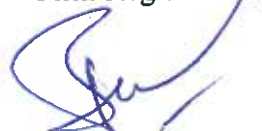


**FORM A**

**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, 2015
3.	Type of Audit observation	Un-qualified / <del>Matter of Emphasis</del>
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: JUNE 3, 2015  
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 Seventeenth Annual General Meeting of the Members of **OBEROI REALTY LIMITED** will be held on Wednesday, July 1, 2015 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 Financial Statements for the financial year ended March 31, 2015, 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 Ms. Bindu Oberoi (DIN: 00837711), who retires by rotation and being eligible, has offered herself 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(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules, circulars, notifications made/ issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s P. Raj & Co., Chartered Accountants (Firm's Registration No. 108310W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on August 27, 2014, for a term of 3 years i.e. from the conclusion of the Sixteenth Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting, be and is hereby ratified."

**"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 including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto."

### 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 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, 2016, 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."

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. Karamjit Singh Kalsi (DIN: 02356790), who was appointed as an Additional Director of the Company w.e.f.

September 12, 2014 in terms of Section 160(1) of the Companies Act, 2013 to hold office upto 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 an Independent Director of the Company, not liable to retire by rotation, to hold office from July 1, 2015, to June 30, 2020.”

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 Clause 49(II)(C) of the Listing Agreement, read with Section 197, Section 149(9) of Companies Act, 2013 the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other available provisions, if any, the Company do make distribution and payment amongst the Directors of the Company, including independent directors (however excluding the Managing Director(s) and Whole Time Director(s)), on annual basis, of such remuneration by way of commission, the aggregate of which shall not exceed one percent per annum of the Net Profit of the Company for that particular year computed in the manner prescribed under Section 198 of the Companies Act, 2013, in such amount and proportion and in such manner and in all respects

as may be determined by the Board of Directors from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised 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.”

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

“**RESOLVED THAT** in partial modification to the resolution passed in the Sixteenth Annual General Meeting held on August 27, 2014 and pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration of Mr. Saumil Daru (DIN 03533268), who had been appointed as Whole Time Director, designated as the Director- Finance, for a period of five years with effect from May 10, 2014, be and is hereby revised as follows w.e.f. April 1, 2015 until the remainder term of his appointment:

1	Basic Salary	₹4,70,000/- (Rupees Four Lakh Seventy Thousand) per month, with such increments as may be determined by the Board of Directors (or its committee).
2	Allowances and perquisites	House rent allowance @ 50% of the Basic Salary, subject to rules of the Company. Leave Travel allowance and other allowances: as per rules of the Company. Provision for Company provided accommodation and car as per the rules of the Company. 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. Benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board (or its committee) from time to time. Subject to the above, Mr. Saumil Daru shall be governed by such other rules as to payment or otherwise as are applicable to the senior executives of the Company from time to time.

3	Employee Stock Options	Grant of Options under Employee Stock Option Scheme(s) formulated by the Company as may be determined by the Board (or its Committee), subject to requisite approvals under the Companies Act, 2013 and the SEBI guidelines, regulations etc.
4	Ex gratia	As per rules of the Company.
5	Performance linked variable pay	Such amount as may be determined by the Board of Directors (or its committee).

**“RESOLVED FURTHER THAT** all perquisites and other benefits as contained herein will be considered on basis of annual salary from April to March as per the policy of the Company.”

**“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. Saumil 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.”

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

**“RESOLVED THAT** pursuant to Clause 49(VII)(E) of the Listing Agreement and the provisions of other applicable laws for the time being in force, however subject to the limits set out under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 or such higher limit as approved by the members, and the rules made thereunder, approval of members of the Company be and is hereby accorded for borrowing of an amount upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi, an entity related to the Company in terms of Clause 49(VII)(B) of the Listing Agreement, and the members do ratify borrowings already made for him within the said limit of ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only).”

**“RESOLVED FURTHER THAT** 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 negotiate, finalise and agree the terms and conditions of the aforesaid borrowing, and 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.”

10. 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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company as submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and the same be approved and adopted as the new Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director(s) of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

11. 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 and 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, and subject to the provisions of the Memorandum and Articles of Association of the Company, 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) / tranche(s) during the period of one year from the date of this Annual General Meeting or such other period as may be allowed under the Companies Act, 2013, 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 agreed to by the Board of Directors of the Company or a committee thereof (the “Board”).”

**“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, including but not limited to creation of security whenever required, and to execute all such documents as may be necessary for giving effect to the above resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or any other officer(s) of the company in such manner as they may deem fit in their absolute discretion.”

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 62(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 (including any

amendments thereto or re-enactment thereof, for the time being in force, the “Companies Act”), the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any amendments thereto or re-enactment thereof for the time being in force, (the “SEBI ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and rules and regulations framed there under as amended or substituted from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Government of India (“Gol”), the Stock Exchanges and / or any other competent authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Gol and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value ₹10 each with or without voting/special rights (“Equity Shares”), Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and /or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or

without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, qualified institutions placement ("QIP") or any combination thereof, through issue of prospectus and/or placement document/ or other permissible/ requisite offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹750,00,00,000 (Rupees Seven Hundred and Fifty Crore only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

**"RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued

and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects."

**"RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

**"RESOLVED FURTHER THAT** any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.

**"RESOLVED FURTHER THAT** in the event that Eligible Securities are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of such Eligible Securities."

**"RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as ADRs, GDRs or FCCBs the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the proposed issue of such Securities in accordance with the Depository Receipts Scheme, 2014 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force), applicable and other applicable pricing provisions issued by the Ministry of Finance."

**“RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares and the price as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the

listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or any other officer(s) of the Company in such manner as they may deem fit in their absolute discretion.”

By Order of the Board

**Bhaskar Kshirsagar**  
Company Secretary

Mumbai, June 2, 2015

**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.

- 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.
- 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.
- 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.
- The physical copies of notice of Seventeenth Annual General Meeting and the Annual Report 2014-15 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.
- The particulars of Directors proposed to be appointed/reappointment, as required under Clause 49 of the listing agreement is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, June 27, 2015 to Wednesday, July 1, 2015 (both days inclusive) for the purpose of payment of dividend.
- The payment of dividend, as recommended by the Board, if declared and approved at the Annual General Meeting will commence from Monday, July 6, 2015 to those members whose names appear on the Register of Members at the end of day on

Friday, June 26, 2015. 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, June 26, 2015.

- 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 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:

- 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 Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the listing agreement, the Company is providing facility for voting by electronic means and voting through ballot to all members as on the cut off date as per the applicable

regulations and all the businesses contained in this Notice may be transacted through such voting. The e-voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting by electronic means and through ballot are given in below paragraphs.

A. The instructions for members for voting electronically:-

- (i) The remote e-voting period begins on June 28, 2015 (9.00 a.m.) and ends on June 30, 2015 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 25, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
  - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required

to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'Oberoi Realty Limited'.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 25, 2015.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. FCS 5171) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting

in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

- F. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the 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 S. Kamdar, Scrutinizer, c/o. Link Intime India Private Limited, Unit: Oberoi Realty Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078, Tel. No: +91 22 2594 6970, Fax No.: +91 22 2594 6969, E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) so as to reach him on or before June 30, 2015 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.oberoirealty.com](http://www.oberoirealty.com) within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

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

### Item No. 5:

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 April 30, 2015, the Board has considered and approved appointment of M/s Kishore Bhatia & Associates (FRN 00294) for conducting the audit of the Company's cost records for the financial year 2015-16 at a remuneration of ₹1,75,000 (Rupees One Lakh Seventy Five Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, if any.

The Resolution at Item no. 5 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.

### Item No. 6:

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, an Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

The Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) had on September 12, 2014 appointed Mr. Karamjit Singh Kalsi as a Non-Executive Director, to hold office upto the date of next Annual General Meeting. 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.

Karamjit Singh Kalsi for the office of the director.

Mr. Karamjit Singh Kalsi has given declaration that he meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company.

A brief profile of Mr. Karamjit Singh Kalsi is attached to this notice.

Your Directors recommend the resolution set out at Item no. 6 to be passed as an Ordinary resolution by the members.

Except Mr. Karamjit Singh Kalsi, 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. 6.

### Item No. 7:

Clause 49(II)(C) of the Listing Agreement, which came into effect from October 1, 2014, provides that all fees / compensation (except sitting fees within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government), if any, paid to non-executive directors, including independent directors, shall require previous approval of shareholders in general meeting.

Accordingly, the approval of the members is sought for payment of remuneration by way of commission to the Non-Executive Directors of the Company, on annual basis, not exceeding 1% (one percent) per annum of the net profits of the relevant financial year of the Company. The payment of commission within the said limit of 1% of the net profits of the Company will be within the limit as specified under Section 197(1) of the Companies Act, 2013. If approved by the Members, such remuneration will be distributed amongst such Directors (other than the Managing Director(s) and / or Whole time Director(s)), on annual basis, in such amount, proportion and manner as the Board of Directors may decide.

Your Directors recommend the said resolution proposed vide Item no. 7 to be passed as an Ordinary 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 the commission the non executive directors may receive under authority of this resolution.

#### Item No. 8:

The appointment and remuneration of Mr. Saumil Daru as Director- Finance for the term of May 10, 2014 till May 9, 2019 was approved by the members of the Company in the Annual General Meeting held on August 27, 2014. The remuneration as was approved by the members is as under:

1	Basic Salary	₹4,70,000/- (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	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	Perquisites	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).

With a view to incentivize and remunerate personnel who contribute to the performance and profits of the Company, the profit linked incentive policy for the senior management personnel has been revised.

Mr. Saumil Daru, the Director- Finance is covered under the said policy. However, his remuneration as approved by the Board of Directors and the members provide performance linked variable pay to him capped at upto 50% of his then prevailing basic salary, which in certain cases might be lower than what he might become entitled to under the revised incentive policy.

Hence, it is proposed that the remuneration of Mr. Saumil Daru as Director – Finance be revised as set out in the resolution set out at Item no. 8 w.e.f. April 1, 2015 till the remainder of his tenure i.e. upto May 9, 2019.

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

Except Mr. Saumil Daru, the director in respect of whom the resolution relates, 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:

Clause 49(VII)(E) of the Listing Agreement, which came into effect from October 1, 2014, provides that all material related party transactions shall require approval of the shareholders through special resolution. A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Board of Directors has approved borrowing of unsecured, interest free and repayable on demand

monies of upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi, who is an entity related to the Company in terms of Clause 49(VII)(B) of the Listing Agreement, and such borrowing constitute a material related party transaction as per provisions of Listing Agreement.

Accordingly, the approval of the members is sought for borrowing amounts upto ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) from Mr. Vikas Oberoi and ratification of borrowing already made within the said limit of ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 9 to be passed as a Special resolution by the members.

Except Mr. Vikas Oberoi (being the lender) and Ms. Bindu Oberoi (being a 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 resolutions set out at Item no. 9.

#### **Item No. 10:**

The existing Articles of Association (AOA) of the Company are based on the Companies Act, 1956 (the "1956 Act") and several regulations in the existing AOA contain references to specific sections of the 1956 Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "2013 Act"). The Central Government has promulgated the 2013 Act in place of the 1956 Act. Most of the Sections of the 2013 Act have also been notified by the Central Government and the 2013 Act is now largely in force. It is proposed to alter the AOA of the Company to delete references to the provisions of the 1956 Act as contained in various articles and to modify them suitably in view of the provisions of the 2013 Act. Considering the vast number of alterations required to be done, it is considered expedient to wholly replace the existing Articles by a new set of Articles. The proposed new draft AOA of the Company is being uploaded on the Company's website for perusal by the members. It is also available for inspection by members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. except on holidays, upto the date of Annual General Meeting.

Your Directors recommend the resolution set out at Item no. 10 to be passed as a Special resolution by the

members.

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

#### **Item No. 11:**

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, it 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 may be 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 or such other period as may be allowed under the Companies Act, 2013, 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. 11 to be passed as a 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, or by companies/firms/institutions in which they are interested as director or member or otherwise.

#### **Item No. 12:**

The special resolution contained in the Notice under Item No. 12 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions

placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding ₹750,00,00,000 (Rupees Seven Hundred and Fifty Crore only) or its equivalent in any foreign currency.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following: (a) acquisition of land, land development rights or development rights (directly or indirectly through any other means) by paying premium, fees, or charges as required under applicable laws to the regulatory authorities, (b) working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, (c) investment in subsidiaries, joint ventures and affiliates, (d) capital expenditure, (e) repayment of debt, (f) the cost of construction and development of ongoing and new projects, (g) any cost incurred towards the objects of the Company, and (h) general corporate purposes.

The special resolution also seeks to empower the Board to issue Eligible Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR

Regulations. The pricing of the Eligible Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than such percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

Your Directors recommend the resolution set out at Item no. 12 to be passed as a Special resolution by the members.

None of the Promoter, Director, 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 Equity Shares/ Securities that may be subscribed to by them, or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

By Order of the Board

**Bhaskar Kshirsagar**  
Company Secretary

Mumbai, June 2, 2015

**Registered Office:**

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

## Annexure

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

#### Ms. Bindu Oberoi

Date of Birth	August 20, 1968
Date of appointment on the Board	December 1, 2006
Qualification	Bachelor's Degree in Commerce from the University of Mumbai.
Expertise in specific functional areas	Interior Designing
Brief Biography	Ms. Bindu Oberoi is a Non Independent, Non-Executive Director of the Company. She is involved in the areas of interior design and landscaping.
List of other Companies in which she holds Directorship as on 31/03/2015	<ol style="list-style-type: none"> <li>1. Oberoi Constructions Limited</li> <li>2. Oberoi Mall Limited</li> <li>3. Kingston Property Services Limited</li> <li>4. Expressions Realty Private Limited</li> <li>5. Perspective Realty Private Limited</li> <li>6. Sight Realty Private Limited</li> <li>7. Incline Realty Private Limited</li> <li>8. Integrus Realty Private Limited</li> <li>9. Myspace Developers Private Limited</li> <li>10. Panoramic Beach Properties Private Limited</li> <li>11. I-Ven Realty Limited</li> <li>12. Pinnacle Aviation Private Limited</li> <li>13. Pinnacle Academy Private Limited</li> <li>14. Arrow Flight Services Private Limited</li> <li>15. Neo Realty Private Limited</li> <li>16. Aquila Realty Private Limited</li> <li>17. Evenstar Realty Private Limited</li> </ol>
Chairman/ member of Committees of the Board of the other companies in which she is a Director as on 31/03/2015	Chairmanship: Nil Membership: Nil (Committees considered are Audit Committee and Shareholders' Grievance Committee, in public limited companies other than Oberoi Realty Limited)
Relationship with other Director/s	Ms. Bindu Oberoi is the sister of Mr. Vikas Oberoi
Equity Shares held in the Company	111



**Mr. Karamjit Singh Kalsi (Sonny Kalsi)**

Date of Birth	January 8, 1968
Date of appointment on the Board	September 12, 2014
Qualification	BS Degree in Finance from Georgetown University, USA.
Expertise in specific functional areas	Real Estate investing and management
Brief Biography	<p>Mr. Karamjit Singh Kalsi (Sonny Kalsi) is a Non-Executive Director of the Company. He is the Founder and Partner of GreenOak Real Estate. GreenOak is an independent, partner-owned real estate principal investing and advisory firm that seeks to provide strategic advice and create long-term value for its investors. GreenOak has offices in New York, London, Tokyo and Los Angeles. The firm currently has approximately \$3.5 billion of equity capital under management.</p> <p>Sonny was previously the Global Co-Head of Morgan Stanley's Real Estate Investing (MSREI) business and President of the Morgan Stanley Real Estate Funds till 2009. Prior to managing MSREI globally, Sonny was based in Asia where, beginning in late 1997 and through his tenure into 2006, Sonny and his team led the formation of Morgan Stanley's property business in Asia and built the leading real estate platform in the region.</p> <p>Sonny has been also cited in several publications for his profile in the real estate industry, including Private Equity Real Estate magazine as one of the "30 Most Influential" people in private equity real estate globally.</p> <p>He is also an Adjunct Professor at Columbia University in the Master's of Real Estate Program.</p>
List of other Companies in which he holds Directorship as on 31/03/2015	Nil
Chairman/ member of Committees of the Board of the other companies in which he is a Director as on 31/03/2015	<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	Nil



**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

**ATTENDANCE SLIP**

17th Annual General Meeting to be held on July 1, 2015

Regd. folio no./ DP ID Client ID																			
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No. of shares held																			
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I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Seventeenth 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, July 1, 2015.

\_\_\_\_\_  
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.



## 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

# 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 Resolution(s) as specified in the Notice of Oberoi Realty Limited dated June 2, 2015 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) *
<b>Ordinary Business</b>				
1	To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2015, 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 Ms. Bindu Oberoi as a Director, who retires by rotation.	Ordinary		
4	Ratification of appointment of M/s P. Raj & Co., Chartered Accountants as the Statutory Auditors.	Ordinary		
<b>Special Business</b>				
5	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016.	Ordinary		
6	Appointment of Mr. Karamjit Singh Kalsi as an Independent Director.	Ordinary		
7	Approval of payment of remuneration by way of Commission to non-executive directors.	Ordinary		
8	Approval of revision in remuneration of Mr. Saumil Daru, Director-Finance.	Ordinary		
9	Approval of borrowings from Mr. Vikas Oberoi, a related party (a Material Related Party Transaction).	Special		
10	Approval of alteration of Articles of Association of the Company.	Special		
11	Approval of offer or invitation to subscribe non-convertible debentures on private placement.	Special		
12	Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement.	Special		

\* 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. This Ballot form is provided 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 the Notice of the 17th Annual General Meeting.
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 Realty 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 June 30, 2015 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
3. In case Members cast their vote both by Physical Ballot and remote e-voting, then only the vote casted through remote e-voting shall prevail and the vote casted by Physical Ballot will be treated as invalid.
4. Members who have neither voted through remote e-voting nor through ballot, will be permitted to deposit the filled in Ballot forms physically at the AGM to enable to exercise their vote.



## OBEROI REALTY LIMITED

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

# 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)	
Registered Address	
Email ID	
DP ID Client Id./ Folio No.	

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

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her
  
2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her
  
3. 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 Seventeenth Annual General Meeting of Oberoi Realty Limited, to be held on Wednesday, July 1, 2015 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) *
<b>Ordinary Business</b>				
1	To consider and adopt the Audited Financial Statements for the financial year ended March 31, 2015, 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 Ms. Bindu Oberoi as a Director, who retires by rotation.	Ordinary		
4	Ratification of appointment of M/s P. Raj & Co., Chartered Accountants as the Statutory Auditors.	Ordinary		

Resolution No.	Resolution	Type of resolution (Ordinary / Special)	I/We assent to the resolution (For) *	I/We dissent to the resolution (Against) *
<b>Special Business</b>				
5	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016.	Ordinary		
6	Appointment of Mr. Karamjit Singh Kalsi as an Independent Director.	Ordinary		
7	Approval for payment of remuneration by way of Commission to non-executive directors.	Ordinary		
8	Approval of revision in remuneration of Mr. Saumil Daru, Director-Finance.	Ordinary		
9	Approval of borrowings from Mr. Vikas Oberoi, a related party (a Material Related Party Transaction).	Special		
10	Approval of alteration of Articles of Association of the Company.	Special		
11	Approval of offer or invitation to subscribe non-convertible debentures on private placement.	Special		
12	Approval of issue of equity shares and/or any other securities convertible into equity by way of public offer or private placement.	Special		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix Re. 1/- revenue stamp
--------------------------------------

**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 17th 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. 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 a 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 a 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.



# Our future

stands on the foundation that we have built today

Oberoi Realty Limited | Annual Report 2014-15

### 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 2014-15.

## Inside...

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At Oberoi Realty, our long-term perspective of the business and our ability to capitalise on prevalent and best-fit opportunities have together helped build a solid foundation for a sustainable future.

## CHAIRMAN'S MESSAGE



It is a fact that strong foundations support tall structures. This is not just true for our constructions and our business but at a larger level for our country too.

*Dear Shareholders*

**T**he Indian electorate mandated the new government at the centre to create a strong foundation by restoring the economic momentum, bringing forth transparency in functioning, cutting the bureaucratic red tape, ushering in key legislative reforms and steering the country towards good governance. In the first year, the

government has been able to set in place an enabling environment pivoted around aligning national priorities with entrepreneurial interests. Through this clear linkage, the government has created a level playing field for responsible companies to thrive and succeed.

Anchored on our core values and led by a team of people, driven by a deep passion to make a visible difference and led by the rich heritage of our brand, your company has focused on creating robust foundations for sustainable future growth. This ambition was evident in the key developments of 2014-15 during which we built on our existing initiatives as well as scouted for opportunities for developing future growth platforms.

The high point of the year was the receipt of all clearances for our Mulund project, which paved the way for a formal launch in January 2015. The project received a heartening response with over 200 bookings registered on the first day itself. As on 31 March 2015, we cleared almost 20% of the total project inventory. This achievement is a validation of our time-tested value-creation strategy of developing projects at attractive locations, conceived and developed by the best global and local talent, creating apartment configurations appealing to various segments as well as equipped with most lifestyle amenities and ensuring availability at appealing pricing propositions. Besides, this project was also our gateway into the central suburbs of Mumbai and has exposed us to a lot of insights that we have institutionalized for future reference.

During the year, we were also able to successfully complete the acquisition of the Borivali (East) property. Strategically located on the Western Express Highway, proximate to most major landmarks of the city, we look forward to a launch in the next few months.

I am delighted to state that our iconic mixed-use Worli property has crossed 60 floors and the evident construction visibility has generated a tremendous

response for this ultra-luxury skyscraper. Ritz-Carlton, our partners celebrated for the sophisticated and legendary hospitality, have already been on-boarded and will provide bespoke services to the residents. We expect to commence awareness-building for this property and intend to have our show flat ready before the festive season, helping customers simulate living in this iconic high-rise.

High standards of corporate governance are central to the effective management of the business and maintaining the confidence of our stakeholders. The other bedrock of our enterprise is our culture that represents customer centricity, teamwork, quality, passion, integrity and transparency. We live by the essence of these values every single day and during 2014-15, even wove them into the formal appraisal system by which they can be quantified, recognised and rewarded.

We will continue to steer our enterprise in a direction that will maximize value for our shareholders and stakeholders. We will continue and reinforce our execution strategies to scale up of our operations, and leverage international partnerships as well as cutting-edge technologies. We will increasingly look to strengthen our pipeline through scouting for opportunities that align with our development philosophies and blend with our financial prudence. Depending on the opportunities, your company will explore and utilize all possible funding options through debt or equity or a mix of both, as may be appropriate in the circumstances.

As always, I am grateful to you all for the faith that you reposed in me and the responsibility that you have entrusted me and my team with.

Best wishes,

Vikas Oberoi

## PROFILE OF OUR BOARD OF DIRECTORS



**Vikas Oberoi**

Chairman &  
Managing Director



**Anil Harish**

Independent, Non-  
Executive Director



**Bindu Oberoi**

Non-Independent, Non-  
Executive Director

### **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 a global approach to the function. He is in charge of formulation of corporate strategy and planning, overall execution and management of the Company. He is an integral part of the key management and manages a portfolio spanning across residential, office space, retail, hospitality and social infrastructure projects.

### **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, landscaping and interior aspects of the projects developed.

### **Karamjit Singh Kalsi (Sonny Kalsi)**,

*Independent, Non-Executive Director*

On the Board of Directors since September 2014, Sonny is based out of the US and is the founder and partner of GreenOak Real Estate, an independent, partner-owned real estate principal investing and advisory firm that seeks to provide strategic advice and create long-term value for clients and investors with approximately \$3.5 billion of equity capital under management and having offices in New York, London, Tokyo and Los Angeles. Sonny is a graduate of Georgetown University with a BS degree in Finance, May 1990, and is also a member of the Board of Regents of Georgetown University. He is a Trustee of the Asia Society, Trustee of the Spence School, Board member of the Jorge Posada Foundation and a member of the Young Presidents Organization. Sonny is also an Adjunct Professor at Columbia University in the Master's of Real Estate Program.

Sonny was previously the Global Co-Head of Morgan Stanley's Real Estate Investing (MSREI) business and President of the Morgan Stanley Real Estate Funds till 2009. Prior to managing MSREI globally, Sonny was



**Karamjit Singh Kalsi (Sonny Kalsi)**

Independent, Non-Executive Director



**Saumil Daru**

Non-Independent, Executive Director



**Tilokchand P. Ostwal**

Independent, Non-Executive Director



**Venkatesh Mysore**

Independent, Non-Executive Director

based in Asia where, beginning in late 1997 and through his tenure into 2006, Sonny and his team led the formation of Morgan Stanley's property business in Asia and built the leading real estate platform in the region.

Sonny has also been cited in several publications for his profile in the real estate industry, including Private Equity Real Estate magazine as one of the "30 Most Influential" people in private equity real estate globally.

**Saumil Daru, Non-Independent, Executive Director**

Saumil Daru has been associated with the Company since October 2002. He is also the Chief Financial Officer of the Company and heads the finance and accounts, 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.

**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. He is fellow member of the ICAI and in practice for 37 years. He is also a member of International Taxation Committee of ICAI & Bombay Chartered Accountants' Society (BCA), Taxation

Committee member of BCA, Indian Merchants' Chamber (IMC). He was a member of the advisory group/committee setup by the Government of India for international taxation and transfer pricing. Besides, he served 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. He is also the author of several publications on international taxation.

