



REDEFINING

URBAN LIVING

OBEROI REALTY LIMITED

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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 risk 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 assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Oberoi Realty Limited annual report 2021-22.

In the residential segment, our projects exemplify design concepts that are specially created keeping in mind the new requirements of the home-buyer post the pandemic. In spite of economic slowdowns, Oberoi Realty has been resilient to perform, progress and prosper.

4

decades of experience.

42

projects at strategic locations across the Mumbai skyline aggregating about 11.89 million sq. ft of spaces (group entity including promoter group).

48.68

million sq. ft. in the making as of March 2022.



Residential



Commercial



Retail



Social Infrastructure



Hospitality



CHAIRMAN'S MESSAGE

All our projects have continued to perform exceptionally well due to the increased inclination towards home ownership and clear preference towards reputed and financially stable brands.

Dear Shareholders,

With normalcy returning and the pandemic waning; it has been another successful year for us at Oberoi Realty. The Prime Minister's proactive economic policies have steered India to become a global economic force. The administration of more than 1 billion Covid vaccine doses was a milestone achievement that helped ease restrictions.

Historically low home loan rates, improved market sentiment and instilled confidence in the home-buyers. Several steps taken by the Central and State Governments assisted in a faster revival of the economy. The MCGM has also streamlined the approval processes and contributed towards augmenting demand in the real-estate sector.

The real estate sector has witnessed a healthy increase in demand over the last two years, and we clearly see the end-user consumption led momentum continuing. The market share of reputed brands with strong executional capabilities like ours increased due to a clear preference from the home-buyers. Our adaptability and agility is evident in our designs that set trends and meet with the ever-changing consumer behaviour.

In the residential segment, our projects exemplify design concepts that are specially created keeping in mind the new requirements of the home-buyer post the pandemic. In spite of economic slowdowns, Oberoi Realty has been resilient to perform, progress and prosper. We will continue to focus on customer centric designs, execution and delivery thus meeting all our commitments to our customers. All our projects have continued to perform exceptionally well due to the increased inclination towards home ownership and clear preference towards reputed and financially stable brands.

In the commercial segment, we see that employees are coming back to their desks at our International Business Park and there is renewed interest from corporates to consolidate and expand their existing office spaces. Our upcoming asset, Commerz 3 is on track for delivery and our commitment to our anchor tenant has only strengthened over the last year.

With the pandemic easing out, the retail business has made a commendable comeback and has bounced back much faster than what was anticipated. We have seen a clear uptick in consumption and certain categories in the mall are trading higher than pre-pandemic levels. The construction of the upcoming Sky City Mall is expected to be completed this year. With its direct connectivity to the Metro, it is slated to be the most remarkable retail destination in the city.

Our exciting lineup of upcoming projects in Borivali, Thane, and the prospects of expansion beyond the MMR region give further impetus to the sustainability of our business momentum. Our last two launches at Borivali and Goregaon were proof of the brand loyalty that we have built, and we hope to repeat the success with new launches at Thane, Oberoi Garden City and Sky City.

On the business development front, new land acquisitions in South Mumbai and Thane place us in an extremely strong position in the market. Both of these are very marquee land parcels that are centrally located, and with our design centric approach, we are certain we will deliver world class developments.

As we continue on this assertive growth path, a commitment towards sustainability has been one of the key considerations of the Company's business strategies. While focusing on economic performances, we also give weightage to ensuring safe operations, environmental conservation, and social wellbeing.

We acknowledge the critical role we play in preservation of the environment surrounding our project sites. We have also focused efforts to incorporate innovative, clean and efficient technologies in order to optimise energy and resource efficiency within our project sites.

Our projects continue to win numerous accolades and appreciation for our marketing strategy, sustainable practices, hospitality, management and overall brand leadership. FY 2021-22 was led by the actual user demand as opposed to catering to investor demand and this makes me bullish about our industry and our growth. While the year ended on a strong note, FY 2022- 23 will have its own set of challenges and opportunities. We remain focused on our business model and aim to create value for all our stakeholders, employees, customers and the environment in the most judicious and sustainable manner.

I thank all customers, stakeholders and partners for the continued trust and support. Lastly, I thank every employee of Oberoi Realty for being an unshakable pillar of strength and personifying relentless commitment to our core values.

Best Wishes,

Vikas Oberoi
Chairman and Managing Director

PROFILE OF OUR BOARD OF DIRECTORS



Vikas Oberoi is the Chairman and Managing Director of Oberoi Realty Ltd. He is involved in the formulation of corporate strategy and management and concentrates on the growth and diversification plans of the Company.

He has more than three decades of experience in the real estate industry and is the recipient of numerous awards and accolades for his thought leadership and contribution to the sector.

He firmly believes in overall societal development and is passionate about uplifting the society. He is also an alumnus of Harvard Business School and is on their India Advising Board.

Vikas Oberoi

Chairman & Managing Director



Ms. Bindu Oberoi has been on the Board of Directors at Oberoi Realty Ltd. since, December 2006. She is a Commerce graduate from Mumbai University and is deeply involved in various design, landscaping and interior aspects of the projects developed.

