. Independent directors are been paid sitting fees for attending meetings of Board / Board Committees and annual commission.

None of the Directors has been granted any stock options under the Employee Stock Option Scheme of the Company.

The details of the remuneration/ compensation of the Executive and Non-Executive Directors for the year ended March 31, 2014 is as follows: (₹ in Lakh)

Name	Salary	Allowances	Sitting fee	Commission
Executive Director				
Mr. Vikas Oberoi ^(A)	120.00	72.00	-	-
Non Executive Director				
Mr. Anil Harish	-	-	1.60	10.00
Ms. Bindu Oberoi	-	-	-	-
Mr. T.P. Ostwal	-	-	1.80	10.00
Mr. Venkatesh Mysore	-	-	1.15	10.00
Mr. Jimmy Bilimoria	-	-	-	-

A. Excluding defined benefit plan.

Further, during the year under review, commission pertaining to FY2012-13 of ₹ 10 Lakh each was paid to Mr. Anil Harish, Mr. Jimmy Bilimoria, Mr. T. P. Ostwal and Mr. Venkatesh Mysore in accordance with and within the limits set out in Section 309 of the Companies Act, 1956.

5. Shareholding of Directors in the Company as on March 31, 2014

Name	Number of Equity Shares	% of total paid up share capital
Mr. Vikas Oberoi	21,28,72,504	64.85
Ms. Bindu Oberoi	111	0.00
Total	21,28,72,615	64.85

Additionally, Mr. Vikas Oberoi holds 99.99% shares of R. S. Estate Developers Private Limited, which holds 3,33,00,000 (i.e. 10.15%) Equity Shares of the Company as on March 31, 2014.

6. Appointment/reappointment of Directors

In terms of Section 149 (13) of the Companies Act, 2013, the provisions of Section 152(6) and (7) of the said Act in respect of retirement of director by rotation shall not be applicable to appointment of the Independent Directors. In respect of Mr. Anil Harish, Mr. T.P. Ostwal and Mr. Venkatesh Mysore, the Non-Executive Independent Directors, who would have been liable to retire by rotation under Section 255 of the erstwhile Companies Act, 1956, it is proposed to appoint them in the ensuing Annual General Meeting as Independent Directors for a term of five consecutive years and resolution to this effect is incorporated in

the Notice of the ensuing Annual General Meeting.

In terms of Section 152 of the Companies Act, 2013 Mr. Vikas Oberoi, Managing Director, is liable to retire by rotation. Mr. Vikas Oberoi has offered himself for reappointment. Resolution for his reappointment is incorporated in the Notice of the ensuing Annual General Meeting.

The brief resume and other information as required under Clause 49(IV) (G) of the Listing Agreement relating to Mr. Anil Harish, Mr. T.P. Ostwal, Mr. Venkatesh Mysore and Mr. Vikas Oberoi forms part of the Notice of ensuing Annual General Meeting.

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 FY2013-14.

Mumbai, May 10, 2014

Vikas Oberoi
Chairman & Managing Director

Audit committee

The composition of the Audit Committee as on March 31, 2014 is as under:

Name of Members	Category
Mr. T.P. Ostwal (Chairperson)	Independent Director
Mr. Anil Harish	Independent Director
Mr. Venkatesh Mysore	Independent Director
Mr. Vikas Oberoi (w.e.f. July 15, 2013)	Non-Independent Director

The Chief Financial Officer, Internal Auditor and the Statutory Auditor 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:

- April 19, 2013
- July 15, 2013
- October 30, 2013
- February 1, 2014

The time interval between any two Audit Committee meetings was not more than four months.

Attendance of members of Audit Committee at the committee meetings during the year ended March 31, 2014 is as under:

Name of Members	Number of Meetings	
	Held	Attended
Mr. T.P. Ostwal (Chairperson)	4	4
Mr. Anil Harish	4	4
Mr. Vikas Oberoi@	2	2
Mr. Venkatesh Mysore	4	3
Mr. Jimmy Bilimoria*	1	0

@ Only two meetings of Audit Committee were held in FY2013-14 since his appointment as a member.

* Deceased on May 3, 2013 and only one meeting was held in FY2013-14, till the time Mr. Jimmy Bilimoria was a Member.

The terms of reference and power of the Audit Committee is as mentioned in Clause 49 (II) of the Listing Agreement entered with the Stock Exchanges and includes overseeing the Company's financial reporting process, reviewing the

quarterly/half yearly/annual financial statements/ results, reviewing with the management the adequacy of the internal audit function, recommending the appointment/reappointment of statutory auditor and internal auditor and 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.

The Committee discusses with the Auditors their audit methodology, audit planning and significant observations /suggestions made by them.

Management Development, Remuneration and Compensation Committee

The composition of this Committee as on March 31, 2014 is as under:

Name of Members	Category
Mr. Anil Harish (Chairperson)	Independent Director
Ms. Bindu Oberoi	Non-Independent Director
Mr. T.P. Ostwal	Independent Director
Mr. Vikas Oberoi	Non-Independent Director
Mr. Venkatesh Mysore (w.e.f. July 15, 2013)	Independent Director

Mr. Anil Harish was appointed as the Chairman of the Committee w.e.f. July 15, 2013 on account of demise of Mr. Jimmy Bilimoria, the ex-Chairman of the Committee. During the year under review, the Committee held two meetings on April 19, 2013 and February 1, 2014 and both the said meetings were attended by Mr. Anil Harish, Ms. Bindu Oberoi, Mr. T.P. Ostwal and Mr. Vikas Oberoi.

The remuneration to Directors is disclosed under Point No. 4 of this report under the title 'Board of Directors – Directors' remuneration'.

The role of the Committee is to approve/recommend the remuneration/packages of the Executive and Non-Executive Directors and of Senior Management Personnel.

Further, this Committee discharges the functions of the Compensation Committee as prescribed under the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

Service contract/notice period/severance fees

As per the employment contract entered into by the Company with the Managing Director, if the Managing Director terminates the contract, he has to give three months notice in writing to the Company, in which case no severance fees is payable by the Company.

Shareholders'/Investor's Grievance Committee

The composition of this Committee as on March 31, 2014 is as under:

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

Mr. Bhaskar Kshirsagar, the Company Secretary, is the

Compliance Officer under the Listing Agreement.

During the year under review, four meetings of the Committee were held on following dates and were attended by all the members:

- April 19, 2013
- July 15, 2013
- October 30, 2013
- February 1, 2014

The Committee has been constituted to specifically look into the matter of the redressal of shareholders' and investors' complaints and grievances, including but not limited to, transfer/transmission of shares, non-receipt of dividends, non-receipt of Annual Report, non-receipt of refund of application money, non-credit of/allotment of equity shares and any other grievance that a shareholder or investor may have against the Company.

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

Number of Investor Complaints

- pending at the beginning of the financial year	Nil
- received during the financial year	6
- disposed off during the financial year	6
- pending at the end of the financial year	Nil

Nature of Complaint

- Non- receipt of Dividend	1
- Non-receipt of Annual Report	5

SEBI Complaints Redress System (SCORES)

SEBI vide its Circular No. CIR/OIAE/2/2011 dated June 3, 2011 had introduced a centralised web-based investor complaint redress system 'SCORES', wherein the investor complaint are electronically sent to the companies, the action taken reports submitted by companies are filed online. Also, the system facilitates investors to view online their complaint status. During the year under review, the Company has received no investor complaints through SCORES.

Operations Committee

As on March 31, 2014, Mr. Vikas Oberoi and Ms. Bindu Oberoi are the Committee Members with Mr. Vikas Oberoi being the Chairman of the Committee. During the year, nine meetings of the Committee were held and attended by both the Members.

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.

Investment Committee

As on March 31, 2014 the Committee comprises Mr. Venkatesh Mysore, Mr. Anil Harish, Mr. T.P. Ostwal, and Mr. Vikas Oberoi. Mr. Venkatesh Mysore was appointed as the Chairman of the Committee w.e.f. July 15, 2013 on account of demise of Mr. Jimmy Bilimoria, the ex-Chairman of the Committee.

During the year under review, two meetings of the said Committee were held on April 19, 2013 and October 30, 2013 and were attended by all members except

Mr. Jimmy Bilimoria (in the meeting held on April 19, 2013). 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.

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 Clause 49(III) (i) of the Listing Agreement, Mr. T.P. Ostwal, Independent Director of the Company is also a Director on the Board of Directors of Oberoi Constructions Limited, which is a material non-listed Indian subsidiary of the Company.

Disclosures

1. There were no materially significant related party transactions, which have potential conflict with the interests of the Company at large. The disclosure of related party transactions is set out in notes forming part of the financial statements.
2. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
3. The Company has a Whistleblower Policy in place. 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 Clause 49 of the Listing Agreement of the Stock Exchange. Further, your Company has adopted two non-mandatory requirement of Clause 49 of the Listing Agreement, one relating to constitution of Remuneration Committee of the Board and the other relating to Whistle Blower Mechanism.
5. The CEO/CFO certification in terms of Clause 49(V) of the Listing Agreement forms part of the Annual Report.
6. Your Company has framed a code of internal procedures and conduct in line with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, which applies to all the employees identified as designated person under the code, which includes the Directors of the Company, and their specified family members. Periodic disclosures are obtained from designated persons on their holding and dealings in the securities of the Company.
7. Payment to Statutory Auditors for the year under review are as follows:

Particulars	Amount in ₹ Lakh
As Auditors	
Audit fees	35.00
Tax audit fees	7.50
In other capacities	
Taxation matter	7.50
Out of pocket expenses	0.14

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, conference call invites, transcript of analyst conference call, analyst presentation, share price data, unpaid dividend details, shareholding pattern, quarterly corporate governance report and contact details etc.
Quarterly/Annual Financial Results	Are generally published in Economic Times (all editions) and Maharashtra Times, Mumbai edition. The results are also uploaded by BSE and NSE at their website www.bseindia.com and www.nseindia.com respectively
Stock exchanges	As per the Listing Agreement all periodical information are sent to BSE and NSE. The filings required to be made under the listing agreement, 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.

General shareholders information

1. General Body Meeting

Financial Year ended	Date	Time	Venue
March 31, 2013	July 15, 2013	2.00 PM	The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018
March 31, 2012	June 29, 2012	3.30 PM	The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018
March 31, 2011	June 30, 2011	2.00 PM	Rama Watumall Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020

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

Annual General Meeting held on July 15, 2013:

■ Nil.

Annual General Meeting held on June 29, 2012:

■ Cancellation of the un-issued preference shares comprised in the authorised share capital and creation of Equity Shares in lieu thereof and consequent alteration to Memorandum and Articles of Association.

Annual General Meeting held on June 30, 2011:

■ Variation in the terms of Prospectus dated October 13, 2010, including varying and / or revising the utilisation of the proceeds from the Initial Public Offering.

■ Ratification of Employee Stock Option Scheme 'ESOP 2009' for enabling making of further grants.

■ Extension of benefits of ESOP 2009 to the employees/ executive directors of the subsidiary/holding Company.

■ Payment of commission to Non-Executive Directors of the Company.

■ Keeping of registers and documents under section 163(1) of the Companies Act, 1956 at the office(s) of the Registrar and Transfer Agents of the Company.

Postal ballot

During FY2013-14, no ordinary or special resolutions were passed through postal ballot. No special resolution is proposed to be conducted through postal ballot.

2. Other information

CIN	L45200MH1998PLC114818
Registered office 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	August 27, 2014, 3.00 p.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
Book closure dates	From August 23, 2014 to August 27, 2014 (both inclusive)
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 in the Annual General Meeting to be held on August 27, 2014. 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 August 22, 2014. The NECS upload/dispatch of dividend warrants/demand drafts shall start from September 1, 2014.

Dividend history	Financial Year	Rate of Dividend	Dividend (in ₹) per share of ₹ 10 each
	2010-11	10%	1.00
	2011-12	20%	2.00
	2012-13	20%	2.00
Tentative calendar of the Board Meetings for the Financial Year 2014-15	<p>For the quarter ended June 30, 2014 – end of July 2014</p> <p>For the quarter and half year ended September 30, 2014 – end of October 2014</p> <p>For the quarter ended December 31, 2014 – end of January 2015</p> <p>For the quarter and year ended March 31, 2015 – end of April 2015</p>		
Listing on stock exchanges	The Equity Shares of the Company are listed on BSE and NSE		
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		
Listing fees	The listing fees of BSE and NSE for 2014-15 has been paid		
Custodian fees	The custodian fees is payable to each of the depositories based on the number of folios as on March 31, 2014. The custodian fees to NSDL has been paid, while that of CDSL will be paid on or before May 31, 2014		
Registrar and Transfer agents	<p>Link Intime (India) Private Limited</p> <p>C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078</p> <p>Email: rnt.helpdesk@linkintime.co.in</p> <p>Tel: (022) 2594 6970 • Fax: (022) 2594 6969</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	<p>As on March 31, 2014, the Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments (other than stock options).</p> <p>For details of options granted under the Employee Stock Option Scheme ESOP 2009, kindly refer the annexure to the Directors' Report. The vesting of options granted under ESOP 2009 is in a phased manner over a period of 4 years from the date of grant and the options may be exercised within a period of 3 years from the respective date of vesting. 20%, 20%, 30% and 30% of the options granted have got vested on May 4, 2011, May 4, 2012 and May 4, 2013 and May 4, 2014 respectively, on completion of one, two, three and four year respectively from the date of grant of options.</p>		

3. 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, 2014 are as follows:

BSE Limited

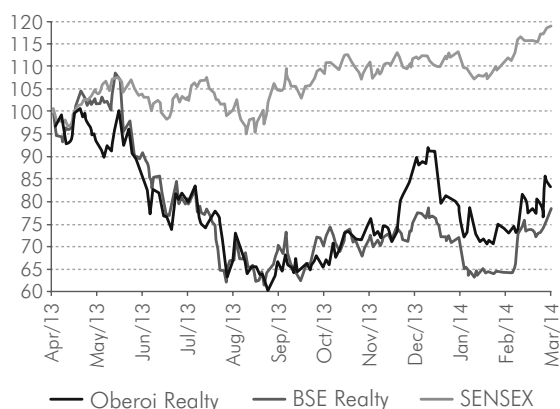
Month	Oberoi Realty on BSE			S&P BSE Sensex Index	
	High (₹)	Low (₹)	Average volume (Nos)	High	Low
Mar -14	234.50	188.80	35,510	22,467.21	20,920.98
Feb - 14	201.25	181.55	7,015	21,140.51	19,963.12
Jan - 14	242.75	182.00	13,449	21,409.66	20,343.78
Dec - 13	237.95	183.50	12,537	21,483.74	20,568.70
Nov- 13	209.90	181.05	5,677	21,321.53	20,137.67
Oct - 13	191.75	165.00	12,208	21,205.44	19,264.72
Sep -13	183.20	154.00	15,912	20,739.69	18,166.17
Aug - 13	208.95	158.40	39,339	19,569.20	17,448.71
July - 13	229.70	191.45	7,041	20,351.06	19,126.82
June - 13	237.85	191.25	5,933	19,860.19	18,467.16
May - 13	282.50	230.00	10,492	20,443.62	19,451.26
Apr - 13	272.00	226.05	3,873	19,622.68	18,144.22

National Stock Exchange of India Limited

Month	Oberoi Realty on NSE			NSE CNX Nifty Index	
	High (₹)	Low (₹)	Average volume (Nos)	High	Low
Mar -14	234.40	188.10	2,41,126	6,730.05	6,212.25
Feb - 14	219.45	180.50	48,642	6,282.70	5,933.30
Jan - 14	244.70	185.25	3,13,526	6,358.30	6,027.25
Dec - 13	237.00	183.55	2,57,552	6,415.25	6,129.95
Nov- 13	210.75	183.05	1,07,997	6,342.95	5,972.45
Oct - 13	190.15	164.25	2,19,856	6,309.05	5,700.95
Sep -13	183.80	153.15	1,61,276	6,142.50	5,318.90
Aug - 13	210.45	155.70	1,45,186	5,808.50	5,118.85
July - 13	223.95	191.00	75,115	6,093.35	5,675.75
June - 13	236.60	191.00	1,90,699	6,011.00	5,566.25
May - 13	284.40	230.00	1,00,114	6,229.45	5,910.95
Apr - 13	266.75	225.20	53,815	5,962.30	5,477.20

4. Performance of Oberoi Realty Limited (ORL) scrip in comparison to broad-based indices, viz. S&P BSE Sensex, S&P BSE Realty Index, Nifty and CNX Realty Index

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



Closing value of ORL scrip, S&P BSE Sensex Index and S&P BSE Realty Index as of April 1, 2013 has been indexed to 100.

II) Movement of ORL vs. NSE CNX Nifty Index vs. CNX Realty Index



Closing value of ORL scrip, NSE CNX Nifty Index and CNX Realty Index as of April 1, 2013 has been indexed to 100.

5. Distribution of shareholding as on March 31, 2014

Number of shares held (range)	Number of shareholders	Percentage (%)	Number of shares held	Percentage (%)
1 - 500	13,547	94.67	14,80,414	0.45
501 - 1,000	327	2.29	2,57,302	0.08
1,001 - 2,000	173	1.21	2,68,368	0.08
2,001 - 3,000	57	0.40	1,43,681	0.04
3,001 - 4,000	27	0.19	98,175	0.03
4,001 - 5,000	18	0.13	84,635	0.03
5,001 - 10,000	42	0.30	3,23,144	0.10
10,001 and above	118	0.82	32,55,77,543	99.19
Total	14,309	100.00	32,82,33,262	100.00

6. Shareholding pattern as on March 31, 2014

Category	Category of shareholder	Number of shareholders	Total number of shares	Total shareholding as a percentage of total number of shares
Promoter and Promoter group				
Indian	Promoter	1	21,28,72,504	64.85
	Promoter group	5	3,33,02,442	10.15
	Total (Promoter and Promoter group)	6	24,61,74,946	75.00

Category	Category of shareholder	Number of shareholders	Total number of shares	Total shareholding as a percentage of total number of shares
PUBLIC				
Institutions	Mutual Funds/ UTI	15	6,92,758	0.21
	Financial Institutions/ Banks	2	422	0.00
	Foreign Institutional Investors	90	4,45,26,683	13.57
	Total (Institutions)	107	4,52,19,863	13.78
Non-institutions	Bodies corporate	308	31,62,415	0.96
	Individuals	13,292	22,50,848	0.69
	Clearing Members	228	1,75,251	0.05
	Non Resident Indian (Repat)	275	1,63,666	0.05
	Non Resident Indian (Non Repat)	91	29,026	0.01
	Trusts	1	2,000	0.00
	Foreign Companies	1	31,055,247	9.46
	Total (Non-Institutions)	14,196	3,68,38,453	11.22
	Total (Public)	14,303	8,20,58,316	25.00
	Grand Total	14,309	32,82,33,262	100.00

7. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit 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 total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in physical mode.

