DRAFT RED HERRING PROSPECTUS

Dated January 18, 2010

Please read section 60B of the Companies Act, 1956

(The Draft Red Herring Prospectus will be updated upon filing with the RoC)

100% Book Building Issue

OBEROI REALTY LIMITED

(The Company was incorporated as Kingston Properties Private Limited on May 8, 1998 under the Companies Act, 1956 (the "Companies Act") in Mumbai. The name of the Company was changed to Oberoi Realty Private Limited on October 23, 2009. The Company was converted into a public limited company on December 14, 2009 and consequently, the name was changed to Oberoi Realty Limited. For details of changes in the name and registered office of the Company, please see the section entitled "History and Certain Corporate Matters" on page 111.)

Registered 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
Contact Person: Bhaskar Kshirsagar, Company Secretary and Compliance Officer, Tel: (91 22) 6677 3333; Fax: (91 22) 6677 3334
Website: www.oberoiconstructions.com; **Email:** cs@oberoiconstructions.com

PROMOTER OF THE COMPANY: VIKAS OBEROI

PUBLIC ISSUE OF 39,562,000 EQUITY SHARES WITH A FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF OBEROI REALTY LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE) AGGREGATING TO RS. [●] MILLION (THE "ISSUE" OR THE "IPO"). THE ISSUE WILL CONSTITUTE 12.00% OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

The Company is considering a Pre-IPO Placement of Equity Shares with various investors ("Pre-IPO Placement"). The Pre-IPO Placement will be at the discretion of the Company and at a price to be decided by the Company. The Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing the Red Herring Prospectus with the Registrar of Companies (the "RoC"). If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 10% of the post-Issue paid-up equity share capital being offered to the public.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY THE COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE.

In case of revision in the Price Band, the Bidding/Issue Period will be extended for three additional working days after revision of the Price Band, subject to the Bidding/Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bidding/Issue Period, if applicable, will be widely disseminated by notification to the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), by issuing a press release, and also by indicating the change on the website of the Book Running Lead Managers ("BRLMs") and at the terminals of the Syndicate Members.

In terms of Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 ("SCRR"), this being an issue for less than 25% of the post-Issue capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIB") Bidders. Provided that the Company may allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis out of which one-third shall be reserved for domestic Mutual Funds. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 10% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 30% of the Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. If at least 60% of the Issue cannot be allotted to QIBs, then the entire application money shall be refunded forthwith. Potential investors may participate in this Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. All investors other than QIBS can participate through the ASBA process. For details, please see the section entitled "Issue Procedure" on page 334.

RISK IN RELATION TO FIRST ISSUE

This being the first issue of Equity Shares of the Company, there has been no formal market for the Equity Shares of the Company. **The face value of the Equity Shares is Rs. 10 each. The Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value.** The Issue Price (as has been determined and justified by the Company and the BRLMs as stated under the paragraph on "Basis for Issue Price") should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

IPO GRADING

This Issue has been graded by [●] as [●] (pronounced [●]) indicating [●]. For details, please see the section entitled "General Information" on page 20.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section entitled "Risk Factors" on page xiii.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which will make this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING ARRANGEMENT

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the BSE and the NSE. The Company has received "in-principle" approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be the BSE.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE ISSUE
kotak® Investment Banking	ENAM	J.P.Morgan	Morgan Stanley	LINK INTIME INDIA PVT LTD (Formerly INTIME SPECTRUM REGISTRY LTD)
KOTAK MAHINDRA CAPITAL COMPANY LIMITED 1st Floor, Bakhtawar 229 Nariman Point Mumbai 400 021 Tel: (91 22) 6634 1100 Fax: (91 22) 2284 0492 E-mail: oberoi.ipo@kotak.com Investor Grievance Email: kmccredressal@kotak.com Website: www.kmcc.co.in Contact Person: Chandrakant Bhole SEBI Registration. No.: INM000008704	**ENAM SECURITIES PRIVATE LIMITED** 801/ 802, Dalamal Towers Nariman Point Mumbai 400 021 Tel: (91 22) 6638 1800 Fax: (91 22) 2284 6824 E-mail: oberoi.ipo@enam.com Investor Grievance Email: complaints@enam.com Website: www.enam.com Contact Person: Harish Lodha SEBI Registration No.: INM000006856	**J.P. MORGAN INDIA PRIVATE LIMITED** J.P. Morgan Tower Off C.S.T Road Kalina Santacruz (East) Mumbai 400 098 Tel: (91 22) 6157 3000 Fax: (91 22) 6157 3911 Email: oberoi_ipo@jpmorgan.com Investor Grievance Email: investorsmb.jpmipl@jpmorgan.com Website: www.jpmipl.com Contact Person: Nikita Jain SEBI Registration No.: INM000002970	**MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED** 5F, 55-56, Free Press House Free Press Journal Marg Nariman Point, Mumbai 400 021 Tel: (91 22) 6621 0555 Fax: (91 22) 6621 0556 Email: oberoi_ipo@morganstanley.com Investor Grievance Email: investors_india@morganstanley.com Website: www.morganstanley.com/ indiaofferdocuments Contact Person: Vishal Gahlaut SEBI Registration No.: INM000011203	**LINK INTIME INDIA PRIVATE LIMITED** C-13, Pannalal Silk Mills Compound L.B.S Marg, Bhandup (West) Mumbai 400 078 Tel: (91 22) 2596 0320 Fax: (91 22) 2596 0329 Email: orl.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sachin Achar SEBI Registration No.: INR000004058