**Venkatesh Mysore, Independent, Non-Executive Director**

On the Board of Directors since July 2011, Venkatesh Mysore is currently the CEO and MD of Knight Riders Sports Private Limited (Kolkata Knight Riders) and also the Chief Executive Officer of Red Chillies Entertainment Private Limited. Venkatesh Mysore brings on board decades of rich and versatile experience in the insurance sector, asset management and in 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 with FICCI, CII, IMC, American Chamber of Commerce, Indo-Canadian Chamber and several committees established by IRDA.

# DIRECTORS' REPORT

To  
The Members,  
Oberoi Realty Limited,

Your Directors have the pleasure of presenting the Seventeenth Annual Report of the Company on the business and operations of the Company, together with the Audited Statement of Accounts for the year ended March 31, 2015.

## Financial Results

The Company's performance during the financial year ended March 31, 2015 as compared to the previous financial year, is summarised below:

(₹ in Lakh)

Particulars	Consolidated		Standalone	
	2014-15	2013-14	2014-15	2013-14
Revenue from operations	92,266.75	79,845.45	69,924.06	62,255.70
Other income	1,749.05	5,706.03	6,181.49	8,329.88
Total revenue	94,015.80	85,551.48	76,105.55	70,585.58
Expenses	40,887.92	36,367.67	30,079.61	27,251.23
Profit before interest, depreciation, amortization and taxes (EBITDA)	53,127.88	49,183.81	46,025.94	43,334.35
Depreciation and amortisation	4,029.30	2,714.85	3,351.16	2,233.23
Interest and finance charges	176.24	31.25	17.47	26.17
Profit before tax	48,922.34	46,437.71	42,657.31	41,074.95
Tax expenses	17,210.36	15,331.48	12,180.32	11,562.54
Profit after tax	31,711.98	31,106.23	30,476.99	29,512.41

## Nature of Business

The Company is engaged in the activities of Real Estate Development and Hospitality. On the real estate development front, the Company develops residential, commercial, retail and social infrastructure projects.

There was no change in the nature of the business of the Company during the year under review.

## Financial Performance

### Consolidated financials

During the year under review, your Company's consolidated total revenue stood at ₹94,015.80 Lakh as compared to ₹85,551.48 Lakh for the previous year, representing an increase of 9.89%; profit before tax stood at ₹48,922.34 Lakh for the year under review as compared to ₹46,437.71 Lakh for the previous year, representing an increase of 5.35%; profit after tax stood at ₹31,711.98 Lakh as compared to ₹31,106.23 Lakh for the previous year, representing an increase of 1.95%.

Details of companies which have become or ceased as subsidiary, associates and joint ventures, during the year under review, are as under:

Name of the Company	Relationship with the Company	Details of changes	Date of change
Integrus Realty Private Limited	Subsidiary	Incorporated	April 3, 2014
Buoyant Realty Private Limited	Subsidiary	Converted into LLP	March 4, 2015

## Standalone financials

During the year under review, the Total Revenue stood at ₹76,105.55 Lakh as compared to ₹70,585.58 Lakh for the previous year, representing an increase of 7.82%; profit before tax stood at ₹42,657.31 Lakh for the year under review as compared to ₹41,074.95 Lakh for the previous year, representing an increase of 3.85%; profit after tax stood at ₹30,476.99 Lakh as compared to ₹29,512.41 Lakh for the previous year, representing an increase of 3.27%.

## Report on performance and financial position of subsidiaries, associates and joint venture companies

The performance and financial position of each of the subsidiaries, associates and joint venture companies for the year ended March 31, 2015 is attached to the financial statements hereto.

## Transfer to Reserves

It is not proposed to transfer any amount to reserves out of the profits earned during FY2014-15.

## Dividend

Despite macro-economic headwinds, sluggish industry volume numbers and increased costs, there is an overall improvement in business/investment sentiment, and taking into consideration the stable performance of your Company and in recognition of the trust in the management by the members of the Company, the Directors are pleased to recommend a dividend at the rate of ₹2 per equity share, i.e. 20% of the paid up Equity share capital for the year ended March 31, 2015 (previous year: ₹2 per Equity Share, i.e. 20% of the paid up Equity share capital). The proposed dividend (excluding the dividend distribution tax) will absorb an amount of ₹6,564.76 Lakh.

## Deposits

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. As on April 1, 2014, no amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 1956 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

## Disclosures under Section 134(3)(l) of the Companies Act, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

## Internal Financial Controls

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

## Disclosure of orders passed by regulators or courts or tribunal

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

## Particulars of contracts or arrangement with related parties

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party (/ies) are in the ordinary course of business and on arms' length basis. Hence, Section 188(1) is not applicable and consequently no particulars in form AOC-2 have been furnished.

## Particulars of loans, guarantees, investments under Section 186

The particulars of loans, guarantees and investments given/made during the financial year under review and governed by the provisions of Section 186 of the Companies Act, 2013 have been furnished in Annexure I, which forms part of this report.

## Disclosure relating to equity shares with differential rights

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

## Disclosure relating to sweat equity share

The Company has not issued any sweat equity shares during the year under review and hence no information



as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

### Disclosure relating to Employee Stock Option Scheme and Employee Stock Purchase Scheme

During the year under review, the employee stock options vested in Option Grantees on May 4, 2011 expired on May 4, 2014 for non-exercise within the Exercise Period. Further, as on March 31, 2015 certain Option Grantees have exercised 4707 options vested in them. Hence, pursuant to the aforesaid exercise, the equity share capital has increased from 32,82,33,262 shares to 32,82,37,969 shares during the year under review.

In compliance with the provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 and SEBI (Employee Share Based Employee Benefits) Regulations, 2014, the details of Employees Stock Option Scheme as on March 31, 2015 is furnished in Annexure II attached herewith and forms part of this Report.

### Disclosures in respect of voting rights not directly exercised by employees

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

## MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Board of Directors and Key Managerial Personnel

For details of Directors who were appointed during the year under review, kindly refer to the section on Corporate Governance, under the head, 'Directors' Tenure and Remuneration'.

During the year under the review, the existing appointments as on April 1, 2014 of Mr. Vikas Oberoi (as Managing Director), Mr. Saumil Daru (as Chief Financial Officer) and Mr. Bhaskar Kshirsagar (as Company Secretary), were formalised as the Key Managerial Personnel of the

Company to comply with the provisions of Section 203 of the Companies Act, 2013.

### Declarations by Independent Directors

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfil the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

## DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

### Board Meetings

The Board of Directors met 5 times during the financial year ended March 31, 2015 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time. Additionally, during the financial year ended March 31, 2015 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Clause 49(II)(B)(6) of the Listing Agreement.

### Director's Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2015, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors 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 as on March 31, 2015 and of the profits of the Company for the year ended on that date;

- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Nomination and Remuneration Committee**

A Nomination and Remuneration Committee is in existence in accordance with the provisions of sub-section (3) of Section 178. Kindly refer section on Corporate Governance, under the head, 'Nomination, Remuneration, Compensation and Management Development Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

#### **Audit Committee**

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer to the section on Corporate Governance, under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

#### **Corporate Social Responsibility Committee**

As per the provisions of Section 135 of the Companies Act, 2013, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee.

For details of the composition of the Committee, the CSR

policy and other relevant details that are required to be disclosed under the provisions Section 134(3)(o) of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, kindly refer to Annexure III hereto, which forms part of this report.

#### **Other Board Committees**

For details of other board committees viz. Stakeholders Relationship Committee, Investment Committee and Operations Committee, kindly refer to the section on Corporate Governance.

#### **Vigil Mechanism for the Directors and Employees**

In compliance with the provisions of Section 177(9) the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and employees of the Company.

The Whistle Blower Policy is disclosed on the website of the Company at <http://www.oberoirealty.com/real-estate-investment/investors#!notice>.

#### **Risk Management Policy**

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk-reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organisation faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

#### **Annual Evaluation of Directors, Committee and Board**

The Nomination and Remuneration Committee of the Board has formulated a Performance Evaluation Framework, under which the Committee has identified the criteria upon which every Director shall be evaluated. The Policy also provides the manner in which the Directors, as a collective unit in the form of Board Committees and the Board function and perform.

### Particulars of Employees and Remuneration

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure IV hereto, which forms part of this report.

During FY2014-15 a total of 13 persons employed throughout the financial year were in receipt of remuneration of not less than ₹60 Lakh p.a. and 6 employees employed for a part of the financial year were in receipt of remuneration of not less than ₹5 Lakh p.m. As on March 31, 2015 there were 852 permanent employees.

However, in accordance with the provisions contained in the proviso to Section 136(1) of the Companies Act, 2013, the aforesaid particulars 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.

### Payment of remuneration/commission to Directors from holding or subsidiary companies:

None of the managerial personnel i.e. Managing Director and Whole Time Director/s of the Company are in receipt of remuneration/commission from the holding or subsidiary company of the Company.

## AUDITORS AND THEIR REPORTS

The matters related to Auditors and their Reports are as under:

### Observations of statutory auditors on accounts for the year ended March 31, 2015:

The auditor's report does not contain any qualification, reservation or adverse remark or Disclaimer.

### Secretarial Audit report for the year ended March 31, 2015:

As required under provisions of Section 204 of the Companies Act, 2013, the report in respect of the Secretarial Audit carried out by M/s. Rathi and Associates,

Company Secretaries in Form MR-3 for the FY2014-15 forms part to this report. The said report does not contain any adverse observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

### Statutory Auditors appointment:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P. Raj & Co., Chartered Accountants, the Statutory Auditors of the Company, hold office upto the conclusion of the Nineteenth (19th) Annual General Meeting. However, their appointment as Statutory Auditors of the Company is subject to ratification by the Members at every Annual General Meeting. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

### Cost Auditors:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with notifications/ circulars issued by the Ministry of Corporate Affairs from time to time and as per the recommendation of the Audit Committee, the Board of Directors at their meeting dated July 19, 2014, appointed M/s. Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditors of the Company for FY2014-15. The Cost Audit Report will be filed within the period stipulated under Companies Act, 2013.

In respect of FY2015-16, the Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Kishore Bhatia & Associates as the cost auditors of the Company. A resolution for ratification of the payment to be made for such appointment is included in the notice of the ensuing Annual General Meeting.

## OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

### Extract of Annual Return:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2015 made under the provisions of Section 92(3) of the Act is attached as Annexure V which forms part of this Report.

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

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

The details of foreign exchange earnings and outgo during the year under review is as below:

Value of Imports (on C. I. F. Basis) (₹ in Lakh)

Particulars	2014-15	2013-14
Materials	211.59	1,886.71
Capital Goods	66.14	29.79

Expenditure in Foreign currency (on payment basis) (₹ in Lakh)

Particulars	2014-15	2013-14
Foreign Travel	19.00	7.81
Professional Fees	101.04	201.99
Others	1,059.62	940.68

Earnings in Foreign Currency (on receipts basis) (₹ in Lakh)

Particulars	2014-15	2013-14
Sale of residential units	583.99	416.55
Hospitality services	5,459.73	5,062.32

### 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(I)(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(I)(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 or rights had accrued on the aforesaid 200 equity shares.

### Unclaimed and Unpaid Dividends

As on March 31, 2015, amounts of ₹16,145, ₹20,900, ₹43,246 and ₹48,752 are lying in the unpaid equity dividend account of the Company in respect of the dividends for FY2010-11, FY2011-12, FY2012-13 and FY2013-14 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.

### 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.

### 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 year under review, no complaints were filed with the Committee under the provisions of the said Act.

### 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.

### Management Discussion and Analysis Report

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

## ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, suppliers, bankers, business partners/associates, financial institutions and various regulatory authorities for their consistent support/encouragement to the Company.

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**

*Chairman & Managing Director*

Mumbai, April 30, 2015

DIN: 00011701

### Registered Office

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

CIN: L45200MH1998PLC114818

Telephone No. : +91 22 6677 3333

Fax No. : +91 22 6677 3334

Mail : [cs@oberoiirealty.com](mailto:cs@oberoiirealty.com)

Website : [www.oberoiirealty.com](http://www.oberoiirealty.com)

## ANNEXURE I

### Particulars of Loans, Guarantees and Investments

(₹ in Lakh)

Sr. No.	Name of the party	Nature of transactions	Amount at the beginning of the year	Net transactions during the year	Balance at the end of the year
1	I-Ven Realty Limited	Investment in debentures	6,979.50	53.50	7,033.00
2	Incline Realty Private Limited	Investment in equity shares	1.00	499.00	500.00
3	Integrus Realty Private Limited	Subscription of equity shares	–	1.00	1.00

For and on behalf of the Board of Directors

**Vikas Oberoi**

Chairman & Managing Director

DIN: 00011701

Mumbai, April 30, 2015

## ANNEXURE II

### Disclosure of Employees Stock Option Scheme:

Particulars	ESOP 2009 (Grant 1)
Options granted	13,49,553
Options vested	7,32,534
Options exercised	4,707
The total number of shares arising as a result of exercise of option	4,707
Options lapsed	2,10,649
Options cancelled	4,01,663
Exercise price	₹260
Variation of terms of options	None during the year
Money realised by exercise of options	12,23,820
Total number of options in force as on March 31, 2015	7,32,534
Employee-wise details of options granted during FY2014-15 to:	
– Key Managerial Personnel	N.A.
– Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year	N.A.
– Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	N.A.
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)	₹ 9.28
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 recognised 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, there would have been a reversal of employee compensation cost to the tune of ₹371.48 Lakh, profit before tax would had been higher by ₹371.48 Lakh and basic and diluted EPS would have been higher by Re. 0.11.

Particulars	ESOP 2009 (Grant 1)
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
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. The options outstanding as on March 31, 2015 are under Grant 1 of ESOP 2009, and are net of the options exercised/lapsed/cancelled/forfeited.

‘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.

For and on behalf of the Board of Directors

**Vikas Oberoi**

Chairman & Managing Director

DIN: 00011701

Mumbai, April 30, 2015

## ANNEXURE III

### Annual Report on CSR Activities

1. A brief outline of the Company’s CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects and programs

The following are the areas of emphasis for CSR activities under the CSR policy:

- a) Slum re-development, housing for economically weaker sections.
- b) Promotion of education by way of conservation, renovation of school buildings and classrooms.
- c) Efforts towards eradicating hunger, poverty and malnutrition, fulfilment of nutritional requirements of the needy, promoting healthcare and sanitation, including by way of creation of aids and facilities for differently abled persons.
- d) Efforts towards environment sustainability,

including by way of undertaking clean and renewable energy project, conservation of natural resources, protection of flora and fauna, maintenance of ecological balance, including by way of adoption of green belts, gardens, etc.

- e) Contribution to Prime Minister’s National Relief Fund or such other funds as may be recognised under Schedule VII of Companies Act, 2013.

During the year under review, the company has undertaken CSR activities for the protection of flora and fauna and the maintenance of ecological balance by adopting green belts.

The CSR Policy of the Company is available on the website of the Company at <http://www.oberoirealty.com/real-estate-investment/investors#!notice>

2. The composition of the CSR Committee

The CSR Committee comprises the following members:

- a) Mr. Vikas Oberoi (Chairman) (Non Independent Director).
- b) Ms. Bindu Oberoi (Non Independent Director).
- c) Mr. Venkatesh Mysore (Independent Director).
3. **Average Net Profit of the Company for the last three financial years:** ₹34,800.09 Lakh

4. **Prescribed CSR expenditure:** ₹696.00 Lakh

5. **Details of CSR expenditure during the financial year:**

- a) Total amount to be spent for the financial year: ₹696.00 Lakh.
- b) Amount unspent, if any: ₹680.06 Lakh

c) Manner in which the amount spent during the financial year is detailed below:

(1) Sr. No.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Project or programmes (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programme-wise (₹ in Lakh)	(6) Amount spent on the projects or programmes sub heads (₹ in Lakh):	(7) Cumulative expenditure up to the reporting period (₹ in Lakh)	(8) Amount spent - Direct or through implementing agency
1	Adoption of green belts	Protection of flora and fauna, maintenance of ecological balance	Local, State: Maharashtra, District: Mumbai	696.00	(1)Direct Expenditure on projects and programs: 15.40 (2) Overheads: ₹0.54	15.94	Direct
<b>Total</b>				696.00	15.94	15.94	

6. **Reasons for failure to spend the two percent of the average net profit of the last three financial years or any part thereof:**

The CSR activities carried/to be carried out by the Company is driven by the expertise of the management. Additionally, the Company gives preference to the local area(s) of its operations for CSR activities. The Company believes that the CSR should be in the field(s) which have substantial social impact and which co-relate with the philosophy of the Company to improve the quality of life. During the FY2014-15, the Company did not come across any project, which reflected the above approach and

hence the entire spending prescribed towards CSR could not be made during FY2014-15.

7. **Responsibility statement**

The CSR Committee hereby confirms that the implementation and monitoring of CSR policy has been carried out with all reasonable care and diligence and the same is in compliance with the CSR objectives and the policy of the company.

**Vikas Oberoi**  
(Managing Director and Chairman of CSR Committee)

Mumbai, April 30, 2015



## ANNEXURE V

### EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS

CIN	: L45200MH1998PLC114818
Registration Date	: May 8, 1998
Name of the Company	: Oberoi Realty Limited
Category/Sub-Category of the Company	: Company limited by shares/Indian Non-Government Company
Address of the Registered office and contact details	: Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai-400 063. Telephone No : (022) 6677 3333 Fax No : (022) 6677 3334 Email id : cs@oberoirealty.com
Whether listed company	: Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	: Link Intime India Private Limited C-13, Pannalal Silk Mill Compound, LBS Marg, Bhandup (West), Mumbai - 400 078 Telephone No : (022) 2594 6970 Fax No : (022) 2594 6969 Email id : rnt.helpdesk@linkintime.co.in

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service (NIC2008)	% to total turnover of the company
1	Construction and Real Estate Development	4100	82.47
2	Hospitality	5510, 5610, 5630	17.53



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	21,28,72,504	-	21,28,72,504	64.85%	21,28,72,504	-	21,28,72,504	64.85%	0%
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds	6,92,758	-	6,92,758	0.21%	28,46,906	-	28,46,906	0.87%	0.66%
b) Banks/Fl	422	-	422	0.00%	1,83,081	-	1,83,081	0.06%	0.06%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	4,45,26,683	-	4,45,26,683	13.57%	5,71,44,113	-	5,71,44,113	17.41%	3.84%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)-Foreign-Portfolio Investor (Corporate)	-	-	-	-	36,68,570	-	36,68,570	1.12%	1.12%
Sub-total (B)(1):	4,52,19,863	-	4,52,19,863	13.78%	6,38,42,670	-	6,38,42,670	19.45%	5.67%
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	31,62,415	-	31,62,415	0.96%	31,06,729	-	31,06,729	0.95%	(0.01)%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 Lakh	20,65,038	42	20,65,080	0.63%	26,01,479	42	26,01,521	0.79%	0.16%
ii) Individual shareholders holding nominal share capital in excess of ₹1 Lakh	1,85,768	-	1,85,768	0.06%	9,54,129	-	9,54,129	0.29%	0.23%
c) Others (specify)									
1. Promoter Group entities	3,33,02,442	-	3,33,02,442	10.15%	3,33,02,442	-	3,33,02,442	10.15%	-
2. Clearing Member	1,75,251	-	1,75,251	0.05%	2,70,306	-	2,70,306	0.08%	0.03%
3. Non Resident Indians (Repat)	1,63,666	-	1,63,666	0.05%	2,16,664	-	2,16,664	0.07%	0.02%
4. Non Resident Indians (Non Repat)	29,026	-	29,026	0.01%	44,800	-	44,800	0.01%	0.00%
5. Foreign Companies	3,10,55,247	-	3,10,55,247	9.46%	1,10,24,594	-	1,10,24,594	3.36%	(6.10)%
6. Directors / relatives	-	-	-	-	1,260	-	1,260	0.00%	N.A.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
7. Trusts	2,000	-	2,000	0.00%	350	-	350	0.00%	0.00%
Sub-total(B)(2):	7,01,40,853	42	7,01,40,895	21.37%	5,15,22,753	42	5,15,22,795	15.70%	(5.67%)
Total Public Shareholding (B)=(B)(1)+(B)(2)	11,53,60,716	42	11,53,60,758	35.15%	11,53,65,423	42	11,53,65,465	35.15%	0%
C. Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	32,82,33,220	42	32,82,33,262	100.00%	32,82,37,927	42	32,82,37,969	100.00%	0%

## ii. SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Vikas Oberoi	21,28,72,504	64.85	Nil	21,28,72,504	64.85	Nil	0%
	Total	21,28,72,504	64.85	Nil	21,28,72,504	64.85	Nil	0%

## iii. CHANGE IN PROMOTERS' SHAREHOLDING:

Vikas Oberoi (Promoter)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	21,28,72,504	64.85%	21,28,72,504	64.85%
Date wise increase/decrease in Promoters' Shareholding during the year, specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
At the end of the year	21,28,72,504	64.85%	21,28,72,504	64.85%

## iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS AS ON MARCH 31st, 2015 (OTHER THAN DIRECTORS, PROMOTERS):

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Net changes during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	R S Estate Developers Private Limited (a promoter group entity)	3,33,00,000	10.15	3,33,00,000	10.15	-	-
2	SSIII Indian Investments Two Ltd	3,10,55,247	9.46	1,10,24,594	3.36	(2,00,30,653)	(6.10)
3	Morgan Stanley Asia (Singapore) Pte.	-	0.00	63,83,347	1.94	63,83,347	1.94
4	Merrill Lynch Capital Markets Espana S.A. S.V.	23,90,436	0.73	51,55,076	1.57	27,64,640	0.84
5	Oppenheimer International Small Company Fund	-	0.00	36,95,783	1.13	36,95,783	1.13
6	Stichting Pensioenfonds ABP	-	0.00	35,67,000	1.09	35,67,000	1.09
7	Blackrock Global Funds Asian Dragon Fund	12,13,985	0.37	30,40,518	0.93	18,26,533	0.56
8	East Bridge Capital Master Fund Limited	-	0.00	26,85,234	0.82	26,85,234	0.82

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Net changes during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
9	FIL Investments(Mauritius)Ltd	-	0.00	25,62,640	0.78	25,62,640	0.78
10	Citigroup Global Markets Mauritius Private Limited	-	0.00	21,93,449	0.67	21,93,449	0.67
11	Pinebridge Investments Asia Limited A/C Pinebridge Investments CF Mauritius Ltd.	-		17,83,000	0.54	17,83,000	0.54

#### v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Vikas Oberoi				
	At the beginning of the year	21,28,72,504	64.85%	21,28,72,504	64.85%
	Date wise Increase/Decrease in Shareholding during the year, specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
	At the end of the year	21,28,72,504	64.85%	21,28,72,504	64.85%
2	Bindu Oberoi				
	At the beginning of the year	111	0.00%	111	0.00%
	Date wise Increase/Decrease in Shareholding during the year, specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
	At the end of the year	111	0.00%	111	0.00%
3	Saumil Daru (held singly and/ or jointly)				
	At the beginning of the year	1,260	0.00%	1,260	0.00%
	Date wise Increase/Decrease in Shareholding during the year, specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
	At the end of the year	1,260	0.00%	1,260	0.00%
4	Anil Harish				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year, specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil
5	T. P. Ostwal				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
6	Venkatesh Mysore				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil
7	Karamjit Singh Kalsi				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil
8	Bhaskar Kshirsagar				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. market purchase on allotment/transfer/bonus/sweat equity, etc.)	5	0.00%	5	0.00%
	Market purchase on August 1, 2014				
	At the end of the year	5	0.00%	5	0.00%

## V INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i + ii + iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
Addition	Nil	20,750.68	Nil	20,750.68
Reduction	Nil	8,047.00	Nil	8,047.00
Net change	Nil	12,703.68	Nil	12,703.68

Indebtedness at the end of the financial year

i) Principal Amount	Nil	12,703.68	Nil	12,703.68
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	12,703.68	Nil	12,703.68

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakh)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Vikas Oberoi (Managing Director)	Saumil Daru (Finance Director cum Chief Financial Officer)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	129.55	179.71	309.26
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option (as on March 31, 2015)	-	95,197 options	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	129.55	179.71	309.26
	Ceiling as per the Act	2,132.74	2,132.74	4,265.48

### B. REMUNERATION TO OTHER DIRECTORS:

(₹ in Lakh)

Particulars of Remuneration	Name of Directors			Total Amount
	Mr. Anil Harish	Mr. T.P. Ostwal	Mr. Venkatesh Mysore	
1. Independent Directors	Mr. Anil Harish	Mr. T.P. Ostwal	Mr. Venkatesh Mysore	
Fee for attending board/committee meetings	2.65	2.90	2.80	8.35
Commission	10.00	10.00	10.00	30.00
Others, please specify	Nil	Nil	Nil	Nil
Total (1)	12.65	12.90	12.80	38.35
2. Other Non-Executive Directors	Ms. Bindu Oberoi	Mr. Karamjit Singh Kalsi		
Fee for attending board/committee meetings	Nil	0.50		0.50
Commission	Nil	5.00		5.00
Others, please specify	Nil	Nil		Nil
Total (2)	Nil	5.50		5.50
Total (B) = (1+2)				43.85
Total Managerial Remuneration (A+B)				353.11
Overall Ceiling as per the Act				4,692.03

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lakh)

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO*	
1	Gross salary				19.54
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	19.54	-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	Nil	-	
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	Nil	-	
2	Stock Option (as on March 31, 2015)	-	2,168 options	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	- as % of profit	-	-	-	
	- others, specify	-	-	-	
5	Others, please specify	-	-	-	
	Total	-	19.54	-	19.54

\*The remuneration of CFO is the same as that of the Director - Finance, Mr. Saumil Daru, since he is the CFO for the purpose of Companies Act, 2013

### VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

**Vikas Oberoi**

Chairman & Managing Director

DIN: 00011701

Mumbai, April 30, 2015



## SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

### FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To  
The Board of Directors  
**OBEROI REALTY LIMITED**  
Mumbai

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by Oberoi Realty Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Oberoi Realty Limited ("the Company") as given in Annexure I, for the financial year ended on 31st March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - ii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - iii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
- i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - iv. The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; and
  - v. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
3. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure II.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s);

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **RATHI & ASSOCIATES**

*Company Secretaries*

Mumbai

Dated: 30th April, 2015

**Himanshu S. Kamdar**

*Partner*

FCS No. 5171

CP No. 3030

## ANNEXURE - I

### List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2014
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination Remuneration, Compensation and Management Development Committee, Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee, Operations Committee, Investment Committee and CSR Committee along with Attendance Register held during the financial year under report.
4. Minutes of General Body Meetings held during the financial year under report.
5. Statutory Registers viz.
  - Register of Directors & KMP and their Shareholding
  - Register of Employee Stock Options
  - Register of loans, guarantees and security and acquisitions made by the Company (Form No. MBP-2)
  - Register of Charge (Form No. CHG-7)
  - Register of Contract (Form No. MBP-4)
  - Register of Investments (Form No. MBP-3)
6. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and 184 of the Companies Act, 2013.
8. Intimations received from directors under the prohibition of Insider Trading Code.
9. e-Forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report.
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
11. Documents related to payments of dividend made to its shareholders during the financial year under report.
12. Documents related to issue of shares under ESOP Scheme viz. ESOP Scheme, Exercise forms, Listing applications, Corporate Action Form, etc. filed with Stock Exchanges and Listing approvals received thereon.