8. Status of dematerialisation of shares

As on March 31, 2014, all except 42 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, 2014 is as follows:

Particulars	No. of shareholders	No. of shares	Percent of Equity
NSDL	10,860	32,74,72,231	99.76
CDSL	3,446	7,60,989	0.23
Physical	3	42	0.00
Total	14,309	32,82,33,262	100.00

9. Unclaimed dividend

As on March 31, 2014 following amounts of dividends remained unclaimed:

FY2010-11	₹ 17,027
FY2011-12	₹ 21,740
FY2012-13	₹ 44,946

In accordance with Section 205A(5) of the Companies Act, 1956, 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 IEPF or the Company in respect of amounts of dividends remaining unpaid or unclaimed for a period of seven years in accordance with explanation to Section 205C(2) of the Companies Act, 1956.

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 5INV 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.

10. 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.: +91 22 6677 3333

Fax No.: +91 22 6677 3334

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION

In accordance with clause 49(V) of the listing agreement with the BSE Limited and the National Stock Exchange of India Limited, we certify that:

1. We have reviewed financial statements and the cash flow statement of Oberoi Realty Limited for the year ended March 31, 2014 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee
 - i. the significant changes in internal control over financial reporting during the year, if any;
 - ii. significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statements; and
 - iii. that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mumbai, May 10, 2014

Vikas Oberoi
Chairman and Managing Director

Saumil Daru
Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Oberoi Realty Limited

We have examined the compliance of conditions of Corporate Governance by Oberoi Realty Limited for the year ended on March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No. 44611

Mumbai, May 10, 2014

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To The Board of Directors of Oberoi Realty Limited

We have audited the accompanying consolidated financial statements of Oberoi Realty Limited ("the Company"), its Subsidiaries and Joint Ventures (collectively, the "Group"), which comprise the consolidated Balance Sheet as at March 31, 2014, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We did not audit the financial statements of its two Joint Ventures, whose financial statements reflect the Group's share of Total Assets of ₹ 3,174.97 Lakh as at March 31, 2014 and Total Revenue of ₹ 0.37 Lakh for the year then ended. These financial statements have been audited by other auditors whose report has been furnished to us, and our opinion is based solely on the report of other auditors.

The financial statements of its two Joint Ventures, are on the basis of unaudited management accounts and the financial statements reflect the Group's share of Total Assets of ₹ 25,572.93 Lakh as at March 31, 2014 and Total Revenues of ₹ 2.78 Lakh for the year then ended.

We report that the Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21, "Consolidated Financial Statements" and Accounting Standard 27 "Financial Reporting of Interest in Joint Ventures" notified by the Companies (Accounting Standards) Rules, 2006, on the basis of separate audited financial statements of the Company, its Subsidiaries and Joint Ventures included in the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No. 44611

Mumbai, May 10, 2014

CONSOLIDATED BALANCE SHEET

(₹ in Lakh)

AS AT MARCH 31,	NOTE	2014	2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	32,823.33	32,823.33
Reserves and surplus	3	4,06,815.78	3,83,389.88
		4,39,639.11	4,16,213.21
Non-current liabilities			
Long term borrowings	4	7,500.00	-
Deferred tax liabilities	5	2,195.01	1,473.33
Trade payables	6	1,088.10	797.32
Other long-term liabilities	7	7,666.19	4,354.10
Long-term provisions	8	104.82	117.25
		18,554.12	6,742.00
Current liabilities			
Short-term borrowings	9	106.17	-
Trade payables	6	2,428.00	2,966.13
Other current liabilities	10	80,193.72	95,197.38
Short-term provisions	8	7,782.13	7,783.46
		90,510.02	1,05,946.97
Total		5,48,703.25	5,28,902.18
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	66,369.94	68,476.65
Intangible assets	11	208.36	188.38
Capital work in progress		43,370.45	38,479.37
Goodwill on consolidation		26,538.27	26,537.18
Non-current investments	12	1.12	1.03
Long-term loans and advances	13	1,24,166.42	1,24,653.89
		2,60,654.56	2,58,336.50
Current assets			
Current investments	14	4,962.74	-
Inventories	15	1,64,912.58	1,24,478.38
Trade receivables	16	8,619.62	5,222.09
Cash and bank balances	17	49,974.07	1,07,247.35
Short-term loans and advances	13	59,041.42	32,300.21
Other current assets	18	538.26	1,317.65
		2,88,048.69	2,70,565.68
Total		5,48,703.25	5,28,902.18

Significant accounting policies 1
The accompanying notes form an integral part of the financial statements

As per our report of even date
For P. RAJ & CO.
Chartered Accountants
Firm Registration No. 108310W

For and on behalf of the Board of Directors

P. S. Shah
Partner
Membership No.44611
Mumbai, May 10, 2014

Vikas Oberoi
Chairman & Managing Director

Bindu Oberoi
Director

T. P. Ostwal
Director

Saumil Daru
Chief Financial Officer

Bhaskar Kshirsagar
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	NOTE	2014	2013
INCOME			
Revenue from operations	19	79,845.45	1,04,758.85
Other income	20	5,706.03	9,993.15
Total revenue	(A)	85,551.48	1,14,752.00
EXPENSES			
Operating costs	21	28,964.78	37,152.24
Employee benefits expense	22	4,424.12	3,832.82
Other expenses	23	2,978.77	2,566.61
Total expenses	(B)	36,367.67	43,551.67
Profit before interest , depreciation, amortisation and taxes (EBITDA)	(A-B)	49,183.81	71,200.33
Depreciation and amortisation	24	2,714.85	2,850.70
Interest and finance charges	25	31.25	36.58
Profit before prior period items and taxes		46,437.71	68,313.05
Prior period income / (expenses)		-	(6.87)
Profit before tax		46,437.71	68,306.18
Tax expense			
Current tax		14,710.90	17,303.53
Deferred tax		721.68	690.90
(Excess) / short provision of tax in earlier years		(101.10)	22.29
MAT credit entitlement		-	(189.14)
Profit after tax		31,106.23	50,478.60
Earnings per equity share (face value of ₹ 10)	26		
- Basic (in ₹)		9.48	15.38
- Diluted (in ₹)		9.48	15.38

Significant accounting policies 1

The accompanying notes form an integral part of the financial statements

As per our report of even date

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No.44611

Mumbai, May 10, 2014

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Director

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Bhaskar Kshirsagar

Company Secretary

For and on behalf of the Board of Directors

CONSOLIDATED CASH FLOW STATEMENT

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	2014	2013
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before prior period items and taxes as per statement of profit and loss	46,437.71	68,313.05
Adjustments for		
Depreciation and amortisation	2,714.85	2,850.70
Depreciation and amortisation - allocated to projects	3.69	3.34
Interest income	(3,852.51)	(8,211.29)
Interest expenses	3.02	2.91
Interest expenses - allocated to projects	7.09	-
Dividend income	(970.10)	(1,680.82)
Loss / (profit) on sale of investments (net)	(882.15)	(4.75)
Loss / (gain) from foreign exchange fluctuation (net)	(12.78)	10.56
Loss / (profit) on sale/discarding of fixed assets	(2.20)	79.26
Sundry balances written off / (back)	(59.04)	(18.94)
Prior period (expense) / income	-	(6.87)
Operating cash profit before working capital changes	43,387.58	61,337.15
Movement for working capital		
Increase / (decrease) in trade payables	(412.77)	1,392.26
Increase / (decrease) in other liabilities	(11,699.04)	6,311.08
Increase / (decrease) in provisions	(13.78)	16.28
(Increase) / decrease in loans and advances	(25,039.17)	(16,937.91)
(Increase) / decrease in trade receivables	(3,397.53)	1,569.78
(Increase) / decrease in inventories	(40,434.21)	(22,515.95)
Cash generated / (used) from operations	(37,608.92)	31,172.69
Direct taxes paid	(14,122.34)	(16,981.32)
Net cash inflow / (outflow) from operating activities (A)	(51,731.26)	14,191.37
CASH FLOW FROM INVESTING ACTIVITIES:		
(Acquisition) / sale of fixed assets / addition to capital work in progress (net)	(4,817.32)	(11,810.16)
Interest received	4,912.25	8,649.50
Dividend received	970.10	1,680.82
Decrease / (increase) in loans and advances to / for joint ventures (net)	(2,448.50)	(27,175.95)
(Acquisition) / Sale of investments (net)	880.98	4.68
(Increase) / decrease in other assets	71,990.19	(54,600.75)
Net cash inflow / (outflow) from investing activities (B)	71,487.70	(83,251.86)

CONSOLIDATED CASH FLOW STATEMENT

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	2014	2013
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from long-term borrowings (net)	7,500.00	-
Increase / (decrease) in short-term borrowings (net)	106.17	-
Interest paid	(3.02)	(2.91)
Dividend paid (including dividend distribution tax)	(7,680.33)	(7,629.62)
Net cash inflow / (outflow) from financing activities (C)	(77.18)	(7,632.53)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	19,679.26	(76,693.02)
Add: cash and cash equivalents at the beginning of the year	29,750.31	1,06,443.33
Cash and cash equivalents at the end of the year	49,429.57	29,750.31

COMPONENTS OF CASH AND CASH EQUIVALENTS

(₹ in Lakh)

AS AT MARCH 31,	2014	2013
Cash on hand	95.50	43.90
Balance with banks in current accounts	18,476.19	3,518.41
Fixed deposits with banks, having original maturity of three months or less	25,895.14	26,188.00
Investment in certificate of deposits	4,962.74	-
Cash and cash equivalents at the end of the year	49,429.57	29,750.31

RECONCILIATION STATEMENT OF CASH AND BANK BALANCE

(₹ in Lakh)

AS AT MARCH 31,	2014	2013
Cash and cash equivalents at the end of the year as per above	49,429.57	29,750.31
Add: Balance with banks in unclaimed dividend accounts	0.84	0.47
Add: Fixed deposit with banks, having original maturity of more than three months but less than twelve months	12.61	70,764.55
Add: Fixed deposits with banks, having original maturity for more than twelve months	1,766.93	2,725.25
Add: Fixed deposits with banks (lien marked)	3,726.86	4,006.77
Less: Investment in certificate of deposits	(4,962.74)	-
Cash and bank balance as per balance sheet (refer note 17)	49,974.07	1,07,247.35

Significant accounting policies (refer note 1)

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No.44611

Mumbai, May 10, 2014

Vikas Oberoi

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Bhaskar Kshirsagar

Company Secretary

For and on behalf of the Board of Directors

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NATURE OF OPERATIONS

Oberoi Realty Limited (the 'Company' or 'ORL'), a public limited company, together with its subsidiaries and joint ventures (collectively referred to as the 'Group') is engaged primarily in the business of real estate developments and hospitality.

1. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation

The consolidated financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The consolidated financial statements have been prepared under the historical cost convention on an accrual basis in accordance with the accounting principles generally accepted in India. The accounting policy has been consistently applied by the Group and is consistent with those used in the previous year.

B. Principles of consolidation

The consolidated financial statements are prepared using the financial statements of the Group, its subsidiaries and joint ventures. The consolidated financial statements have been prepared in accordance with Accounting Standard ('AS') - 21 'Consolidated Financial Statements' and AS - 27 'Financial Reporting of Interests in Joint Ventures', other applicable accounting standards, as applicable, notified by the Companies (Accounting Standards) Rules, 2006 (as amended).

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events, in similar circumstances, to the extent possible on the following basis:

i) Subsidiaries

- (a) The financial statements of subsidiaries are consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances / transactions and resulting elimination of unrealised profits and losses, if any.
- (b) Minority interest, if any, in the net assets value of consolidated subsidiaries consist of
 - The amount of equity attributable to minority shareholders as at the date of its investment or the date immediately preceding the date of investments in the subsidiary; and
 - The minority shareholders' share of movements in equity since the date the holding subsidiary relationship came into existence.

ii) Joint ventures

The financial statements of joint ventures are consolidated using the proportionate consolidation method and accordingly, Group's share of the assets, liabilities, income and expenses of jointly controlled operations / entities / assets, as the case may be, is consolidated as per AS - 27 – 'Financial Reporting of Interests in Joint Ventures'.

The excess of cost, if any, to the Group of its investments in the subsidiary / joint venture over the Group's portion of equity of the subsidiary / joint venture, as at the date of its investment or the date immediately preceding the date of investment, is recognised in the consolidated financial statements as goodwill, which is tested for impairment, if any, at balance sheet date.

The excess, if any, of Group's portion of equity of the subsidiary / joint venture over the cost to the Group of its investment in the subsidiary / joint venture as at the date of its investment or the date immediately preceding the date of investment is treated as capital reserve.

Depending upon the terms of agreement between the Partners, the LLP can be a Subsidiary under AS-21, Associate under AS-23 or Jointly Controlled Entity under AS-27 and the financial statements are consolidated accordingly.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

C. Use of estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the consolidated financial statements and the results of operations during the reporting period. Although these estimates are based upon Management's best knowledge of current events, plans and actions, actual results could differ from these estimates. Any revision to accounting estimates and assumptions are recognised prospectively.

D. Tangible assets, intangible assets and capital work in progress

Tangible assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable / allocable cost of bringing the asset to its working condition for its intended use. The cost also includes direct cost and other related incidental expenses. Revenues earned, if any during trial run of assets is adjusted against cost of the assets.

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost comprises the acquisition price, development cost and any attributable / allocable incidental cost of bringing the asset to its working condition for its intended use.

Capital work in progress is stated at cost less impairment losses, if any. Cost comprises of expenditures incurred in respect of capital projects under development and includes any attributable / allocable cost and other incidental expenses. Revenues earned, if any, before capitalisation from such capital project are adjusted against the capital work in progress.

Borrowing costs relating to acquisition / construction / development of tangible assets, intangible assets and capital work in progress which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

E. Depreciation and amortisation

i) Tangible assets

- (a) Depreciation is provided from the date the assets are ready to be put to use, on Straight Line method as per the useful life of the assets estimated by the management or at the rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher. The higher depreciation rates used are as under :

Portable cabins	25% p.a
Mobile handsets and computers	33% p.a
Vehicles	20% p.a
Lessee specific equipment's and improvements	over lease period

Depreciation method, useful life and residual value are reviewed periodically.

- (b) Assets individually costing less than or equal to ₹ 0.05 Lakh are fully depreciated in the year of purchase except under special circumstances.

ii) Intangible assets

Intangible assets are amortised using straight line method over the estimated useful life, not exceeding 5 years. Amortisation method, useful life and residual value are reviewed periodically.

- iii) Leasehold land and improvements are amortised on the basis of duration and other terms of lease.

F. Impairment of tangible / intangible assets

The carrying amount of tangible assets / intangible assets is reviewed periodically for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

G. Investments

Investments are classified into long-term and current investments. Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long term investments are stated at cost less permanent diminution in value, if any. Current investments are stated at the lower of cost or market value.

H. Valuation of Inventories

i) Construction materials and consumables

The construction materials and consumables are valued at lower of cost or net realisable value. The construction materials and consumables purchased for construction work issued to the construction work in progress are treated as consumed.

ii) Construction work in progress

The construction work in progress is valued at lower of cost or net realisable value. Cost includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses.

iii) Finished stock of completed projects (ready units)

Finished stock of completed projects and stock in trade of units is valued at lower of cost or market value.

iv) Food and beverages

Stock of food and beverages are valued at lower of cost, (computed on a moving weighted average basis, net of taxes) or net realizable value. Cost includes all expenses incurred in bringing the goods to their present location and condition.

v) Hospitality related operating supplies

Hospitality related operating supplies such as guest amenities and maintenance supplies are expensed as and when purchased.

I. Segment Reporting

The Group's reporting segments are identified based on activities, risk and reward structure, organisation structure and internal reporting systems. Segment revenue and expense include amounts which can be directly attributable to the segment and allocable on reasonable basis. Segment assets and liabilities are assets / liabilities which are directly attributable to the segment or can be allocated on a reasonable basis. Income / expenses / assets / liabilities relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses / assets / liabilities.

J. Revenue recognition

i) Revenue from real estate projects

The Group follows the percentage of project completion method for its projects. The revenue recognition policy is as under:

(a) Project for which revenue is recognised for the first time on or after April 1, 2012

In case of real estate project which commences on or after April 1, 2012 and also for real estate projects which have already commenced but where revenue is being recognised for the first time on or after April 1, 2012, the Group recognises revenue in proportion to the actual project cost incurred (including land cost) as against the total estimated project cost (including land cost), subject to achieving the threshold level of project cost (excluding land cost) as well as area sold, in line with the Guidance Note and depending on the type of project.

(b) Project for which revenue recognition has commenced prior to April 1, 2012

In this scenario, the Group recognises revenue in proportion to the actual project cost incurred (excluding land cost) as against the total estimated project cost (excluding land cost) subject to completion of construction work to a certain level depending on the type of the project.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Revenue is recognised net of indirect taxes and on execution of either an agreement or a letter of allotment.

The estimates relating to percentage of completion, costs to completion, area available for sale etc. being of a technical nature are reviewed and revised periodically by the Management and are considered as change in estimates and accordingly, the effect of such changes in estimates is recognised prospectively in the period in which such changes are determined.

Land cost includes the cost of land, land related development rights and premium.

ii) Revenue from hospitality

Room revenue is recognised based on occupancy. Revenue from sale of food and beverages and other allied services is recognised as and when the services are rendered.

Revenue is recognised net of trade discounts and indirect taxes, if any.

iii) Revenue from lease rentals and related income

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease. Revenue from lease rentals is disclosed net of indirect taxes, if any.