ISSUE PROGRAMME

BID/ISSUE OPENS ON: [●]	BID/ISSUE CLOSES ON: [●]

** The Company may consider participation by Anchor Investors. The Anchor Investor Bid/ Issue Period shall be one working day prior to the Bid/ Issue Opening Date.*

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DEFINITIONS AND ABBREVIATIONS

General Terms

Term	Description
"ORL", "our Company", "the Company", or "the Issuer"	Unless the context otherwise requires, refers to Oberoi Realty Limited, a company incorporated under the Companies Act and having its registered office at Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai 400 063
"we", "us", "our"	Unless the context otherwise requires, means the Company and its Subsidiaries and joint ventures
OCPL	Oberoi Constructions Private Limited, a subsidiary of the Company
OMPL	Oberoi Mall Private Limited, a subsidiary of the Company
SRPL	Siddhivinayak Realties Private Limited, a subsidiary of the Company
Subsidiaries	The subsidiaries of the Company as disclosed in the section entitled "Subsidiaries and Joint Ventures" on page 133

Company Related Terms

Term	Description
Articles of Association	The articles of association of the Company
Auditors	The statutory auditors of the Company, P. Raj & Co., Chartered Accountants
Board of Directors/Board	The board of directors of the Company or a duly constituted committee thereof
Completed projects	Projects where construction has been completed and an occupation certificate has been obtained
Director(s)	The director(s) of the Company, unless otherwise specified
Equity Shares	Equity shares of the Company of face value of Rs. 10 each, unless otherwise specified
Group Companies	Companies, firms, ventures promoted by the Promoter, irrespective of whether such entities are covered under Section 370(1B) of the Companies Act or not
Memorandum/ Memorandum of Association	The memorandum of association of the Company
Ongoing project	A project in respect of which the necessary legal documents relating to the acquisition of land or development rights have been executed by us and/ or key land related approvals have been obtained and any one of the following activities are being undertaken (not necessarily in the sequence set out herein): (a) on-site construction of the project has commenced; (b) initial detailed design for civil and landscaping is being undertaken and work has commenced on detailed design; (c) project launch activity which includes the construction of a show residence, sales office and other supporting infrastructure at the project site has commenced; or (d) an architect has been appointed and a detailed concept design is being prepared
Planned project	A project for which land or development rights have been acquired or a memorandum of understanding or an agreement to acquire or a joint development agreement has been executed, in each case, by us, either directly or indirectly, and preliminary management development plans are complete
Preference Shares	Redeemable, non-convertible and cumulative preference shares of the Company of face value of Rs. 1,000,000 each
Promoter	Promoter of the Company being Vikas Oberoi
Promoter Group	Unless the context otherwise requires, refers to such persons and entities which constitute the Promoter Group of the Company and a list of which is provided in the section entitled "Promoter and Promoter Group" on page 139
Registered Office	Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai 400 063
SSIII Indian Investments Two Limited or SSIII	A company duly organised and existing under the laws of Mauritius and having its principal place of business at 9th Floor, Medine Mews Building, La Chaussée, Port Louis, Mauritius. The real estate fund that owns SSIII Indian Investments Two Limited is advised by U.S. registered investment advisers which

Term	Description
	are wholly-owned subsidiaries of Morgan Stanley Inc. and amongst other activities, it is engaged in investing in entities engaged in the construction and development sector