## ANNEXURE - II

### List of applicable laws to the Company

#### Real Estate Development:

1. Development Control Regulations for Greater Mumbai, 1991
2. Maharashtra Regional and Town Planning Act, 1966
3. Mumbai Municipal Corporation Act, 1888
4. Maharashtra Land Revenue Code, 1966

#### Property related Acts:

1. Registration Act, 1908
2. Indian Stamp Act, 1899
3. Trade Marks Act, 1999
4. Transfer of Property Act, 1882
5. Bombay Stamp Act, 1958
6. Maharashtra Ownership Flats Act, 1963

#### Taxation:

1. Income Tax Act, 1961
2. Wealth Tax Act, 1957
3. Maharashtra Value Added Tax Act, 2002
4. Central Sales Tax Act, 1956
5. Finance Act, 1994 (Service Tax)
6. Customs Act, 1962
7. Foreign Trade Policy
8. Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

#### Corporate Laws:

1. Companies Act, 1956/ Companies Act, 2013 (to the extent applicable)
2. Listing agreement with the Stock Exchanges
3. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

4. Foreign Exchange Management Act, 1999
5. FEMA (Acquisition and Transfer of Immovable Property in India) Regulations, 2000

#### Personnel Laws:

1. Employees Provident Fund & Miscellaneous Provisions Act, 1952
2. Contract Labour (Regulation and Abolition) Act, 1970
3. Bombay Shops and Establishment Act, 1948
4. Employee's Deposit Linked Insurance Scheme, 1976
5. Employees State Insurance Act, 1948
6. Bombay Labour Welfare Fund Act, 1953
7. Maharashtra Contract Labour (Regulation and Abolition) Rules, 1971
8. Payment of Bonus Act, 1965
9. Employment Exchange Act, 1959
10. Maternity Benefit Act, 1961
11. Payment of Gratuity Act, 1972
12. Payment of Wages Act, 1936
13. Minimum Wages Act, 1948
14. Workmen's Compensation Act, 1923

#### Specific to Hotel Related Laws:

1. Bombay Police Act, 1951
2. Bombay Prohibition Act, 1949
3. Copy Right Act
4. Prevention & Control of Pollution Act, 1974
5. Maharashtra Prevention of Food Adulteration Rules, 1962
6. BMC Act U/s 394
7. The Indian Boiler Act, 1923

# MANAGEMENT DISCUSSION AND ANALYSIS

## Economic review

### Global economy

Global growth in 2014 was lower than initially expected, continuing a pattern of disappointing outturns over the past several years. At the same time, demand for oil has weakened due to the slowdown in China and the persistent sluggishness of the Eurozone and Japan.

Several major forces are driving the global outlook: soft commodity prices; persistently low interest rates but increasingly divergent monetary policies across major economies; and weak world trade. In particular, the sharp decline in oil prices since mid-2014 will support global activity and help offset some of the headwinds to growth in oil-importing developing economies like India. However, it will dampen growth prospects for oil-exporting countries, with significant regional repercussions.

### Indian economy

The overall economic situation in the country is looking better and the basic parameters of the Indian economy are moving in the right direction. According to the Indian Finance Ministry, the annual growth rate of the Indian economy is projected to have increased to 7.4% in 2014-15 as compared with 6.9% in the fiscal year 2013-14.

Indian inflation has moderated sharply as global oil prices have slumped since last year. Further, with inflation being at a record low, the Reserve Bank of India has reduced repo rate by 50 basis points in Q4 of 2014-15. This will result in the reduction in interest rates, which will further boost the overall Indian economy.

## Industry review

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces.

According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received foreign direct investment (FDI) equity inflows to the tune of US\$ 24,012.87 million in the period April 2000-December 2014.

The government has taken several initiatives to encourage the development in the sector, the key ones being:

- Relaxation in the norms to allow foreign direct investment (FDI) in the construction development sector. This move is expected to boost affordable housing projects and smart cities across the country.
- The Government of Maharashtra has announced a series of measures to bring transparency and increase the ease of doing business in the real estate sector.
- Clearance of model real estate bill by the Union Cabinet.
- The Securities and Exchange Board of India (SEBI) has notified final regulations that will govern real estate investment trusts (REITs) and infrastructure investment trusts (InvITs). This move will enable easier access to funds for developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors. Tax efficiency can be critical to the success of REITs. While the basic framework for one-level taxation has been laid down by the Finance (No. 2) Act, 2014 and supplemented by the Finance Bill, 2015, certain challenges persist in structuring a REIT.

Real estate contributed about 6.3% to India's gross domestic product (GDP) in 2013. The market size of the sector is expected to increase at a compound annual

growth rate (CAGR) of 11.2% during FY 2008-2020 to touch US\$ 180 billion by 2020.

## Mumbai Real Estate

The property prices remained elevated in Mumbai largely because developers were hit hard by the 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 ongoing slowdown in both organised retail and real estate sector.

The proposed Development Plan 2034 for Mumbai has been sent back to the drawing board. Your Company will continue to monitor developments on this account.

## Opportunities and challenges

### Opportunities

As India awaits policy reforms to pick up speed, 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 capitalise 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 realisations.
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 emphasises contemporary design and quality construction – a key factor of success.
6. **Transparency:** Follows a strong culture of corporate governance and ensures transparency and a high level 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 FY2015

Your company received an overwhelming response to the launch of 2 projects at Mulund, Eternia and Enigma. In less than 3 months of launch at Mulund, your company has been able to generate an order book of ₹1,01,085.44 Lakh, resulting from sale of 416,724 sq. ft of carpet area.

Similar response was witnessed to Prisma project launched at Andheri (East). Your company was able to sell 63,572 sq ft of carpet area, thereby registering an order book of ₹17,296.91 Lakh.

Last year, 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 located on the Western Express Highway in Borivali (E), a western suburb in Mumbai. The company concluded the transaction and the conveyance of the land has been duly registered in the name of your Company.

### Business overview

Despite the subdued performance of overall sector, your Company was able to sell nearly 6,10,958 sq.ft. carpet area in FY2015 as compared to approx. 164,611 sq.ft carpet area in FY2014.

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 FY2015 highlights for the various projects are given below:

Oberoi Mall	
<b>Revenues</b> ₹ 9,713.03 Lakh (₹ 9,813.30 Lakh in FY2014)	<b>Occupancy</b> 99.23% (98.84% in FY2014)

Commerz I & II (Office Space)	
<b>Revenues</b> ₹ 4,780.25* Lakh (₹ 5,037.39 Lakh in FY2014)	<b>Occupancy</b> 83.96% (85.23% in FY2014)

\*including revenue from Commerz II for 1 month

The Westin Mumbai Garden City (Hospitality)	
<b>Revenues</b> ₹ 12,472.30 Lakh (₹ 11,531.29 Lakh in FY2014)	<b>Occupancy</b> 78.51% (75.09% in FY2014)

Oberoi Exquisite (Residential)	
<b>Cumulative units sold</b> 663 units	<b>Total sales volume</b> ₹ 1,82,041.97 Lakh, 100% of which has been recognized as revenue till FY2015

Esquire (Residential)	
<b>Cumulative units sold</b> 452 units	<b>Total sales volume</b> ₹ 1,44,804.27 Lakh, there is no revenue recognition from this project as it is yet to reach the requisite threshold limit

## ii) Mulund (West)

Your Company is developing two land parcels (adjacent to each other) of approximately 9 acres each situated at Mulund (West), eastern suburbs, Mumbai, having a potential of developing approximately 2 Million Sq. ft. of carpet area.

The project comprises of two premium high storey

residential towers namely, Eternia and Enigma. The project site is situated on LBS Marg, overlooking Yeoor Hills and Borivali national park to the west and Eastern Express Highway to the east. The project is your Company's first development in the eastern suburbs of Mumbai and it offers configurations in various sizes of 3 BHK and 4 BHK. The pricing sets the target audience to include Upper Middle class and NRIs.

Eternia (Residential)	
<b>Cumulative units sold</b> 252 units	<b>Total sales volume</b> ₹ 59,776.48 Lakh, there is no revenue recognition from this project as it is yet to reach the requisite threshold limit

Enigma (Residential)	
<b>Cumulative units sold</b> 110 units	<b>Total sales volume</b> ₹ 41,308.97 Lakh, there is no revenue recognition from this project as it is yet to reach the requisite threshold limit



### iii) Prisma

Your Company is developing Prisma, a residential building with an estimated total carpet area of about 0.175 Million Sq. ft., which is a part of the ongoing projects within the Oberoi Splendor Complex. Prisma is conveniently located on the arterial Jogeshwari Vikhroli Link Road in the Western suburbs of Mumbai and overlooking Aarey Milk Colony.

Prisma (Residential)	
<b>Cumulative units sold</b> 32 units	<b>Total sales value</b> ₹ 17,296.91 Lakh, of which ₹ 6,144.22 Lakh has been recognized as revenue till FY2015

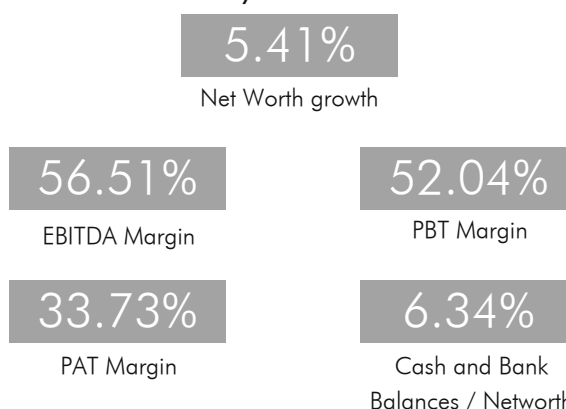
### iv) Oasis (Worli)

This is a joint venture to develop a mixed-use project in Worli, located on the arterial Annie Besant Road consisting 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 FY2015 is provided below.

#### I. Balance sheet analysis



A comparative table showing synopsis of FY2015 versus FY2014 Balance Sheet is provided below:

(₹ in Lakh)

Consolidated Balance Sheet as at March 31,	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
<b>EQUITY AND LIABILITIES</b>				
Shareholders' funds				
Share capital	32,823.80	32,823.33	0.47	0.00%
Reserves and surplus	4,30,604.82	4,06,815.78	23,789.04	5.85%
<b>Net worth</b>	<b>4,63,428.62</b>	<b>4,39,639.11</b>	<b>23,789.51</b>	<b>5.41%</b>
Non-current liabilities	83,460.97	18,554.12	64,906.85	349.82%
Current liabilities	1,65,106.28	90,510.02	74,596.26	82.42%
<b>Total</b>	<b>7,11,995.87</b>	<b>5,48,703.25</b>	<b>1,63,292.62</b>	<b>29.76%</b>
<b>ASSETS</b>				
Non-current assets	2,55,399.45	2,60,654.56	(5,255.11)	(2.02%)
Current assets	4,56,596.42	2,88,048.69	1,68,547.73	58.51%
<b>Total</b>	<b>7,11,995.87</b>	<b>5,48,703.25</b>	<b>1,63,292.62</b>	<b>29.76%</b>

**i) Non-Current Liabilities** (₹ in Lakh)

	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
Long term borrowings	72,991.61	7,500.00	65,491.61	873.22%
Deferred tax liabilities / (assets)	2,424.77	2,195.01	229.76	10.47%
Trade payables	101.08	1,088.10	(987.02)	(90.71%)
Other long term liabilities	7,824.42	7,666.19	158.23	2.06%
Long-term provisions	119.09	104.82	14.27	13.61%
<b>Total</b>	<b>83,460.97</b>	<b>18,554.12</b>	<b>64,906.85</b>	<b>349.82%</b>

**ii) Current Liabilities** (₹ in Lakh)

	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
Short term borrowings	10,814.17	106.17	10,708.00	10085.71%
Trade payables	4,075.86	2,428.00	1,647.86	67.87%
Other current liabilities	1,41,927.34	80,193.72	61,733.62	76.98%
Short-term provisions	8,288.91	7,782.13	506.78	6.51%
<b>Total</b>	<b>1,65,106.28</b>	<b>90,510.02</b>	<b>74,596.26</b>	<b>82.42%</b>

**iii) Non-Current Assets** (₹ in Lakh)

	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
Fixed Assets including CWIP	1,03,654.34	1,09,948.75	(6,294.41)	(5.72%)
Goodwill on consolidation	26,538.27	26,538.27	-	0.00%
Non-current investments	1.21	1.12	0.09	8.04%
Long-term loans and advances	1,25,205.63	1,24,166.42	1,039.21	0.84%
<b>Total</b>	<b>2,55,399.45</b>	<b>2,60,654.56</b>	<b>(5,255.11)</b>	<b>(2.02%)</b>

**iv) Current Assets** (₹ in Lakh)

	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
Current investments	-	4,962.74	(4,962.74)	(100.00%)
Inventories	3,48,174.74	1,64,912.58	1,83,262.16	111.13%
Trade receivables	8,281.35	8,619.62	(338.27)	(3.92%)
Cash and bank balance	29,368.49	49,974.07	(20,605.58)	(41.23%)
Short-term loans and advances	70,412.57	59,041.42	11,371.15	19.26%
Other current assets	359.27	538.26	(178.99)	(33.25%)
<b>Total</b>	<b>4,56,596.42</b>	<b>2,88,048.69</b>	<b>1,68,547.73</b>	<b>58.51%</b>

## II. Profit and Loss Analysis

A comparative table showing synopsis of FY2015 versus FY2014 of statement of Profit and Loss is provided below:

(₹ in Lakh)

	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
Revenue From Operations	92,266.75	79,845.45	12,421.30	15.56%
Other Income	1,749.05	5,706.03	(3,956.98)	(69.35%)
Total Revenue	94,015.80	85,551.48	8,464.32	9.89%
Total Expenses	40,887.92	36,367.67	4,520.25	12.43%
Depreciation and amortisation	4,029.30	2,714.85	1,314.45	48.42%
Interest and finance charges	176.24	31.25	144.99	463.97%
Profit Before Tax	48,922.34	46,437.71	2,484.63	5.35%
Profit After Tax	31,711.98	31,106.23	605.75	1.95%
Basic and diluted EPS (₹)	9.66	9.48	0.18	1.90%

### i) Revenue from Operations

(₹ in Lakh)

	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
Revenue from projects	59,028.84	48,036.62	10,992.22	22.88%
Revenue from hospitality	12,169.16	11,180.14	989.02	8.85%
Rent and other related revenue	16,497.88	16,175.85	322.03	1.99%
Property and project management revenue	3,396.68	3,025.65	371.03	12.26%
Other operating revenue	1,174.19	1,427.19	(253.00)	(17.73%)
<b>Total</b>	<b>92,266.75</b>	<b>79,845.45</b>	<b>12,421.30</b>	<b>15.56%</b>

### ii) Expenses

(₹ in Lakh)

	2015	2014	Increase / (Decrease)	% Increase / (Decrease)
Operating costs	31,479.98	28,965.50	2,514.48	8.68%
Employee benefits expense	5,264.66	4,424.12	840.54	19.00%
Other expenses	4,143.28	2,978.05	1,165.23	39.13%
<b>Total</b>	<b>40,887.92</b>	<b>36,367.67</b>	<b>4,520.25</b>	<b>12.43%</b>

### III. Cash Flow Analysis

A comparative table of FY2015 versus FY2014 Cash Flows is provided below:

(₹ in Lakh)

Cash Flow	For the year ended March 31,	
	2015	2014
Opening Cash & Cash Equivalents	49,429.57	29,750.31
Net Cash Inflow / (Outflow) from operating activities	(97,122.95)	(51,731.26)
Net Cash Inflow / (Outflow) from investing activities	(5,510.11)	71,487.70
Net Cash Inflow / (Outflow) from financing activities	69,360.71	(77.18)
Closing Cash & Cash Equivalents	16,157.22	49,429.57
Closing Cash & Cash Equivalents including Fixed Deposits having maturity of more than 3 months	29,368.49	49,974.07

### Human resources

Your company's closing headcount for the FY2014-15 was 1102. This year also the focus remained on strategic hiring, provide talent with an environment that fosters continuous learning, recognition, innovation and leadership development.

**Hiring:** The Company believes in hiring and working with the best which is evident through the hiring process. Passionate about learning and growth; your Company believes in hiring lifelong learners and providing them an environment that fosters continuous learning, innovation and leadership development. Your Company also believes in long and happy relations for its employees. A right fit is as critical to your Company as it is to the prospective employee. Hence the characteristics that your Company seeks as an employer in a prospective employee become critical during the hiring process. Your Company's values and culture drive the characteristics that it seeks as employers from all prospective employees. Your Company has evolved a multi-tier hiring process to assess compatibility level of an individual on the technical/functional level and cultural fit on an organizational level. With an intention of building its team for the new projects in pipeline, last year the hiring count touched 140 numbers.

**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 development programs that your Company undertook since it feels that continuous development will embrace success both at the organization and individual level based on the training needs shared by the respective Departmental Heads. Over the year, 53 training programs, both technical & behavioral that spanned over 72 training days were conducted. Of the total training cost, around 51% was invested in Technical training while 49% was invested in Behavioral training.

**Performance Management System:** Feedback is a continuous process, wherein any important milestones are celebrated at team level. Acknowledgment forms an integral part of the culture. An employee's efforts never go unrecognized as your Company believes that a motivated employee is always a happy employee. The performance management system that was introduced two years ago ensures meritorious performance is recognized, encouraged and appreciated. This has immensely helped in setting a base for a structured performance discussion between the line managers and subordinates. Performance discussions are carried out at

regular intervals (monthly basis) to make sure that every individual in the team is aware of the expectations with respect to ones performance at work.

**Employee Welfare:** To nurture an environment of fun & camaraderie among the employees, the organization celebrates several events/ festivals/ get together. Over 9 events, both fun & CSR were organized across the organization. This year as well, your Company continued to engage its employees with personalized and organization wide health initiative through a tie up with a leading health service company which covers a series of regular health check with private consultations by doctors and dieticians, awareness seminars delivered by doctors, physiotherapy & yoga sessions and weekly health recipes. With close monitoring of the health of its employees the initiative concludes every year by recognizing 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 / 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. Your Company also enters into MOUs and makes advances for the land / land development rights prior to entering into definitive agreements. The ensuing negotiations may result in either a transaction for the acquisition of the land / land development rights or the Company getting a refund of the moneys advanced.

### **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**

FY2016 outlook would be governed by the implementation of REIT Regulations, the proposed New Real Estate Bill and the New Development Plan for Mumbai. We expect FY2016 to be the start of growth year for the Indian economy as a whole in view of various measures being taken by the new government to boost manufacturing and infrastructure development in the country. Economists expect India's GDP growth in the range of 7.0-8.0% for FY2016. Your company will target to ensure steady operations and deliver high quality projects for its customers.

### **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 reviewing the 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 your Company's current views with respect to future events and financial performance. The 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, 2015

## Corporate Governance philosophy

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

The philosophy of Corporate Governance is a principle based approach as codified in Clause 49(I) of the Listing Agreement, encompassing the fundamentals of rights and roles of various stakeholders of the Company, disclosure, transparency and board responsibility.

Your Company is in compliance with the requirements of Clause 49 on Corporate Governance as they stood during the relevant period of FY2014-15. All clauses/ references in this section on corporate governance refer to the Clause 49 of Listing Agreement as it stands as on March 31, 2015.

A report on the matters mentioned in the said clause and the practices / procedures followed by your Company for the year ended March 31, 2015 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, 2015

Your Company has the combination of Executive and Non-Executive Directors in conformity with Clause 49 of the Listing Agreement.

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

The Chairman of the Board is an Executive Director.

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

The Independent Directors of the company are in compliance with the provisions of Clause 49(II)(B)(2). 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(II)(D)(2) of the Listing Agreement.

The composition of Board of Directors as on March 31, 2015 and other relevant details are as under:

Name	Category	Attendance			Directorships <sup>(A)</sup> / Mandatory committee <sup>(B)</sup> Memberships			
		No. of Board Meetings held during the year <sup>1</sup>	No. of Board Meetings attended	Last AGM attendance	Directorship in public companies <sup>(C) (D)</sup>	Directorship in private companies	Membership of mandatory committees <sup>(C)</sup>	Chairmanships of mandatory committees <sup>(C)</sup>
Mr. Vikas Oberoi (Chairman and Managing Director)	Executive, Non - Independent Director (Promoter)	5	5	Yes	7	11	4	-
Mr. Anil Harish	Non - Executive, Independent Director	5	5	Yes	7	6	4	2
Ms. Bindu Oberoi	Non-Executive, Non-Independent Director (Promoter Group)	5	3	Yes	10	8	0	1
Mr. T.P. Ostwal	Non - Executive, Independent Director	5	5	Yes	4	3	1	5
Mr. Karamjit Singh Kalsi <sup>2</sup>	Non - Executive, Independent Director	2 <sup>3</sup>	1	N.A.	1	-	0	0
Mr. Saumil Daru <sup>4</sup>	Executive, Non-Independent Director	4 <sup>5</sup>	4	Yes	4	2	0	0
Mr. Venkatesh Mysore	Non - Executive, Independent Director	5	5	Yes	3	2	2	-

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

2 appointed w.e.f. September 12, 2014.

3 two meetings were held since his appointment.

4 appointed w.e.f. May 10, 2014.

5 four meetings were held since his appointment.

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 Stakeholders Relationship 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.

Also, a separate meeting of Independent Directors was held on January 16, 2015, which was attended by the following Independent Directors:

1. Mr. Anil Harish,
2. Mr. T.P. Ostwal,
3. Mr. Venkatesh Mysore.

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

None of the Independent Directors has any pecuniary relationship, transaction or association with the Company, save and except professional services rendered by certain firms in which Independent Directors are partners, on an arms length basis.

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

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

Your Board meets at least four times a year and the interval between any such two meetings has not been more than one hundred and twenty days. 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 FY2014-15, meetings of the Board of Directors were held on:

- April 5, 2014
- May 10, 2014
- July 19, 2014
- October 18, 2014
- January 16, 2015

Additionally a separate meeting of Independent Directors was held on January 16, 2015.

## 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 update on operations.
- Financial results for the relevant period along with limited review / audit report thereon.
- Minutes of various committee meetings of the Company and minutes of board meetings of subsidiary companies.
- Statement of investments made by unlisted subsidiaries.
- Shareholding pattern as per Clause 35 of the Listing Agreement.
- Statement of shareholder grievance received/ disposed during each quarter.
- The information on recruitment and remuneration of senior officers just below the board level.
- Approval of related party transactions.

## 4. Directors' Tenure and Remuneration

During the year under review Mr. Vikas Oberoi, was re-appointed as the Managing Director of the Company for a term of five years commencing from December 4, 2014 upto December 3, 2019. He is being paid remuneration in accordance with the terms and conditions contained in the employment contract entered into with the Company.

Also, during the year under review Mr. Saumil Daru has been appointed as the Director – Finance for a period of five years commencing from May 10, 2014 upto May 9, 2019, and is paid remuneration as per the terms of his employment. Mr. Saumil Daru is also the chief financial officer for the purposes of Listing Agreement and Companies Act, 2013.

Mr. Anil Harish, Mr. T.P. Ostwal and Mr. Venkatesh Mysore have been appointed as Independent Directors for a term of five years effective August 27, 2014. In terms of provisions of Companies Act, 2013, the resolution for appointment of Mr. Karamjit Singh Kalsi as an Independent Director for a period

of five years shall be placed before ensuing Annual General Meeting.

The Independent Directors are paid sitting fees for attending meetings of Board / Board Committees and an annual commission.