Revenue from property management service is recognised at value of service and is disclosed net of indirect taxes, if any.

iv) Other income

Dividend income is recognised when the right to receive dividend is established.

Other Incomes are accounted on accrual basis, except interest on delayed payment by debtors which is accounted on acceptance of the Group's claim.

K. Foreign currency transactions

Foreign currency transactions are recorded in the reporting currency (Indian rupee) by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

All monetary items denominated in foreign currency are converted into Indian Rupees at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognised in the statement of profit and loss. Non-monetary items in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing on the date of the transaction.

L. Leases

i) Where a group entity is the lessee

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating lease. Operating lease payments are recognised as an expense in the statement of profit and loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

ii) Where a group entity is the lessor

Assets representing lease arrangements given under operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

Initial direct costs are recognised immediately in the statement of profit and loss.

M. Taxation

i) Provision for income tax is made under the liability method after availing exemptions and deductions at the rates applicable under the Income-tax Act, 1961.

ii) Deferred tax resulting from timing difference between book and tax profits is accounted for using the tax rates and laws that have been enacted as on the balance sheet date.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

- iii) Deferred tax assets arising on the temporary timing differences are recognised only if there is reasonable certainty of realisation.
- iv) Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Group reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will be able to utilise the MAT Credit Entitlement within the period specified under the Income-tax Act, 1961.

N. Employee stock option scheme

The employee share based payments are accounted on the basis of 'intrinsic value of option' representing the excess of the market price on the date of grant over the exercise price of the shares granted under the 'Employee Stock Option Scheme' of the Company and is amortised as deferred employees compensation on a straight line basis over the vesting period in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

O. Provisions and Contingent liabilities

- i) A provision is recognised when
 - (a) The Group has a present obligation as a result of a past event;
 - (b) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
 - (c) A reliable estimate can be made of the amount of the obligation.
- ii) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably may not, require an outflow of resources. A contingent liability also arises in extremely cases where there is a probable liability that cannot be recognised because it cannot be measured reliably.
- iii) Where there is a possible obligation or a present obligation such that the likelihood of outflow of resources is remote, no provision or disclosure is made.

P. Borrowing costs

Borrowing costs that are directly attributable to the acquisition / construction of qualifying fixed assets or for long - term project development are capitalised as part of their costs.

Borrowing costs are considered as part of the asset cost when the activities that are necessary to prepare the assets for their intended use are in progress.

Other borrowing costs are recognised as an expense, in the period in which they are incurred.

Q. Employee benefits

i) Defined contribution plans

Retirement benefits in the form of contribution to provident fund and pension fund are charged to the statement of profit and loss.

ii) Defined benefit plans

Gratuity is in the nature of a defined benefit plan.

Provision for gratuity is calculated on the basis of actuarial valuations carried out at balance sheet date and is charged to the statement of profit and loss. The actuarial valuation is performed using the projected unit credit method.

Actuarial gains and losses are recognised immediately in the statement of profit and loss.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

iii) Other employee benefits

Leave encashment is recognised as an expense in the statement of profit and loss as and when they accrue. The Group determines the liability using the projected unit credit method, with actuarial valuations carried out as at balance sheet date. Actuarial gains and losses are recognised immediately in the statement of profit and loss.

R. Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the year attributable to equity shareholders and the weighted average numbers of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

S. The details of entities included in these consolidated financial statement are as under :

Name of entity	Country	Ownership interest		Ownership interest held by
		2014	2013	
Subsidiaries				
Oberoi Constructions Limited ('OCL')	India	100%	100%	ORL
Oberoi Mall Limited ('OML')	India	100%	100%	ORL
Kingston Property Services Limited ('KPSL')	India	100%	100%	ORL
Kingston Hospitality and Developers Private Limited ('KHDPL')	India	100%	100%	ORL
Expressions Realty Private Limited ('ERPL')	India	100%	100%	ORL
Perspective Realty Private Limited ('PRPL')	India	100%	100%	OCL
Sight Realty Private Limited ('SiRPL')	India	100%	100%	ORL
Buoyant Realty Private Limited ('BRPL')	India	100%	100%	ORL
Incline Realty Private Limited ('IRPL') (Incorporated on March 25, 2014)	India	100%	-	ORL
Joint venture entities				
Siddhivinayak Realties Private Limited ('SRPL')	India	50%	50%	OCL
Sangam City Township Private Limited ('SCTPL')	India	31.67%	31.67%	ORL
Aion Realty LLP ('AR') (Acquired on May 16, 2013)	India	50%	-	OCL
Saldanha Realty And Infrastructure LLP ('SRIL') (Acquired on October 18, 2013)	India	50%	-	ERPL
Metropark Infratech And Realty Developments Private Limited ('MIRD') (Acquired on August 26, 2013)	India	33%	-	SiRPL
I-Ven Realty Limited ('I-Ven')	India	50%	50%	ORL
Astir Realty LLP ('ARL')*	India	100%	100%	ORL 10% (10%) OCL 90% (90%)
Oasis Realty (AoP)	India	25%-40%	25%-40%	OCL 2% (2%) ARL 98% (98%)
Zaco Aviation (AoP)	India	25%	25%	OCL

* Astir Realty LLP, Aion Realty LLP, Saldanha Realty and Infrastructure LLP is treated as body corporate and consolidated accordingly.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 2 : SHARE CAPITAL	2014	2013
Authorised share capital		
42,50,00,000 (42,50,00,000) equity shares of ₹ 10 (Rupees ten only) each	42,500.00	42,500.00
	42,500.00	42,500.00
Issued, subscribed and paid up share capital		
32,82,33,262 (32,82,33,262) equity shares of ₹ 10 (Rupees ten only) each fully paid up (above equity shares includes 28,60,70,620 equity shares issued and allotted as fully paid up bonus shares by capitalisation of securities premium during immediately preceding five years from the reporting date.)	32,823.33	32,823.33
	32,823.33	32,823.33

A. Reconciliation of shares outstanding at the beginning and at the end of the year

Equity shares

	2014		2013	
	in No.	₹ in Lakh	in No.	₹ in Lakh
At the beginning of the year	32,82,33,262	32,823.33	32,82,33,262	32,823.33
Add: Issue of fresh shares	-	-	-	-
At the end of the year	32,82,33,262	32,823.33	32,82,33,262	32,823.33

B. Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each shareholder of equity shares is entitled to one vote per share. The Company declares dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2014, the amount of per share dividend recognised as proposed for distribution to equity shareholders was ₹ 2 (₹ 2), which is subject to approval of shareholders in ensuing Annual General Meeting.

C. Details of shareholders holding more than 5% shares in the Company

Equity shares

	2014		2013	
	in No.	% Holding	in No.	% Holding
i) Vikas Oberoi	21,28,72,504	64.85%	22,43,13,573	68.34%
ii) R S Estate Developers Private Limited	3,33,00,000	10.15%	3,33,00,000	10.15%
iii) SSIII India Investments Two Limited	3,10,55,247	9.46%	3,10,55,247	9.46%

As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

D. Shares reserved for issue under options

The Company instituted an Employees Stock Option Scheme ('ESOP 2009') pursuant to the Board and Shareholders' resolution dated December 04, 2009. As per ESOP 2009, the Company is authorised to grant 14,43,356 options comprising equal number of equity shares in one or more tranches to the eligible employees of the Company and its subsidiaries. The employee will have the option to exercise the right within three years from the date of vesting of options. Under ESOP 2009, 13,49,553 options have been granted.

The following information relates to the Employee Stock Options as on March 31, 2014

Particulars	Number of options	Exercise price (₹)	Weighted average exercise price (₹)	Weighted average contractual life of options as on the date of grant (years)
Outstanding at the beginning of the year	10,67,549	260	260	4.20
Less: Lapsed / forfeited / cancelled during the year	30,712	-	-	-
Outstanding at the end of the year	10,36,837	260	260	4.20
Exercisable at the end of the year	7,25,619	260	260	4.20

The employee share based payments have been accounted using the intrinsic value method measured by a difference between the market price of the underlying equity shares as at the date of grant and the exercise price. Since the market price of the underlying equity shares on the grant date is same as exercise price of the option, the intrinsic value of option is determined as Nil. Hence no compensation expense has been recognised. Under the fair value method, the basic and diluted EPS would have been lowered by ₹ 0.02

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 3 : RESERVES AND SURPLUS	2014	2013
General reserves		
Opening balance	20,184.32	15,302.32
Add: transferred during the year	3,125.00	4,882.00
	23,309.32	20,184.32
Capital redemption reserve		
Balance in capital redemption reserve	5,710.00	5,710.00
	5,710.00	5,710.00
Capital reserve		
Balance in capital reserve	3,590.00	3,590.00
	3,590.00	3,590.00
Securities premium account		
Balance in securities premium account	1,35,132.61	1,35,132.61
	1,35,132.61	1,35,132.61
Capital reserve on consolidation		
Balance in capital reserve on consolidation	7,585.19	7,585.19
	7,585.19	7,585.19
Surplus in statement of profit and loss		
Opening balance	2,11,187.76	1,73,271.49
Add: profit during the year as per statement of profit and loss	31,106.23	50,478.60
Less: Appropriations		
Transfer to general reserve	3,125.00	4,882.00
Proposed dividend and dividend distribution tax (refer to note 27)	7,680.33	7,680.33
	2,31,488.66	2,11,187.76
	4,06,815.78	3,83,389.88

	(₹ in Lakh)	
NOTE 4 : LONG TERM BORROWINGS (SECURED)	2014	2013
From bank		
Secured loan	7,500.00	-
	7,500.00	-

Term loan from Bank is secured by pari passu 1st charge over the identified immovable property of the joint venture project and pari passu 1st charge by way of hypothecation of the current assets of the joint venture project. The loan is further secured by corporate guarantee of the Company. Term Loan is repayable in 9 quarterly instalment after moratorium of 2 years.

	(₹ in Lakh)	
NOTE 5 : DEFERRED TAX LIABILITIES	2014	2013
Deferred tax liabilities		
On depreciation	2,491.88	2,134.22
Deferred tax assets		
Share issue expenses	250.70	526.74
On other expenses	46.17	134.15
Deferred tax liabilities (net)	2,195.01	1,473.33

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 6 : TRADE PAYABLES	Non-current portion		Current portion	
	2014	2013	2014	2013
Trade payables	734.23	543.86	1,942.40	2,617.39
Others	353.87	253.46	485.60	348.74
	1,088.10	797.32	2,428.00	2,966.13

(₹ in Lakh)

NOTE 7 : OTHER LONG-TERM LIABILITIES	2014	2013
Trade deposits	7,666.19	4,354.10
	7,666.19	4,354.10

(₹ in Lakh)

NOTE 8 : PROVISIONS	Long term (non-current)		Short term (current)	
	2014	2013	2014	2013
Provision for employee benefits				
Provision for gratuity (refer note 28)	3.74	7.16	66.33	74.58
Provision for leave salary (refer note 28)	101.08	110.09	35.47	28.55
	104.82	117.25	101.80	103.13
Others				
Proposed equity dividend	-	-	6,564.67	6,564.67
Provision for dividend distribution tax	-	-	1,115.66	1,115.66
	-	-	7,680.33	7,680.33
	104.82	117.25	7,782.13	7,783.46

(₹ in Lakh)

NOTE 9 : SHORT-TERM BORROWINGS	2014	2013
Others	106.17	-
	106.17	-

(₹ in Lakh)

NOTE 10 : OTHER CURRENT LIABILITIES	2014	2013
Advances from customers / billing in excess of revenue	64,026.10	71,813.00
Unclaimed dividend	0.84	0.47
Trade deposits	7,297.12	9,904.29
Other payables	8,869.66	13,479.62
	80,193.72	95,197.38

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE 11 : FIXED ASSETS

(₹ in Lakh)

Particulars	Gross block			Accumulated depreciation and amortisation				Net block	
	As At 01-04-2013	Additions	Addition on Investment in Joint Venture	Deductions	As At 31-03-2014	For the year	Deductions	As At 31-03-2014	As At 01-04-2013
Tangible Assets									
Land - freehold	9,080.53	0.57	-	-	9,081.10	-	-	9,081.10	9,080.53
Residential building#	72.10	-	-	-	72.10	1.18	-	8.35	63.75
Buildings	42,418.93	30.75	-	-	42,449.68	714.18	-	3,251.03	39,198.65
Electrical installations	3,218.95	1.96	-	-	3,220.91	154.61	-	661.31	2,559.60
Furniture and fixtures*	5,990.06	49.93	-	3.43	6,036.56	549.08	0.90	2,092.16	3,944.40
Office equipments*	807.15	17.79	-	0.85	824.09	52.10	0.32	224.61	599.48
Plant and machinery	13,432.76	134.98	-	1.32	13,566.42	889.78	0.41	3,847.67	9,718.75
Computer*	657.90	71.51	0.17	36.87	692.71	88.45	36.17	583.01	109.70
Vehicle*	754.02	305.31	-	130.17	929.16	129.56	40.68	379.36	549.80
Aircraft*	831.85	-	-	-	831.85	46.58	-	287.14	544.71
Total tangible assets (A)	77,264.25	612.80	0.17	172.64	77,704.58	2,625.52	78.48	11,334.64	66,369.94
Previous year	76,222.69	1,560.19	-	518.63	77,264.25	2,670.60	339.66	8,787.60	69,766.03
Intangible Assets									
Computer software	694.07	113.13	-	17.39	789.81	93.01	17.25	581.45	208.36
Total intangible assets (B)	694.07	113.13	-	17.39	789.81	93.01	17.25	581.45	208.36
Previous year	646.82	47.25	-	-	694.07	183.44	-	505.69	188.38
Total Assets (A+B)	77,958.32	725.93	0.17	190.03	78,494.39	2,718.53	95.73	11,916.09	68,665.03
Previous year	76,869.51	1,607.44	-	518.63	77,958.32	2,854.04	339.66	9,293.29	70,090.58

Notes:

Residential building includes 5 shares of ₹ 10 each of a housing society, which is pending for transfer.

* The above includes gross block of ₹ 839.92 Lakh (previous year ₹ 837.41 Lakh) held in the name of AOP on co-ownership basis.

** Refer note 24, for depreciation and amortisation capitalised / allocated to project.

Assets given on operating lease

The Group has entered into commercial property leases, the details of which are as under. Leases include a clause to enable revision of the rental charges from time to time.

Class of Assets: Commercial Premises	2014		2013	
	As At 31-03-2014	For the year	As At 31-03-2014	For the year
Gross block	35,855.64	-	33,224.07	-
Accumulated depreciation	4,646.14	-	3,698.73	-
Depreciation for the year	948.11	-	923.22	-

Future minimum lease payments receivables under non-cancellable operating lease	2014		2013	
	As At 31-03-2014	For the year	As At 31-03-2014	For the year
Not later than one year	7,376.51	-	5,002.63	-
Later than one year and not later than five years	8,390.38	-	9,456.61	-
Later than five year	-	-	-	-
Lease income recognised during the year in profit and loss	14,272.31	-	12,410.25	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 12 : NON-CURRENT INVESTMENTS	2014	2013
Long term - trade investments (valued at cost unless stated otherwise)		
Investments in government securities		
National savings certificate (in the name of employee of the Company)	1.12	1.03
	1.12	1.03
Aggregate amount of		
Book value of unquoted investments	1.12	1.03

(₹ in Lakh)

NOTE 13 : LOANS AND ADVANCES (UNSECURED AND CONSIDERED GOOD)	Long term (non-current)		Short term (current)	
	2014	2013	2014	2013
Capital advances	5,421.01	5,887.12	-	-
Advances to vendors	218.94	63.00	36,337.38	26,590.38
Deposits	63,146.08	71,000.42	13,766.34	170.97
Advances recoverable in cash or kind	99.18	166.53	3,127.59	1,810.93
Loans and advances to related parties (refer note 31)	39,320.88	30,848.50	272.63	-
Other loans and advances	-	-	1,126.52	1,105.25
Capital contribution in LLP (refer note 31)	-	-	1,588.50	-
	1,08,206.09	1,07,965.57	56,218.96	29,677.53
Other loans and advances				
Income tax (net of provisions)	15,947.01	16,674.59	2,417.37	2,175.54
Prepaid expenses	13.32	13.73	399.61	445.92
Loans to employees	-	-	5.48	1.22
	15,960.33	16,688.32	2,822.46	2,622.68
	1,24,166.42	1,24,653.89	59,041.42	32,300.21
Loans / advances due by directors or other officers, etc.				
Advances to related parties include				
Due from the private limited company (JV) in which the Company's director is a director	245.80	260.05	-	-

(₹ in Lakh)

NOTE 14 : CURRENT INVESTMENTS	2014	2013
Current investments (valued at cost unless stated otherwise)		
Investments in Certificate of Deposit		
Fully paid-up (unquoted)		
Unit of face value ₹ 1,00,000 each		
2,500 (Nil) Allahabad Bank	2,479.72	-
2,500 (Nil) Oriental Bank of Commerce	2,483.02	-
	4,962.74	-
Aggregate amount of		
Book value of quoted investments	4,962.74	-
Market value of quoted investments	4,987.81	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 15 : INVENTORIES (AS TAKEN, VALUED AND CERTIFIED BY MANAGEMENT)	2014	2013
Plots of land	514.91	864.74
Works in progress	1,63,726.53	1,11,439.82
Finished goods	502.35	2,002.65
Food and beverages etc.	127.81	130.19
Others (including transferrable development rights)	40.98	10,040.98
	1,64,912.58	1,24,478.38

(₹ in Lakh)

NOTE 16 : TRADE RECEIVABLES (UNSECURED AND CONSIDERED GOOD)	2014	2013
Outstanding for a period exceeding six months from the date of becoming due for payment	1,668.76	2,592.56
Other receivables	6,950.86	2,629.53
	8,619.62	5,222.09

Trade receivables includes:

Receivables from firms in which director is a partner	-	410.61
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(₹ in Lakh)