Issue Related Terms

Term	Description
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares pursuant to this Issue to the successful Bidders
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor category, with a minimum Bid of Rs. 100 million
Anchor Investor Bid/Issue Period	The day, one working day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Issue Price will be decided by the Company in consultation with the BRLMs
Anchor Investor Margin Amount	An amount representing 25% of the Bid Amount payable by the Anchor Investors at the time of submission of their Bid
Anchor Investor Portion	Up to 30% of the QIB Portion which may be allocated by the Company to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by all Bidders other than QIBs to make a Bid authorising an SCSB to block the Bid Amount in their specified bank account maintained with the SCSB
ASBA Bidder	Any Bidder other than a QIB intending to apply through ASBA
ASBA Bid cum Application Form or ASBA BCAF	The form, whether physical or electronic, used by an ASBA Bidder to make a Bid, which will be considered as the application for Allotment for the purposes of the Red Herring Prospectus and the Prospectus
ASBA Revision Form	The form used by the ASBA Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their ASBA Bid cum Application Forms or any previous ASBA Revision Form(s)
Banker(s) to the Issue/ Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to the Issue with whom the Escrow Account will be opened and in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in the section entitled "Issue Procedure – Basis of Allotment" on page 355
Bid	An indication to make an offer during the Bidding/Issue Period by a Bidder, or during the Anchor Investor Bid/ Issue Period by the Anchor Investors, to subscribe to the Equity Shares of the Company at a price within the Price Band, including all revisions and modifications thereto For the purpose of ASBA Bidders, it means an indication to make an offer during the Bidding/ Issue Period by an ASBA Bidder pursuant to the submission of ASBA Bid cum Application Form to subscribe to the Equity Shares
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form
Bid /Issue Closing Date	The date after which the Syndicate and the SCSBs will not accept any Bids for this Issue, which shall be notified in an English national newspaper, a Hindi national newspaper and a Marathi newspaper, each with wide circulation
Bid /Issue Opening Date	The date on which the Syndicate and the SCSBs shall start accepting Bids for the Issue, which shall be the date notified in an English national newspaper, a

Term	Description
	Hindi national newspaper and a Marathi newspaper, each with wide circulation
Bid cum Application Form	The form used by a Bidder to make a Bid and which will be considered as the application for Allotment for the purposes of the Red Herring Prospectus and the Prospectus including the ASBA Bid cum Application Form (if applicable)
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form
Bidding/Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders and the ASBA Bidders can submit their Bids
Book Building Process/Method	Book building process as provided under Schedule XI of the SEBI Regulations, in terms of which the Issue is being made
BRLMs/Book Running Lead Managers	The Book Running Lead Managers to the Issue, in this case being Kotak, Enam, JP Morgan and Morgan Stanley
Business Day	Any day on which commercial banks in Mumbai are open for business
CAN/Confirmation of Allocation Note	Note or advice or intimation of allocation of Equity Shares sent to the Bidders who have been allocated Equity Shares after discovery of the Issue Price in accordance with the Book Building Process
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalised and above which no Bids will be accepted
Controlling Branches	Such branches of the SCSBs which coordinate with the BRLMs, the Registrar to the Issue and the Stock Exchanges
CRISIL	CRISIL Limited
Cut-off Price	Issue Price, finalised by the Company in consultation with the BRLMs. Only Retail Individual Bidders whose Bid Amount does not exceed Rs. 100,000 are entitled to Bid at the Cut-off Price. No other category of Bidders are entitled to Bid at the Cut-off Price
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Forms used by the ASBA Bidders and a list of which is available on http://www.sebi.gov.in
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as appropriate, or the amount blocked by the SCSB is transferred from the bank account of the ASBA Bidder to the Public Issue Account, as the case may be, after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot Equity Shares to successful Bidders
Designated Stock Exchange	BSE
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated January 18, 2010 issued in accordance with Section 60B of the Companies Act and the SEBI Regulations, filed with SEBI and which does not contain complete particulars of the price at which the Equity Shares are offered and the size of the Issue
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein
Enam	Enam Securities Private Limited
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidder (excluding the ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement dated [●] to be entered into by the Company, the Registrar to the Issue, the BRLMs, the Syndicate Members and the Escrow Collection Bank(s) for collection of the Bid Amounts and where applicable, refunds of the amounts collected to the Bidders (excluding the ASBA Bidders) on the terms and conditions thereof
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form or the ASBA Bid cum Application Form or ASBA Revision Form
Floor Price	The lower end of the Price Band, at or above which the Issue Price will be finalised and below which no Bids will be accepted