The details of the remuneration/ compensation of the Executive and Non-Executive Directors for the year ended March 31, 2015 is as follows: (₹ in Lakh)

Name	Salary	Allowances	Sitting fee	Commission*
<b>Executive Director</b>				
Mr. Vikas Oberoi <sup>(A)</sup>	80.97	48.58	-	-
Mr. Saumil Daru	56.40	123.31	-	-
<b>Non Executive Director</b>				
Mr. Anil Harish	-	-	2.65	10.00
Ms. Bindu Oberoi	-	-	-	-
Mr. T.P. Ostwal	-	-	2.90	10.00
Mr. Venkatesh Mysore	-	-	2.80	10.00
Mr. Karamjit Singh Kalsi	-	-	0.50	5.00

A. Excluding defined benefit plan.

\* to be paid subsequent to shareholder's approval.

Further, during the year under review, commission pertaining to FY2013-14 of ₹10 Lakh each was paid to Mr. Anil Harish, Mr. T.P. Ostwal and Mr. Venkatesh Mysore within the prescribed limits.

None of the Directors, except Mr. Saumil Daru hold any stock options under the employee stock option scheme of the Company. The stock options held by Mr. Saumil Daru were granted to him in

year 2010 when he was the chief financial officer of the Company.

During the year under review, your Company has availed professional services on arm's length basis from firms in which independent directors viz., Mr. T. P. Ostwal (Chartered Accountant) and Mr. Anil Harish (Lawyer) are partners.

## 5. Shareholding of Directors in the Company as on March 31, 2015

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
Mr. Saumil Daru	1,260*	0.00
<b>Total</b>	<b>21,28,73,875</b>	<b>64.85</b>

\* including shares held jointly with his relatives.

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, 2015.

## 6. Appointment/reappointment of Directors

In terms of Section 152 read with Section 149(13) of the Companies Act, 2013, Ms. Bindu Oberoi is liable to retire by rotation. The said Director has offered herself for reappointment and resolution for her reappointment, is incorporated in the Notice of the ensuing Annual General Meeting.

Mr. Karamjit Singh Kalsi has been appointed as an Additional Director and in terms of Section 161(1) of the Companies Act, 2013 he shall hold office till the date of ensuing Annual General Meeting. In terms of Section 160(1) of the Companies Act, 2013, the Company has received a notice from a member intending to propose Mr. Karamjit Singh Kalsi as a candidate for the office of Director of the Company

along with a deposit of ₹1 Lakh.

The brief profile and other information as required under Clause 49(VIII)(E) of the Listing Agreement relating to Ms. Bindu Oberoi and Mr. Karamjit Singh Kalsi forms part of the Notice of ensuing Annual General Meeting.

## 7. Familiarization Programme for Independent Directors

The Independent Directors are familiarized, *inter alia*, with the Company, their duties, roles and responsibilities, the nature of the industry, the business model of the Company. The details of the same can be viewed at <http://www.oberoirealty.com/real-estate-investment/investors#!notices>.

## 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 FY2014-15.

Mumbai, April 30, 2015

Vikas Oberoi  
Chairman & Managing Director

## Audit committee

The composition of the Audit Committee as on March 31, 2015 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	Non- Independent Director

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

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

- May 10, 2014
- July 19, 2014
- October 18, 2014
- January 16, 2015

All the above meetings were attended by all the members of the Committee.

The Audit Committee met four times in a year and the time interval between any two Audit Committee meetings was not more than four months.

During the year under review, the scope of the Audit Committee was enhanced to include functions as required

to be discharged by the Committee under the Companies Act, 2013 and the amendments in listing agreement effective October 1, 2014. The terms of reference and power of the Audit Committee is as mentioned in Clause 49 (III) 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 and, 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, scrutiny of inter-corporate loans and investments.

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

### Nomination, Remuneration, Compensation And Management Development Committee

Section 178(1) of the Companies Act, 2013 requires every listed company to constitute a 'Nomination and Remuneration Committee'. Accordingly, during the year under review, the name of 'Management Development, Remuneration and Compensation Committee' was changed to 'Nomination, Remuneration, Compensation and Management Development Committee'.

The composition of this Committee as on March 31, 2015 is as under:

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

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

- May 10, 2014
- July 19, 2014
- October 18, 2014
- January 16, 2015

The attendance of members of Nomination, Remuneration, Compensation and Management Development Committee at the committee meetings during the year ended March 31, 2015 is as under:

Name of Members	Number of Meetings	
	Held	Attended
Mr. Anil Harish (Chairperson)	4	4
Ms. Bindu Oberoi	4	2
Mr. T.P. Ostwal	4	4
Mr. Vikas Oberoi	4	4
Mr. Venkatesh Mysore	4	4

During the year under review, the scope, terms of reference and the role of the Committee was expanded to comply with the requirements of the provisions of Section 178 the Companies Act, 2013 and revised Clause 49(IV) of the Listing Agreement.

This Committee also discharges the functions of the 'Compensation Committee' as prescribed under the SEBI (Share Based Employee Benefits) Regulations, 2014. The role of the Committee, *inter alia*, is to approve/ recommend the remuneration/ packages of the Executive and Non-Executive Directors and of Senior Management Personnel and to lay down the criteria for performance evaluation of Board of Directors as a whole, individual directors and the committees of the Board.

### Brief about Remuneration Policy:

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

- A. Remuneration structure of Executive and Independent Directors:
  - i. Independent Directors receive remuneration by way of sitting fees for attending meetings of Board and Board Committees (where they are members) and commission as recommended by the Nomination, Remuneration, Compensation and Management

Development Committee and approved by the Board and shareholders (wherever required) subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

- ii. The total commission payable to the Independent Directors shall not exceed 1% of the net profit of the Company.
- iii. The remuneration/ compensation/ commission etc. to be paid to Managing Director/Whole-time Director/Executive Director etc. shall be as per their employment contract/ terms of appointment, subject to the limits and conditions under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and the approval of the shareholders.

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

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

The remuneration to Directors is disclosed under Point No. 4 of this Report under the title 'Board of Directors - Directors' Tenure and Remuneration'.

#### Service contract / notice period / severance fees

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

The employment of Mr. Saumil Daru is governed by the employment policy of the Company, under which both the Company and Mr. Saumil Daru can terminate the

employment of the office of the Director- Finance by giving one month notice.

#### Stakeholders Relationship/Shareholders'/ Investors' Grievance Committee

Section 178(5) of the Companies Act, 2013 requires every listed company to constitute a 'Stakeholders Relationship Committee'. Accordingly, during the year under review, the name of the Shareholders'/ Investors' Grievance Committee was changed to 'Stakeholders Relationship/ Shareholders'/ Investors' Grievance Committee'.

The composition of this Committee as on March 31, 2015 is as under:

Name of Members	Category
Ms. Bindu Oberoi (Chairperson)	Non-Executive Non-Independent Director
Mr. T.P. Ostwal	Non-Executive Independent Director
Mr. Vikas Oberoi	Executive 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 May 10, 2014, July 19, 2014, October 18, 2014 and January 16, 2015.

The attendance of members of Stakeholders Relationship/ Shareholders'/ Investors' Grievance Committee at the committee meetings during the year ended March 31, 2015 is as under:

Name of Members	Number of Meetings	
	Held	Attended
Ms. Bindu Oberoi (Chairperson)	4	2
Mr. T.P. Ostwal	4	4
Mr. Vikas Oberoi	4	4

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

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

#### Number of Investor Complaints

- pending at the beginning of the financial year	Nil
- received during the financial year	4
- disposed off during the financial year	4
- pending at the end of the financial year	Nil

#### Nature of Complaint

- Non- receipt of Dividend	2
- Non-receipt of Annual Report	2

### Corporate Social Responsibility Committee

In compliance with provisions of Section 135 of the Companies Act, the Board of Directors of the Company has constituted a Corporate Social Responsibility Committee during the year under review.

The composition of this Committee as on March 31, 2015 is as under:

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

Mr. Bhaskar Kshirsagar, the Company Secretary, is the Secretary to the Committee.

During the year under review, two meetings of the said Committee were held on October 18, 2014 and January 16, 2015 and attendance of members of the Committee at the said meeting is as under:

Name of Members	Number of Meetings	
	Held	Attended
Mr. Vikas Oberoi (Chairperson)	2	2
Ms. Bindu Oberoi	2	1
Mr. Venkatesh Mysore	2	2

The role of the Committee is to formulate and recommend

to the Board a Corporate Social Responsibility Policy, recommend the amount of yearly CSR expenditure and also monitoring the implementation and functioning of Corporate Social Responsibility Policy.

### Operations Committee

The composition of this Committee as on March 31, 2015 is as under:

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

During the year, three 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

The composition of this Committee as on March 31, 2015 is as under:

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

During the year under review, one meeting of the said Committee was held on July 19, 2014 and was attended by all members. 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(V)(A) 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. Mr. Venkatesh Mysore, an Independent Director is also a Director on the Board of Directors of Oberoi Constructions Limited.

As required under Clause 49(V)(D) of the Listing Agreement, the Company has formulated a policy for determining 'Material Subsidiaries' and the same has been posted on Company's website at '<http://www.oberoirealty.com/real-estate-investment/investors#!notices>'

## Disclosures

1. Save and except, the unsecured, interest free and repayable on demand borrowings from Mr. Vikas Oberoi, the Managing Director and Promoter of the Company, the outstanding amount of which as on March 31, 2015 is ₹10,708.00 Lakh, there are no Material Related Party Transactions as defined under Clause 49(VI) of the Listing Agreement. As per the Listing Agreement a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. A resolution seeking shareholder's approval for the said Material Related Party Transactions forms is contained in the notice of the ensuing Annual General Meeting. The disclosure of all related party transactions is set out in notes forming part of the financial statements. Your Company has framed a policy on dealing with Related Party Transactions and the same is posted on the Company's website at <http://www.oberoirealty.com/real-estate-investment/investors#!notices>.

2. No penalties or strictures have been imposed on your

Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

3. Your Company has a 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 relating to Corporate Governance. Further, your Company has adopted two non-mandatory requirements of Clause 49 of the Listing Agreement relating to (i) endeavor to have unqualified financial statements, and (ii) direct reporting of the Internal Auditor to the Audit Committee.
5. The CEO/CFO certification in terms of Clause 49(IX) 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:

(₹ in Lakh)	
Particulars	Amount
<b>As Auditor</b>	
Audit Fees (including for Limited Review)	35.00
Tax audit fees	7.50
<b>In other capacities</b>	
Taxation matter	7.50
Out of pocket expenses	0.22

## Company's means of communication

Website	Your Company maintains a website <a href="http://www.oberoirealty.com">www.oberoirealty.com</a> , wherein there is a dedicated section 'Investor Corner'. The website provides details, <i>inter alia</i> , about the Company, its performance including quarterly financial results, annual reports, press release, conference call invites, transcript of analyst conference call, analyst/ investor presentation, share price data, unpaid dividend details, shareholding pattern, contact details etc.
Quarterly/Annual Financial Results	Generally published in Economic Times (all editions) and Maharashtra Times, Mumbai edition. The results are also uploaded by BSE and NSE on their website <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> respectively
Stock exchanges	As per the Listing Agreement all periodical information, including the statutory filings and disclosures, 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 <a href="mailto:cs@oberoirealty.com">cs@oberoirealty.com</a> 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, 2014	August 27, 2014	3.00 PM	The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018
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

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

Annual General Meeting held on August 27, 2014:

- Authority to borrow moneys in excess of paid up capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.
- Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.
- Approval of offer or invitation to subscribe Non-Convertible Debentures on private placement.

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.

### Postal ballot

During FY2014-15, 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	July 1, 2015, 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 June 27, 2015 to July 1, 2015 (both inclusive)		
Rate of dividend and dividend declaration date	<p>₹ 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 July 1, 2015.</p> <p>The proposed dividend, if so approved, will be paid to the members whose names appear on the Register of Members at the end of day on June 26, 2015.</p> <p>The NECS upload/ dispatch of dividend warrants / demand drafts shall start from July 6, 2015.</p>		
Dividend history	<b>Financial Year</b>	<b>Rate of Dividend</b>	<b>Dividend (in ₹) per share of ₹ 10 each</b>
	2013-14	20%	2.00
	2012-13	20%	2.00
	2011-12	20%	2.00
Tentative calendar of the Board Meetings for the Financial Year 2015-16	<p>For the quarter ended June 30, 2015 - by end of July 2015</p> <p>For the quarter and half year ended September 30, 2015 - by end of October 2015</p> <p>For the quarter ended December 31, 2015 - by end of January 2016</p> <p>For the quarter and year ended March 31, 2016 – by the end of May 2016.</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	INE093I0101		
Listing fees	The listing fees of BSE and NSE for FY2015-16 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, 2015 and will be paid on receipt of invoices.		

Registrar and Transfer agents	Link Intime (India) Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Tel: (022) 2594 6970 • Fax: (022) 2594 6969
Share Transfer system	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.  For shares held in dematerialised form, kindly contact your depository participant with whom your demat account is held.
Outstanding GDRs / ADRs / Warrants / Convertible Instruments and Their Impact on Equity	As on March 31, 2015, the Company does not have any outstanding GDRs / ADRs / Warrants / Convertible Instruments (other than stock options).  For details of options granted under the employee stock option scheme ESOP 2009, kindly refer the Annexure II 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, 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. The unexercised portion from options that were vested on May 4, 2011 have lapsed on expiry of the Exercise Period.

### 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, 2015 are as follows:

#### BSE Limited

Month	Oberoi Realty on BSE			S&P BSE Sensex Index	
	High (₹)	Low (₹)	Average volume (Nos)	High	Low
Mar -15	333.30	265.25	1,53,824	30,024.74	27,248.45
Feb - 15	334.00	264.10	2,19,134	29,560.32	28,044.49
Jan - 15	294.25	262.50	38,483	29,844.16	26,776.12
Dec - 14	298.10	233.85	28,173	28,809.64	26,469.42
Nov- 14	274.00	235.40	1,16,125	28,822.37	27,739.56
Oct - 14	251.40	203.05	14,118	27,894.32	25,910.77
Sep -14	283.85	216.10	42,499	27,354.99	26,220.49
Aug - 14	265.80	233.70	10,314	26,674.38	25,232.82
July - 14	271.70	230.95	25,672	26,300.17	24,892.00
June - 14	275.50	238.60	41,716	25,725.12	24,270.20
May - 14	261.55	198.20	4,85,173	25,375.63	22,277.04
Apr - 14	230.00	205.10	21,615	22,939.31	22,197.51

**National Stock Exchange of India Limited**

Month	Oberoi Realty on NSE			NSE CNX Nifty Index	
	High (₹)	Low (₹)	Average volume (Nos)	High	Low
Mar -15	333.40	264.00	3,86,697	9,119.20	8,269.15
Feb - 15	334.00	266.25	8,37,270	8,941.10	8,470.50
Jan - 15	294.50	261.65	3,99,453	8,996.60	8,065.45
Dec - 14	298.00	233.75	1,89,503	8,626.95	7,961.35
Nov- 14	274.90	222.10	3,13,399	8,617.00	8,290.25
Oct - 14	251.90	203.00	2,40,854	8,330.75	7,723.85
Sep -14	283.60	215.55	3,43,421	8,180.20	7,841.80
Aug - 14	259.55	234.00	1,29,799	7,968.25	7,540.10
July - 14	272.20	230.55	2,67,527	7,840.95	7,422.15
June - 14	276.40	238.60	3,60,558	7,700.05	7,239.50
May - 14	262.20	197.55	9,82,317	7,653.50	6,638.55
Apr - 14	229.80	205.50	1,55,112	6,869.85	6,650.40

**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, 2014 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, 2014 has been indexed to 100.

## 5. Distribution of Shareholding as on March 31, 2015

Number of shares held (range)	Number of shareholders	Percentage (%)	Number of shares held	Percentage (%)
1 - 500	14,521	92.94	15,03,255	0.46
501 - 1,000	418	2.68	3,28,478	0.10
1,001 - 2,000	236	1.51	3,58,301	0.11
2,001 - 3,000	95	0.61	2,41,511	0.07
3,001 - 4,000	46	0.30	1,68,736	0.05
4,001 - 5,000	36	0.25	1,84,982	0.06
5,001 - 10,000	73	0.46	5,24,126	0.16
10,001 and above	196	1.25	32,49,28,580	98.99
<b>Total</b>	<b>15,624</b>	<b>100.00</b>	<b>32,82,37,969</b>	<b>100.00</b>

## 6. Shareholding pattern as on March 31, 2015

Category	Category of shareholder	Number of shareholders	Total number of shares	Total shareholding as a percentage of total number of shares
<b>Promoter and Promoter group</b>				
Indian	Promoter	1	21,28,72,504	64.85
	Promoter Group	5	3,33,02,442	10.15
	<b>Total (Promoter &amp; Promoter Group)</b>	<b>6</b>	<b>24,61,74,946</b>	<b>75.00</b>
<b>PUBLIC</b>				
Institutions	Mutual Funds/ UTI	22	28,46,906	0.87
	Financial Institutions/ Banks	3	1,83,081	0.06
	Foreign Institutional Investors	121	5,71,44,113	17.41
	Foreign Portfolio Investor (Corporate)	13	36,68,570	1.12
	<b>Total (Institutions)</b>	<b>159</b>	<b>6,38,42,670</b>	<b>19.45</b>
Non-institutions	Bodies Corporate	351	31,06,729	0.95
	Individuals	14533	35,55,650	1.08
	Clearing Members	139	2,70,306	0.08
	Non Resident Indian (Repat)	317	2,16,664	0.07
	Non Resident Indian (Non Repat)	114	44,800	0.01
	Trusts	1	350	0.00
	Foreign Companies	1	1,10,24,594	3.36
	Directors/ Relatives	3	1,260	0.00
	<b>Total (Non-Institutions)</b>	<b>15,495</b>	<b>1,82,20,353</b>	<b>5.55</b>
	<b>Total (Public)</b>	<b>15,618</b>	<b>8,20,63,023</b>	<b>25.00</b>
<b>GRAND TOTAL</b>	<b>15,624</b>	<b>32,82,37,969</b>	<b>100.00</b>	

## 7. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the 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, 2015, 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, 2015 is as follows:

Particulars	No. of shareholders	No. of shares	Percent of Equity
NSDL	11,581	32,73,28,455	99.72
CDSL	4,040	9,09,472	0.28
Physical	3	42	0.00
<b>Total</b>	<b>15,624</b>	<b>32,82,37,969</b>	<b>100.00</b>

## 9. Unclaimed dividend

As on March 31, 2015 following amounts of dividends remained unclaimed:

FY 2010 - 11	₹ 16,145
FY 2011 - 12	₹ 20,900
FY 2012 - 13	₹ 43,246
FY 2013 - 14	₹ 48,752

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](mailto: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(IX) 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, 2015 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, April 30, 2015

**Vikas Oberoi**  
*Chairman and Managing Director*

**Saumil Daru**  
*Chief Financial Officer*

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

**To The Members of Oberoi Realty Limited,**

We have examined all the relevant records of Oberoi Realty Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges for the financial year ended March 31, 2015. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Listing Agreement. As regards Annexure XIII of listing agreement in connection with non-mandatory requirements, the company has complied with items 3 and 5 of such non-mandatory requirements.

**For P. RAJ & CO.**

*Chartered Accountants*

Firm Registration No. 108310W

**P. S. Shah**

*Partner*

Membership No. 44611

Mumbai, April 30, 2015

## **INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

**To the Members of Oberoi Realty Limited**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Oberoi Realty Limited ("the Company"), its subsidiaries and its joint ventures (collectively referred to as "Group") which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, 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 financial 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the consolidated financial statements.



### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of other auditor's reports on the financial statement of the subsidiaries and joint ventures, the aforesaid consolidated 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 consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (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.

### **Other Matters**

We did not audit the financial statements of its one Joint Venture, whose financial statements reflect the Group's share of net assets of ₹4,424.27 Lakh as at March 31, 2015 and total revenue of ₹ Nil and net loss of ₹0.30 Lakh for the year then ended. This financial statement has been audited by other auditor whose report has been furnished to us, and our opinion is based solely on the report of other auditor.

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 net assets of ₹1,532.11 Lakh as at March 31, 2015 and total revenues of ₹ Nil and net loss of ₹1.01 Lakh for the year then ended.

### **For P. RAJ & CO.**

*Chartered Accountants*

Firm Registration No. 108310W

### **P. S. Shah**

*Partner*

Membership No. 44611

Mumbai, April 30, 2015

## CONSOLIDATED BALANCE SHEET

(₹ in Lakh)

AS AT MARCH 31,	NOTE	2015	2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	32,823.80	32,823.33
Reserves and surplus	3	4,30,604.82	4,06,815.78
		<b>4,63,428.62</b>	<b>4,39,639.11</b>
<b>Non-current liabilities</b>			
Long term borrowings	4	72,991.61	7,500.00
Deferred tax liabilities	5	2,424.77	2,195.01
Trade payables	6	101.08	1,088.10
Other long-term liabilities	7	7,824.42	7,666.19
Long-term provisions	8	119.09	104.82
		<b>83,460.97</b>	<b>18,554.12</b>
<b>Current liabilities</b>			
Short-term borrowings	9	10,814.17	106.17
Trade payables	6	4,075.86	2,428.00
Other current liabilities	10	1,41,927.34	80,193.72
Short-term provisions	8	8,288.91	7,782.13
		<b>1,65,106.28</b>	<b>90,510.02</b>
<b>Total</b>		<b>7,11,995.87</b>	<b>5,48,703.25</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	11	1,01,327.73	66,369.94
Intangible assets	11	149.27	208.36
Capital work in progress		2,177.34	43,370.45
Goodwill on consolidation		26,538.27	26,538.27
Non-current investments	12	1.21	1.12
Long-term loans and advances	13	1,25,205.63	1,24,166.42
		<b>2,55,399.45</b>	<b>2,60,654.56</b>
<b>Current assets</b>			
Current investments	14	-	4,962.74
Inventories	15	3,48,174.74	1,64,912.58
Trade receivables	16	8,281.35	8,619.62
Cash and bank balances	17	29,368.49	49,974.07
Short-term loans and advances	13	70,412.57	59,041.42
Other current assets	18	359.27	538.26
		<b>4,56,596.42</b>	<b>2,88,048.69</b>
<b>Total</b>		<b>7,11,995.87</b>	<b>5,48,703.25</b>

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

As per our report of even date

For and on behalf of the Board of Directors

**For P. RAJ & CO.**

Chartered Accountants

Firm Registration No. 108310W

**P. S. Shah**

Partner

Membership No.44611

Mumbai, April 30, 2015

**Vikas Oberoi**

Chairman & Managing Director

**T. P. Ostwal**

Director

**Saumil Daru**

Director - Finance  
cum Chief Financial Officer

**Bhaskar Kshirsagar**

Company Secretary

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	NOTE	2015	2014
<b>INCOME</b>			
Revenue from operations	19	92,266.75	79,845.45
Other income	20	1,749.05	5,706.03
<b>Total revenue</b>	<b>(A)</b>	<b>94,015.80</b>	<b>85,551.48</b>
<b>EXPENSES</b>			
Operating costs	21	31,479.98	28,965.50
Employee benefits expense	22	5,264.66	4,424.12
Other expenses	23	4,143.28	2,978.05
<b>Total expenses</b>	<b>(B)</b>	<b>40,887.92</b>	<b>36,367.67</b>
<b>Profit before interest, depreciation, amortisation and taxes (EBITDA)</b>	<b>(A-B)</b>	<b>53,127.88</b>	<b>49,183.81</b>
Depreciation and amortisation	24	4,029.30	2,714.85
Interest and finance charges	25	176.24	31.25
<b>Profit before tax</b>		<b>48,922.34</b>	<b>46,437.71</b>
<b>Tax expense</b>			
Current tax		15,662.62	14,710.90
Deferred tax		240.13	721.68
(Excess) / short provision of tax in earlier years		(8.63)	(101.10)
MAT credit written off		1,316.24	-
<b>Profit after tax</b>		<b>31,711.98</b>	<b>31,106.23</b>
<b>Earnings per equity share (face value of ₹10)</b>	<b>26</b>		
- Basic (in ₹)		9.66	9.48
- Diluted (in ₹)		9.66	9.48

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, April 30, 2015

**Vikas Oberoi**

Chairman & Managing Director

**T. P. Ostwal**

Director

**Saumil Daru**

Director - Finance  
cum Chief Financial Officer

**Bhaskar Kshirsagar**

Company Secretary

## CONSOLIDATED CASH FLOW STATEMENT

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	2015	2014
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Profit before tax as per statement of profit and loss</b>	<b>48,922.34</b>	<b>46,437.71</b>
<b>Adjustments for</b>		
Depreciation and amortisation	4,029.30	2,714.85
Depreciation and amortisation - allocated to projects	4.88	3.69
Interest income	(832.25)	(3,852.51)
Interest expenses	8,701.86	10.11
Dividend income	(467.59)	(970.10)
Loss / (profit) on sale of investments (net)	(445.52)	(882.15)
Loss / (gain) from foreign exchange fluctuation (net)	1.86	(12.78)
Loss / (gain) on sale / discarding of fixed assets (net)	(0.55)	(2.20)
Sundry balances written off / (back)	(34.93)	(59.04)
<b>Operating cash profit before working capital changes</b>	<b>59,879.40</b>	<b>43,387.58</b>
<b>Movement for working capital</b>		
Increase / (decrease) in trade payables	860.56	(412.77)
Increase / (decrease) in other liabilities	52,360.35	(11,699.04)
Increase / (decrease) in provisions	300.18	(13.78)
(Increase) / decrease in loans and advances	(12,294.51)	(25,039.17)
(Increase) / decrease in trade receivables	338.27	(3,397.53)
(Increase) / decrease in inventories	(1,83,262.15)	(40,434.21)
<b>Cash generated / (used) from operations</b>	<b>(81,817.90)</b>	<b>(37,608.92)</b>
Direct taxes (paid) / refund	(15,305.05)	(14,122.34)
<b>Net cash inflow / (outflow) from operating activities (A)</b>	<b>(97,122.95)</b>	<b>(51,731.26)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
(Acquisition) / sale of fixed assets / addition to capital work in progress (net)	3,598.54	(4,817.32)
Interest received	845.69	4,912.25
Dividend received	467.59	970.10
Decrease / (increase) in loans and advances to / for joint ventures (net)	(3,163.77)	(2,448.50)
(Acquisition) / sale of investments (net)	445.43	880.98
(Increase) / decrease in other assets	(7,703.59)	71,990.19
<b>Net cash inflow / (outflow) from investing activities (B)</b>	<b>(5,510.11)</b>	<b>71,487.70</b>

## CONSOLIDATED CASH FLOW STATEMENT (contd.)

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	2015	2014
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Increase in equity share capital (including share premium)	12.24	-
Proceeds from borrowings	17,449.61	7,606.17
Proceeds from issue of debentures	75,000.00	-
Prepayment of debentures	(9,900.00)	-
Interest paid	(5,520.81)	(3.02)
Dividend paid (including dividend distribution tax)	(7,680.33)	(7,680.33)
<b>Net cash inflow / (outflow) from financing activities (C)</b>	<b>69,360.71</b>	<b>(77.18)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(33,272.35)</b>	<b>19,679.26</b>
Add: cash and cash equivalents at the beginning of the year	49,429.57	29,750.31
<b>Cash and cash equivalents at the end of the year</b>	<b>16,157.22</b>	<b>49,429.57</b>

## COMPONENTS OF CASH AND CASH EQUIVALENTS

(₹ in Lakh)

AS AT MARCH 31,	2015	2014
Cash on hand	79.23	95.50
Balance with banks in current accounts	3,910.02	18,476.19
Fixed deposits with banks, having original maturity of three months or less	12,167.97	25,895.14
Investment in certificate of deposits	-	4,962.74
<b>Cash and cash equivalents at the end of the year</b>	<b>16,157.22</b>	<b>49,429.57</b>

## RECONCILIATION STATEMENT OF CASH AND BANK BALANCE

(₹ in Lakh)

AS AT MARCH 31,	2015	2014
Cash and cash equivalents at the end of the year as per above	16,157.22	49,429.57
Add: Balance with banks in unclaimed dividend accounts	1.29	0.84
Add: Fixed deposit with banks, having original maturity of more than three months but less than twelve months	-	12.61
Add: Fixed deposits with banks, having original maturity of more than twelve months	2,809.57	1,766.93
Add: Fixed deposits with banks (lien marked)	10,400.41	3,726.86
Less: Investment in certificate of deposits	-	(4,962.74)
<b>Cash and bank balance as per balance sheet (refer note 17)</b>	<b>29,368.49</b>	<b>49,974.07</b>

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

For and on behalf of the Board of Directors

**P. S. Shah**

Partner

Membership No.44611

Mumbai, April 30, 2015

**Vikas Oberoi**

Chairman & Managing Director

**T. P. Ostwal**

Director

**Saumil Daru**

Director - Finance  
cum Chief Financial Officer

**Bhaskar Kshirsagar**

Company Secretary

## 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 development 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 (Accounts) Rules, 2014, (as amended) and the relevant provisions of the Companies Act, 2013. 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.