NOTE 17 : CASH AND BANK BALANCES	2014	2013
Cash and cash equivalents		
Cash on hand	95.50	43.90
Balance with banks in current accounts	18,476.19	3,518.41
Fixed deposits with banks, having original maturity of three months or less	25,895.14	26,188.00
	44,466.83	29,750.31
Other bank balances		
Balance with banks in unclaimed dividend accounts	0.84	0.47
Fixed deposit with banks, having original maturity for more than three months but less than twelve months	12.61	70,764.55
Fixed deposit with banks, having original maturity for more than twelve months	1,766.93	2,725.25
Fixed deposits with banks (lien marked)	3,726.86	4,006.77
	5,507.24	77,497.04
	49,974.07	1,07,247.35

(₹ in Lakh)

NOTE 18 : OTHER ASSETS	2014	2013
Interest accrued but not due	139.14	1,200.59
Others	399.12	117.06
	538.26	1,317.65

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 19 : REVENUE FROM OPERATIONS	2014	2013
Revenue from operations		
Revenue from projects	48,036.62	78,128.68
Revenue from hospitality	11,180.14	9,559.32
Rental and other related revenues	16,175.85	13,983.27
Property and management revenues	3,025.65	2,503.22
Other operating revenue	1,427.19	584.36
	79,845.45	1,04,758.85

	(₹ in Lakh)	
NOTE 20 : OTHER INCOME	2014	2013
Interest income on		
Bank fixed deposits	3,843.16	8,146.63
Others	9.35	64.66
Dividend income on investment	970.10	1,680.82
Profit on sale of investment (net)	882.15	4.75
Other non-operating income	1.27	96.29
	5,706.03	9,993.15

	(₹ in Lakh)	
NOTE 21 : OPERATING COSTS	2014	2013
Opening balance of works in progress	1,11,439.82	97,359.07
Opening stock of finished units	2,002.65	3,578.67
Opening transferrable development rights	10,000.00	-
Opening stock of food and beverages etc.	130.19	107.66
	(A) 1,23,572.66	1,01,045.40
Add: expenses incurred during the year		
Share of work in progress in joint venture	1,484.11	-
Land, development right and transferrable development rights	24,622.63	16,810.18
Materials, structural, labour and contract cost	24,985.63	28,535.12
Other project costs	4,617.58	5,549.37
Rates and taxes	4,829.71	1,166.12
Professional charges	1,547.80	1,278.76
Food, beverages and hotel expenses	4,518.21	3,876.71
Depreciation and amortisation	3.69	3.34
Allocated expenses to projects		
Employee benefits expense	3,750.46	3,845.42
Other expenses	181.27	771.93
	(B) 70,541.09	61,836.95
Less:		
Closing balance of works in progress	1,63,728.34	1,11,439.82
Closing stock of finished units	502.35	2,002.65
Closing stock of food and beverages etc.	127.81	130.19
Closing stock of transferrable development rights	-	10,000.00
Transfer to capital work in progress	723.53	1,266.83
Transferred to current assets / fixed assets	66.94	890.62
	(C) 1,65,148.97	1,25,730.11
	(A+B-C) 28,964.78	37,152.24

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 22 : EMPLOYEE BENEFITS EXPENSE	2014	2013
Employee costs	7,335.93	6,990.72
Contribution to provident fund, gratuity and others	414.20	397.73
Staff welfare expenses	424.45	289.79
	8,174.58	7,678.24
Less: allocated to projects / capitalised	3,750.46	3,845.42
	4,424.12	3,832.82

	(₹ in Lakh)	
NOTE 23 : OTHER EXPENSES	2014	2013
Advertising and marketing expenses	1,354.33	1,701.62
Books and periodicals expenses	1.50	1.18
Communication expenses	78.03	105.77
Conveyance and travelling expenses	165.14	126.37
Directors sitting fees and commission	53.44	57.02
Donations	61.61	27.21
Electricity charges	118.04	67.75
Hire charges	4.53	7.09
Information technology expenses	297.83	135.63
Insurance charges	112.80	109.60
Legal and professional charges	138.24	102.64
Loss on foreign exchange fluctuation (net)	12.78	10.56
Loss / (Profit) on sale / discarding of fixed asset	(2.20)	79.26
Membership and subscription charges	30.12	47.94
Miscellaneous expenses	56.37	83.38
Payment to auditor	88.94	84.35
Printing and stationery expenses	97.75	102.34
Rent expenses	18.55	22.35
Repairs and maintenance		
Building	104.76	72.67
Plant and machinery	106.85	100.78
Others	202.37	254.75
Security service charges	34.07	21.67
Transportation charges	0.66	0.65
Vehicle expenses	23.53	15.96
	3,160.04	3,338.54
Less: allocated to projects / capitalised	181.27	771.93
	2,978.77	2,566.61

Payment to auditor	(₹ in Lakh)	
	2014	2013
As auditor		
Statutory audit fees	64.30	56.92
Tax audit fees	12.50	13.70
In other capacity		
Taxation matters	12.00	13.38
Other services	-	0.30
Out of pocket expenses	0.14	0.05
	88.94	84.35

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 24 : DEPRECIATION AND AMORTISATION	2014	2013
Depreciation on tangible assets	2,625.53	2,670.60
Amortisation of intangible assets	93.01	183.44
	2,718.54	2,854.04
Less: allocated to projects / capitalised	3.69	3.34
	2,714.85	2,850.70

	(₹ in Lakh)	
NOTE 25 : INTEREST AND FINANCE CHARGES	2014	2013
Interest expenses	3.02	2.91
Bank and finance charges	28.23	33.67
	31.25	36.58

	(₹ in Lakh)	
NOTE 26 : EARNINGS PER SHARE (EPS)	2014	2013
Profit after tax as per statement of profit and loss	31,106.23	50,478.60
Weighted average number of equity shares for basic EPS (in No.)	32,82,33,262	32,82,33,262
Add: Weighted average potential equity shares on grant of options under ESOP (in No)	- #	80,624
Weighted average number of equity shares for diluted EPS (in No)	32,82,33,262	32,83,13,886
Face value of equity share (₹)	10	10
Basic earnings per share (₹)	9.48	15.38
Diluted earnings per share (₹)	9.48	15.38

Anti-dilutive

	(₹ in Lakh)	
NOTE 27 : PROPOSED DIVIDEND AND DIVIDEND DISTRIBUTION TAX	2014	2013
Proposed dividend		
Equity shares	6,564.67	6,564.67
Dividend distribution tax		
Equity shares	1,115.66	1,115.66
	7,680.33	7,680.33

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 28 : EMPLOYEE BENEFITS	2014	2013
A. Defined contribution plans		
Employer's contribution to provident fund	311.97	277.64
Employer's contribution to pension fund	31.66	33.10
Employer's contribution to ESIC	9.42	11.97
Labour welfare fund contribution for workmen	0.37	0.40

(₹ in Lakh)

B. Defined benefit plans	Gratuity		Leave encashment	
	2014	2013	2014	2013
i) Change in present value of obligations				
Present value obligation at the beginning of the year	282.55	211.40	138.66	111.49
Interest cost	22.27	17.91	10.36	8.30
Service cost	93.38	99.08	180.11	176.04
Benefit paid	(12.37)	(8.65)	(20.10)	(31.18)
Actuarial (gains) / losses	(38.54)	(33.65)	(172.48)	(125.99)
Present value obligation at the end of the year	347.29	286.09	136.55	138.66
ii) Change in fair value of plan assets				
Fair value of plan assets at the beginning of the year	204.35	119.07	-	-
Adjustment to opening balance	0.03	-	-	-
Expected return on plan assets	18.84	12.56	-	-
Contribution	74.71	83.27	20.10	31.18
Benefit paid	(12.37)	(8.65)	(20.10)	(31.18)
Actuarial gains / (losses)	(1.81)	(1.90)	-	-
Closing balance of fair value of plan assets	283.75	204.35	-	-
iii) Experience history				
(Gains) / losses on obligation due to change in assumption	(37.95)	24.45	(25.87)	9.01
Experience (gains) / losses on obligation	(0.59)	(58.10)	(146.61)	(135.01)
Actuarial gains / (losses) on plan assets	(1.81)	(1.90)	-	-
iv) Amount recognised in the balance sheet				
Present value of obligation at the end of year	347.29	286.09	136.54	138.64
Fair value of plan assets at the end of the year	283.74	204.34	-	-
Funded status	(63.55)	(81.74)	(136.54)	(138.64)
Net assets / (liability) recognised in the balance sheet	(63.55)	(81.74)	(136.54)	(138.64)
v) Expense recognised in statement of profit and loss				
Current service cost	93.38	99.08	180.11	176.04
Interest cost	22.27	17.91	10.36	8.30
Past service cost - non vested benefits	-	0.13	-	-
Expected return on plan assets	(18.84)	(12.56)	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE 28 : EMPLOYEE BENEFITS (contd.)

(₹ in Lakh)

B. Defined benefit plans	Gratuity		Leave encashment	
	2014	2013	2014	2013
Net actuarial (gains) / losses recognised for the year	(36.73)	(31.75)	(172.48)	(125.99)
Expenses recognised in statement of profit and loss	60.08	72.82	18.00	58.34
vi) Movement in the liability recognised in balance sheet				
Opening net liability	78.20	92.19	138.64	111.49
Adjustment to opening balance	(0.03)	-	-	-
Expenses as above	60.08	72.82	18.00	58.34
Contribution paid	(74.71)	(83.27)	(20.10)	(31.18)
Closing net liability	63.55	81.74	136.54	138.64
vii) Classification of defined benefit obligations				
Non-current portion	3.74	7.16	101.08	110.09
Current portion	59.81*	74.58	35.47	28.55

* The current portion is net of asset of ₹ 6.52 Lakh which is not recognised in the balance sheet on conservative basis.

Actuarial assumptions

(₹ in Lakh)

	Gratuity		Leave encashment	
	2014	2013	2014	2013
Interest / discount rate	8.65%	8.06%	8.06%	8.06%
Expected return on plan assets	8.00%	8.00%	-	-
Annual expected increase in salary cost	10.00%	10.00%	10.00%	10.00%

C. General Description of significant defined plans

Gratuity plan

Gratuity is payable to all eligible employees on death or on resignation, or on retirement after completion of five years of service.

Leave plan

Eligible employees can carry forward leave in month of April of every year during tenure of service or encash the same on death, permanent disablement or resignation.

D. Broad category of plan assets relating to gratuity as a percentage of total plan assets as on March 31,

	2014	2013
Government of India securities	Nil	Nil
High quality corporate bonds	Nil	Nil
Equity shares of listed companies	Nil	Nil
Property	Nil	Nil
Policy of insurance	100%	100%
	100%	100%

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 29 : SEGMENT INFORMATION	2014			2013		
	Real estate	Hospitality	Total	Real estate	Hospitality	Total
Segment revenue	68,579.30	11,266.15	79,845.45	95,103.52	9,655.33	1,04,758.85
Segment result	39,052.52	2,085.81	41,138.33	57,540.71	1,442.58	58,983.29
Unallocated income net of unallocated expenses			1,478.12			1,155.05
Operating profit			42,616.45			60,138.34
Less: Interest and finance charges			(31.25)			(36.58)
Add: Interest income			3,852.51			8,211.29
Profit before tax and prior period items			46,437.71			68,313.05
(Add) / less: Prior period items			-			(6.87)
Profit before tax			46,437.71			68,306.18
Provision for tax			(15,331.48)			(17,827.58)
Profit after tax			31,106.23			50,478.60
Other information						
Segment assets	4,58,744.83	37,079.59	4,95,824.42	3,68,362.97	39,392.18	4,07,755.15
Unallocated corporate assets ^(A)			52,878.83			1,21,147.03
Total assets			5,48,703.25			5,28,902.18
Segment liabilities	88,455.82	3,125.96	91,581.78	1,00,417.31	3,117.53	1,03,534.84
Unallocated corporate liabilities			17,482.34			9,154.13
Total liabilities			1,09,064.12			1,12,688.97
Capital expenditure for the year	5,015.17	233.66	5,248.83	10,845.67	130.12	10,975.79
Unallocated capital expenditure for the year			353.38			693.82
Depreciation for the year	977.06	1,352.58	2,329.64	945.26	1,391.36	2,336.62
Unallocated depreciation for the year			385.21			514.08

Note:

- A. Unallocated corporate assets includes temporary surplus. Income earned on temporary investment of the same has been shown in 'Unallocable Income net of unallocable expenditure'.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 30 : LEASES	2014	2013
Assets taken on operating lease		
Future minimum lease payments under non-cancellable operating lease :		
Not later than one year	442.02	447.65
Later than one year and not later than five years	832.30	1,268.60
Later than five year	-	-
Lease payments recognised during the year in the statement of profit and loss	448.60	435.83

NOTE 31 : RELATED PARTY DISCLOSURES

A. Name of related parties and related party relationship

i) Related parties with whom transactions have taken place during the year

Jointly controlled entities / assets	Sangam City Township Private Limited ZACO Aviation Oasis Realty I-Ven Realty Limited Saldanha Realty and Infrastructure Pvt Ltd (from October 18 , 2013 till January 12, 2014) Saldanha Realty and Infrastructure LLP (from January 13, 2014)
Key management personnel and their relatives	Vikas Oberoi Bindu Oberoi Ranvir Oberoi Santosh Oberoi Gayatri Oberoi
Entities where key management personnel have significant influence	R S Estate Developers Private Limited Oberoi Foundation R. S. V. Associates Oberoi Associates

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE 31 : RELATED PARTY DISCLOSURES (contd.)

B. Related party transactions

(₹ in Lakh)

Relationship	Nature of transaction	2014	2013
Jointly controlled entities / assets			
ZACO Aviation	Reimbursement of expenses	46.80	33.57
	Purchase of fixed assets	2.51	-
	Recovery of deposit	0.63	-
Oasis Realty	Recovery of expenses	246.16	-
	Corporate guarantee given	30,000.00	-
	Excess contribution	8,486.63	17,275.95
Sangam City Township Private Limited	Excess contribution received back	14.25	-
Saldanha Realty and Infrastructure LLP (from January 13, 2014)	Current account contribution in LLP	1,588.50	-
	Excess contribution	272.63	-
Saldanha Realty and Infrastructure Pvt Ltd (from October 18 , 2013 till January 12, 2014)	Loan given	272.63	-
	Interest on loan	1.81	-
Key management personnel and their relatives			
Vikas Oberoi	Dividend paid	4,486.27	4,486.27
	Allotment of debentures	343.50	271.00
	Remuneration	192.00	192.00
Bindu Oberoi	Dividend paid	0.00	0.00
	Remuneration	42.00	42.00
Ranvir Oberoi	Dividend paid	0.02	0.02
Gayatri Oberoi	Dividend paid	0.00	0.00
Santosh Oberoi	Rent paid	-	2.40
	Deposit refunded	-	4.80
	Amount received on behalf of	7.19	-
	Dividend paid	0.02	0.02
Entities where key management personnel have significant influence			
Oberoi Foundation	Recovery of expenses	8.54	-
	Sale of materials	0.26	0.25
	Rent received	2,759.36	1,594.41
	Deposit received	-	732.74
R S Estate Developers Private Limited	Dividend paid	666.00	666.00
R. S. V. Associates	Sale of unit	-	262.37
Oberoi Associates	Sale of unit	-	258.24

C. Closing balances of related parties

(₹ in Lakh)

Relationship	Nature of transaction	2014	2013
Jointly controlled entities / assets			
ZACO Aviation		3.98	5.44
Sangam City Township Private Limited		245.80	260.05
Oasis Realty	-Receivable	39,075.08	30,588.45
	-Corporate guarantee given	41,290.00	11,290.00
Saldanha Realty and Infrastructure LLP		1,861.13	-
Entities where key management personnel have significant influence			
Oberoi Foundation		732.74	732.74
R. S. V. Associates		-	207.37
Oberoi Associates		-	203.24

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 32 : CONTINGENT LIABILITIES, CAPITAL COMMITMENTS AND OTHER COMMITMENTS	2014	2013
A. Summary details of contingent liabilities		
Letters of credit net of margin (gross ₹ Nil previous year ₹ 36.00 Lakh)	-	-
Bank guarantees net of margin (gross ₹ 2,023.52 Lakh, previous year ₹ 2,478.12 Lakh)	-	-
Indemnity bonds given in the favour of the government under Export Promotion Capital Goods Scheme (net of bank guarantees)	1,365.76	3,446.85
Legal cases against the Group not acknowledged as debts	1,901.75	35.55
Claims against the Group not acknowledged as debts	11,205.52	9,757.73
Certain other additional matters which are under dispute (including some matters which are pending in court) but which are not acknowledged as debts by the Group	Amounts not ascertainable	Amounts not ascertainable
Custom duty matters in dispute	-	47.16
Service tax matters in dispute	967.07	1,512.17
Income-tax matters in dispute	2,689.53	2,619.97
MVAT matters in dispute	974.78	-
Corporate guarantee given	41,290.00	11,290.00
B. Capital Commitments		
Capital contracts (net of advances)	24,730.99	24,801.99
Capital commitment to joint venture (net of advances)	13,703.00	13,703.00
C. Other commitments		
Other commitments	1,06,811.57	423.06

D. Skylark Buildcon Private Limited (a joint venture partner in Oasis Realty) has availed a credit facility to the extent ₹ 33,000 lakh (Rupees thirty three thousand lakh only) from banks. Oasis Realty has mortgaged and created first and exclusive charge on 21 (twenty one) identified flats admeasuring in aggregate 1,69,804 square feet area to be constructed in favour of the bank.

E. In respect of the leasehold property at Worli, which was assigned to I-Ven Realty Limited (the Company's JV) in 2005, the Municipal Commissioner (MC) of the Municipal Corporation of Greater Mumbai (MCGM) has, pursuant to an order of the Bombay High Court, passed an order dated April 25, 2014 holding, inter alia, that the transfer of lease is valid, and that the approvals obtained by the Company's JV were also valid.

F. The Hon'ble Supreme Court in its order dated September 26, 2013, upheld that the levy of VAT w.e.f. June 20, 2006 under MVAT Act, 2002 on property under construction, is constitutionally valid. Though the Government of Maharashtra has made consequential amendments to the MVAT Act, 2002, the same have been challenged by Builders Association of India (BAI) by way of writ petition before Bombay High Court and is pending for hearing.