She is currently the Trustee and the Board Chair at Oberoi International School (OIS), a premiere International Baccalaureate (IB) school in Mumbai.

Bindu Oberoi

Non-Independent Non-Executive Director



On the Board of Directors since September 2014, Sonny is based out of the US and is the Co-CEO of BentalGreenOak, global real estate firm that seeks to create long-term value for its investors and clients, with approximately \$78 billion of assets under management and operations in 15 countries around the world. Sonny is a graduate of Georgetown University with a BS degree in Finance, May 1990, and currently serves on the Board of Directors of the University. He also serves on the board of several organizations including: Teaching Matters, Room to Read and the Asia Society.

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 until 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 a 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.

Karamjit Singh Kalsi (Sonny Kalsi),

Independent, Non-Executive Director



Saumil Daru has been with the Company since 2002. He is the Director-Finance and a member of the board at Oberoi Realty Limited since May 2014. As the Chief Financial Officer of the Company he heads Finance, Accounts and Tax functions. He has a cumulative work experience of over 25 years.

A graduate in Commerce from Mumbai University, he is also a qualified Chartered Accountant and has completed the Advanced Management Program from the Harvard Business School.

Saumil Daru

Non-Independent Non-Executive Director



Mr. T. P. Ostwal has been on the Board of Directors since December 2007. He is a qualified Chartered Accountant ('CA') since 1978. He is a Practicing CA and Senior Partner with T.P. Ostwal and Associates LLP and DTS & Associates LLP, Chartered Accountants. He served as a member of the advisory group for establishing transfer pricing regulations in India and is also a member of the sub-committee on Transfer Pricing for Developing Countries of United Nations. He is also professor at Vienna University teaching International Tax for LLM studies.

He is a member of International Taxation Committee of Bombay Chartered Accountants' Society (BCA) and member of Taxation Committee of Indian Merchants' Chamber (IMC). He is ranked 11th out of top 50 tax professionals of the world by the UK Business Magazine.

Tilokchand P. Ostwal

Independent, Non-Executive Director



On the Board of Directors since April 2019, she holds a bachelor's degree in economics from Massachusetts Institute of Technology and a Master's degree in Business Management from the Wharton School of Business. Tina has over two decades of experience working with companies in the United States, India, and South-East Asia. A published author and an executive coach, she has served as Head of Communications and Talent Development for Sealink Capital Partners, a private equity firm based in Mumbai. Previously she was Vice President of corporate planning and strategy at Godrej Industries Limited.

As part of her role, Tina worked with various Godrej businesses on defining strategic goals and identifying initiatives. Prior to that, Tina was responsible for strategic planning and business development at Scholastic, a book publisher and distributor in New York. Her previous roles also included providing financial and strategic advice to companies as a consultant with McKinsey & Company in New York and as an investment banker with Credit Suisse in New York and Hong Kong.

Tina Trikha

Independent, Non-Executive Director



On the Board of Directors since July 2011, Venkatesh Mysore is currently the CEO of Knight Riders Sports Private Limited (Kolkata Knight Riders) and 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.

Venkatesh Mysore

Independent, Non-Executive Director

DIRECTORS' REPORT

To

The Members,

Oberoi Realty Limited

Your Directors have pleasure in presenting the 24th Annual Report of the Company on the business and operations of the Company, together with the Audited Financial Statements for the year ended March 31, 2022.

Financial Results

The Company's performance during the financial year ended March 31, 2022 as compared to the previous financial year is summarized below:

(₹ in Lakh)

Particulars	CONSOLIDATED		STANDALONE	
	2021-22	2020-21	2021-22	2020-21
Revenue from operations	2,69,397.04	2,05,257.95	1,01,247.76	84,967.39
Other income	5,845.09	3,800.70	6,233.30	5,148.73
Total revenue	2,75,242.13	2,09,058.65	1,07,481.06	90,116.12
Expenses	1,63,844.65	1,16,941.12	57,631.36	39,264.84
Profit before share of profit of joint venture (net)	1,11,397.48	92,117.53	49,849.70	50,851.28
Share of Profit/(Loss) of joint ventures (net)	23,960.23	324.95	-	-
Profit before tax	1,35,357.71	92,442.48	49,849.70	50,851.28
Tax expenses	30,647.88	18,513.30	11,662.59	9,189.74
Other comprehensive income (net of tax)	76.85	225.04	55.71	166.49
Total comprehensive income for the year	1,04,786.68	74,154.22	38,242.82	41,828.03

NATURE OF BUSINESS

The Company is primarily engaged in the activities of Real Estate Development. The Company develops residential, commercial, retail and social infrastructure projects. There was no change in 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 ₹ 2,75,242.13 Lakh as compared to ₹ 2,09,058.65 lakh for the previous year, representing an increase of 31.66%; profit before tax stood at ₹ 1,35,357.71 Lakh for the year under review as compared to ₹ 92,442.48 Lakh for the previous year representing an increase of 46.42%; and the total comprehensive income stood at ₹ 1,04,786.68 Lakh as compared to ₹ 74,154.22 Lakh for the previous year representing an increase of 41.31%.