#### B. Principles of consolidation

The consolidated financial statements are prepared using the financial statements of the Company, 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 (Accounts) Rules, 2014 (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, the 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 the 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.

#### 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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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 as prescribed under Part C of Schedule II of the Companies Act, 2013 except for the following class of assets where the management has estimated useful life which differs from the useful life prescribed under the Act.

Mobile handsets	3 years
Lessee specific assets and improvements	Over lease period or useful life as prescribed in Schedule II, whichever is lower

For these classes of assets, based on internal assessment, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

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 (non-current) and short-term (current) investments. Investments intended to be held for not more than a year are classified as short-term investments. All other investments are classified as long-term investments. Long-term investments are stated at cost less permanent diminution in value, if any. Short-term investments are stated at the lower of cost or fair 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 net realisable 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 issued by ICAI 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 and liquidated damages 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.

iii) Deferred tax assets arising on the temporary timing differences are recognised only if there is reasonable certainty of realisation.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

- 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 extreme 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 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.

#### **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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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
		2015	2014	
<b>Subsidiaries</b>				
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
Incline Realty Private Limited ('IRPL') (Incorporated on March 25, 2014)	India	100%	100%	ORL
Integrus Realty Private Limited ('InRPL') (Incorporated on April 03, 2014)	India	100%	-	ORL
<b>Joint venture entities</b>				
Siddhivinayak Realities 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%	50%	OCL
Saldanha Realty And Infrastructure LLP ('SRIL')* (Acquired on October 18, 2013)	India	50%	50%	ERPL
Metropark Infratech And Realty Developments Private Limited ('MIRD') (Acquired on August 26, 2013)	India	33%	33%	SiRPL
I-Ven Realty Limited ('I-Ven')	India	50%	50%	ORL
Buoyant Realty LLP ('BRL') #	India	100%	100%	ORL 99.01% (100%) OCL 0.99% (0%)
Astir Realty LLP ('ARL')*	India	100%	100%	ORL 10% (10%) OCL 90% (90%)
Oasis Realty (AoP) ('OR')@	India	25%-40%	25%-40%	OCL 2% (2%) ARL 98% (98%)
ZACO Aviation (AoP) ('ZA')	India	25%	25%	OCL

\* Buoyant Realty LLP, Astir Realty LLP, Aion Realty LLP and Saldanha Realty And Infrastructure LLP are treated as body corporate and consolidated accordingly.

# Buoyant Realty Private Limited was converted into Buoyant Realty LLP on March 4, 2015, previous year it was wholly owned subsidiary.

@ The ownership interest mentioned is for Residential business of AoP. In Hospitality business of Oasis Realty, ownership interest of the Group is 50%.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 2 : SHARE CAPITAL	2015	2014
<b>Authorised share capital</b>		
42,50,00,000 (42,50,00,000) equity shares of ₹10 (Rupees ten only) each	42,500.00	42,500.00
	<b>42,500.00</b>	<b>42,500.00</b>
<b>Issued, subscribed and paid up share capital</b>		
32,82,37,969 (32,82,33,262) equity shares of ₹10 (Rupees ten only) each fully paid up	32,823.80	32,823.33
	<b>32,823.80</b>	<b>32,823.33</b>

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

#### Equity shares

	2015		2014	
	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 on exercise of options vested under Employee Stock Option Scheme	4,707	0.47	-	-
<b>At the end of the year</b>	<b>32,82,37,969</b>	<b>32,823.80</b>	<b>32,82,33,262</b>	<b>32,823.33</b>

### 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, 2015, the amount of per share dividend recognised as proposed for distribution to equity shareholders is ₹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

	2015	
	in No.	% Holding
i) Vikas Oberoi	21,28,72,504	64.85%
ii) R S Estate Developers Private Limited	3,33,00,000	10.15%

	2014	
	in No.	% Holding
i) Vikas Oberoi	21,28,72,504	64.85%
ii) R S Estate Developers Private Limited	3,33,00,000	10.15%
iii) SSIII Indian Investments Two Limited	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.

### 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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 2 : SHARE CAPITAL (contd.)

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, out of which as on date of balance sheet 7,32,534 options are outstanding.

The following information relates to the Employee Stock Options as on March 31, 2015

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	10,36,837	260	260	4.20
Less: Lapsed / forfeited / cancelled during the year	2,99,596	-	-	-
Less: Exercised during the year	4,707	260	260	-
Outstanding at the end of the year	7,32,534	260	260	4.20
Exercisable at the end of the year	7,32,534	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 higher by Re.0.11.

(₹ in Lakh)

NOTE 3 : RESERVES AND SURPLUS	2015	2014
<b>General reserve</b>		
Opening balance	23,309.32	20,184.32
Add: transferred during the year	-	3,125.00
Less: depreciation (net of taxes)	33.50	-
	<b>23,275.82</b>	<b>23,309.32</b>
<b>Capital redemption reserve</b>		
Balance in Capital redemption reserve	5,710.00	5,710.00
	<b>5,710.00</b>	<b>5,710.00</b>
<b>Capital reserve</b>		
Balance in Capital reserve	3,590.00	3,590.00
	<b>3,590.00</b>	<b>3,590.00</b>
<b>Securities premium account</b>		
Opening balance	1,35,132.61	1,35,132.61
Add: receipt during the year	11.77	-
	<b>1,35,144.38</b>	<b>1,35,132.61</b>
<b>Capital reserve on consolidation</b>		
Balance in Capital reserve on consolidation	7,585.19	7,585.19
	<b>7,585.19</b>	<b>7,585.19</b>
<b>Surplus in statement of profit and loss</b>		
Opening balance	2,31,488.66	2,11,187.76
Add: profit during the year as per statement of profit and loss	31,711.98	31,106.23
Less: Appropriations		
Transfer to general reserve	-	3,125.00
Proposed dividend and dividend distribution tax (refer to note 27)	7,901.21	7,680.33
	<b>2,55,299.43</b>	<b>2,31,488.66</b>
	<b>4,30,604.82</b>	<b>4,06,815.78</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 4 : BORROWINGS (SECURED)	Long term (non-current)		Short term (current)	
	2015	2014	2015	2014
<b>Secured</b>				
<b>1. 10.85% Redeemable Non-Convertible Debentures</b>				
150 (Nil) - Series I (Face value of ₹34.00 Lakh each fully paid up), redeemable on April 21, 2015	-	-	5,100.00	-
250 (Nil) - Series II (Face value of ₹100.00 Lakh each fully paid up), redeemable on April 21, 2016	25,000.00	-	-	-
250 (Nil) - Series III (Face value of ₹100.00 Lakh each fully paid up), redeemable on April 21, 2017	25,000.00	-	-	-
100 (Nil) - Series IV (Face value of ₹100.00 Lakh each fully paid up), redeemable on August 21, 2017	10,000.00	-	-	-
	60,000.00	-	5,100.00	-
<b>2. Term Loan</b>				
- From others	2,280.57	-	219.43	-
- From bank	10,711.04	7,500.00	1,030.57	-
	<b>72,991.61</b>	<b>7,500.00</b>	<b>6,350.00</b>	-

### Other terms of Non Convertible Debentures

The coupon rate is 10.85% p.a., payable semi annually. The Company has an option to redeem the debentures prior to the scheduled redemption date mentioned above in one or more tranches out of the sale proceeds of the security offered, subject to payment of early redemption premium. The Company also has a call option on Series III and IV on April 21, 2016 and August 21, 2016 respectively, subject to payment of prepayment premium.

### Security

The Debentures are secured by mortgage of certain immovable properties and the hypothecation and escrow of the receivables and further secured by way of an irrevocable and unconditional corporate guarantee.

### Term Loan

Term loan from bank and others is secured by mortgage of certain immovable properties of the joint venture project and the hypothecation of all current assets of the joint venture project, excluding certain identified receivables. The loan is further secured by irrevocable and unconditional corporate guarantee of the Company. Term Loan is repayable in 9 quarterly instalments commencing from March 31, 2016.

(₹ in Lakh)

NOTE 5 : DEFERRED TAX LIABILITIES	2015	2014
<b>Deferred tax liabilities</b>		
On depreciation	2,476.23	2,491.88
<b>Deferred tax assets</b>		
On share issue expenses	-	250.70
On other expenses	51.46	46.17
<b>Deferred tax liabilities (net)</b>	<b>2,424.77</b>	<b>2,195.01</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 6 : TRADE PAYABLES	Non-current portion		Current portion	
	2015	2014	2015	2014
Trade payables	101.08	734.23	3,403.05	1,942.40
Others	-	353.87	672.81	485.60
	<b>101.08</b>	<b>1,088.10</b>	<b>4,075.86</b>	<b>2,428.00</b>

(₹ in Lakh)

NOTE 7 : OTHER LONG-TERM LIABILITIES	2015	2014
Trade deposits	7,824.42	7,666.19
	<b>7,824.42</b>	<b>7,666.19</b>

(₹ in Lakh)

NOTE 8 : PROVISIONS	Long term (non-current)		Short term (current)	
	2015	2014	2015	2014
<b>Provision for employee benefits</b>				
Provision for gratuity (refer note 28)	-	3.74	355.15	66.33
Provision for leave salary (refer note 28)	119.09	101.08	32.55	35.47
	<b>119.09</b>	<b>104.82</b>	<b>387.70</b>	<b>101.80</b>
<b>Others</b>				
Proposed equity dividend	-	-	6,564.76	6,564.67
Provision for dividend distribution tax	-	-	1,336.45	1,115.66
	-	-	<b>7,901.21</b>	<b>7,680.33</b>
	<b>119.09</b>	<b>104.82</b>	<b>8,288.91</b>	<b>7,782.13</b>

(₹ in Lakh)

NOTE 9 : SHORT-TERM BORROWINGS (UNSECURED)	2015	2014
Others	10,814.17	106.17
	<b>10,814.17</b>	<b>106.17</b>
Loans and advance from related party (refer note 31)	10,708.00	-

(₹ in Lakh)

NOTE 10 : OTHER CURRENT LIABILITIES	2015	2014
Current portion of long term borrowings (refer note 4)	6,350.00	-
Advances from customers / billing in excess of revenue	1,11,085.47	62,674.51
Unclaimed dividend	1.29	0.84
Trade deposits	7,805.91	7,297.12
Other payables (includes provision for expenses, statutory liabilities and others)	16,684.67	10,221.25
	<b>1,41,927.34</b>	<b>80,193.72</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 11 : FIXED ASSETS

(₹ in Lakh)

Particulars	Gross block				Accumulated depreciation and amortisation				Net block		
	As At 01-04-2014	Additions	Addition on Investment in Joint Venture	Deductions	As At 31-03-2015	As At 01-04-2014	For the year	Deductions	Transferred to Reserves and Surplus ^	As At 31-03-2015	As At 31-03-2014
<b>Tangible Assets</b>											
Land - freehold	9,081.10	2,021.31	-	-	11,102.41	-	-	-	-	11,102.41	9,081.10
Residential building#	72.10	-	-	-	72.10	8.35	1.21	-	-	9.56	62.54
Buildings	42,450.62	29,786.70	-	8.10	72,229.22	3,251.30	785.12	8.10	6.81	4,035.13	68,194.09
Electrical installations	3,410.74	1,362.23	-	0.09	4,772.88	714.91	503.81	0.04	-	1,218.68	3,554.20
Furniture and fixtures*	6,122.36	114.40	-	3.30	6,233.46	2,112.12	913.47	2.82	-	3,022.77	3,210.69
Office equipments*	221.83	16.37	-	0.48	237.72	68.74	90.27	0.44	23.31	181.88	55.84
Plant and machinery	13,891.68	5,576.79	-	8.23	19,460.24	3,933.99	1,471.34	6.62	-	5,398.71	14,061.53
Computer*	693.13	63.32	-	0.25	756.20	578.74	63.23	0.25	13.77	655.49	100.71
Vehicles*	929.17	10.13	-	25.48	913.82	379.35	78.28	24.19	-	433.44	480.38
Aircraft*	831.85	-	-	-	831.85	287.14	39.37	-	-	326.51	505.34
<b>Total tangible assets (A)</b>	<b>77,704.58</b>	<b>38,951.25</b>	<b>-</b>	<b>45.93</b>	<b>1,16,609.90</b>	<b>11,334.64</b>	<b>3,946.10</b>	<b>42.46</b>	<b>43.89</b>	<b>15,282.17</b>	<b>1,01,327.73</b>
Previous year	77,264.25	612.80	0.17	172.64	77,704.58	8,787.60	2,625.53	78.49	-	11,334.64	66,369.94
<b>Intangible Assets</b>											
Computer software	789.81	28.99	-	-	818.80	581.45	88.08	-	-	669.53	149.27
<b>Total intangible assets (B)</b>	<b>789.81</b>	<b>28.99</b>	<b>-</b>	<b>-</b>	<b>818.80</b>	<b>581.45</b>	<b>88.08</b>	<b>-</b>	<b>-</b>	<b>669.53</b>	<b>208.36</b>
Previous year	694.07	113.13	-	17.39	789.81	505.69	93.01	17.25	-	581.45	208.36
<b>Total Assets (A+B)</b>	<b>78,494.39</b>	<b>38,980.24</b>	<b>-</b>	<b>45.93</b>	<b>1,17,428.70</b>	<b>11,916.09</b>	<b>4,034.18</b>	<b>42.46</b>	<b>43.89</b>	<b>15,951.70</b>	<b>1,01,477.00</b>
Previous year	77,958.32	725.93	0.17	190.03	78,494.39	9,293.29	2,718.54	95.74	-	11,916.09	66,578.30

Notes:

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

\* The above includes gross block of ₹841.21 Lakh (previous year ₹839.92 Lakh) held in the name of AoP on co-ownership basis.

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

^ As per para 7 (b) of Notes to Part C of Schedule II to the Companies Act, 2013, where the remaining useful life of an asset as on the effective date i.e. April 1, 2014 is nil, the carrying amount of the asset is recognised in opening balance of retained earnings i.e. General Reserve.

#### A. 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	2015	2014
Gross block	70,115.63	35,855.64
Accumulated depreciation	6,171.95	4,646.14
Depreciation for the year	1,508.32	948.11

#### B. Future minimum lease payments receivables under non-cancellable operating lease

	2015	2014
Not later than one year	8,314.22	7,376.51
Later than one year and not later than five years	6,060.37	8,390.38
Later than five years	-	-
Lease income recognised during the year in statement of profit and loss	14,575.51	14,373.24



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 12 : NON-CURRENT INVESTMENTS	2015	2014
<b>Long term - trade investments (valued at cost unless stated otherwise)</b>		
<b>Investments in government securities</b>		
National savings certificate (in the name of employee of the Company)	1.21	1.12
	<b>1.21</b>	<b>1.12</b>
<b>Aggregate amount of</b>		
Book value of unquoted investments	1.21	1.12

(₹ in Lakh)

NOTE 13 : LOANS AND ADVANCES (UNSECURED AND CONSIDERED GOOD)	Long term (non-current)		Short term (current)	
	2015	2014	2015	2014
Capital advances	3,872.72	5,421.01	-	-
Advances to vendors	206.37	218.94	35,427.36	36,337.38
Deposits	53,396.28	63,146.08	200.92	13,766.34
Advances recoverable in cash or kind	727.63	99.18	7,408.18	3,059.05
Revenue in excess of billing	-	-	19,048.80	-
Loans and advances to related parties (refer note 31)	53,669.80	39,320.88	272.63	272.63
Other loans and advances	406.27	-	1,120.25	1,195.06
Current capital contribution in LLP (refer note 31)	-	-	2,701.80	1,588.50
	<b>1,12,279.07</b>	<b>1,08,206.09</b>	<b>66,179.94</b>	<b>56,218.96</b>
<b>Other loans and advances</b>				
Income tax (net of provisions)	12,916.53	15,947.01	3,782.68	2,417.37
Prepaid expenses	10.03	13.32	447.38	399.61
Loans to employees	-	-	2.57	5.48
	<b>12,926.56</b>	<b>15,960.33</b>	<b>4,232.63</b>	<b>2,822.46</b>
	<b>1,25,205.63</b>	<b>1,24,166.42</b>	<b>70,412.57</b>	<b>59,041.42</b>
<b>Loans / advances due by directors or other officers, etc.</b>				
<b>Advances to related parties include</b>				
Due from the private limited company (JV) in which the Company's director is a director	244.54	245.80	-	-

(₹ in Lakh)

NOTE 14 : CURRENT INVESTMENTS	2015	2014
<b>Current investments (valued at lower of cost or fair value)</b>		
<b>Investments in Certificate of Deposit</b>		
Fully paid-up (unquoted)		
Unit of face value ₹1.00 Lakh each		
Nil (2,500) Allahabad Bank	-	2,479.72
Nil (2,500) Oriental Bank of Commerce	-	2,483.02
	-	<b>4,962.74</b>
<b>Aggregate amount of</b>		
Book value of unquoted investments	-	4,962.74

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
<b>NOTE 15 : INVENTORIES</b>	<b>2015</b>	<b>2014</b>
Plots of land	514.91	514.91
Works in progress	3,24,134.18	1,63,726.53
Finished goods	18,984.77	502.35
Food and beverages etc.	136.80	127.81
Others (including transferrable development rights)	4,404.08	40.98
	<b>3,48,174.74</b>	<b>1,64,912.58</b>

	(₹ in Lakh)	
<b>NOTE 16 : TRADE RECEIVABLES (UNSECURED AND CONSIDERED GOOD)</b>	<b>2015</b>	<b>2014</b>
Outstanding for a period exceeding six months from the date of becoming due for payment	2,878.38	1,668.76
Other receivables	5,402.97	6,950.86
	<b>8,281.35</b>	<b>8,619.62</b>

	(₹ in Lakh)	
<b>NOTE 17 : CASH AND BANK BALANCES</b>	<b>2015</b>	<b>2014</b>
<b>Cash and cash equivalents</b>		
Cash on hand	79.23	95.50
Balance with banks in current accounts	3,910.02	18,476.19
Fixed deposits with banks, having original maturity of three months or less	12,167.97	25,895.14
	<b>16,157.22</b>	<b>44,466.83</b>
<b>Other bank balances</b>		
Balance with banks in unclaimed dividend accounts	1.29	0.84
Fixed deposit with banks, having original maturity of more than three months but less than twelve months	-	12.61
Fixed deposit with banks, having original maturity of more than twelve months	2,809.57	1,766.93
Fixed deposits with banks (lien marked)	10,400.41	3,726.86
	<b>13,211.27</b>	<b>5,507.24</b>
	<b>29,368.49</b>	<b>49,974.07</b>

	(₹ in Lakh)	
<b>NOTE 18 : OTHER ASSETS</b>	<b>2015</b>	<b>2014</b>
Interest accrued but not due	125.69	139.14
Others	233.58	399.12
	<b>359.27</b>	<b>538.26</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 19 : REVENUE FROM OPERATIONS	2015	2014
<b>Revenue from operations</b>		
Revenue from projects	59,028.84	48,036.62
Revenue from hospitality	12,169.16	11,180.14
Rental and other related revenues	16,497.88	16,175.85
Property and management revenues	3,396.68	3,025.65
Other operating revenue	1,174.19	1,427.19
	<b>92,266.75</b>	<b>79,845.45</b>

	(₹ in Lakh)	
NOTE 20 : OTHER INCOME	2015	2014
<b>Interest income on</b>		
Bank fixed deposits	820.29	3,843.16
Others	11.96	9.35
Dividend income on investments	467.59	970.10
Profit on sale of investments (net)	445.52	882.15
Other non-operating income	3.69	1.27
	<b>1,749.05</b>	<b>5,706.03</b>

	(₹ in Lakh)	
NOTE 21 : OPERATING COSTS	2015	2014
Opening balance of works in progress	1,63,726.53	1,11,438.01
Opening stock of finished goods	502.35	2,002.65
Opening transferrable development rights	-	10,000.00
Opening stock of food and beverages etc.	127.81	130.19
	<b>(A) 1,64,356.69</b>	<b>1,23,570.85</b>
<b>Add: expenses incurred during the year</b>		
Share of works in progress in joint venture	-	1,484.11
Land, development right and transferrable development rights	1,50,558.34	24,622.63
Materials, structural, labour and contract cost	29,276.56	24,991.80
Other project costs	5,836.86	4,369.13
Rates and taxes	6,727.69	4,829.77
Professional charges	2,525.09	1,547.80
Food, beverages and hotel expenses	4,675.51	4,518.21
Depreciation and amortisation	4.88	3.69
<b>Allocated expenses to projects</b>		
Employee benefits expense	4,058.65	3,750.46
Other expenses	46.30	181.27
Interest and finance charges	8,756.23	242.93
	<b>(B) 2,12,466.11</b>	<b>70,541.80</b>
<b>Less:</b>		
Closing balance of works in progress	3,24,134.18	1,63,726.53
Closing stock of finished goods	18,984.77	502.35
Closing stock of food and beverages etc.	136.80	127.81
Transfer to current assets / fixed assets / capital work in progress	2,087.07	790.46
	<b>(C) 3,45,342.82</b>	<b>1,65,147.15</b>
	<b>(A+B-C) 31,479.98</b>	<b>28,965.50</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
<b>NOTE 22 : EMPLOYEE BENEFITS EXPENSE</b>	<b>2015</b>	<b>2014</b>
Employee costs	8,152.91	7,336.85
Contribution to provident fund, gratuity and others	739.97	414.20
Staff welfare expenses	430.43	423.53
	<b>9,323.31</b>	<b>8,174.58</b>
Less: allocated to projects / capitalised	4,058.65	3,750.46
	<b>5,264.66</b>	<b>4,424.12</b>