In view of the above, the Group has determined the VAT liability in accordance with the amendments and has under protest, discharged the principal VAT liability excluding the interest thereon. No effect has been given in respect of this matter in the statement of Profit & Loss Account and the net balance has been carried to Balance Sheet. The net amount of ₹ 746.72 lakh, being the excess of liability over collection has been included as a contingent liability.

G. Work in progress as at March 31, 2014, includes an amount of ₹ 30,332.24 lakh (previous year ₹ 30,022.33 lakh) in respect of the subsidiary's property at Mulund, Mumbai (Mulund Property). The Government of Maharashtra had declared the Mulund Property to be covered by the provisions of the Maharashtra Private Forest (Acquisition) Act, 1975. However, consequent to the order dated January 30, 2014 of the Hon'ble Supreme Court of India, the Mulund Property is no longer covered by the provisions of the said private forest Act.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE 33 : OTHER NOTES

- A. In our opinion, all current assets appearing in the balance sheet as at March 31, 2014 have a value on realisation in the ordinary course of the Group business at least equal to the amount at which they are stated in the balance sheet.
- B. Balance of trade receivable, trade payables and loans and advances are subject to confirmation from respective parties and reconciliation, if any.
- C. The Group is engaged in real estate development. The group has acquired various lands / development rights and certain projects are at initial stage of implementation. The projects may be developed with various end uses, such as hotel, retail outlets, plots, residential, commercial and IT specific use. Such projects will be classified under fixed assets or inventories, as the case may be, based on ultimate end use as per final development of the property. Pending such reclassification on final development of such properties, such plots and the cost incurred on development of projects is included under the head 'Works in progress' or 'Plots of land' as part of 'Current assets'
- D. The Group's normal operating cycle in respect of operations relating to the construction of real estate projects may vary from project to project depending upon the size of the project, type of development, project complexities and related approvals. Operating cycle for all completed projects and hospitality business is based on 12 months period. Assets and liabilities have been classified into current and non-current based on the operating cycle.
- E. Fixed assets of one of the joint venture having net block of ₹ 6.57 lakh has been provisionally attached under section 281B of the Income Tax Act, 1961.
- F. Previous year figures have been regrouped, re-arranged and re-classified wherever necessary to conform to current year's classification.
- G. Figures have been rounded off to the nearest thousand.

As per our report of even date

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No.44611

Mumbai, May 10, 2014

Vikas Oberoi

Chairman & Managing Director

Bindu Oberoi

Director

T. P. Ostwal

Director

Saumil Daru

Chief Financial Officer

Bhaskar Kshirsagar

Company Secretary

Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

To The Members of Oberoi Realty Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Oberoi Realty Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For P. RAJ & CO.

Chartered Accountants
Firm Registration No. 108310W

P. S. Shah

Partner
Membership No. 44611
Mumbai, May 10, 2014

ANNEXURE REFERRED TO IN THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- 1) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

The fixed assets have been physically verified by the management as per a phased programme of verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on verification were not material and have been properly dealt with in the books of account.

In our opinion, the disposal of fixed assets during the year does not affect the going concern assumption.

- 2) The management has conducted physical verification of inventory at reasonable intervals.

In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

The Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical inventories and the book records were not material in relation to the operation of the Company and the same have been properly dealt with in the books of account.

- 3) The Company has granted interest free loans to eight entities covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was ₹ 99,466.25 Lakh and the year-end balance of such loan amounted to ₹ 40,609.97 Lakh.

Other terms and conditions of such loans are prima facie not prejudicial to the interest of the Company.

In our opinion and according to the information and explanations given to us, the receipt of principal is regular.

According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured from any of the parties covered in the register maintained under section 301 of the Companies Act, 1956.

- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory, fixed assets and for the sale of property. During the course of our audit, no major weakness has been noticed in the internal controls.

- 5) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered

Such transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

- 6) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.

- 7) The Company has an internal audit system commensurate with its size and nature of its business.

- 8) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209 (1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.

- 9) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues of provident fund, income tax, service tax, wealth tax, custom duty and other material statutory dues during the year with the appropriate authorities. As on March 31, 2014, there are no undisputed dues payable for a period of more than six months from the date they became payable.

ANNEXURE REFERRED TO IN THE AUDITOR'S REPORT (contd.)

(Referred to in paragraph 1 of our report of even date)

According to the information and explanations given to us, there are no material dues of provident fund, wealth tax, custom duty and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Income Tax, Service Tax and VAT have not been deposited by the Company on account of disputes.

Nature of Statute	Nature of the Dues	Amount (₹ in Lakh)	Financial Year to which the amount relates	Forum where dispute is pending
Service Tax	Service Tax and penalty	171.82	2008-09	CESTAT
Service Tax	Service Tax and penalty	17.71	2009-10	CESTAT
Service Tax	Service Tax and penalty	28.56	2008-09 to 2011-12	Additional Commissioner of Service Tax
MVAT	Vat Liability	228.06	2008-09	MSTAT
Income Tax	Income Tax and Interest	1.73	2001-02	ITAT
Income Tax	Income Tax and Interest	288.56	# 2005-06	ITAT
Income Tax	Income Tax and Interest	129.37	# 2007-08	ITAT
Income Tax	Income Tax and Interest	8.53	# 2008-09	ITAT
Income Tax	Income Tax and Interest	38.73	# 2009-10	CIT-(A)

- Resultant reduction of MAT Credit claimed in Financial Year 2010 – 2011

In the following matters, the department has preferred appeals at higher levels:

Nature of Statute	Nature of the Dues	Amount (₹ in Lakh)	Financial Year to which the amount relates	Forum where dispute is pending
Income Tax	Income Tax and Interest	64.38	2001-02	High Court
Income Tax	Income Tax and Interest	56.08	2002-03	High Court
Income Tax	Income Tax and Interest	382.02	2003-04	High Court
Income Tax	Income Tax and Interest	194.91	2004-05	High Court
Income Tax	Income Tax and Interest	283.47	# 2006-07	High Court

- Resultant reduction of MAT Credit claimed in Financial Year 2010 – 2011

- 10) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year
- 11) Based on our audit procedures and on the basis of information and explanations given by the management the Company has not defaulted in repayment of dues to banks.
- 12) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares and other securities.
- 13) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / societies.

ANNEXURE REFERRED TO IN THE AUDITOR'S REPORT *(contd.)*

(Referred to in paragraph 1 of our report of even date)

- 14) In our opinion and according to the information and explanations given to us, the Company has maintained proper records and contracts with respect to its investments wherein timely entries of transactions are made. Also, the securities have been held by the company in its own name.
- 15) According to the information and explanations provided to us and the records examined by us, the Company has given guarantee for loan taken by its joint venture from bank. According to information and explanation given to us, we are of the opinion that terms and conditions of guarantee given is not prejudicial to the interest of the Company.
- 16) According to the information and explanations given to us, the Company has not borrowed any term loans from banks and financial institutions.
- 17) According to the information and explanations provided to us and on an overall examination of the records and cash flow statement of the Company, no short-term fund raised utilized for long term purpose during the year.
- 18) During the year, the Company has not made any preferential allotment of shares to any party and companies covered in the Register maintained under Section 301 of the Companies act, 1956.
- 19) According to the information and explanations given to us and the records examined by us, during the year the Company has not issued any debentures.
- 20) The Company has not raised any money by way of public issue during the year.
- 21) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations provided by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No. 44611

Mumbai, May 10, 2014

STANDALONE BALANCE SHEET

(₹ in Lakh)

AS AT MARCH 31,	NOTE	2014	2013
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	32,823.33	32,823.33
Reserves and surplus	3	2,40,589.15	2,17,814.77
		2,73,412.48	2,50,638.10
Non-current liabilities			
Deferred tax liabilities	4	2,031.11	1,299.76
Trade payables	5	1,043.64	652.28
Other long-term liabilities	6	4,298.66	2,704.92
Long-term provisions	7	96.36	108.87
		7,469.77	4,765.83
Current liabilities			
Trade payables	5	1,700.49	1,876.96
Other current liabilities	8	68,005.70	79,668.28
Short-term provisions	7	7,771.95	7,777.14
		77,478.14	89,322.38
Total		3,58,360.39	3,44,726.31
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	9	52,741.00	54,394.37
Intangible assets	9	193.75	184.69
Capital work in progress		42,291.18	38,042.50
Non-current investments	10	31,661.23	31,577.64
Long-term loans and advances	11	29,099.81	29,239.12
		1,55,986.97	1,53,438.32
Current assets			
Current investments	12	6,636.00	6,375.00
Inventories	13	87,540.76	58,819.93
Trade receivables	14	5,919.47	3,522.60
Cash and bank balances	15	34,446.34	92,165.45
Short-term loans and advances	11	64,329.08	29,291.25
Other current assets	16	3,501.77	1,113.76
		2,02,373.42	1,91,287.99
Total		3,58,360.39	3,44,726.31

Significant accounting policies 1
The accompanying notes form an integral part of the financial statements

As per our report of even date

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No.44611

Mumbai, May 10, 2014

Vikas Oberoi

Chairman & Managing Director

Bindu Oberoi

Director

T. P. Ostwal

Director

Saumil Daru

Chief Financial Officer

Bhaskar Kshirsagar

Company Secretary

For and on behalf of the Board of Directors

STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	NOTE	2014	2013
INCOME			
Revenue from operations	17	62,255.70	59,504.57
Other income	18	8,329.88	14,744.93
Total revenue	(A)	70,585.58	74,249.50
EXPENSES			
Operating costs	19	20,555.64	21,930.69
Employee benefits expense	20	4,015.60	3,496.82
Other expenses	21	2,679.99	2,052.40
Total expenses	(B)	27,251.23	27,479.91
Profit before interest , depreciation, amortisation and taxes (EBITDA)	(A-B)	43,334.35	46,769.59
Depreciation and amortisation	22	2,233.23	2,366.87
Interest and finance charges	23	26.17	33.65
Profit before prior period items and taxes		41,074.95	44,369.07
Prior period income / (expenses)		-	(6.87)
Profit before tax		41,074.95	44,362.20
Tax expense			
Current tax		10,934.68	10,951.10
Deferred tax		731.34	644.93
(Excess) / short provision of tax in earlier years		(103.48)	18.94
Profit after tax		29,512.41	32,747.23
Earnings per equity share (face value of ₹ 10)	24		
- Basic (in ₹)		8.99	9.98
- Diluted (in ₹)		8.99	9.97

Significant accounting policies

1

The accompanying notes form an integral part of the financial statements

As per our report of even date

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No.44611

Mumbai, May 10, 2014

Vikas Oberoi

Chairman & Managing Director

Bindu Oberoi

Director

T. P. Ostwal

Director

Saumil Daru

Chief Financial Officer

Bhaskar Kshirsagar

Company Secretary

For and on behalf of the Board of Directors

STANDALONE CASH FLOW STATEMENT

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	2014	2013
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before prior period items and taxes as per statement of profit and loss	41,074.95	44,369.07
Adjustments for		
Depreciation and amortisation	2,233.23	2,366.87
Interest income	(2,254.21)	(6,888.04)
Interest expenses	1.99	1.28
Dividend income	(6,043.82)	(7,792.69)
Loss / (profit) on sale of investments (net)	(31.34)	(3.55)
Loss / (gain) from foreign exchange fluctuation (net)	(12.78)	(10.56)
Loss on sale / discarding of fixed assets	0.63	68.20
Sundry balances written off / (back)	(30.93)	(16.66)
Prior period (expense) / income	-	(6.87)
Operating cash profit before working capital changes	34,937.72	32,087.05
Movement for working capital		
Increase / (decrease) in trade payables	20.88	1,456.05
Increase / (decrease) in other liabilities	(10,069.20)	7,133.71
Increase / (decrease) in provisions	(17.71)	22.15
(Increase) / decrease in loans and advances	(14,412.13)	(16,635.06)
(Increase) / decrease in trade receivables	(2,396.87)	(611.90)
(Increase) / decrease in inventories	(28,720.84)	(18,559.55)
Cash generated / (used) from operations	(20,658.15)	4,892.45
Direct taxes paid	(10,874.21)	(10,514.42)
Net cash inflow / (outflow) from operating activities (A)	(31,532.36)	(5,621.97)
CASH FLOW FROM INVESTING ACTIVITIES:		
(Acquisition) / sale of fixed assets / addition to capital work in progress (net)	(4,143.96)	(11,509.36)
Interest received	3,241.85	7,092.69
Dividend received	6,043.82	7,792.69
Decrease / (increase) in loans and advances to / for subsidiaries / joint ventures (net)	(24,275.58)	(3,903.84)
(Acquisition) / sale of investments (net)	(313.24)	(269.52)
(Increase) / decrease in other assets	68,438.14	(58,211.23)
Net cash inflow / (outflow) from investing activities (B)	48,991.03	(59,008.57)

STANDALONE CASH FLOW STATEMENT

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	2014	2013
CASH FLOW FROM FINANCING ACTIVITIES:		
Interest paid	(1.99)	(1.28)
Dividend paid (including dividend distribution tax)	(6,738.03)	(6,564.21)
Net cash inflow / (outflow) from financing activities (C)	(6,740.02)	(6,565.49)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	10,718.65	(71,196.03)
Add: cash and cash equivalents at the beginning of the year	19,577.73	90,773.76
Cash and cash equivalents at the end of the year	30,296.38	19,577.73

COMPONENTS OF CASH AND CASH EQUIVALENTS

(₹ in Lakh)

AS AT MARCH 31,	2014	2013
Cash on hand	39.53	30.59
Balance with banks in current accounts	7,722.25	2,404.14
Fixed deposits with banks, having original maturity of three months or less	22,534.60	17,143.00
Cash and cash equivalents at the end of the year (as per note 15)	30,296.38	19,577.73

RECONCILIATION STATEMENT OF CASH AND BANK BALANCE

(₹ in Lakh)

AS AT MARCH 31,	2014	2013
Cash and cash equivalents at the end of the year as per above	30,296.38	19,577.73
Add: Balance with bank in unclaimed dividend accounts	0.84	0.47
Add: Fixed deposit with banks, having original maturity for more than three months but less than twelve months	12.61	68,060.57
Add: Fixed deposits with banks, having original maturity for more than twelve months	1,556.50	1,308.93
Add: Fixed deposits with banks (lien marked)	2,580.01	3,217.75
Cash and bank balance as per balance sheet	34,446.34	92,165.45

Significant accounting policies (refer note 1)

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For P. RAJ & CO.

Chartered Accountants

Firm Registration No. 108310W

P. S. Shah

Partner

Membership No.44611

Mumbai, May 10, 2014

Vikas Oberoi

Chairman & Managing Director

Bindu Oberoi

Director

T. P. Ostwal

Director

Saumil Daru

Chief Financial Officer

Bhaskar Kshirsagar

Company Secretary

For and on behalf of the Board of Directors

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NATURE OF OPERATIONS

Oberoi Realty Limited (the 'Company' or 'ORL'), a public limited company, is engaged primarily in the business of real estate developments and hospitality.

1. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with the accounting principles generally accepted in India. The accounting policy has been consistently applied by the Company.

B. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events, plans and actions, actual results could differ from these estimates. Any revision to accounting estimates and assumptions are recognised prospectively.

D. Tangible assets, intangible assets and capital work in progress

Tangible assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable / allocable cost of bringing the asset to its working condition for its intended use. The cost also includes direct cost and other related incidental expenses. Revenues earned, if any during trial run of assets is adjusted against cost of the assets.

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Cost comprises the acquisition price, development cost and any attributable / allocable incidental cost of bringing the asset to its working condition for its intended use.

Capital work in progress is stated at cost less impairment losses, if any. Cost comprises of expenditures incurred in respect of capital projects under development and includes any attributable / allocable cost and other incidental expenses. Revenues earned, if any, before capitalisation from such capital project are adjusted against the capital work in progress.

Borrowing costs relating to acquisition / construction / development of tangible assets, intangible assets and capital work in progress which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

D. Depreciation and amortisation

i) Tangible assets

- (a) Depreciation is provided from the date the assets are ready to be put to use, on straight line method as per the useful life of the assets estimated by the management or at the rates prescribed under Schedule XIV of the Companies Act, 1956, whichever is higher. The higher depreciation rates used are as under :

Portable cabins	25% p.a
Mobile handsets and computers	33% p.a
Vehicles	20% p.a
Lessee specific equipment's and improvements	over lease period

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Depreciation method, useful life and residual value are reviewed periodically.

(b) Assets individually costing less than or equal to ₹ 0.05 Lakh are fully depreciated in the year of purchase except under special circumstances.

ii) Intangible assets

Intangible assets are amortised using straight line method over the estimated useful life, not exceeding 5 years. Amortisation method, useful life and residual value are reviewed periodically.

iii) Leasehold land and improvements are amortised on the basis of duration and other terms of lease.

E. Impairment of tangible / intangible assets

The carrying amount of tangible assets / intangible assets is reviewed periodically for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

F. Investments

Investments are classified into long-term and current investments. Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long term investments are stated at cost less permanent diminution in value, if any. Current investments are stated at the lower of cost or market value.

G. Valuation of Inventories

i) Construction materials and consumables

The construction materials and consumables are valued at lower of cost or net realisable value. The construction materials and consumables purchased for construction work issued to the construction work in progress are treated as consumed.

ii) Construction work in progress

The construction work in progress is valued at lower of cost or net realisable value. Cost includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses.

iii) Finished stock of completed projects (ready units)

Finished stock of completed projects and stock in trade of units is valued at lower of cost or market value.

iv) Food and beverages

Stock of food and beverages are valued at lower of cost, (computed on a moving weighted average basis, net of taxes) or net realizable value. Cost includes all expenses incurred in bringing the goods to their present location and condition.

v) Hospitality related operating supplies

Hospitality related operating supplies such as guest amenities and maintenance supplies are expensed as and when purchased.