Standalone Financials

During the year under review, the total revenue stood at ₹ 1,07,481.06 Lakh as compared to ₹ 90,116.12 Lakh for the previous year representing an increase of 19.27%; profit before tax stood at ₹ 49,849.70 Lakh for the year under review as

compared to ₹ 50,851.28 Lakh for the previous year representing a decrease of 1.97%; and the total comprehensive income stood at ₹ 38,242.82 Lakh as compared to ₹ 41,828.03 Lakh for the previous year representing a decrease of 8.57%.

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, 2022 is attached to the financial statements hereto.

During the year under review Encase Realty Private Limited was incorporated on January 19, 2022, as a wholly owned subsidiary of Company. During the year under review, Perspective Realty Private Limited, which until last year was an indirect wholly owned subsidiary, has become a direct wholly owned subsidiary of the Company. Save and except the same, no company has become or ceased as a subsidiary, associate, or joint venture of your Company during the year under review.

TRANSFER TO RESERVES

It is not proposed to transfer any amount to reserves out of the profits earned during FY 2021-22.

DIRECTORS' REPORT

DIVIDEND

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 ₹3 per equity share, i.e. 30% of the paid up Equity Share Capital for the year ended March 31, 2022 (previous year: Nil).

DEPOSITS

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 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 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 Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

INTERNAL CONTROL SYSTEMS

Adequate internal control systems commensurate with the nature of the Company's business, size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations. Internal control systems are designed to ensure that all assets and resources are acquired economically, used efficiently and adequately protected.

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 impact on the going concern status and the Company's operations in future.

There are no proceedings initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS 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 ordinary course of business and on arm's length. Further none of such transactions/contracts/ arrangements are

material (i.e., satisfying the criteria provided in first proviso of section 188(1) of the Companies Act, 2013) in nature. Hence, no particulars in form AOC-2 are furnished.

Kindly refer the financial statements for the transactions with related parties entered during the year under review.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186

Kindly refer the financial statements for the loans, guarantees and investments given/made by the Company as on March 31, 2022.

NON-CONVERTIBLE DEBENTURES

During the year under review, an aggregate amount of ₹ 1,00,000 Lakh was raised by way of issue of listed, secured, rated, redeemable, non-convertible debentures on private placement basis. The entire Issue proceeds were utilised towards the objects of the Issue during the year under review. Kindly refer the report on Corporate Governance for the utilization of the said proceeds.

Also, from the ₹ 69,800 Lakh of listed, secured, rated, redeemable, non-convertible debentures (NCDs) issued on private placement basis in FY 2020-21, the balance NCDs of ₹ 42,000 Lakh were repaid during the year under review. Accordingly, all of the said NCDs stands redeemed during FY 2021-22.

Axis Trustee Services Limited is the debenture trustee for the non-convertible debentures issued by the Company. Their contacts details are as under:

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW,
29, Senapati Bapat Marg,
Dadar West, Mumbai- 400 028,
Telephone No.: +91 22 6230 0451
Mail: debenturetrustee@axistrustee.in
Website: <https://www.axistrustee.in/>

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 is furnished.

DISCLOSURE RELATING TO SWEAT EQUITY SHARES

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 is furnished.

DISCLOSURE RELATING TO EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME

During the year under review there were no instances of grant, vest, exercise, or lapse/ cancellation of employee stock option scheme under the Employee Stock Option Scheme of the Company. Also, as at the beginning of the year, there were no

DIRECTORS' REPORT

outstanding options granted. Hence, no disclosures in terms of Companies (Share Capital and Debenture) Rules, 2014 and SEBI (Employee Share Based Employee Benefits) Regulations, 2014 are required.

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

There was no change in the composition of Board of Directors and the Key Managerial Personnel during the year under review.

Mr. Saumil Daru is liable to retire by rotation at the 24th Annual General Meeting in terms of Section 152 read with Section 149(13) of the Companies Act, 2013, and the said Director has offered himself for reappointment. The resolution for his reappointment is incorporated in the Notice of the ensuing Annual General Meeting, and the brief profile and other information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to him forms part of the Notice of ensuing Annual General Meeting.

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 fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

All those Independent Directors who are required to undertake the online proficiency self-assessment test as contemplated under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, have passed such test.

DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

Board Meetings

The Board of Directors met 6 times during the financial year ended March 31, 2022 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and provided their valuable inputs on the matters brought before the Board of Directors from time to time. Additionally, on March 10, 2022, the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, 2022, 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 explanations relating to material departures, wherever applicable;
- (b) such accounting policies have been selected and applied consistently and the Directors made judgements 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 at March 31, 2022 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 (1) of Section 178 of the Companies Act, 2013. Kindly refer section on Corporate Governance, under 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 section on Corporate Governance, under head 'Audit Committee' for matters relating to constitution, meetings and functions of this Committee.

Corporate Social Responsibility Committee

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

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