	(₹ in Lakh)	
<b>NOTE 23 : OTHER EXPENSES</b>	<b>2015</b>	<b>2014</b>
Advertising and marketing expenses	2,143.85	1,354.32
Books and periodicals expenses	1.62	1.50
Communication expenses	74.58	78.03
Conveyance and travelling expenses	146.41	165.15
Corporate social responsibility expenses	71.56	-
Directors sitting fees and commission	51.97	53.44
Donations	46.83	61.61
Electricity charges	108.04	118.04
Hire charges	4.79	4.53
Information technology expenses	303.90	297.83
Insurance charges	110.73	112.80
Legal and professional charges	145.15	138.25
(Gain) / loss on foreign exchange fluctuation (net)	1.86	12.78
(Gain) / loss on sale / discarding of fixed asset (net)	(0.55)	(2.20)
Membership and subscription charges	14.75	30.12
Miscellaneous expenses	132.84	56.36
Payment to auditor	91.15	88.94
Printing and stationery expenses	139.74	97.75
Rent expenses	13.34	18.55
Repairs and maintenance		
Building	111.93	104.76
Plant and machinery	157.53	106.85
Others	285.63	202.31
Security expenses	14.10	34.07
Vehicle expenses	17.83	23.53
	<b>4,189.58</b>	<b>3,159.32</b>
Less: allocated to projects / capitalised	46.30	181.27
	<b>4,143.28</b>	<b>2,978.05</b>

<b>Payment to auditor</b>	(₹ in Lakh)	
	<b>2015</b>	<b>2014</b>
<b>As auditor</b>		
Statutory audit fees (including for Limited Review)	65.42	64.30
Tax audit fees	13.00	12.50
<b>In other capacity</b>		
Taxation matters	12.50	12.00
Out of pocket expenses	0.23	0.14
	<b>91.15</b>	<b>88.94</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	(₹ in Lakh)	
<b>NOTE 24 : DEPRECIATION AND AMORTISATION</b>	<b>2015</b>	<b>2014</b>
Depreciation on tangible assets	3,946.10	2,625.53
Amortisation of intangible assets	88.08	93.01
	<b>4,034.18</b>	<b>2,718.54</b>
Less: allocated to projects / capitalised	4.88	3.69
	<b>4,029.30</b>	<b>2,714.85</b>

	(₹ in Lakh)	
<b>NOTE 25 : INTEREST AND FINANCE CHARGES</b>	<b>2015</b>	<b>2014</b>
Interest expenses	8701.86	10.11
Bank and finance charges	230.61	264.07
	<b>8,932.47</b>	<b>274.18</b>
Less: allocated to projects / capitalised	8,756.23	242.93
	<b>176.24</b>	<b>31.25</b>

	(₹ in Lakh)	
<b>NOTE 26 : EARNINGS PER SHARE (EPS)</b>	<b>2015</b>	<b>2014</b>
Profit after tax as per statement of profit and loss	31,711.98	31,106.23
Weighted average number of equity shares for basic EPS (in No.)	32,82,33,590	32,82,33,262
Add: Weighted average potential equity shares on grant of option under ESOP (in No.)	18,885	-
Weighted average number of equity shares for diluted EPS (in No.)	32,82,52,475	32,82,33,262
Face value of equity share (₹)	10	10
<b>Basic earnings per share (₹)</b>	<b>9.66</b>	<b>9.48</b>
<b>Diluted earnings per share (₹)</b>	<b>9.66</b>	<b>9.48</b>

# Anti-dilutive

	(₹ in Lakh)	
<b>NOTE 27 : PROPOSED DIVIDEND AND DIVIDEND DISTRIBUTION TAX</b>	<b>2015</b>	<b>2014</b>
<b>Proposed dividend</b>		
Equity shares	6,564.76	6,564.67
<b>Dividend distribution tax</b>		
Equity shares	1,336.45	1,115.66
	<b>7,901.21</b>	<b>7,680.33</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 28 : EMPLOYEE BENEFITS	2015	2014
<b>A. Defined contribution plans</b>		
Employer's contribution to provident fund	338.73	311.97
Employer's contribution to pension fund	47.51	31.66
Employer's contribution to ESIC	11.17	9.42
Labour welfare fund contribution for workmen	0.36	0.37

(₹ in Lakh)

B. Defined benefit plans	Gratuity		Leave encashment	
	2015	2014	2015	2014
<b>i) Change in present value of obligations</b>				
Present value obligation at the beginning of the year	347.29	282.55	136.55	138.66
Interest cost	28.08	22.27	10.47	10.36
Service cost	198.81	93.38	204.73	180.11
Past service cost- (non vested benefits)	11.70	-	-	-
Past service cost -(vested benefits)	233.00	-	-	-
Benefit paid	(45.33)	(12.37)	(31.08)	(20.10)
Actuarial (gains) / losses	(66.16)	(38.54)	(169.03)	(172.48)
<b>Present value obligation at the end of the year</b>	<b>707.39</b>	<b>347.29</b>	<b>151.64</b>	<b>136.55</b>
<b>ii) Change in fair value of plan assets</b>				
Fair value of plan assets at the beginning of the year	283.75	204.35	-	-
Adjustment to opening balance	10.77	0.03	-	-
Expected return on plan assets	24.69	18.84	-	-
Contribution	73.57	74.71	31.08	20.10
Benefit paid	(45.33)	(12.37)	(31.08)	(20.10)
Actuarial gains / (losses)	(0.77)	(1.81)	-	-
<b>Closing balance of fair value of plan assets</b>	<b>346.68</b>	<b>283.75</b>	<b>-</b>	<b>-</b>
<b>iii) Experience history</b>				
(Gains) / losses on obligation due to change in assumption	58.00	(37.95)	9.26	(25.87)
Experience (gains) / losses on obligation	(124.16)	(0.59)	(178.30)	(146.61)
Actuarial gains / (losses) on plan assets	(0.77)	(1.81)	-	-
<b>iv) Amount recognised in the balance sheet</b>				
Present value of obligation at the end of year	707.38	347.29	151.64	136.55
Fair value of plan assets at the end of the year	346.67	283.74	-	-
Funded status	(360.72)	(63.55)	(151.64)	(136.55)
Unrecognised past service cost - non vested benefits	5.57	-	-	-
<b>Net assets / (liability) recognised in the balance sheet</b>	<b>(355.15)</b>	<b>(63.55)</b>	<b>(151.64)</b>	<b>(136.55)</b>
<b>v) Expense recognised in statement of profit and loss</b>				
Current service cost	198.81	93.38	204.74	180.11
Interest cost	28.08	22.27	10.47	10.36
Past service cost- (non vested benefits)	11.70	-	-	-
Past service cost -(vested benefits)	233.00	-	-	-
Expected return on plan assets	(24.69)	(18.84)	-	-

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 28 : EMPLOYEE BENEFITS (contd.)

(₹ in Lakh)				
B. Defined benefit plans	Gratuity		Leave encashment	
	2015	2014	2015	2014
Unrecognised past service cost - non vested benefits	(5.57)	-	-	-
Net actuarial (gains) / losses recognised for the year	(65.39)	(36.73)	(169.03)	(172.47)
<b>Expenses recognised in statement of profit and loss</b>	<b>375.94</b>	<b>60.08</b>	<b>46.18</b>	<b>18.00</b>
<b>vi) Movement in the liability recognised in balance sheet</b>				
Opening net liability	63.55	78.20	136.55	138.65
Adjustment to opening balance	(10.77)	(0.03)	-	-
Expenses as above	375.94	60.08	46.18	18.00
Contribution paid	(73.57)	(74.70)	(31.09)	(20.10)
<b>Closing net liability</b>	<b>355.15</b>	<b>63.55</b>	<b>151.64</b>	<b>136.55</b>
<b>vii) Classification of defined benefit obligations</b>				
Non-current portion	-	3.74	119.09	101.08
Current portion	355.15	59.81*	32.55	35.47

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

#### Actuarial assumptions

	Gratuity		Leave encashment	
	2015	2014	2015	2014
Interest / discount rate	8.00%	8.65%	8.00%	8.06%
Expected rate of 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,

	2015	2014
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	2015			2014		
	Real estate	Hospitality	Total	Real estate	Hospitality	Total
Segment revenue	80,011.51	12,255.24	92,266.75	68,579.30	11,266.15	79,845.45
Segment result	46,635.53	1,339.06	47,974.59	39,052.52	2,085.81	41,138.33
Unallocated income net of unallocated expenses			291.74			1,478.12
<b>Operating profit</b>			<b>48,266.33</b>			<b>42,616.45</b>
Less: Interest and finance charges			(176.24)			(31.25)
Add: Interest income			832.25			3,852.51
<b>Profit before tax</b>			<b>48,922.34</b>			<b>46,437.71</b>
Provision for tax			(17,210.36)			(15,331.48)
<b>Profit after tax</b>			<b>31,711.98</b>			<b>31,106.23</b>
<b>Other information</b>						
Segment assets	6,47,449.19	34,893.05	6,82,342.24	4,58,744.83	37,079.59	4,95,824.42
Unallocated corporate assets <sup>(A)</sup>			29,653.63			52,878.83
<b>Total assets</b>			<b>7,11,995.87</b>			<b>5,48,703.25</b>
Segment liabilities	2,34,977.11	3,262.87	2,38,239.98	88,455.82	3,125.96	91,581.78
Unallocated corporate liabilities			10,327.27			17,482.36
<b>Total liabilities</b>			<b>2,48,567.25</b>			<b>1,09,064.14</b>
Capital expenditure for the year (net of transfers)	(1,875.26)	42.97	(1,832.29)	5,015.17	233.66	5,248.83
Unallocated capital expenditure for the year			110.74			353.38
Depreciation for the year	1,554.13	2,083.55	3,637.68	977.06	1,352.58	2,329.64
Unallocated depreciation for the year			391.62			385.21

### Note:

- Unallocated corporate assets includes temporary surplus. Income earned on temporary investment of the same has been shown in 'Unallocable Income net of Unallocable Expenses'.
- The Company is developing through a joint venture a mixed use project comprising of a hotel and residences. Pending the final set of approvals which will give clarity on the overall size of the project, the total cost of ₹33,067.27 Lakh incurred till date is reflected under the real estate segment and the relevant cost shall be allocated to the hospitality segment once there is certainty. However, the revenue recognition of this project has not yet commenced and hence there is no impact of the same on the segment revenue.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 30 : LEASES	2015	2014
<b>Assets taken on operating lease</b>		
Future minimum lease payments under non-cancellable operating lease :		
Not later than one year	433.00	442.02
Later than one year and not later than five years	399.30	832.30
Later than five year	-	-
Lease payments recognised during the year in the statement of profit and loss	441.02	448.60

### 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 (AoP) Oasis Realty (AoP) I-Ven Realty Limited Saldanha Realty and Infrastructure Private Limited (from October 18, 2013 till January 12, 2014) Saldanha Realty and Infrastructure LLP (from January 13, 2014) Aion Realty LLP Metropark Infratech And Realty Developments Private Limited
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 Neo Realty Private Limited

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 31 : RELATED PARTY DISCLOSURES (contd.)

B. Related party transactions		(₹ in Lakh)	
Relationship	Nature of transaction	2015	2014
<b>Jointly controlled entities / assets</b>			
ZACO Aviation (AoP)	Reimbursement of expenses	47.72	46.80
	Purchase of fixed assets	2.72	2.51
	Recovery of deposit	0.57	0.63
	Sale of fixed assets	0.25	-
Oasis Realty (AoP)	Recovery of expenses	308.43	246.16
	Corporate guarantee given	26,966.44	30,000.00
	Excess contribution	14,350.19	8,486.63
Sangam City Township Private Limited	Excess contribution received back	1.27	14.25
Saldanha Realty and Infrastructure LLP	Current capital contribution in LLP	1,113.30	1,588.50
	Excess contribution	-	272.63
	Interest on loan	-	1.81
Aion Realty LLP	Excess contribution	50.00	-
	Excess contribution received back	50.00	-
Metropark Infratech And Realty Developments Private Limited	Loan given	268.00	-
<b>Key management personnel and their relatives</b>			
Vikas Oberoi	Dividend paid	4,257.45	4,486.27
	Subscription of debentures	668.50	343.50
	Redemption of debentures	615.00	-
	Remuneration	129.55	192.00
	Loan taken	10,708.00	-
Bindu Oberoi	Dividend paid	0.00	0.00
	Remuneration	50.00	42.00
Ranvir Oberoi	Dividend paid	0.02	0.02
Gayatri Oberoi	Dividend paid	0.00	0.00
Santosh Oberoi	Sale of units	2,560.36	-
	Cancellation of units	2,560.36	-
	Amount received on behalf of	-	7.19
	Dividend paid	0.02	0.02
<b>Entities where key management personnel have significant influence</b>			
Oberoi Foundation	Recovery of expenses	4.21	8.54
	Sale of materials	-	0.26
	Rent income	2,614.93	2,759.36
	Reimbursement of expenses	2.01	-
	Deposit received	67.26	-
Neo Realty Private Limited	Rent income	0.12	-
R S Estate Developers Private Limited	Dividend paid	666.00	666.00
R. S. V. Associates	Sale of unit	67.98	-

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 31 : RELATED PARTY DISCLOSURES (contd.)

C. Closing balances of related parties		(₹ in Lakh)	
Relationship	Nature of transaction	2015	2014
<b>Jointly controlled entities / assets</b>			
ZACO Aviation (AoP)		0.36	3.98
Sangam City Township Private Limited		244.54	245.80
Oasis Realty (AoP)	-Receivable	53,425.26	39,075.08
	-Corporate guarantee given	65,295.63	41,290.00
Saldanha Realty and Infrastructure LLP		2,974.43	1,861.13
Metropark Infratech And Realty Developments Private Limited		268.00	-
<b>Key management personnel and their relatives</b>			
Vikas Oberoi		10,708.00	-
<b>Entities where key management personnel have significant influence</b>			
Oberoi Foundation		800.00	732.74

NOTE 32 : CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS	2015	2014
--	------	------

A. Summary details of contingent liabilities		
1. Letters of credit net of margin (gross ₹36.00 Lakh, previous year ₹135.70 Lakh)	-	-
2. Bank guarantees net of margin (gross ₹1,185.32 Lakh, previous year ₹2,023.52 Lakh)	-	-
3. Indemnity bonds given in favour of the government under Export Promotion Capital Goods Scheme (net of bank guarantees)	863.77	1,365.76
4. Litigations		
a) Legal cases against the Group not acknowledged as debt (excluding certain matters where amount are not ascertainable)	8,561.01	1,901.75
b) MVAT matters in dispute	320.55	974.78
c) Income-tax matters in dispute	1,972.88	2,689.53
d) Service tax matters in dispute	1,394.98	967.07
e) Property tax matters in dispute	395.15	-
5. Claims against the Group not acknowledged as debt	423.07	11,205.52
6. Certain other additional matters which are under dispute but which are not acknowledged as debt by the Group	Amounts not ascertainable	Amounts not ascertainable
7. Corporate guarantees given (excluding corporate guarantee given for raising debentures in a subsidiary, refer note C below)	65,295.63	41,290.00
<b>B. Capital Commitments</b>		
a) Capital contracts (net of advances)	2,564.46	24,730.99
b) Capital commitment to joint venture (net of advances)	13,703.00	13,703.00

C. The Company has mortgaged certain immovable properties and granted hypothecation and escrow of the receivables thereof as a security in respect of the debentures outstanding aggregating to ₹65,100.00 Lakh issued by a wholly owned subsidiary. The Company has also issued an irrevocable and unconditional corporate guarantee in respect of the same.

D. The sales tax department of the Government of Maharashtra has completed the VAT assessments in connection with the returns filed by the Group on the sale of flats to the customers during the period beginning from June 2006 till March 2012 and determined the interest liability at ₹1,268.69 Lakh on the assessed amounts. However, vide an order of the Hon'ble Supreme Court of India the recovery of interest amounts in such cases has been stayed. Part of the amount has been collected by the Group from the flat purchasers on account of such liability. Pending the final decision in the matter, no effect is given in the profit and loss account for the same.

## 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, 2015 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 receivables, 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 'Work 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 ₹3.70 Lakh (previous year ₹6.57 Lakh) has been provisionally attached under section 281B of the Income Tax Act, 1961.
- F. A joint venture partner in an AoP availed certain credit facilities from the banks against the mortgage of 21 identified flats and receivables thereof. However, the Company's share in receivables from the project is not impacted.
- G. Previous year figures have been regrouped, re-arranged and re-classified wherever necessary to conform to current year's classification.
- H. 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

For and on behalf of the Board of Directors

**P. S. Shah**  
*Partner*  
Membership No.44611  
Mumbai, April 30, 2015

**Vikas Oberoi**  
*Chairman & Managing Director*

**T. P. Ostwal**  
*Director*

**Saumil Daru**  
*Director - Finance*  
*cum Chief Financial Officer*

**Bhaskar Kshirsagar**  
*Company Secretary*

## INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

To the Members of Oberoi Realty Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Oberoi Realty Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that we are operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2015, its profit and its 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, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31. A. 4 to the financial statements.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

### **For P. RAJ & CO.**

*Chartered Accountants*

Firm Registration No. 108310W

### **P. S. Shah**

*Partner*

Membership No. 44611

Mumbai, April 30, 2015

**Annexure referred to in paragraph 1 under the heading Report on other legal and regulatory requirements of our report of even date**

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. 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.
- ii. a. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. 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.
- iii. a. The Company has granted unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
- b. In our opinion and according to the information and explanations given to us, the receipt of principal and interest, wherever applicable, is regular.
- c. There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business for the purchases of fixed assets and for the sale of goods, properties and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- v. The Company has not accepted any deposits from public.
- vi. 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 subsection (1) of Section 148 of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii. a. 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, employees state insurance, income tax, service tax, wealth tax, custom duty, value added tax, sales tax and other material statutory dues during the year with the appropriate authorities. As on March 31, 2015, there are no such undisputed dues payable for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no material dues of provident fund, employees state insurance, wealth tax, custom duty, sales tax 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, Property 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	Customs, Excise and Service Tax Appellate Tribunal, Mumbai
Service Tax	Service Tax and penalty	17.71	2009-10	Customs, Excise and Service Tax Appellate Tribunal, Mumbai
Service Tax	Service Tax and penalty	14.31	2008-09 to 2011-12	Additional Commissioner, Service Tax, Mumbai-II
MVAT	VAT, Interest and Penalty	228.06	2008-09	Commissioner of Sales Tax (Appeal)
MVAT	Interest	92.49	2009-10 to 2011-12	Commissioner of Sales Tax (Appeal)
Income Tax	Income Tax	17.02	2005-06	Income Tax Appellate Tribunal, Mumbai
Income Tax	Income Tax	129.40	2007-08	Income Tax Appellate Tribunal, Mumbai
Income Tax	Income Tax	41.09	2008-09	Income Tax Appellate Tribunal, Mumbai
Income Tax	Income Tax	8.53	2008-09	Income Tax Appellate Tribunal, Mumbai
Income Tax	Income Tax	213.64	2009-10	Income Tax Appellate Tribunal, Mumbai
Income Tax	Income Tax	38.73	2009-10	Income Tax Appellate Tribunal, Mumbai
Income Tax	Penalty	45.99	2008-09	Commissioner of Income Tax (Appeals), Mumbai
Income Tax	Income Tax and Interest	12.24	2012-13	Assessing Officer, Mumbai
Income Tax	Income Tax and Interest	7.70	2013-14	Assessing Officer, Mumbai
Income Tax	Income Tax and Interest	0.19	2014-15	Commissioner of Income Tax (Appeals), Mumbai
Municipal Taxes	Property Tax	2.22	2010-11	The Assistant Assessor and Collector, Assessment Department, M.C.G.M
Municipal Taxes	Property Tax	3.45	2011-12	The Assistant Assessor and Collector, Assessment Department, M.C.G.M
Municipal Taxes	Property Tax	131.61	2012-13	The Assistant Assessor and Collector, Assessment Department, M.C.G.M
Municipal Taxes	Property Tax	191.24	2013-14	The Assistant Assessor and Collector, Assessment Department, M.C.G.M
Municipal Taxes	Property Tax	191.24	2014-15	The Assistant Assessor and Collector, Assessment Department, M.C.G.M



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

<b>Nature of Statute</b>	<b>Nature of the Dues</b>	<b>Amount (₹ in Lakh)</b>	<b>Financial Year to which the amount relates</b>	<b>Forum where dispute is pending</b>
Income Tax	Income Tax and Interest	1.85	2001-02	High Court, Mumbai
Income Tax	Income Tax	231.12	2006-07	High Court, Mumbai

- c. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses in the current and immediately preceding financial year.
- ix. According to the information and explanations given to us, the Company did not have any outstanding dues to financial institution, banks or debenture holders during the year.
- x. 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 subsidiary and joint venture from banks and financial institutions. 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.
- xi. According to the information and explanations provided to us, the Company did not avail any term loan from bank or financial institution during the year.
- xii. 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, April 30, 2015

## STANDALONE BALANCE SHEET

(₹ in Lakh)

AS AT MARCH 31,	NOTE	2015	2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	32,823.80	32,823.33
Reserves and surplus	3	2,64,103.69	2,40,589.15
		<b>2,96,927.49</b>	<b>2,73,412.48</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities	4	2,272.10	2,031.11
Trade payables	5	64.58	1,043.64
Other long-term liabilities	6	4,669.96	4,298.66
Long-term provisions	7	112.44	96.36
		<b>7,119.08</b>	<b>7,469.77</b>
<b>Current liabilities</b>			
Short-term borrowings	8	12,703.68	-
Trade payables	5	2,639.42	1,700.49
Other current liabilities	9	91,743.89	68,005.70
Short-term provisions	7	8,250.03	7,771.95
		<b>1,15,337.02</b>	<b>77,478.14</b>
<b>Total</b>		<b>4,19,383.59</b>	<b>3,58,360.39</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	10	88,251.81	52,741.00
Intangible assets	10	138.29	193.75
Capital work in progress		614.81	42,291.18
Non-current investments	11	31,861.32	31,661.23
Long-term loans and advances	12	28,865.90	29,099.81
		<b>1,49,732.13</b>	<b>1,55,986.97</b>
<b>Current assets</b>			
Current investments	13	6,989.50	6,636.00
Inventories	14	1,03,278.55	87,540.76
Trade receivables	15	2,761.23	5,919.47
Cash and bank balances	16	8,748.13	34,446.34
Short-term loans and advances	12	1,44,494.48	64,329.08
Other current assets	17	3,379.57	3,501.77
		<b>2,69,651.46</b>	<b>2,02,373.42</b>
<b>Total</b>		<b>4,19,383.59</b>	<b>3,58,360.39</b>

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, April 30, 2015

**Vikas Oberoi**  
Chairman & Managing Director

**T. P. Ostwal**  
Director

**Saumil Daru**  
Director - Finance  
cum Chief Financial Officer

**Bhaskar Kshirsagar**  
Company Secretary

## STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	NOTE	2015	2014
<b>INCOME</b>			
Revenue from operations	18	69,924.06	62,255.70
Other income	19	6,181.49	8,329.88
<b>Total revenue</b>	<b>(A)</b>	<b>76,105.55</b>	<b>70,585.58</b>
<b>EXPENSES</b>			
Operating costs	20	21,785.37	20,556.30
Employee benefits expense	21	4,774.82	4,015.60
Other expenses	22	3,519.42	2,679.33
<b>Total expenses</b>	<b>(B)</b>	<b>30,079.61</b>	<b>27,251.23</b>
<b>Profit before interest, depreciation, amortisation and taxes (EBITDA)</b>	<b>(A-B)</b>	<b>46,025.94</b>	<b>43,334.35</b>
Depreciation and amortisation	23	3,351.16	2,233.23
Interest and finance charges	24	17.47	26.17
<b>Profit before tax</b>		<b>42,657.31</b>	<b>41,074.95</b>
<b>Tax expense</b>			
Current tax		11,944.84	10,934.68
Deferred tax		248.11	731.34
(Excess) / short provision of tax in earlier years		(12.63)	(103.48)
<b>Profit after tax</b>		<b>30,476.99</b>	<b>29,512.41</b>
<b>Earnings per equity share (face value of ₹ 10)</b>	25		
- Basic (in ₹)		9.29	8.99
- Diluted (in ₹)		9.28	8.99

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, April 30, 2015

**Vikas Oberoi**

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Director

**Saumil Daru**

Director - Finance  
cum Chief Financial Officer

**Bhaskar Kshirsagar**

Company Secretary

## STANDALONE CASH FLOW STATEMENT

(₹ in Lakh)

FOR THE YEAR ENDED MARCH 31,	2015	2014
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Profit before tax as per statement of profit and loss</b>	<b>42,657.31</b>	<b>41,074.95</b>
<b>Adjustments for</b>		
Depreciation and amortisation	3,351.16	2,233.23
Interest income	(391.96)	(2,254.21)
Interest expenses	0.85	1.99
Dividend income	(5,786.53)	(6,043.82)
Loss / (profit) on sale of investments (net)	-	(31.34)
Loss / (gain) from foreign exchange fluctuation (net)	1.86	12.78
Loss / (gain) on sale / discarding of fixed assets (net)	(2.45)	0.63
Sundry balances written off / (back)	(17.87)	(30.93)
<b>Operating cash profit before working capital changes</b>	<b>39,812.37</b>	<b>34,963.28</b>
<b>Movement for working capital</b>		
Increase / (decrease) in trade payables	145.90	(4.68)
Increase / (decrease) in other liabilities	24,109.04	(10,069.20)
Increase / (decrease) in provisions	273.28	(17.71)
(Increase) / decrease in loans and advances	(16,318.87)	(14,412.13)
(Increase) / decrease in trade receivables	3,158.24	(2,396.87)
(Increase) / decrease in inventories	(15,737.78)	(28,720.84)
<b>Cash generated / (used) from operations</b>	<b>35,442.18</b>	<b>(20,658.15)</b>
Direct taxes (paid) / refund	(12,206.77)	(10,874.21)
<b>Net cash inflow / (outflow) from operating activities</b>	<b>(A) 23,235.41</b>	<b>(31,532.36)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
(Acquisition) / sale of fixed assets / addition to capital work in progress (net)	4,248.01	(4,143.96)
Interest received	443.97	3,241.85
Dividend received	5,786.53	6,043.82
Decrease / (increase) in loans and advances to / for subsidiaries / joint ventures (net)	(64,836.02)	(24,275.58)
(Acquisition) / sale of investments (net)	(553.59)	(313.24)
(Increase) / decrease in other assets	524.79	68,438.14
<b>Net cash inflow / (outflow) from investing activities</b>	<b>(B) (54,386.31)</b>	<b>48,991.03</b>

## STANDALONE CASH FLOW STATEMENT

		(₹ in Lakh)	
FOR THE YEAR ENDED MARCH 31,		2015	2014
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Increase in equity share capital (including share premium)		12.24	-
Proceeds from borrowings		20,750.68	-
Repayment of borrowings		(8,047.00)	-
Interest paid		(0.85)	(1.99)
Dividend paid (including dividend distribution tax)		(6,738.03)	(6,738.03)
<b>Net cash inflow / (outflow) from financing activities</b>	<b>(C)</b>	<b>5,977.04</b>	<b>(6,740.02)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(A+B+C)</b>	<b>(25,173.86)</b>	<b>10,718.65</b>
Add: cash and cash equivalents at the beginning of the year		30,296.38	19,577.73
<b>Cash and cash equivalents at the end of the year</b>		<b>5,122.52</b>	<b>30,296.38</b>

		(₹ in Lakh)	
AS AT MARCH 31,		2015	2014
Cash on hand		27.30	39.53
Balance with banks in current accounts		2,561.18	7,722.25
Fixed deposits with banks, having original maturity of three months or less		2,534.04	22,534.60
<b>Cash and cash equivalents at the end of the year</b>		<b>5,122.52</b>	<b>30,296.38</b>

		(₹ in Lakh)	
AS AT MARCH 31,		2015	2014
Cash and cash equivalents at the end of the year as per above		5,122.52	30,296.38
Add: Balance with bank in unclaimed dividend accounts		1.29	0.84
Add: Fixed deposit with banks, having original maturity of more than three months but less than twelve months		-	12.61
Add: Fixed deposits with banks, having original maturity of more than twelve months		706.02	1,556.50
Add: Fixed deposits with banks (lien marked)		2,918.30	2,580.01
<b>Cash and bank balance as per balance sheet (refer note 16)</b>		<b>8,748.13</b>	<b>34,446.34</b>

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

For and on behalf of the Board of Directors

**P. S. Shah**  
Partner  
Membership No.44611  
Mumbai, April 30, 2015

**Vikas Oberoi**  
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cum Chief Financial Officer

**Bhaskar Kshirsagar**  
Company Secretary

## 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 development 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 (Accounts) Rules, 2014, (as amended) and the relevant provisions of the Companies Act, 2013. 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.