H. Segment Reporting

The Company's reporting segments are identified based on activities, risk and reward structure, organisation structure and internal reporting systems. Segment revenue and expense include amounts which can be directly attributable to the segment and allocable on reasonable basis. Segment assets and liabilities are assets / liabilities which are directly attributable to the segment or can be allocated on a reasonable basis. Income / expenses / assets / liabilities relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses / assets / liabilities.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

I. Revenue recognition

i) Revenue from real estate projects

The Company follows the percentage of project completion method for its projects. The revenue recognition policy is as under:

(a) Project for which revenue is recognised for the first time on or after April 1, 2012

In case of real estate project which commences on or after April 1, 2012 and also for real estate projects which have already commenced but where revenue is being recognised for the first time on or after April 1, 2012, the Company recognises revenue in proportion to the actual project cost incurred (including land cost) as against the total estimated project cost (including land cost), subject to achieving the threshold level of project cost (excluding land cost) as well as area sold, in line with the Guidance Note and depending on the type of project.

(b) Project for which revenue recognition has commenced prior to April 1, 2012

In this scenario, the Company recognises revenue in proportion to the actual project cost incurred (excluding land cost) as against the total estimated project cost (excluding land cost) subject to completion of construction work to a certain level depending on the type of the project.

Revenue is recognised net of indirect taxes and on execution of either an agreement or a letter of allotment.

The estimates relating to percentage of completion, costs to completion, area available for sale etc. being of a technical nature are reviewed and revised periodically by the Management and are considered as change in estimates and accordingly, the effect of such changes in estimates is recognised prospectively in the period in which such changes are determined.

Land cost includes the cost of land, land related development rights and premium.

ii) Revenue from hospitality

Room revenue is recognised based on occupancy. Revenue from sale of food and beverages and other allied services is recognised as and when the services are rendered.

Revenue is recognised net of trade discounts and indirect taxes, if any.

iii) Revenue from lease rentals and related income

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease. Revenue from lease rental is disclosed net of indirect taxes, if any.

Revenue from property management service is recognised at value of service and is disclosed net of indirect taxes, if any.

iv) Other income

Dividend income is recognised when the right to receive dividend is established.

Other incomes are accounted on accrual basis, except interest on delayed payment by debtors which is accounted on acceptance of the Company's claim.

J. Foreign currency transactions

Foreign currency transactions are recorded in the reporting currency (Indian rupee) by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

All monetary items denominated in foreign currency are converted into Indian rupees at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognised in the statement of profit and loss. Non-monetary items in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing on the date of the transaction.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

K. Leases

i) Where the Company is the lessee

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating lease. Operating lease payments are recognised as an expense in the statement of profit and loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

ii) Where the Company is the lessor

Assets representing lease arrangements given under operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

Initial direct costs are recognised immediately in the statement of profit and loss.

L. Taxation

- i) Provision for income tax is made under the liability method after availing exemptions and deductions at the rates applicable under the Income-tax Act, 1961.
- ii) Deferred tax resulting from timing difference between book and tax profits is accounted for using the tax rates and laws that have been enacted as on the balance sheet date.
- iii) Deferred tax assets arising on the temporary timing differences are recognised only if there is reasonable certainty of realisation.
- iv) Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will be able to utilise the MAT Credit Entitlement within the period specified under the Income-tax Act, 1961.

M. Employee stock option scheme

The employee share based payments are accounted on the basis of 'intrinsic value of option' representing the excess of the market price on the date of grant over the exercise price of the shares granted under the 'Employee Stock Option Scheme' of the Company and is amortised as deferred employees compensation on a straight line basis over the vesting period in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

N. Provisions and Contingent liabilities

- i) A provision is recognised when
 - (a) The Group has a present obligation as a result of a past event;
 - (b) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
 - (c) A reliable estimate can be made of the amount of the obligation.
- ii) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably may not, require an outflow of resources. A contingent liability also arises in extremely cases where there is a probable liability that cannot be recognised because it cannot be measured reliably.
- iii) Where there is a possible obligation or a present obligation such that the likelihood of outflow of resources is remote, no provision or disclosure is made.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

O. Borrowing costs

Borrowing costs that are directly attributable to the acquisition / construction of qualifying fixed assets or for long - term project development are capitalised as part of their costs.

Borrowing costs are considered as part of the asset cost when the activities that are necessary to prepare the assets for their intended use are in progress.

Other borrowing costs are recognised as an expense, in the period in which they are incurred.

P. Employee benefits

i) Defined contribution plans

Retirement benefits in the form of contribution to provident fund and pension fund are charged to statement of profit and loss.

ii) Defined benefit plans

Gratuity is in the nature of a defined benefit plan.

Provision for gratuity is calculated on the basis of actuarial valuations carried out at balance sheet date and is charged to the statement of profit and loss. The actuarial valuation is performed using the projected unit credit method.

Actuarial gains and losses are recognised immediately in the statement of profit and loss.

iii) Other employee benefits

Leave encashment is recognised as an expense in the statement of profit and loss as and when they accrue. The Company determines the liability using the projected unit credit method, with actuarial valuations carried out as at balance sheet date. Actuarial gains and losses are recognised immediately in the statement of profit and loss.

Q. Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the year attributable to equity shareholders and the weighted average numbers of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 2 : SHARE CAPITAL	2014	2013
Authorised share capital		
42,50,00,000 (42,50,00,000) equity shares of ₹ 10 (Rupees ten only) each	42,500.00	42,500.00
	42,500.00	42,500.00
Issued, subscribed and paid up share capital		
32,82,33,262 (32,82,33,262) equity shares of ₹ 10 (Rupees ten only) each fully paid up	32,823.33	32,823.33
(above equity shares includes 28,60,70,620 equity shares issued and allotted as fully paid up bonus shares by capitalisation of securities premium during immediately preceding five years from the reporting date)		
	32,823.33	32,823.33

A. Reconciliation of shares outstanding at the beginning and at the end of the year

Equity shares

	2014		2013	
	in No.	₹ in Lakh	in No.	₹ in Lakh
At the beginning of the year	32,82,33,262	32,823.33	32,82,33,262	32,823.33
Add: Issue of fresh shares	-	-	-	-
At the end of the year	32,82,33,262	32,823.33	32,82,33,262	32,823.33

B. Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each equity share is entitled to one vote per share. The Company declares dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2014, the amount of dividend per share recognised as proposed for distribution to equity shareholders was ₹ 2 (₹ 2), which is subject to approval of shareholders in Annual General Meeting.

C. Details of shareholders holding more than 5% shares in the Company

Equity shares

	2014		2013	
	in No.	% Holding	in No.	% Holding
i) Vikas Oberoi	21,28,72,504	64.85%	22,43,13,573	68.34%
ii) R S Estate Developers Private Limited	3,33,00,000	10.15%	3,33,00,000	10.15%
iii) SSIII India Investments Two Limited	3,10,55,247	9.46%	3,10,55,247	9.46%

As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

D. Shares reserved for issue under options

The Company instituted an Employees Stock Option Scheme ('ESOP 2009') pursuant to the Board and Shareholders' resolution dated December 04, 2009. As per ESOP 2009, the Company is authorised to grant 14,43,356 options comprising equal number of equity shares in one or more tranches to the eligible employees of the Company and its subsidiaries. The employee will have the option to exercise the right within three years from the date of vesting of options. Under ESOP 2009, 13,49,553 options have been granted.

The following information relates to the Employee Stock Options as on March 31, 2014

Particulars	Number of options	Exercise price (₹)	Weighted average exercise price (₹)	Weighted average contractual life of options as on the date of grant (years)
Outstanding at the beginning of the year	10,67,549	260	260	4.20
Less: Lapsed / forfeited / cancelled during the year	30,712	-	-	-
Outstanding at the end of the year	10,36,837	260	260	4.20
Exercisable at the end of the year	7,25,619	260	260	4.20

The employee share based payments have been accounted using the intrinsic value method measured by a difference between the market price of the underlying equity shares as at the date of grant and the exercise price. Since the market price of the underlying equity shares on the grant date is same as exercise price of the option, the intrinsic value of option is determined as Nil. Hence no compensation expense has been recognised. Under the fair value method, the basic and diluted EPS would have been lowered by ₹ 0.02

(₹ in Lakh)

NOTE 3 : RESERVES AND SURPLUS

	2014	2013
General reserves		
Opening balance	6,757.32	4,300.32
Add: transferred during the year	2,214.00	2,457.00
	8,971.32	6,757.32
Capital redemption reserve		
Balance in capital redemption reserve	5,710.00	5,710.00
	5,710.00	5,710.00
Capital reserve		
Balance in capital reserve	3,590.00	3,590.00
	3,590.00	3,590.00
Securities premium account		
Balance in securities premium account	1,35,132.61	1,35,132.61
	1,35,132.61	1,35,132.61
Surplus in statement of profit and loss		
Opening balance	66,624.84	42,950.00
Add: profit during the year as per statement of profit and loss	29,512.41	32,747.23
Less: Appropriations		
Transfer to general reserve	2,214.00	2,457.00
Proposed dividend, dividend distribution tax and credit availed (refer to note 25)	6,738.03	6,615.39
	87,185.22	66,624.84
	2,40,589.15	2,17,814.77

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 4 : DEFERRED TAX LIABILITIES	2014	2013
Deferred tax liabilities		
On depreciation	2,326.46	1,958.04
Deferred tax assets		
Share issue expenses	250.70	526.74
On other expenses	44.65	131.54
Deferred tax liabilities (net)	2,031.11	1,299.76

(₹ in Lakh)

NOTE 5 : TRADE PAYABLES	Non-current portion		Current portion	
	2014	2013	2014	2013
Trade payables (refer note 34)	689.77	398.82	1,220.43	1,534.22
Others	353.87	253.46	480.06	342.74
	1,043.64	652.28	1,700.49	1,876.96

(₹ in Lakh)

NOTE 6 : OTHER LONG-TERM LIABILITIES	2014	2013
Trade deposits	4,298.66	2,704.92
	4,298.66	2,704.92

(₹ in Lakh)

NOTE 7 : PROVISIONS	Long term (non-current)		Short term (current)	
	2014	2013	2014	2013
Provision for employee benefits				
Provision for gratuity (refer note 26)	-	3.51	56.60	68.71
Provision for leave salary (refer note 26)	96.36	105.36	35.02	28.10
	96.36	108.87	91.62	96.81
Others				
Proposed equity dividend	-	-	6,564.67	6,564.67
Provision for dividend distribution tax	-	-	1,115.66	1,115.66
	-	-	7,680.33	7,680.33
	96.36	108.87	7,771.95	7,777.14

(₹ in Lakh)

NOTE 8 : OTHER CURRENT LIABILITIES	2014	2013
Advances from customers / billing in excess of revenue	58,031.47	68,288.98
Unclaimed dividend	0.84	0.47
Trade deposits	4,657.51	5,911.65
Other payables	5,315.88	5,467.18
	68,005.70	79,668.28

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE 9 : FIXED ASSETS

(₹ in Lakh)

Particulars	Gross block			Accumulated depreciation and amortisation			Net block		
	As At 01-04-2013	Additions	Deductions	As At 31-03-2014	As At 01-04-2013	For the year	Deductions	As At 31-03-2014	As At 01-04-2013
Tangible Assets									
Land - freehold	7,513.81	0.57	-	7,514.38	-	-	-	7,514.38	7,513.81
Buildings	33,157.34	30.75	-	33,188.09	1,750.35	554.16	-	2,304.51	31,407.00
Electrical installations	2,598.49	1.96	-	2,600.45	363.03	123.49	-	486.52	2,235.45
Furnitures and fixtures	5,592.73	39.73	3.43	5,629.03	1,425.73	501.85	0.90	1,926.68	3,702.35
Office equipments	706.39	16.91	0.36	722.94	149.07	46.97	0.21	195.83	527.11
Plant and machinery	10,360.42	48.33	-	10,408.75	2,281.72	739.39	-	3,021.11	7,387.64
Computer	581.22	52.54	18.35	615.41	464.39	78.02	17.67	524.74	90.67
Vehicle	529.86	302.98	-	832.84	211.60	99.90	-	311.50	521.34
Total tangible assets (A)	61,040.26	493.77	22.14	61,511.89	6,645.89	2,143.78	18.78	8,770.89	52,741.00
Previous year	60,054.97	1,317.27	331.98	61,040.26	4,649.69	2,187.84	191.64	6,645.89	54,394.37
Intangible Assets									
Computer software	588.83	98.51	0.11	687.23	404.14	89.45	0.11	493.48	193.75
Total intangible assets (B)	588.83	98.51	0.11	687.23	404.14	89.45	0.11	493.48	193.75
Previous year	541.58	47.25	-	588.83	225.11	179.03	-	404.14	184.69
Total Assets (A+B)	61,629.09	592.28	22.25	62,199.12	7,050.03	2,233.23	18.89	9,264.37	52,934.75
Previous year	60,596.55	1,364.52	331.98	61,629.09	4,874.80	2,366.87	191.64	7,050.03	54,579.06
Assets given on operating lease									
The Company has entered into commercial property leases, the details of which are as under. Leases include a clause to enable revision of the rental charges from time to time.									
Class of Assets: Commercial Premises									
Gross block								2014	2013
								22,385.63	19,838.82
Accumulated depreciation								2,539.05	1,974.95
Depreciation for the year								564.79	540.13
Future minimum lease payments receivables under non-cancellable operating lease								2014	2013
Not later than one year								2,227.03	2,260.11
Later than one year and not later than five years								2,353.47	4,279.11
Later than five year								-	-
Lease income recognised during the year in profit and loss								7,468.54	6,084.27

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 10 : NON-CURRENT INVESTMENTS	2014	2013
Long term - trade investments (valued at cost unless stated otherwise)		
Unquoted equity and preference shares		
A. Investment in subsidiaries		
90,000 (90,000) equity shares of ₹ 10 each fully paid up of Oberoi Mall Limited	9.00	9.00
51,00,000 (51,00,000) equity shares of ₹ 10 each fully paid up of Oberoi Constructions Limited	3,253.14	3,253.14
3,10,000 (3,10,000) equity shares of ₹ 10 each fully paid up of Kingston Hospitality and Developers Private Limited	31.00	31.00
90,000 (90,000) equity shares of ₹ 10 each fully paid up of Expressions Realty Private Limited	9.00	9.00
90,000 (90,000) equity shares of ₹ 10 each fully paid up of Kingston Property Services Limited	9.00	9.00
10,000 (10,000) equity shares of ₹ 10 each fully paid up of Sight Realty Private Limited	1.00	1.00
10,000 (10,000) equity shares of ₹ 10 each fully paid up of Buoyant Realty Private Limited	1.00	1.00
10,000 (Nil) equity shares of ₹ 10 each fully paid up of Incline Realty Private Limited	1.00	-
Capital in Astir Realty LLP	0.10	0.10
B. Investment in joint ventures		
9,500 (9,500) equity shares of ₹ 10 each fully paid up of Sangam City Township Private Limited	0.95	0.95
5,00,000 (5,00,000) equity shares of ₹ 10 each fully paid up of I-Ven Realty Limited	25,501.29	25,501.29
3,62,500 (3,62,500) 1% non cumulative non convertible Preference Shares of ₹ 10 each fully paid up of I-Ven Realty Limited	2,500.13	2,500.13
Unquoted debt instruments in joint ventures		
0% optionally convertible debenture of ₹ 100 each fully paid up of I-Ven Realty Limited		
Nil (2,51,000) 2012-Series-9	-	251.00
Nil (3,000) 2013-Series-1	-	3.00
Nil (1,000) 2013-Series-2	-	1.00
Nil (1,000) 2013-Series-3	-	1.00
Nil (5,000) 2013-Series-4	-	5.00
1,000 (Nil) 2014-Series-1	1.00	-
500 (Nil) 2014-Series-2	0.50	-
1,00,000 (Nil) 2014-Series-3	100.00	-
2,42,000 (Nil) 2014-Series-4	242.00	-
Investments in government securities		
National saving certificate (in the name of employee of the Company)	1.12	1.03
	31,661.23	31,577.64
Aggregate amount of		
Book value of unquoted investments	31,661.23	31,577.64

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 11 : LOANS AND ADVANCES (UNSECURED AND CONSIDERED GOOD)	Long term (non-current)		Short term (current)	
	2014	2013	2014	2013
Capital advances	1,657.92	2,114.46	-	-
Advances to vendors	76.29	63.00	21,782.10	24,693.57
Deposits	12,573.63	12,556.95	13,613.15	58.51
Advances recoverable in cash or kind	85.10	134.25	1,842.53	1,451.84
Loans and advances to related parties (refer note 29)	14,695.10	14,360.29	25,914.87	1,974.10
	29,088.04	29,228.95	63,152.65	28,178.02
Other loans and advances				
Income tax (net of provisions)	-	-	868.11	825.10
Prepaid expenses	11.77	10.17	302.84	287.11
Loans to employees	-	-	5.48	1.02
	11.77	10.17	1,176.43	1,113.23
	29,099.81	29,239.12	64,329.08	29,291.25
Loans / advances due by directors or other officers, etc.				
Advances to related parties include				
Due from the private limited company (JV) in which the Company's director is a director	4,640.00	4,640.00	-	-

(₹ in Lakh)

NOTE 12 : CURRENT INVESTMENTS	2014	2013
Current portion of long-term trade investments (valued at cost unless otherwise stated)		
Unquoted debt instruments		
0% optionally convertible debenture of ₹ 100 each fully paid up of I-Ven Realty Limited		
20,00,000 (20,00,000) 2011-Series-1	2,000.00	2,000.00
8,00,000 (8,00,000) 2011-Series-2	800.00	800.00
10,10,000 (10,10,000) 2011-Series-3	1,010.00	1,010.00
3,75,000 (3,75,000) 2011-Series-4	375.00	375.00
6,10,000 (6,10,000) 2011-Series-5	610.00	610.00
3,80,000 (3,80,000) 2012-Series-1	380.00	380.00
3,10,000 (3,10,000) 2012-Series-2	310.00	310.00
1,75,000 (1,75,000) 2012-Series-3	175.00	175.00
3,55,000 (3,55,000) 2012-Series-4	355.00	355.00
3,50,000 (3,50,000) 2012-Series-5	350.00	350.00
5,000 (5,000) 2012-Series-6	5.00	5.00
2,500 (2,500) 2012-Series-7	2.50	2.50
2,500 (2,500) 2012-Series-8	2.50	2.50
2,51,000 (Nil) 2012-Series-9	251.00	-
3,000 (Nil) 2013-Series-1	3.00	-
1,000 (Nil) 2013-Series-2	1.00	-
1,000 (Nil) 2013-Series-3	1.00	-
5,000 (Nil) 2013-Series-4	5.00	-
	6,636.00	6,375.00
Aggregate book value of		
Book value of unquoted investments	6,636.00	6,375.00