#### C. 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 as prescribed under Part C of Schedule II of the Companies Act, 2013 except for the following class of assets where the management has estimated useful life which differs from the useful life prescribed under the Act.

Mobile handsets	3 years
Lessee specific assets and improvements	Over lease period or useful life as prescribed in Schedule II, whichever is lower

For these classes of assets, based on internal assessment, the management believes that the useful

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

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 (non-current) and short-term (current) investments. Investments intended to be held for not more than a year are classified as short-term investments. All other investments are classified as long-term investments. Long-term investments are stated at cost less permanent diminution in value, if any. Short-term investments are stated at the lower of cost or fair 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 net realisable 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 /

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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.

### 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 issued by ICAI 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 and liquidated damages 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.



## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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.

### 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 Company 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

- 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 extreme 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.

### **O. Borrowing costs**

Borrowing costs that are directly attributable to the acquisition / construction of qualifying 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	2015	2014
<b>Authorised share capital</b>		
42,50,00,000 (42,50,00,000) equity shares of ₹10 (Rupees ten only) each	42,500.00	42,500.00
	<b>42,500.00</b>	<b>42,500.00</b>
<b>Issued, subscribed and paid up share capital</b>		
32,82,37,969 (32,82,33,262) equity shares of ₹10 (Rupees ten only) each fully paid up	32,823.80	32,823.33
	<b>32,823.80</b>	<b>32,823.33</b>

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

#### Equity shares

	2015		2014	
	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 on exercise of options vested under Employee Stock Option Scheme	4,707	0.47	-	-
<b>At the end of the year</b>	<b>32,82,37,969</b>	<b>32,823.80</b>	<b>32,82,33,262</b>	<b>32,823.33</b>

### 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, 2015, the amount of per share dividend recognised as proposed for distribution to equity shareholders is ₹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

	2015	
	in No.	% Holding
i) Vikas Oberoi	21,28,72,504	64.85%
ii) R S Estate Developers Private Limited	3,33,00,000	10.15%

	2014	
	in No.	% Holding
i) Vikas Oberoi	21,28,72,504	64.85%
ii) R S Estate Developers Private Limited	3,33,00,000	10.15%
iii) SSIII Indian Investments Two Limited	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

### NOTE 2 : SHARE CAPITAL (contd.)

#### 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, out of which as on date of balance sheet 7,32,534 options are outstanding.

The following information relates to the Employee Stock Options as on March 31, 2015

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	10,36,837	260	260	4.20
Less: Lapsed / forfeited / cancelled during the year	2,99,596	-	-	-
Less: Exercised during the year	4,707	260	260	-
Outstanding at the end of the year	7,32,534	260	260	4.20
Exercisable at the end of the year	7,32,534	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 higher by Re.0.11.

	(₹ in Lakh)	
NOTE 3 : RESERVES AND SURPLUS	2015	2014
<b>General reserve</b>		
Opening balance	8,971.32	6,757.32
Add: transferred during the year	-	2,214.00
Less: depreciation (net of taxes)	15.31	-
	<b>8,956.01</b>	<b>8,971.32</b>
<b>Capital redemption reserve</b>		
Balance in Capital redemption reserve	5,710.00	5,710.00
	<b>5,710.00</b>	<b>5,710.00</b>
<b>Capital reserve</b>		
Balance in Capital reserve	3,590.00	3,590.00
	<b>3,590.00</b>	<b>3,590.00</b>
<b>Securities premium account</b>		
Opening balance	1,35,132.61	1,35,132.61
Add: receipt during the year	11.77	-
	<b>1,35,144.38</b>	<b>1,35,132.61</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
<b>NOTE 3 : RESERVES AND SURPLUS (contd.)</b>	<b>2015</b>	<b>2014</b>
<b>Surplus in statement of profit and loss</b>		
Opening balance	87,185.22	66,624.84
Add: profit during the year as per statement of profit and loss	30,476.99	29,512.41
Less: Appropriations		
Transfer to general reserve	-	2,214.00
Proposed dividend, dividend distribution tax and credit availed (refer note 26)	6,958.91	6,738.03
	<b>1,10,703.30</b>	<b>87,185.22</b>
	<b>2,64,103.69</b>	<b>2,40,589.15</b>

	(₹ in Lakh)	
<b>NOTE 4 : DEFERRED TAX LIABILITIES</b>	<b>2015</b>	<b>2014</b>
<b>Deferred tax liabilities</b>		
On depreciation	2,321.21	2,326.46
<b>Deferred tax assets</b>		
On share issue expenses	-	250.70
On other expenses	49.11	44.65
<b>Deferred tax liabilities (net)</b>	<b>2,272.10</b>	<b>2,031.11</b>

	(₹ in Lakh)			
<b>NOTE 5 : TRADE PAYABLES</b>	<b>Non-current portion</b>		<b>Current portion</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
Trade payables (refer note 35)	64.58	689.77	1,975.52	1,220.43
Others	-	353.87	663.90	480.06
	<b>64.58</b>	<b>1,043.64</b>	<b>2,639.42</b>	<b>1,700.49</b>

	(₹ in Lakh)	
<b>NOTE 6 : OTHER LONG-TERM LIABILITIES</b>	<b>2015</b>	<b>2014</b>
Trade deposits	4,669.96	4,298.66
	<b>4,669.96</b>	<b>4,298.66</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 7 : PROVISIONS	Long term (non-current)		Short term (current)	
	2015	2014	2015	2014
<b>Provision for employee benefits</b>				
Provision for gratuity (refer note 27)	-	-	316.77	56.60
Provision for leave salary (refer note 27)	112.44	96.36	32.05	35.02
	<b>112.44</b>	<b>96.36</b>	<b>348.82</b>	<b>91.62</b>
<b>Others</b>				
Proposed equity dividend	-	-	6,564.76	6,564.67
Provision for dividend distribution tax	-	-	1,336.45	1,115.66
	-	-	<b>7,901.21</b>	<b>7,680.33</b>
	<b>112.44</b>	<b>96.36</b>	<b>8,250.03</b>	<b>7,771.95</b>

(₹ in Lakh)

NOTE 8 : SHORT-TERM BORROWINGS (UNSECURED)	2015	2014
Loans from subsidiary company (refer note 30)	1,995.68	-
Loan from director (refer note 30)	10,708.00	-
	<b>12,703.68</b>	<b>-</b>

(₹ in Lakh)

NOTE 9 : OTHER CURRENT LIABILITIES	2015	2014
Advances from customers / billing in excess of revenue	80,068.84	58,031.20
Unclaimed dividend	1.29	0.84
Trade deposits	4,516.95	4,657.51
Other payables (includes provision for expenses, statutory liabilities and others)	7,156.81	5,316.15
	<b>91,743.89</b>	<b>68,005.70</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### NOTE 10 : FIXED ASSETS

(₹ in Lakh)

Particulars	Gross block			Accumulated depreciation and amortisation				Net block		
	As At 01-04-2014	Additions	Deductions	As At 31-03-2015	As At 01-04-2014	For the year	Deductions	Transferred to Reserves and Surplus ^	As At 31-03-2015	As At 31-03-2014
<b>Tangible Assets</b>										
Land - freehold	7,514.38	2,021.31	-	9,535.69	-	-	-	-	9,535.69	7,514.38
Buildings	33,188.10	29,774.05	-	62,962.15	2,304.50	606.54	-	1.06	2,912.10	60,050.05
Electrical installations	2,608.89	1,362.23	-	3,971.12	488.75	366.08	-	-	854.83	3,116.29
Furniture and fixtures	5,667.07	92.18	-	5,759.25	1,942.20	843.54	-	-	2,785.74	2,973.51
Office equipments	196.71	11.61	0.29	208.03	60.83	86.08	0.28	13.80	160.43	47.60
Plant and machinery	10,896.04	5,493.30	-	16,389.34	3,145.03	1,238.08	-	-	4,383.11	12,006.23
Computer	607.87	38.89	-	646.76	518.08	53.23	-	7.55	578.86	67.90
Vehicles	832.83	7.33	18.11	822.05	311.50	73.17	17.16	-	367.51	454.54
<b>Total tangible assets (A)</b>	<b>61,511.89</b>	<b>38,800.90</b>	<b>18.40</b>	<b>1,00,294.39</b>	<b>8,770.89</b>	<b>3,266.72</b>	<b>17.44</b>	<b>22.41</b>	<b>12,042.58</b>	<b>88,251.81</b>
Previous year	61,040.26	493.77	22.14	61,511.89	6,645.89	2,143.78	18.78	-	8,770.89	52,741.00
<b>Intangible Assets</b>										
Computer software	687.23	28.98	-	716.21	493.48	84.44	-	-	577.92	138.29
<b>Total intangible assets (B)</b>	<b>687.23</b>	<b>28.98</b>	<b>-</b>	<b>716.21</b>	<b>493.48</b>	<b>84.44</b>	<b>-</b>	<b>-</b>	<b>577.92</b>	<b>138.29</b>
Previous year	588.83	98.51	0.11	687.23	404.14	89.45	0.11	-	493.48	193.75
<b>Total Assets (A+B)</b>	<b>62,199.12</b>	<b>38,829.88</b>	<b>18.40</b>	<b>1,01,010.60</b>	<b>9,264.37</b>	<b>3,351.16</b>	<b>17.44</b>	<b>22.41</b>	<b>12,620.50</b>	<b>88,390.10</b>
Previous year	61,629.09	592.28	22.25	62,199.12	7,050.03	2,233.23	18.89	-	9,264.37	52,934.75

Notes:

^ As per para 7 (b) of Notes to Part C of Schedule II to the Companies Act, 2013, where the remaining useful life of an asset as on the effective date i.e. April 1, 2014 is nil, the carrying amount of the asset is recognised in opening balance of retained earnings i.e. General Reserve.

#### A. 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	2015		2014	
	As At 31-03-2015	As At 01-04-2014	As At 31-03-2014	As At 01-04-2014
Gross block	56,598.81	22,385.63	56,598.81	22,385.63
Accumulated depreciation	3,454.33	2,539.05	3,454.33	2,539.05
Depreciation for the year	906.23	564.79	906.23	564.79

#### B. Future minimum lease payments receivables under non-cancellable operating lease

	2015	2014
Not later than one year	3,723.28	2,227.03
Later than one year and not later than five years	2,279.97	2,353.47
Later than five years	-	-
Lease income recognised during the year in statement of profit and loss	7,085.80	7,468.54

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 11 : NON-CURRENT INVESTMENTS	2015	2014
<b>Long term - trade investments (valued at cost unless stated otherwise)</b>		
<b>Unquoted equity and preference shares</b>		
<b>A. Investment in subsidiaries</b>		
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 (Nil) equity shares of ₹10 each fully paid up of Integrus Realty Private Limited	1.00	-
10,000 (10,000) equity shares of ₹10 each fully paid up of Sight Realty Private Limited	1.00	1.00
Nil (10,000) equity shares of ₹10 each fully paid up of Buoyant Realty Private Limited	-	1.00
50,00,000 (10,000) equity shares of ₹10 each fully paid up of Incline Realty Private Limited	500.00	1.00
<b>B. Investment in joint ventures</b>		
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
<b>C. Capital Investment in LLP</b>		
Capital in Astir Realty LLP	0.10	0.10
Capital in Buoyant Realty LLP	1.00	-
<b>D. Investments in government securities</b>		
National saving certificate (in the name of employee of the Company)	1.21	1.12
<b>Unquoted debt instruments in joint ventures</b>		
0% optionally convertible debenture of ₹100 each fully paid up of I-Ven Realty Limited		
Nil (3,43,500) 2014-Series-1 to 4	-	343.50
36,000 (Nil) 2014-Series-6 to 9	36.00	-
7,500 (Nil) 2015-Series-1 to 2	7.50	-
	<b>31,861.32</b>	<b>31,661.23</b>
<b>Aggregate amount of</b>		
Book value of unquoted investments	31,861.32	31,661.23



## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 12 : LOANS AND ADVANCES (UNSECURED AND CONSIDERED GOOD)	Long term (non-current)		Short term (current)	
	2015	2014	2015	2014
Capital advances	89.77	1,657.92	-	-
Advances to vendors	63.00	76.29	33,666.78	21,782.10
Deposits	12,746.08	12,573.63	63.52	13,613.15
Advances recoverable in cash or kind	708.21	85.10	2,785.49	1,842.53
Revenue in excess of billing	-	-	16,348.80	-
Loans and advances to related parties (refer note 30)*	15,254.27	14,695.10	90,191.72	25,914.87
	<b>28,861.33</b>	<b>29,088.04</b>	<b>1,43,056.31</b>	<b>63,152.65</b>
<b>Other loans and advances</b>				
Income tax (net of provisions)	-	-	1,142.66	868.11
Prepaid expenses	4.57	11.77	292.94	302.84
Loans to employees	-	-	2.57	5.48
	<b>4.57</b>	<b>11.77</b>	<b>1,438.17</b>	<b>1,176.43</b>
	<b>28,865.90</b>	<b>29,099.81</b>	<b>1,44,494.48</b>	<b>64,329.08</b>
* All loans are interest free and recoverable on demand				
<b>Loans / advances due by directors or other officers, etc.</b>				
<b>Advances to related parties include</b>				
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 13 : CURRENT INVESTMENTS	2015	2014
<b>Current portion of long-term trade investments (valued at lower of cost or fair value)</b>		
<b>Unquoted debt instruments</b>		
0% optionally convertible debenture of ₹100 each fully paid up of I-Ven Realty Limited		
47,95,000 (47,95,000) 2011-Series-1 to 5	4,795.00	4,795.00
18,31,000 (18,31,000) 2012-Series-1 to 9	1,831.00	1,831.00
10,000 (10,000) 2013-Series-1 to 4	10.00	10.00
3,53,500 (Nil) 2014-Series-1 to 5	353.50	-
	<b>6,989.50</b>	<b>6,636.00</b>
<b>Aggregate amount of</b>		
Book value of unquoted investments	6,989.50	6,636.00

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
<b>NOTE 14 : INVENTORIES</b>	<b>2015</b>	<b>2014</b>
Plots of land	378.49	378.49
Works in progress	79,750.17	86,656.75
Finished goods	18,609.01	336.73
Food and beverages etc.	136.80	127.81
Others (including transferrable development rights)	4,404.08	40.98
	<b>1,03,278.55</b>	<b>87,540.76</b>

	(₹ in Lakh)	
<b>NOTE 15 : TRADE RECEIVABLES (UNSECURED AND CONSIDERED GOOD)</b>	<b>2015</b>	<b>2014</b>
Outstanding for a period exceeding six months from the date of becoming due for payment	3.89	1,495.39
Other receivables	2,757.34	4,424.08
	<b>2,761.23</b>	<b>5,919.47</b>

	(₹ in Lakh)	
<b>NOTE 16 : CASH AND BANK BALANCES</b>	<b>2015</b>	<b>2014</b>
<b>Cash and cash equivalents</b>		
Cash on hand	27.30	39.53
Balance with banks in current accounts	2,561.18	7,722.25
Fixed deposits with banks, having original maturity of three months or less	2,534.04	22,534.60
	<b>5,122.52</b>	<b>30,296.38</b>
<b>Other bank balances</b>		
Balance with bank in unclaimed dividend account	1.29	0.84
Fixed deposit with banks, having original maturity of more than three months but less than twelve months	-	12.61
Fixed deposit with banks, having original maturity of more than twelve months	706.02	1,556.50
Fixed deposits with banks (lien marked)	2,918.30	2,580.01
	<b>3,625.61</b>	<b>4,149.96</b>
	<b>8,748.13</b>	<b>34,446.34</b>

	(₹ in Lakh)	
<b>NOTE 17 : OTHER ASSETS</b>	<b>2015</b>	<b>2014</b>
Interest accrued but not due	63.50	115.52
Others	4.83	75.01
Advance against flats (refer note 30)	3,311.24	3,311.24
	<b>3,379.57</b>	<b>3,501.77</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 18 : REVENUE FROM OPERATIONS	2015	2014
<b>Revenue from operations</b>		
Revenue from projects	49,884.62	42,403.00
Revenue from hospitality	12,169.16	11,180.14
Rental and other related revenues	7,201.50	7,596.55
Other operating revenue	668.78	1,076.01
	<b>69,924.06</b>	<b>62,255.70</b>

	(₹ in Lakh)	
NOTE 19 : OTHER INCOME	2015	2014
<b>Interest income on</b>		
Bank fixed deposits	387.85	2,248.39
Others	4.11	5.82
<b>Dividend income on</b>		
Investments in subsidiaries	5,544.60	5,544.60
Other investments	241.93	499.22
Profit on sale of investments (net)	-	31.34
Other non-operating income	3.00	0.51
	<b>6,181.49</b>	<b>8,329.88</b>

	(₹ in Lakh)	
NOTE 20 : OPERATING COSTS	2015	2014
Opening balance of works in progress	86,656.75	47,933.54
Opening stock of finished goods	336.73	336.73
Opening stock of transferrable development rights	-	10,000.00
Opening stock of food, beverages etc.	127.81	130.19
	<b>(A) 87,121.29</b>	<b>58,400.46</b>
<b>Add: expenses incurred during the year</b>		
Land, development rights and transferrable development rights	2,462.44	21,383.81
Materials, structural, labour and contract cost	18,480.37	15,548.79
Other project costs	1,307.99	753.58
Rates and taxes	2,370.88	3,709.78
Professional charges	729.53	652.70
Food, beverages and hotel expenses	4,691.97	4,541.84
<b>Allocated expenses to projects</b>		
Employee benefits expense	3,662.50	3,364.36
Other expenses	43.91	42.27
Interest and finance charges	0.25	2.02
	<b>(B) 33,749.84</b>	<b>49,999.15</b>
<b>Less:</b>		
Closing balance of works in progress	79,750.17	86,656.75
Closing stock of finished goods	18,609.01	336.73
Closing stock of food, beverages etc.	136.80	127.81
Transfer to current assets / fixed assets / capital work in progress	589.78	572.02
Recovery of overheads	-	150.00
	<b>(C) 99,085.76</b>	<b>87,843.31</b>
	<b>(A+B-C) 21,785.37</b>	<b>20,556.30</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
<b>NOTE 21 : EMPLOYEE BENEFITS EXPENSE</b>	<b>2015</b>	<b>2014</b>
Employee costs	7,352.51	6,616.37
Contribution to provident fund, gratuity and others	678.53	367.27
Staff welfare expenses	406.28	396.32
	<b>8,437.32</b>	<b>7,379.96</b>
Less: allocated to projects / capitalised	3,662.50	3,364.36
	<b>4,774.82</b>	<b>4,015.60</b>

	(₹ in Lakh)	
<b>NOTE 22 : OTHER EXPENSES</b>	<b>2015</b>	<b>2014</b>
Advertising and marketing expenses	1,760.46	1,230.08
Books and periodicals expenses	1.73	1.49
Communication expenses	70.45	68.95
Conveyance and travelling expenses	134.16	149.43
Corporate social responsibility expenses	15.94	-
Directors sitting fees and commission	43.91	46.26
Donations	45.24	55.55
Electricity charges	106.78	93.69
Hire charges	4.14	1.57
Information technology expenses	282.73	274.03
Insurance charges	85.06	85.31
Legal and professional charges	55.48	39.91
(Gain) / loss on foreign exchange fluctuation (net)	1.86	12.78
(Gain) / loss on sale / discarding of fixed assets (net)	(2.45)	0.63
Membership and subscription charges	7.81	27.01
Miscellaneous expenses	109.35	0.15
Payment to auditor	50.22	50.14
Printing and stationery expenses	132.02	92.29
Rent expenses	7.34	12.48
Repairs and maintenance		
Building	112.02	91.87
Plant and machinery	156.90	106.46
Others	355.18	239.79
Security expenses	14.10	24.04
Vehicle expenses	12.90	17.69
	<b>3,563.33</b>	<b>2,721.60</b>
Less: allocated to projects / capitalised	43.91	42.27
	<b>3,519.42</b>	<b>2,679.33</b>

<b>Payment to auditor</b>	(₹ in Lakh)	
	<b>2015</b>	<b>2014</b>
<b>As auditor</b>		
Statutory audit fees (including for Limited Review)	35.00	35.00
Tax audit fees	7.50	7.50
<b>In other capacity</b>		
Taxation matters	7.50	7.50
Out of pocket expenses	0.22	0.14
	<b>50.22</b>	<b>50.14</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
<b>NOTE 23 : DEPRECIATION AND AMORTISATION</b>	<b>2015</b>	<b>2014</b>
Depreciation on tangible assets	3,266.72	2,143.78
Amortisation of intangible assets	84.44	89.45
	<b>3,351.16</b>	<b>2,233.23</b>

	(₹ in Lakh)	
<b>NOTE 24 : INTEREST AND FINANCE CHARGES</b>	<b>2015</b>	<b>2014</b>
Interest expenses	0.85	1.99
Bank and finance charges	16.87	26.20
	<b>17.72</b>	<b>28.19</b>
Less: allocated to projects / capitalised	0.25	2.02
	<b>17.47</b>	<b>26.17</b>

	(₹ in Lakh)	
<b>NOTE 25 : EARNINGS PER SHARE (EPS)</b>	<b>2015</b>	<b>2014</b>
Profit after tax as per statement of profit and loss	30,476.99	29,512.41
Weighted average number of equity shares for basic EPS (in No.)	32,82,33,590	32,82,33,262
Add: Potential equity shares on grant of options under ESOP (in No.)	18,885	-
Weighted average number of equity shares for diluted EPS (in No.)	32,82,52,475	32,82,33,262
Face value of equity share (₹)	10	10
<b>Basic earnings per share (₹)</b>	<b>9.29</b>	<b>8.99</b>
<b>Diluted earnings per share (₹)</b>	<b>9.28</b>	<b>8.99</b>

# Anti-dilutive

	(₹ in Lakh)	
<b>NOTE 26 : PROPOSED DIVIDEND AND DIVIDEND DISTRIBUTION TAX</b>	<b>2015</b>	<b>2014</b>
<b>Proposed dividend</b>		
Equity shares	6,564.76	6,564.67
	<b>6,564.76</b>	<b>6,564.67</b>
<b>Dividend distribution tax</b>		
Equity shares	1,336.45	1,115.66
Credit availed on dividend distribution tax paid by subsidiaries	(942.30)	(942.30)
	<b>394.15</b>	<b>173.36</b>
	<b>6,958.91</b>	<b>6,738.03</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 27 : EMPLOYEE BENEFITS	2015	2014
<b>A. Defined contribution plans</b>		
Employer's contribution to provident fund	306.77	281.82
Employer's contribution to pension fund	40.01	26.18
Employer's contribution to ESIC	11.17	9.42
Labour welfare fund contribution for workmen	0.32	0.33

(₹ in Lakh)

B. Defined benefit plans	Gratuity		Leave encashment	
	2015	2014	2015	2014
<b>i) Change in present value of obligations</b>				
Present value obligation at the beginning of the year	302.41	252.94	131.38	133.47
Interest cost	24.28	19.90	10.05	9.95
Service cost	175.67	80.63	184.64	160.95
Past service cost - (non vested benefits)	11.26	-	-	-
Past service cost - (vested benefits)	208.20	-	-	-
Benefit paid	(43.43)	(11.97)	(30.38)	(19.95)
Actuarial (gains) / losses	(57.29)	(39.09)	(151.19)	(153.04)
<b>Present value obligation at the end of the year</b>	<b>621.10</b>	<b>302.41</b>	<b>144.50</b>	<b>131.38</b>
<b>ii) Change in fair value of plan assets</b>				
Fair value of plan assets at the beginning of the year	251.08	184.26	-	-
Adjustment to opening balance	9.90	0.03	-	-
Expected return on plan assets	21.55	16.81	-	-
Contribution	60.12	63.58	30.38	19.95
Benefit paid	(43.43)	(11.97)	(30.38)	(19.95)
Actuarial gains / (losses)	(0.44)	(1.63)	-	-
<b>Closing balance of fair value of plan assets</b>	<b>298.78</b>	<b>251.08</b>	<b>-</b>	<b>-</b>
<b>iii) Experience history</b>				
(Gains) / losses on obligation due to change in assumption	48.60	(33.27)	8.62	(25.40)
Experience (gains) / losses on obligation	(105.89)	(5.82)	(159.81)	(127.64)
Actuarial gains / (losses) on plan assets	(0.44)	(1.63)	-	-
<b>iv) Amount recognised in the balance sheet</b>				
Present value of obligation at the end of year	621.10	302.42	144.49	131.38
Fair value of plan assets at the end of the year	298.76	251.07	-	-
Funded status	(322.34)	(51.34)	(144.49)	(131.38)
Unrecognised past service cost- non vested benefits	5.57	-	-	-
<b>Net assets / (liability) recognised in the balance sheet</b>	<b>(316.77)</b>	<b>(51.34)</b>	<b>(144.49)</b>	<b>(131.38)</b>
<b>v) Expense recognised in statement of profit and loss</b>				
Current service cost	175.67	80.63	184.64	160.95
Interest cost	24.28	19.90	10.05	9.95

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### NOTE 27 : EMPLOYEE BENEFITS (contd.)

(₹ in Lakh)

B. Defined benefit plans	Gratuity		Leave encashment	
	2015	2014	2015	2014
Past service cost- (non vested benefits)	11.26	-	-	-
Past service cost -(vested benefits)	208.20	-	-	-
Expected return on plan assets	(21.55)	(16.81)	-	-
Unrecognised past service cost - non vested benefits	(5.57)	-	-	-
Net actuarial (gains) / losses recognised for the year	(56.85)	(37.46)	(151.19)	(153.04)
<b>Expenses recognised in statement of profit and loss</b>	<b>335.44</b>	<b>46.26</b>	<b>43.50</b>	<b>17.86</b>
<b>v) Movement in the liability recognised in balance sheet</b>				
Opening net liability	51.34	68.68	131.38	133.47
Adjustment to opening balance	(9.90)	(0.03)	-	-
Expenses as above	335.44	46.26	43.50	17.86
Contribution paid	(60.11)	(63.57)	(30.39)	(19.95)
<b>Closing net liability</b>	<b>316.77</b>	<b>51.34</b>	<b>144.49</b>	<b>131.38</b>
<b>vii) Classification of defined benefit obligations</b>				
Non-current portion	-	-	112.44	96.36
Current portion	316.77	51.34*	32.05	35.02

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

#### Actuarial assumptions

	Gratuity		Leave encashment	
	2015	2014	2015	2014
Interest / discount rate	8.00%	8.65%	8.00%	8.65%
Expected rate of 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,

	2015	2014
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 28 : SEGMENT INFORMATION	2015			2014		
	Real estate	Hospitality	Total	Real estate	Hospitality	Total
Segment revenue	57,668.82	12,255.24	69,924.06	50,989.55	11,266.15	62,255.70
Segment result	35,679.08	1,322.49	37,001.57	31,080.11	2,062.63	33,142.74
Unallocated income net of unallocated expenses			5,281.25			5,704.17
<b>Operating profit</b>			<b>42,282.82</b>			<b>38,846.91</b>
Less: Interest and finance charges			(17.47)			(26.17)
Add: Interest income			391.96			2,254.21
<b>Profit before tax</b>			<b>42,657.31</b>			<b>41,074.95</b>
Provision for tax			(12,180.32)			(11,562.54)
<b>Profit after tax</b>			<b>30,476.99</b>			<b>29,512.41</b>
<b>Other information</b>						
Segment assets	3,44,372.33	26,616.64	3,70,988.97	2,63,421.98	28,830.68	2,92,252.66
Unallocated corporate assets <sup>(A)</sup>			48,394.62			66,107.73
<b>Total assets</b>			<b>4,19,383.59</b>			<b>3,58,360.39</b>
Segment liabilities	1,09,026.12	3,255.37	1,12,281.49	72,113.98	3,121.64	75,235.62
Unallocated corporate liabilities			10,174.61			9,712.29
<b>Total liabilities</b>			<b>1,22,456.10</b>			<b>84,947.91</b>
Capital expenditure for the year (net of transfers)	(2,971.28)	14.07	(2,957.21)	4,322.36	168.82	4,491.18
Unallocated capital expenditure for the year			110.74			349.79
Depreciation for the year	922.17	2,083.55	3,005.72	573.91	1,352.58	1,926.49
Unallocated depreciation for the year	-	-	345.44	-	-	306.74

**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 Expenses'.



## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 29 : LEASES	2015	2014
<b>Assets taken on operating lease</b>		
Future minimum lease payments under non-cancellable operating lease :		
Not later than one year	-	5.18
Later than one year and not later than five years	-	-
Later than five year	-	-
Lease payments recognised during the year in statement of profit and loss	7.34	12.48

### NOTE 30 : 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"> <li>Oberoi Constructions Limited</li> <li>Oberoi Mall Limited</li> <li>Kingston Property Services Limited</li> <li>Kingston Hospitality and Developers Private Limited</li> <li>Sight Realty Private Limited</li> <li>Buoyant Realty Private Limited (up to March 3, 2015)</li> <li>Perspective Realty Private Limited</li> <li>Expressions Realty Private Limited</li> <li>Incline Realty Private Limited</li> <li>Integrus Realty Private Limited</li> </ul>
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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"> <li>Sangam City Township Private Limited</li> <li>Astir Realty LLP</li> <li>I-Ven Realty Limited</li> <li>Buoyant Realty LLP (from March 4, 2015)</li> </ul>
Joint venture of subsidiaries	<ul style="list-style-type: none"> <li>Oasis Realty</li> </ul>
Key management personnel and their relatives	<ul style="list-style-type: none"> <li>Vikas Oberoi</li> <li>Ranvir Oberoi</li> <li>Santosh Oberoi</li> <li>Bindu Oberoi</li> <li>Gayatri Oberoi</li> </ul>
Entities where key management personnel have significant influence	<ul style="list-style-type: none"> <li>R S Estate Developers Private Limited</li> <li>Oberoi Foundation</li> <li>R. S. V. Associates</li> <li>Neo Realty Private Limited</li> </ul>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### NOTE 30 : RELATED PARTY DISCLOSURES (contd.)

#### B. Related party transactions

(₹ in Lakh)

Relationship	Nature of transaction	2015	2014
<b>Subsidiaries</b>			
Oberoi Constructions Limited	Amount paid on behalf by	-	0.09
	Amount received on behalf by	-	0.08
	Amount received on behalf of	-	0.11
	Dividend received	510.00	510.00
	Loan given	43,682.50	1,05,378.76
	Advance received for TDR	3,973.35	-
	Loan repayment received	46,186.58	96,256.51
	Purchase of materials	4.54	11.98
	Purchase of units	1,103.75	3,311.24
	Purchase of assets	0.52	-
	Recovery of expenses	-	1.18
	Rent received	10.11	13.48
	Sale of material	1.92	0.02
	Sale of assets	-	0.23
	Service charges	-	168.54
	Advance received for TDR refunded	3,973.35	-
	Cancellation of units	1,103.75	-
	Loan of transferable development rights of Nil (previous year 864.30 sq.mt).		
	Oberoi Mall Limited	Dividend received	5,034.60
Loan given		-	86.00
Loan repayment received		-	86.00
Loan received		10,042.68	-
Loan refunded		8,047.00	-
Sale of materials		0.10	-
Kingston Property Services Limited		Amount received on behalf of	7.63
	Amount received on behalf by	5.87	0.65
	Recovery of expenses	8.73	-
	Profit sharing	19.51	23.79
	Sale of materials	1.55	-
	Reimbursement of expenses	248.20	212.10
Kingston Hospitality and Developers Private Limited	Loan given	6.60	84.96
	Loan repayment received	7.87	85.17
Sight Realty Private Limited	Loan given	404.00	862.87
	Loan received back	4.62	805.87
	Reimbursement of expenses	-	22.81
Buoyant Realty Private Limited	Loan given	97.35	12,635.00
	Loan received back	10,945.00	34.00
Perspective Realty Private Limited	Recovery of expenses	-	0.12
	Rent received on behalf	0.02	0.07
Expressions Realty Private Limited	Loan given	2,156.81	2,480.27

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### NOTE 30 : RELATED PARTY DISCLOSURES (contd.)

<b>B. Related party transactions</b>		(₹ in Lakh)	
<b>Relationship</b>	<b>Nature of transaction</b>	<b>2015</b>	<b>2014</b>
Incline Realty Private Limited	Loan repayment received	5.30	319.54
	Subscription to shares	499.00	1.00
	Loan given	80,173.07	-
	Loan received back	5,094.10	-
	Corporate guarantee given	75,000.00	-
	Recovery of expenses	-	0.04
Integrus Realty Private Limited	Subscription to shares	1.00	-
	Advance given	15.10	-
	Advance received back	15.10	-
	Amount paid on behalf of	0.00	-
<b>Jointly controlled entities</b>			
Astir Realty LLP	Advance given	2,157.11	4,125.49
	Advance received back	1,597.93	3,790.68
I-Ven Realty Limited	Subscription to debentures	668.50	343.50
	Redemption of debentures	615.00	-
Buoyant Realty LLP	Capital Contribution	1.00	-
<b>Joint venture of subsidiaries</b>			
Oasis Realty	Sale of materials	0.09	0.01
	Recovery of expenses	228.01	168.07
	Corporate guarantee given	26,966.44	30,000.00
<b>Key management personnel and their relatives</b>			
Vikas Oberoi	Dividend paid	4,257.45	4,486.27
	Remuneration	129.55	192.00
	Loan taken	10,708.00	-
Ranvir Oberoi	Dividend paid	0.02	0.02
Santosh Oberoi	Sale of units	2,560.36	-
	Cancellation of units	2,560.36	-
	Dividend paid	0.02	0.02
	Amount recovered	-	6.33
Bindu Oberoi	Dividend paid	0.00	0.00
Gayatri Oberoi	Dividend paid	0.00	0.00
<b>Entities where key management personnel have significant influence</b>			
R. S. Estate Developers Private Limited	Dividend paid	666.00	666.00
Oberoi Foundation	Recovery of expenses	4.21	8.54
	Deposit received	67.26	-
	Reimbursement of expenses	2.01	-
	Rent income	2,614.93	2,748.60
R. S. V. Associates	Sale of unit	67.98	-
Neo Realty Private Limited	Rent received	0.12	-

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### NOTE 30 : RELATED PARTY DISCLOSURES (contd.)

C. Closing balances of related parties		(₹ in Lakh)	
Name and relationship	Nature of transaction	2015	2014
<b>Subsidiaries</b>			
Oberoi Constructions Limited		7,495.92	10,000.00
	Loan of transferable development rights of 864.30 sq.mt (previous year 864.30 sq.mt)		
Oberoi Mall Limited		1,995.68	-
Kingston Property Services Limited		42.11	15.69
Kingston Hospitality and Developers Private Limited		1,094.87	1,096.14
Buoyant Realty Private Limited		-	12,601.00
Sight Realty Private Limited		456.38	57.00
Expressions Realty Private Limited		4,312.24	2,160.73
Incline Realty Private Limited	- Receivable	75,078.97	-
	- Corporate guarantee given	75,000.00	-
<b>Jointly controlled entities</b>			
Sangam City Township Private Limited		4,640.00	4,640.00
Astir Realty LLP		10,614.27	10,055.10
I-Ven Realty Limited		7,033.00	6,979.50
Buoyant Realty LLP		1,753.35	-
<b>Joint venture of subsidiaries</b>			
Oasis Realty	- Receivable	-	51.20
	- Corporate guarantee given	61,966.44	35,000.00
<b>Key management personnel and their relatives</b>			
Vikas Oberoi		10,708.00	-
<b>Entities where key management personnel have significant influence</b>			
Oberoi Foundation		800.00	732.74

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 31 : CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS	2015	2014
<b>A. Summary details of contingent liabilities</b>		
1. Letters of credit net of margin (gross ₹36.00 Lakh, previous year ₹93.39 Lakh)	-	-
2. Bank guarantees net of margin (gross ₹1,175.21 Lakh, previous year ₹1,651.79 Lakh)	-	-
3. Indemnity bonds given in favour of the government under Export Promotion Capital Goods Scheme (net of bank guarantees)	863.77	1,365.76
4. Litigations		
a) Legal cases against the Company not acknowledged as debt (excluding certain matters where amounts are not ascertainable)	1,933.60	5.47
b) MVAT matters in dispute	320.55	495.60
c) Income-tax matters in dispute	881.88	1,722.27
d) Service tax matters in dispute	203.83	218.09
e) Property tax matters in dispute	395.15	-
5. Claims against the Company not acknowledged as debt	-	3,845.06
6. Certain other additional matters which are under dispute but which are not acknowledged as debt by the Company	Amount not ascertainable	Amount not ascertainable
7. Corporate guarantees given (excluding corporate guarantee given for raising debentures in a subsidiary, refer note C below)	61,966.44	35,000.00
<b>B. Capital commitments</b>		
Capital contracts (net of advances)	1,218.55	20,007.29

**C.** The Company has mortgaged certain immovable properties and granted hypothecation and escrow of the receivables thereof as a security in respect of the debentures outstanding as on March 31, 2015 aggregating to ₹65,100.00 Lakh issued by a wholly owned subsidiary. The Company has also issued an irrevocable and unconditional corporate guarantee in respect of the same.

**D.** The sales tax department of the Government of Maharashtra has completed the VAT assessments in connection with the returns filed by the Company on the sale of flats to the customers during the period beginning from June 2006 till March 2012 and determined the interest liability at ₹197.54 Lakh on the assessed amounts. However, vide an order of the Hon'ble Supreme Court of India, the recovery of interest amounts in such cases has been stayed. Part of the amount has been collected by the Company from the flat purchasers on account of such liability. Pending the final decision in the matter, no effect is given in the profit and loss account for the same.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 32: INTEREST IN JOINT VENTURES	Sangam City Township Private Limited		I-Ven Realty Limited		Astir Realty LLP		Buoyant Realty LLP*
	2015	2014	2015	2014	2015	2014	2015
Principal activity	Real estate developments		Real estate developments		Real estate developments		Real estate developments
Country of incorporation	India		India		India		India
Ownership interest	31.67%	31.67%	50.00%	50.00%	10.00%	10.00%	99.01%

### The Company's share of the assets and liabilities based on audited financial statements

<b>Equity and liabilities</b>							
Share capital	0.95	0.95	88.75	88.75	-	-	-
Reserves and surplus	27.85	28.15	1,382.90	1,378.98	(0.01)	(0.01)	(9.46)
Partner's capital	-	-	-	-	0.10	0.10	18.36
Non-current liabilities	-	-	43.50	343.50	10,614.27	10,055.10	1,735.99
Current liabilities	4,396.86	4,394.49	7,943.10	7,589.96	0.01	0.01	0.13
	<b>4,425.66</b>	<b>4,423.59</b>	<b>9,458.25</b>	<b>9,401.19</b>	<b>10,614.37</b>	<b>10,055.20</b>	<b>1,745.02</b>
<b>Assets</b>							
Non-current assets	-	-	1.41	2.40	10,614.09	10,054.91	-
Current assets	4,425.66	4,423.59	9,456.84	9,398.79	0.28	0.29	1,745.02
	<b>4,425.66</b>	<b>4,423.59</b>	<b>9,458.25</b>	<b>9,401.19</b>	<b>10,614.37</b>	<b>10,055.20</b>	<b>1,745.02</b>

### The Company's share of the income and expenses based on audited financial statements

Income	-	0.37	4.87	0.88	0.01	0.02	9.81
Less : Expenses	0.30	0.32	0.89	0.21	0.01	0.02	0.08
<b>Profit / (loss) before tax</b>	<b>(0.30)</b>	<b>0.05</b>	<b>3.98</b>	<b>0.67</b>	<b>-</b>	<b>-</b>	<b>9.73</b>
Less: Tax expense	-	0.02	0.06	0.22	-	0.01	-
<b>Profit / (loss) after tax</b>	<b>(0.30)</b>	<b>0.03</b>	<b>3.92</b>	<b>0.45</b>	<b>-</b>	<b>(0.01)</b>	<b>9.73</b>

\* Buoyant Realty Private Limited was converted to Buoyant Realty LLP on March 4, 2015. Therefore, previous year figures of the entity are not provided.

NOTE 33 : UNHEDGED FOREIGN CURRENCY EXPOSURE	(in foreign currency)		(₹ in Lakh)	
	2015	2014	2015	2014
Payable in USD	5,69,654	5,93,090	356.55	356.45

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in Lakh)

NOTE 34 : LOANS AND ADVANCES GIVEN TO SUBSIDIARIES AND JOINT VENTURE ENTITIES	2015		2014	
	Closing balance	Maximum amount due	Closing balance	Maximum amount due
<b>Subsidiaries</b>				
Oberoi Constructions Limited	7,495.92	22,772.65	10,000.00	65,367.00
Oberoi Mall Limited	1,995.68	6,858.68	-	36.00
Kingston Hospitality and Developers Private Limited	1,094.87	1,102.74	1,096.14	1,181.31
Expressions Realty Private Limited	4,312.24	4,317.54	2,160.73	2,160.73
Buoyant Realty Private Limited	-	-	12,601.00	12,635.00
Sight Realty Private Limited	456.38	461.00	57.00	438.17
Integrus Realty Private Limited	-	15.00	-	-
Incline Realty Private Limited	75,078.97	75,078.97	-	-
<b>Joint venture entities</b>				
Sangam City Township Private Limited	4,640.00	4,640.00	4,640.00	4,640.00
Astir Realty LLP	10,614.27	10,614.27	10,055.10	13,008.04
Buoyant Realty LLP	1,753.35	1,753.35	-	-

(₹ in Lakh)

NOTE 35 : DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS PER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006	2015	2014
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	5.77	20.21
- 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 36 : VALUE OF IMPORTS (ON C.I.F. BASIS)	2015	2014
Materials	211.59	1,886.71
Capital goods	66.14	29.79
	<b>277.73</b>	<b>1,916.50</b>

(₹ in Lakh)

NOTE 37 : EXPENDITURE IN FOREIGN CURRENCY (ON PAYMENT BASIS)	2015	2014
Foreign travel	19.00	7.81
Professional fees	101.04	201.99
Others	1,059.62	940.68
	<b>1,179.66</b>	<b>1,150.48</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	(₹ in Lakh)	
NOTE 38 : EARNINGS IN FOREIGN CURRENCY (ON RECEIPT BASIS)	2015	2014
Sale of residential units	583.99	416.55
Hospitality services	5,459.73	5,062.32
	<b>6,043.72</b>	<b>5,478.87</b>

### NOTE 39 : OTHER NOTES

- A. In our opinion, all current assets appearing in the Balance Sheet as at March 31, 2015 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 receivables, 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 'Work 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. As per section 135 of the Companies Act, 2013 read with relevant rules thereon, the Company was required to spend ₹696.00 Lakh on Corporate social responsibility (CSR) activities during FY2014-15, against which the Company has spent ₹15.94 Lakh during the year under review majorly towards maintaining green initiatives and beautification of public spaces.
- F. 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.
- G. Previous year figures have been regrouped, re-arranged and re-classified wherever necessary to conform to current year's classification.
- H. 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

For and on behalf of the Board of Directors

**P. S. Shah**  
 Partner  
 Membership No.44611  
 Mumbai, April 30, 2015

**Vikas Oberoi**  
 Chairman & Managing Director

**T. P. Ostwal**  
 Director

**Saumil Daru**  
 Director - Finance  
 cum Chief Financial Officer

**Bhaskar Kshirsagar**  
 Company Secretary



**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES / ASSOCIATE COMPANIES / JOINT VENTURES U/S 129(3) AS ON MARCH 31, 2015**

**Part A  
Subsidiaries**

No.	Name of subsidiary	Paid-up share capital	Reserves and surplus	Total assets	Total liabilities	Investments	Turnover (including other income)	Profit / (loss) before tax	Provision for tax	Profit / (loss) after tax	Proposed dividend (excluding dividend distribution tax)
1	Oberoi Constructions Limited	510.00	1,56,845.64	1,93,879.53	36,523.90	4,304.11	11,712.88	3,843.27	2,727.99	1,115.28	510.00
2	Oberoi Mall Limited	9.00	7,499.22	21,723.34	14,215.12	-	9,713.03	8,753.94	2,297.11	6,456.83	6,052.50
3	Kingston Property Services Limited	9.00	244.07	897.60	644.53	-	3,676.12	27.16	3.76	23.40	Nil
4	Kingston Hospitality and Developers Private Limited	31.00	(19.90)	1,106.09	1,094.98	-	0.39	0.10	0.03	0.07	Nil
5	Expressions Realty Private Limited	9.00	2.98	4,324.33	4,312.35	25.00	0.28	0.02	0.00	0.02	Nil
6	Perspective Realty Private Limited	9.00	0.83	15.92	6.10	-	0.23	0.02	0.01	0.01	Nil
7	Sight Realty Private Limited	1.00	(0.33)	457.16	456.49	55.19	0.27	0.01	0.00	0.01	Nil
8	Incline Realty Private Limited	500.00	(17.63)	1,43,880.94	1,43,398.56	-	159.82	(16.31)	0.99	(17.30)	Nil
9	Integrus Realty Private Limited*	1.00	(0.06)	0.99	0.06	-	0.23	(0.06)	-	(0.06)	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.

B. All the above entities are wholly owned subsidiary of the Company, whose reporting currency is Indian Rupees and having year end on March 31, 2015.

\* Yet to commence operations.

For and on behalf of the Board of Directors

**Vikas Oberoi**  
Chairman & Managing Director

**T. P. Ostwal**  
Director

**Saamil Daru**  
Director - Finance  
cum Chief Financial Officer

**Bhaskar Kshirsagar**  
Company Secretary

Mumbai, April 30, 2015

# STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES / ASSOCIATE COMPANIES / JOINT VENTURES U/S 129(3) AS ON MARCH 31, 2015 (contd.)

## Part B Associate Companies and Joint Ventures

(₹ in Lakh)

No.	Name of Associates / Joint Ventures	I-Ven Realty Limited	Sangam City Township Private Limited	Buoyant Realty LLP*	Astir Realty LLP
1	Latest audited Balance Sheet Date	31-Mar-15	31-Mar-15	31-Mar-15	31-Mar-15
2	Shares of Associate / Joint Ventures held by the Company on the year end				
a)	Number				
	i) Equity	5,00,000	-	-	-
	ii) Preference	3,62,500	-	-	-
b)	Amount of Investment in Associates / Joint Venture	35,034.42	0.95	1.00	0.10
c)	Extent of Holding %	50.00%	31.67%	99.01%	10.00%
3	Description of how there is significant influence	Due to Shareholding	Due to Shareholding	Due to Share in LLP	Due to Share in LLP
4	Reason why the associate / joint venture is not consolidated	NA	NA	NA	NA
5	Networth attributable to Shareholding as per latest audited Balance Sheet	1,471.65	28.80	(8.46)	0.10
6	Profit / (Loss) after tax for the year				
a)	Considered in Consolidation	3.93	(0.30)	9.73	0.00
b)	Not Considered in Consolidation	-	-	-	-

Note :

\* Buoyant Realty Private Limited was converted into Buoyant Realty LLP on March 4, 2015. Buoyant Realty LLP is yet to commence operations.

For and on behalf of the Board of Directors

**Vikas Oberoi**  
Chairman & Managing Director

**T. P. Ostwal**  
Director

**Saumil Daru**  
Director - Finance  
cum Chief Financial Officer

**Bhaskar Kshirsagar**  
Company Secretary

Mumbai, April 30, 2015

## NOTES

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**Oberoi Realty Limited**

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