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 13 : INVENTORIES (AS TAKEN, VALUED AND CERTIFIED BY MANAGEMENT)	2014	2013
Plots of land	378.49	378.49
Works in progress	86,656.75	47,933.54
Finished goods	336.73	336.73
Food and beverages etc.	127.81	130.19
Others (including transferrable development rights)	40.98	10,040.98
	87,540.76	58,819.93

(₹ in Lakh)

NOTE 14 : TRADE RECEIVABLES (UNSECURED AND CONSIDERED GOOD)	2014	2013
Outstanding for a period exceeding six months from the date of becoming due for payment	1,495.39	2,202.80
Other receivables	4,424.08	1,319.80
	5,919.47	3,522.60

(₹ in Lakh)

NOTE 15 : CASH AND BANK BALANCES	2014	2013
Cash and cash equivalents		
Cash on hand	39.53	30.59
Balance with banks in current accounts	7,722.25	2,404.14
Fixed deposits with banks, having original maturity of three months or less	22,534.60	17,143.00
	30,296.38	19,577.73
Other bank balances		
Balance with bank in unclaimed dividend account	0.84	0.47
Fixed deposit with banks, having original maturity of more than three months but less than twelve months	12.61	68,060.57
Fixed deposit with banks, having original maturity for more than twelve months	1,556.50	1,308.93
Fixed deposits with banks (lien marked)	2,580.01	3,217.75
	4,149.96	72,587.72
	34,446.34	92,165.45

(₹ in Lakh)

NOTE 16 : OTHER ASSETS	2014	2013
Interest accrued but not due	115.52	1,103.16
Advance against flat	3,311.24	-
Others	75.01	10.60
	3,501.77	1,113.76

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 17 : REVENUE FROM OPERATIONS	2014	2013
Revenue from operations		
Revenue from projects	42,403.00	43,514.61
Rental and other related revenues	11,180.14	9,559.32
Property and management revenues	7,596.55	6,217.06
Other operating revenue	1,076.01	213.58
	62,255.70	59,504.57

	(₹ in Lakh)	
NOTE 18 : OTHER INCOME	2014	2013
Interest income on		
Bank fixed deposits	2,248.39	6,887.97
Others	5.82	60.38
Dividend income on		
Investments in subsidiaries	5,544.60	6,564.60
Other investments	499.22	1,228.09
Profit on sale of investment (net)	31.34	3.55
Other non-operating income	0.51	0.34
	8,329.88	14,744.93

	(₹ in Lakh)	
NOTE 19 : OPERATING COSTS	2014	2013
Opening balance of works in progress	47,933.54	38,808.48
Opening stock of finished units	336.73	913.47
Opening stock of transferrable development rights	10,000.00	-
Opening stock of food and beverages etc.	130.19	107.66
	(A) 58,400.46	39,829.61
Add: expenses incurred during the year		
Land, development rights and transferrable development rights	21,383.81	14,726.81
Materials, structural, labour and contract cost	15,542.65	18,017.07
Other project cost	761.08	981.01
Rates and taxes	3,709.78	701.57
Professional charges	652.70	520.29
Food, beverages and hotel expenses	4,541.84	3,888.17
Allocated expenses to projects		
Employee benefits expense	3,364.36	3,655.23
Other expenses	42.27	468.84
	(B) 49,998.49	42,958.99
Less:		
Closing balance of works in progress	86,656.75	47,933.54
Closing stock of finished units	336.73	336.73
Closing stock of food and beverages etc.	127.81	130.19
Closing stock of transferrable development rights	-	10,000.00
Transferred to capital work in progress	505.08	1,266.83
Transferred to current assets / fixed assets	66.94	890.62
Recovery of overheads	150.00	300.00
	(C) 87,843.31	60,857.91
	(A+B-C) 20,555.64	21,930.69

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 20 : EMPLOYEE BENEFITS EXPENSE	2014	2013
Employee costs	6,616.37	6,512.17
Contribution to provident fund, gratuity and others	367.27	372.94
Staff welfare expenses	396.32	266.94
	7,379.96	7,152.05
Less: allocated to projects / capitalised	3,364.36	3,655.23
	4,015.60	3,496.82

	(₹ in Lakh)	
NOTE 21 : OTHER EXPENSES	2014	2013
Advertising and marketing expenses	1,230.08	1,156.73
Books and periodicals expenses	1.49	1.14
Communication expenses	68.95	94.89
Conveyance and travelling expenses	149.43	123.91
Directors sitting fees and commission	46.26	48.97
Donations	55.55	27.18
Electricity charges	93.69	68.80
Hire charges	1.57	6.66
Information technology expenses	274.03	123.64
Insurance charges	85.31	81.88
Legal and professional charges	39.91	43.75
Loss on foreign exchange fluctuation (net)	12.78	10.56
Loss on sale / discarding of fixed assets	0.63	68.20
Membership and subscription charges	27.01	43.40
Miscellaneous expenses	0.15	11.27
Payment to auditor	50.14	46.81
Printing and stationery expenses	92.29	94.14
Rent expenses	12.48	14.51
Repairs and maintenance		
Building	91.87	72.03
Plant and machinery	106.46	100.37
Others	239.79	251.75
Security service charges	24.04	21.67
Transportation charges	0.66	0.65
Vehicle expenses	17.69	8.33
	2,722.26	2,521.24
Less: allocated to projects / capitalised	42.27	468.84
	2,679.99	2,052.40

Payment to auditor	(₹ in Lakh)	
	2014	2013
As auditor		
Statutory audit fees	35.00	32.50
Tax audit fees	7.50	7.00
In other capacity		
Taxation matters	7.50	7.00
Other services	-	0.26
Out of pocket expenses	0.14	0.05
	50.14	46.81

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 22 : DEPRECIATION AND AMORTISATION	2014	2013
Depreciation on tangible assets	2,143.78	2,187.84
Amortisation of intangible assets	89.45	179.03
	2,233.23	2,366.87

	(₹ in Lakh)	
NOTE 23 : INTEREST AND FINANCE CHARGES	2014	2013
Interest expenses	1.99	1.28
Bank and finance charges	24.18	32.37
	26.17	33.65

	(₹ in Lakh)	
NOTE 24 : EARNINGS PER SHARE (EPS)	2014	2013
Profit after tax as per statement of profit and loss	29,512.41	32,747.23
Weighted average number of equity shares for basic EPS (in No.)	32,82,33,262	32,82,33,262
Add: Weighted average potential equity shares on grant of options under ESOP (in No.)	- #	80,624
Weighted average number of equity shares for diluted EPS (in No.)	32,82,33,262	32,83,13,886
Face value of equity share (₹)	10	10
Basic earnings per share (₹)	8.99	9.98
Diluted earnings per share (₹)	8.99	9.97

Anti-dilutive

	(₹ in Lakh)	
NOTE 25 : PROPOSED DIVIDEND AND DIVIDEND DISTRIBUTION TAX	2014	2013
Proposed dividend		
Equity shares	6,564.67	6,564.67
	6,564.67	6,564.67
Dividend distribution tax		
Equity shares	1,115.66	1,115.66
Credit availed on dividend from subsidiaries	(942.30)	(1,064.94)
	173.36	50.72
	6,738.03	6,615.39

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 26 : EMPLOYEE BENEFITS	2014	2013
A. Defined contribution plans		
Employer's contribution to provident fund	281.82	259.24
Employer's contribution to pension fund	26.18	28.15
Employer's contribution to ESIC	9.42	11.97
Labour welfare fund contribution for workmen	0.33	0.36

(₹ in Lakh)

B. Defined benefit plans	Gratuity		Leave encashment	
	2014	2013	2014	2013
i) Change in present value of obligations				
Present value obligation at the beginning of the year	252.94	188.30	133.47	107.02
Interest cost	19.90	15.96	9.95	7.91
Service cost	80.63	87.73	160.95	162.68
Benefit paid	(11.97)	(7.68)	(19.95)	(31.09)
Actuarial (gains) / losses	(39.09)	(27.82)	(153.04)	(113.05)
Present value obligation at the end of the year	302.41	256.49	131.38	133.47
ii) Change in fair value of plan assets				
Fair value of plan assets at the beginning of the year	184.26	111.77	-	-
Adjustment to opening balance	0.03	-	-	-
Expected return on plan assets	16.81	11.44	-	-
Contribution	63.58	70.19	19.95	31.09
Benefit paid	(11.97)	(7.68)	(19.95)	(31.09)
Actuarial gains / (losses)	(1.63)	(1.46)	-	-
Closing balance of fair value of plan assets	251.08	184.26	-	-
iii) Experience history				
(Gains) / losses on obligation due to change in assumption	(33.27)	22.02	(25.40)	8.61
Experience (gains) / losses on obligation	(5.82)	(49.84)	(127.64)	(121.67)
Actuarial gains / (losses) on plan assets	(1.63)	(1.46)	-	-
iv) Amount recognised in the balance sheet				
Present value of obligation at the end of year	302.42	256.48	131.38	133.47
Fair value of plan assets at the end of the year	251.07	184.26	-	-
Funded status	(51.34)	(72.23)	(131.38)	(133.47)
Net assets / (liability) recognised in the balance sheet	(51.34)	(72.23)	(131.38)	(133.47)
v) Expense recognised in statement of profit and loss				
Current service cost	80.63	87.73	160.95	162.68
Interest cost	19.90	15.96	9.95	7.91
Expected return on plan assets	(16.81)	(11.44)	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE 26 : EMPLOYEE BENEFITS (contd.)

(₹ in Lakh)

B. Defined benefit plans	Gratuity		Leave encashment	
	2014	2013	2014	2013
Net actuarial (gains) / losses recognised for the year	(37.46)	(26.36)	(153.04)	(113.05)
Expenses recognised in statement of profit and loss	46.26	65.89	17.86	57.54
vi) Movement in the liability recognised in balance sheet				
Opening net liability	68.68	76.52	133.47	107.02
Adjustment to opening balance	(0.03)	-	-	-
Expenses as above	46.27	65.89	17.86	57.54
Contribution paid	(63.58)	(70.19)	(19.95)	(31.09)
Closing net liability	51.34	72.22	131.38	133.47
vii) Classification of defined benefit obligations				
Non-current portion	-	3.51	96.36	105.36
Current portion	51.34*	68.71	35.02	28.10

* The current portion is net of asset of ₹ 5.26 Lakh which is not recognised in the balance sheet on conservative basis.

Actuarial assumptions

(₹ in Lakh)

	Gratuity		Leave encashment	
	2014	2013	2014	2013
Interest / discount rate	8.65%	8.06%	8.65%	8.06%
Expected return on plan assets	8.00%	8.00%	-	-
Annual expected increase in salary cost	10.00%	10.00%	10.00%	10.00%

C. General Description of significant defined plans

Gratuity plan

Gratuity is payable to all eligible employees of the Company on death or on resignation, or on retirement after completion of five years of service.

Leave plan

Eligible employees can carry forward leave in month of April of every year during tenure of service or encash the same on death, permanent disablement or resignation.

D. Broad category of plan assets relating to gratuity as a percentage of total plan assets as on March 31,

	2014	2013
Government of India securities	Nil	Nil
High quality corporate bonds	Nil	Nil
Equity shares of listed companies	Nil	Nil
Property	Nil	Nil
Policy of insurance	100%	100%
	100%	100%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 27 : SEGMENT INFORMATION	2014			2013		
	Real estate	Hospitality	Total	Real estate	Hospitality	Total
Segment revenue	50,989.55	11,266.15	62,255.70	49,849.24	9,655.33	59,504.57
Segment result	31,080.11	2,062.63	33,142.74	28,740.81	1,442.95	30,183.76
Unallocated income net of unallocated expenses			5,704.17			7,270.61
Operating profit			38,846.91			37,454.37
Less: Interest and finance charges			(26.17)			(33.65)
Add: Interest income			2,254.21			6,948.35
Profit before tax and prior period items			41,074.95			44,369.07
(Add) / less: Prior period items			-			(6.87)
Profit before tax			41,074.95			44,362.20
Provision for tax			(11,562.54)			(11,614.97)
Profit after tax			29,512.41			32,747.23
Other information						
Segment assets	2,63,421.98	28,830.68	2,92,252.66	1,79,209.65	31,206.41	2,10,416.06
Unallocated corporate assets ^(A)			66,107.73			1,34,310.25
Total assets			3,58,360.39			3,44,726.31
Segment liabilities	72,113.98	3,121.64	75,235.62	82,006.95	3,100.70	85,107.65
Unallocated corporate liabilities			9,712.29			8,980.56
Total liabilities			84,947.91			94,088.21
Capital expenditure for the year	4,322.36	168.82	4,491.18	10,728.69	107.17	10,835.86
Unallocated capital expenditure for the year			349.79			561.84
Depreciation for the year	573.91	1,352.58	1,926.49	549.84	1,391.36	1,941.20
Unallocated depreciation for the year			306.74			425.67

Note:

- A. Unallocated corporate assets includes temporary surplus. Income earned on temporary investment of the same has been shown in 'Unallocable Income net of unallocable expenditure'.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 28 : LEASES	2014	2013
Assets taken on operating lease		
Future minimum lease payments under non-cancellable operating lease :		
Not later than one year	5.18	11.51
Later than one year and not later than five years	-	3.00
Later than five year	-	-
Lease payments recognised during the year in the statement of profit and loss	12.48	16.85

NOTE 29 : RELATED PARTY DISCLOSURES

A. Name of related parties and related party relationship

i) Related parties where control exists

Subsidiaries	<ul style="list-style-type: none"> Oberoi Constructions Limited Oberoi Mall Limited Kingston Property Services Limited Kingston Hospitality and Developers Private Limited Sight Realty Private Limited Buoyant Realty Private Limited Perspective Realty Private Limited Expressions Realty Private Limited Incline Realty Private Limited
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ii) Related parties with whom transactions have taken place during the year

Jointly controlled entities	<ul style="list-style-type: none"> Sangam City Township Private Limited Astir Realty LLP I-Ven Realty Limited
Joint venture of subsidiaries	<ul style="list-style-type: none"> Oasis Realty
Key management personnel and their relatives	<ul style="list-style-type: none"> Vikas Oberoi Bindu Oberoi Ranvir Oberoi Santosh Oberoi Gayatri Oberoi
Entities where key management personnel have significant influence	<ul style="list-style-type: none"> R S Estate Developers Private Limited Oberoi Foundation

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE 29 : RELATED PARTY DISCLOSURES (contd.)

B. Related party transactions

(₹ in Lakh)

Relationship	Nature of transaction	2014	2013
Subsidiaries			
Oberoi Constructions Limited	Amount paid on behalf of	-	0.33
	Amount paid on behalf by	0.09	156.84
	Amount received on behalf by	0.08	-
	Amount received on behalf of	0.11	-
	Dividend received	510.00	1,530.00
	Loan given	1,05,378.76	6,746.90
	Loan repayment received	96,256.51	5,869.15
	Purchase of material	11.98	1.20
	Purchase of unit	3,311.24	-
	Recovery of expenses	1.18	-
	Rent received	13.48	13.48
	Sale of material	0.02	10.97
	Sale of assets	0.23	-
	Service charges	168.54	337.08
	Loan of transferable development rights of 864.30 sq.mt.		-
Oberoi Mall Limited	Dividend received	5,034.60	5,034.60
	Loan given	86.00	46.00
	Loan repayment received	86.00	246.00
	Sale of assets	-	0.30
Kingston Property Services Limited	Amount received on behalf of	0.85	0.09
	Amount received on behalf by	0.65	-
	Profit sharing	23.79	30.68
	Recovery of expenses	-	-
	Reimbursement of expenses	212.10	198.12
Kingston Hospitality and Developers Private Limited	Subscription to shares	-	-
	Loan given	84.96	9.10
Sight Realty Private Limited	Loan repayment received	85.17	10.80
	Subscription to shares	-	1.00
	Advance given	862.87	-
	Advance received back	805.87	-
	Reimbursement of expenses	22.81	-
Buoyant Realty Private Limited	Subscription to shares	-	1.00
	Advance given	12,635.00	-
	Advance received back	34.00	-
Perspective Realty Private Limited	Sharing of project Cost	-	14.66
	Recovery of expenses	0.12	-
	Rent received on behalf	0.07	-
Expressions Realty Private Limited	Loan given	2,480.27	1.80
	Loan repayment received	319.54	1.80
Incline Realty Private Limited	Subscription to shares	1.00	-
	Recovery of expenses	0.04	-
Jointly controlled entities			
Astir Realty LLP	Advance given	4,125.49	3,897.31
	Advance received back	3,790.68	669.52
I-Ven Realty Limited	Subscription to debentures	343.50	271.00

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE 29 : RELATED PARTY DISCLOSURES (contd.)

B. Related party transactions		(₹ in Lakh)	
Relationship	Nature of transaction	2014	2013
Joint venture of subsidiaries			
Oasis Realty	Sale of materials	0.01	-
	Recovery of expenses	168.07	-
	Corporate guarantee given	30,000.00	-
Key management personnel and their relatives			
Vikas Oberoi	Dividend paid	4,486.27	4,486.27
	Remuneration	192.00	192.00
Ranvir Oberoi	Dividend paid	0.02	0.02
Santosh Oberoi	Deposit refunded	-	4.80
	Dividend paid	0.02	0.02
	Rent paid	-	2.40
	Amount recovered	6.33	-
Bindu Oberoi	Dividend paid	0.00	0.00
Gayatri Oberoi	Dividend paid	0.00	0.00
Entities where key management personnel have significant influence			
R. S. Estate Developers Private Limited	Dividend paid	666.00	666.00
Oberoi Foundation	Recovery of expenses	8.54	-
	Deposit received	-	732.74
	Sale of materials	-	0.25
	Rent income	2,748.60	1,584.35

C. Closing balances of related parties		(₹ in Lakh)	
Name and relationship		2014	2013
Subsidiaries			
Oberoi Constructions Limited		10,000.00	877.75
Kingston Property Services Limited		15.69	35.75
Kingston Hospitality and Developers Private Limited		1,096.14	1,096.35
Buoyant Realty Private Limited		12,601.00	-
Sight Realty Private Limited		57.00	-
Expressions Realty Private Limited		2,160.73	-
Jointly controlled entities			
Sangam City Township Private Limited		4,640.00	4,640.00
Astir Realty LLP		10,055.20	9,720.39
I-Ven Realty Limited		6,979.50	6,636.00
Joint venture of subsidiaries			
Oasis Realty	-Receivable	51.20	-
	-Corporate guarantee given	35,000.00	5,000.00
Entities where key management personnel have significant influence			
Oberoi Foundation		732.74	732.74

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 30 : CONTINGENT LIABILITIES, CAPITAL COMMITMENTS AND OTHER COMMITMENTS	2014	2013
A. Summary details of contingent liabilities		
Letters of credit net of margin (gross ₹ Nil previous year ₹ 36.00 Lakh)	-	-
Bank guarantees net of margin (gross ₹ 1,651.79 Lakh previous year ₹ 2,412.12 Lakh)	-	-
Indemnity bonds given in the favour of the government under Export Promotion Capital Goods Scheme (net of bank guarantees)	1,365.76	3,446.85
Legal cases against the Company not acknowledged as debts	0.50	-
Claims against the Company not acknowledged as debts	3,850.03	2,786.15
Certain other additional matters which are under dispute (including some matters which are pending in court) but which are not acknowledged as debts by the Company	Amount not ascertainable	Amounts not ascertainable
Custom duty matters in dispute	-	44.00
Service tax matters in dispute	218.09	189.53
Income-tax matters in dispute	1,722.27	1,670.55
MVAT matters in dispute	495.60	-
Corporate guarantee given	35,000.00	5,000.00
B. Capital Commitments		
Capital contracts (net of advances)	20,007.29	21,270.66
C. Other commitments		
Other commitments	1,06,388.50	-

D. In respect of the leasehold property at Worli, which was assigned to I-Ven Realty Limited (the Company's JV) in 2005, the Municipal Commissioner (MC) of the Municipal Corporation of Greater Mumbai (MCGM) has, pursuant to an order of the Bombay High Court, passed an order dated April 25, 2014 holding, inter alia, that the transfer of lease is valid, and that the approvals obtained by the Company's JV were also valid.

E. The Hon'ble Supreme Court in its order dated September 26, 2013, upheld that the levy of VAT w.e.f. June 20, 2006 under MVAT Act, 2002 on property under construction, is constitutionally valid. Though the Government of Maharashtra has made consequential amendments to the MVAT Act, 2002, the same have been challenged by Builders Association of India (BAI) by way of writ petition before Bombay High Court and is pending for hearing.

In view of the above, the Company has determined the VAT liability in accordance with the amendments and has under protest, discharged the principal VAT liability excluding the interest thereon. No effect has been given in respect of this matter in the statement of Profit & Loss Account and the net balance has been carried to Balance Sheet. The net amount of ₹ 267.54 Lakh, being the excess of liability over collection has been included as a contingent liability.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 31: INTEREST IN JOINT VENTURES	Sangam City Township Private Limited		I-Ven Realty Limited		Astir Realty LLP	
	2014	2013	2014	2013	2014	2013
Principal activity	Real estate developments		Real estate developments		Real estate developments	
Country of incorporation	India		India		India	
Ownership interest	31.67%	31.67%	50.00%	50.00%	10.00%	10.00%
The Company's share of the assets and liabilities based on audited financial statements						
Equity and liabilities						
Share capital	0.95	0.95	88.75	88.75	-	-
Reserves and surplus	28.15	28.12	1,378.98	1,378.52	(0.01)	(0.01)
Partner's capital	-	-	-	-	0.10	0.10
Non-current liabilities	-	-	343.50	261.00	10,055.10	9,720.29
Current liabilities	4,394.49	4,380.31	7,589.96	7,671.28	0.01	0.01
	4,423.59	4,409.38	9,401.19	9,399.55	10,055.20	9,720.39
Assets						
Non-current assets	-	-	2.40	2.51	10,054.91	9,720.19
Current assets	4,423.59	4,409.38	9,398.79	9,397.04	0.29	0.20
	4,423.59	4,409.38	9,401.19	9,399.55	10,055.20	9,720.39
The Company's share of the income and expenses based on audited financial statements						
Income	0.37	1.03	0.88	1.51	0.02	0.10
Less : Expenses	0.32	0.30	0.21	1.57	0.02	0.05
Profit / (loss) before tax	0.05	0.73	0.67	(0.06)	-	0.05
Less: Tax expense	0.02	0.23	0.22	0.04	0.01	0.02
Profit / (loss) after tax	0.03	0.50	0.45	(0.10)	(0.01)	0.03

NOTE 32 : UNHEDGED FOREIGN CURRENCY EXPOSURE	(in foreign currency)		(₹ in Lakh)	
	2014	2013	2014	2013
Payable in USD	5,93,090	4,21,020	356.45	228.98

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 33 : LOANS AND ADVANCES GIVEN TO SUBSIDIARIES AND JOINT VENTURE ENTITIES	2014		2013	
	Closing balance	Maximum amount due	Closing balance	Maximum amount due
Subsidiaries				
Oberoi Constructions Limited	10,000.00	65,367.00	877.75	3,018.00
Oberoi Mall Limited	-	36.00	-	220.00
Kingston Hospitality and Developers Private Limited	1,096.14	1,181.31	1,096.35	1,107.15
Expressions Realty Private Limited	2,160.73	2,160.73	-	1.80
Buoyant Realty Private Limited	12,601.00	12,635.00	-	-
Sight Realty Private Limited	57.00	438.17	-	-
Joint venture entities				
Sangam City Township Private Limited	4,640.00	4,640.00	4,640.00	4,640.00
Astir Realty LLP	10,055.10	13,008.04	9,720.29	9,724.89

(₹ in Lakh)

NOTE 34 : DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS PER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006	2014	2013
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	20.21	33.93
- Interest amount	-	-

The amount of interest due and payable for the year due to delay in making payment under Micro, Small and Medium Enterprise Development Act, 2006 is ₹ Nil (₹ Nil). No interest is accrued / unpaid for the current year.

Disclosure of trade payable under current liabilities is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

(₹ in Lakh)

NOTE 35 : VALUE OF IMPORTS (C. I. F. BASIS)	2014	2013
Materials	1,886.71	4,898.80
Capital goods	29.79	264.24
	1,916.50	5,163.04

(₹ in Lakh)

NOTE 36 : EXPENDITURE IN FOREIGN CURRENCY (ON PAYMENT BASIS)	2014	2013
Foreign travel	7.81	14.90
Professional fees	723.02	854.56
Others	419.65	499.90
	1,150.48	1,369.36

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 37 : EARNINGS IN FOREIGN CURRENCY (ON RECEIPT BASIS)	2014	2013
Sale of residential units	416.55	548.57
Hospitality services	5,062.32	4,504.22
	5,478.87	5,052.79

NOTE 38 : OTHER NOTES

- A. In our opinion, all current assets appearing in the Balance Sheet as at March 31, 2014 have a value on realisation in the ordinary course of the Company's business at least equal to the amount at which they are stated in the balance sheet
- B. Balance of trade receivable, trade payables and loans and advances are subject to confirmation from respective parties and reconciliation, if any.
- C. The Company is primarily engaged in real estate development. The Company has acquired various lands / development rights and certain projects are at initial stage of implementation. The projects may be developed with various end uses, such as hotel, retail outlets, plots, residential, commercial and IT specific use. Such projects will be classified under fixed assets or inventories, as the case may be, based on ultimate end use as per final development of the property. Pending such reclassification on final development of such properties, such plots and the cost incurred on development of projects is included under the head 'Works in progress' or 'Plots of land' as part of 'Current assets'.
- D. The Company's normal operating cycle in respect of operations relating to the construction of real estate projects may vary from project to project depending upon the size of the project, type of development, project complexities and related approvals. Operating cycle for all completed projects and hospitality business is based on 12 months period. Assets and liabilities have been classified into current and non-current based on the operating cycle.
- E. The share of profit / loss in the LLP is accounted in the books of the Company as and when the same is credited / debited to the Partners' Capital Account.
- F. Previous year figures have been regrouped, re-arranged and re-classified wherever necessary to conform to current year's classification.
- G. Figures have been rounded off to the nearest thousand.

As per our report of even date
For P. RAJ & CO.
 Chartered Accountants
 Firm Registration No. 108310W

P. S. Shah
 Partner
 Membership No.44611
 Mumbai, May 10, 2014

Vikas Oberoi
 Chairman & Managing Director

For and on behalf of the Board of Directors

Bindu Oberoi
 Director

T. P. Ostwal
 Director

Saumil Daru
 Chief Financial Officer

Bhaskar Kshirsagar
 Company Secretary

FINANCIAL DETAILS UNDER SECTION 212 (8) OF THE COMPANIES ACT, 1956

No.	Name of subsidiary	Paid-up capital	Reserves and surplus	Total assets (non-current assets + current assets)	Total liabilities (non-current liabilities + current liabilities)	Investments (excluding investments in subsidiaries)	Revenues	Profit / (loss) before tax	Provision for tax	Profit / (loss) after tax	Proposed dividend (excluding dividend distribution tax)
1	Oberoi Constructions Limited	510.00	1,56,346.59	1,69,533.43	12,676.84	4,274.35	12,553.57	4,448.08	1,611.61	2,836.47	510.00
2	Oberoi Mall Limited	9.00	8,342.85	20,932.62	12,580.77	-	9,183.30	8,409.63	2,147.72	6,261.91	5,034.60
3	Kingston Property Services Limited	9.00	220.67	729.14	499.47	-	3,326.00	48.62	7.87	40.75	Nil
4	Kingston Hospitality and Developers Private Limited	31.00	(19.97)	1,107.28	1,096.25	-	0.90	0.27	0.08	0.19	Nil
5	Expressions Realty Private Limited	9.00	2.96	2,172.80	2,160.84	25.00	3.90	3.51	1.11	2.40	Nil
6	Perspective Realty Private Limited	9.00	0.82	16.66	6.85	-	0.48	0.10	0.03	0.07	Nil
7	Buoyant Realty Private Limited	1.00	(0.29)	12,618.67	12,617.97	-	0.52	0.11	0.03	0.08	Nil
8	Sight Realty Private Limited	1.00	(0.34)	57.77	57.11	55.19	0.39	0.03	0.01	0.02	Nil
9	Incline Realty Private Limited	1.00	(0.33)	0.76	0.08	-	-	(0.33)	-	(0.33)	Nil

Note :

A. Oberoi Constructions Limited, a wholly owned subsidiary holds 100% of the total subscribed and paid up share capital of Perspective Realty Private Limited

For and on behalf of the Board of Directors

Vikas Oberoi
Chairman & Managing Director

Bindu Oberoi
Director

T. P. Ostwal
Director

Saumil Daru
Chief Financial Officer

Bhaskar Kshirsagar
Company Secretary

Mumbai, May 10, 2014

STATEMENT UNDER SECTION 212 OF THE COMPANIES ACT, 1956

(₹ in Lakh)

No.	Name of subsidiary	Financial year end of the subsidiary company(A)	Interest of the holding company in the subsidiaries		Net aggregate amount of profit / (loss) of the subsidiary accounts of the Company			
			Shareholding (No. of shares)	Extent of holding (%)	for financial year ended on March 31,2014	fill previous financial years since it became subsidiary	for financial year ended on March 31,2014	fill previous financial years since it became subsidiary
1	Oberoi Constructions Limited	31-Mar-14	51,00,000	100%	510.00	3,198.75	2,749.79	1,54,106.80
2	Oberoi Mall Limited	31-Mar-14	90,000	100%	5,034.60	12,842.70	5,406.28	7,971.17
3	Kingston Property Services Limited	31-Mar-14	90,000	100%	-	-	40.75	179.92
4	Kingston Hospitality and Developers Private Limited	31-Mar-14	3,10,000	100%	-	-	0.19	(20.16)
5	Expressions Realty Private Limited	31-Mar-14	90,000	100%	-	-	2.40	0.56
6	Perspective Realty Private Limited(B)	31-Mar-14	90,000	100%	-	-	0.07	0.74
7	Buoyant Realty Private Limited	31-Mar-14	10,000	100%	-	-	0.08	(0.37)
8	Sight Realty Private Limited	31-Mar-14	10,000	100%	-	-	0.02	(0.36)
9	Incline Realty Private Limited	31-Mar-14	10,000	100%	-	-	(0.33)	NA

Notes :

- A. As the financial year of the subsidiary companies coincide with the financial year of the holding company, Section 212(5) of the Companies Act, 1956 is not applicable.
 B. Oberoi Constructions Limited, a wholly owned subsidiary holds 100% of the total subscribed and paid up share capital of Perspective Realty Private Limited.

For and on behalf of the Board of Directors

Vikas Oberoi
Chairman & Managing Director

Bindu Oberoi
Director

T. P. Ostwal
Director

Saamil Daru
Chief Financial Officer

Bhaskar Kshirsagar
Company Secretary

Mumbai, May 10, 2014



OBEROI
R E A L T Y

Oberoi Realty Limited

Commerz, 3rd floor, International Business Park
Oberoi Garden City, off Western Express Highway
Goregaon (E), Mumbai 400063

Tel: +91 22 6677 3333

Fax: +91 22 6677 3334

Web site: www.oberoirealty.com

Email: cs@oberoirealty.com

CIN: L45200MH1998PLC114818



OBEROI REALTY LIMITED

Regd. Office: Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai- 400 063 • Tel: +91 22 6677 3333 • Fax: +91 22 6677 3334

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	

I/we, being the member(s) of _____ shares of the above named company, hereby appoint:

- Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him/her
- Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____, or failing him/her
- Name: _____
 Address: _____
 E-mail ID: _____
 Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of Oberoi Realty Limited, to be held on Wednesday, August 27, 2014 at 3.00 p.m. at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

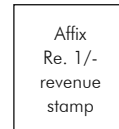
Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
Ordinary Business				
1	To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.	Ordinary		
2	To declare dividend on Equity Shares.	Ordinary		
3	Re-appointment of Mr. Vikas Oberoi, who retires by rotation.	Ordinary		
4	Re-appointment of M/s P. Raj & Co., Chartered Accountant as the Statutory Auditor.	Ordinary		

Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
Special Business				
5	Appointment of Mr. Anil Harish as an Independent Director.	Ordinary		
6	Appointment of Mr. T.P. Ostwal as an Independent Director.	Ordinary		
7	Appointment of Mr. Venkatesh Mysore as an Independent Director.	Ordinary		
8	Appointment of Mr. Vikas Oberoi as Managing Director for a term of 5 years.	Ordinary		
9	Appointment of Mr. Saumil Daru as Director- Finance for a term of 5 years.	Ordinary		
10	Authority to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1)(c) of the Companies Act, 2013.	Special		
11	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.	Special		
12	Approval of offer or invitation to subscribe Non-Convertible Debentures on private placement.	Special		
13	Authority under Section 181 of Companies Act, 2013 to contribute monies to bona fide and other charitable funds.	Ordinary		
14	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.	Ordinary		

Signed this _____ day of _____ 2014.

Signature of shareholder: _____

Signature of Proxy holder(s) : _____



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the 16th Annual General Meeting.
3. A Proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
5. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other member.
6. In case of joint holders, the vote of the senior who tenders as vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
7. * This is optional. Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/ she thinks appropriate.



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

ATTENDANCE SLIP

16th Annual General Meeting to be held on August 27, 2014

Regd. folio no./ DP ID Client ID																			
No. of shares held																			

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

I hereby record my presence at the Sixteenth Annual General Meeting of the Company to be held at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 at 3.00 p.m. on Wednesday, August 27, 2014.

Name of the member/ proxy
(in BLOCK letters)

Signature of the member / proxy

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



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BALLOT FORM

(Refer point 7(F) under the head 'Request to members' in the notice for Annual General Meeting)

Name	
Address	
DP Id Client Id / Folio No	
No. of shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolutions(s) as specified in the Notice of Oberoi Realty Limited dated July 19, 2014 to be passed at the Annual General Meeting of the Company, for the businesses stated in the said Notice by conveying my/our assent or dissent to the said Resolution in the relevant box below:

Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
Ordinary Business				
1	To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.	Ordinary		
2	To declare dividend on Equity Shares.	Ordinary		
3	Re-appointment of Mr. Vikas Oberoi, who retires by rotation.	Ordinary		
4	Re-appointment of M/s P. Raj & Co., Chartered Accountant as the Statutory Auditor.	Ordinary		
Special Business				
5	Appointment of Mr. Anil Harish as an Independent Director.	Ordinary		
6	Appointment of Mr. T.P. Ostwal as an Independent Director.	Ordinary		
7	Appointment of Mr. Venkatesh Mysore as an Independent Director.	Ordinary		
8	Appointment of Mr. Vikas Oberoi as Managing Director for a term of 5 years.	Ordinary		
9	Appointment of Mr. Saumil Daru as Director- Finance for a term of 5 years.	Ordinary		
10	Authority to borrow money in excess of paid up capital and free reserves of the company in terms of Section 180(1)(c) of the Companies Act, 2013.	Special		
11	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.	Special		
12	Approval of offer or invitation to subscribe Non-Convertible Debentures on private placement.	Special		
13	Authority under Section 181 of Companies Act, 2013 to contribute monies to bona fide and other charitable funds.	Ordinary		
14	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.	Ordinary		

* Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of member/ proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For', 'Against'.

Place :

Date:

Signature of Member

Instructions for Members for casting vote through Ballot:

1. In terms of clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, this Ballot Form is being provided.
2. A member desiring to exercise vote by Ballot shall complete this Ballot Form with assent (for) or dissent (against) and send it to Mr. Himanshu S. Kamdar, Scrutinizer, C/o Link Intime India Private Limited, Unit: Oberoi Reality Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078, Tel. No: 022-25946970, Fax No: 022-25946969, E-mail: rnt.helpdesk@linkintime.co.in so as to reach him on or before the closure of working hours on August 23, 2014. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
3. In case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
4. Members who have neither voted electronically nor through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.