Term	Description
Issue	Public issue of 39,562,000 Equity Shares for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] million. The Company is considering a Pre-IPO Placement of Equity Shares with various investors. The Pre-IPO Placement will be at the discretion of the Company and at a price to be decided by the Company. The Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement subject to a minimum Issue size of 10% of the post-Issue paid-up equity share capital being offered to the public
Issue Agreement	The agreement entered into on January 18, 2010 between the Company and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which the Equity Shares will be issued and Allotted in terms of the Red Herring Prospectus. The Issue Price will be decided by the Company in consultation with the BRLMs on the Pricing Date
Issue Proceeds	The proceeds of the Issue that are available to the Company
JP Morgan	J.P. Morgan India Private Limited
Kotak	Kotak Mahindra Capital Company Limited
Margin Amount	The amount paid by the Bidder at the time of submission of his/her Bid, being 10% to 100% of the Bid Amount
Monitoring Agency	[●]
Morgan Stanley	Morgan Stanley India Company Private Limited
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or 1,186,860 Equity Shares available for allocation to Mutual Funds only, out of the QIB Portion (excluding the Anchor Investor Portion)
Net Proceeds	The Issue Proceeds less the Issue expenses. For further information about use of the Issue Proceeds and the Issue expenses, please see the section entitled "Objects of the Issue" on page 37
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than Rs. 100,000 (but not including NRIs other than eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 3,956,200 Equity Shares available for allocation to Non-Institutional Bidders
Non-Resident	A person resident outside India, as defined under FEMA and includes a Non Resident Indian
Pay-in Date	Bid/Issue Closing Date or the last date specified in the CAN sent to the Bidders for payment of the balance amount, as applicable
Pay-in-Period	The period commencing on the Bid/Issue Opening Date and extending until the closure of the Pay-in Date. With respect to Anchor Investors, it shall be the Anchor Investor Bid/ Issue Period and extending until two working days after the Bid/ Issue Closing Date
Pre-IPO Placement	A pre-IPO placement of Equity Shares with various investors is being considered by the Company prior to the filing of the Red Herring Prospectus with the RoC
Price Band	Price Band of a minimum price of Rs. [●] (Floor Price) and the maximum price of Rs. [●] (Cap Price) and include revisions thereof. The Price Band and the minimum Bid lot size for the Issue will be decided by the Company in consultation with the BRLMs and advertised, at least two working days prior to the Bid/ Issue Opening Date, in [●] edition of [●] in the English language, [●] edition of [●] in the Hindi language and [●] edition of [●] in the Marathi language
Pricing Date	The date on which the Company, in consultation with the BRLMs, finalises the Issue Price

Term	Description
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act, containing, *inter alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information
Public Issue Account	An account opened with the Bankers to the Issue to receive monies from the Escrow Account and from the SCSBs from the bank accounts of the ASBA Bidders on the Designated Date
Qualified Institutional Buyers or QIBs	Public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with IRDA, provident fund with minimum corpus of Rs. 250 million, pension fund with minimum corpus of Rs. 250 million and National Investment Fund set up by Government of India and insurance funds set up and managed by army, navy or air force of the Union of India. FVCIs registered with SEBI and multilateral and bilateral development financial institutions are not entitled to participate in the Issue
QIB Margin Amount	An amount representing at least 10% of the Bid Amount, paid by QIB Bidders (excluding Anchor Investors) at the time of submission of their Bid
QIB Portion	The portion of the Issue being at least 23,737,200 Equity Shares to be Allotted to QIBs
Red Herring Prospectus or RHP	The Red Herring Prospectus issued in accordance with Section 60B of the Companies Act, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid Opening Date and will become a Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with Escrow Collection Bank(s), from which refunds (excluding refunds to ASBA Bidders), if any, of the whole or part of the Bid Amount shall be made
Refund Bank(s)	[●]
Refunds through electronic transfer of funds	Refunds through ECS, Direct Credit, NEFT, RTGS or the ASBA process, as applicable
Registrar /Registrar to the Issue	Link Intime India Private Limited
Retail Individual Bidders	Individual Bidders (including HUFs applying through their karta, Eligible NRIs and Resident Retail Individual Bidders) who have not Bid for Equity Shares for an amount of more than Rs. 100,000 in any of the bidding options in the Issue
Retail Portion	The portion of the Issue being not less than 11,868,600 Equity Shares available for allocation to Retail Individual Bidder(s)
Revision Form	The form used by the Bidders, excluding ASBA Bidders, to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time
Self Certified Syndicate Bank(s) or SCSB(s)	A banker to the Issue registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in
Stock Exchanges	The BSE and the NSE
Syndicate	The BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into between the Syndicate and the Company in relation to the collection of Bids in this Issue (excluding Bids from the ASBA Bidders)
Syndicate Members	Kotak Securities Limited
TRS or Transaction Registration Slip	The slip or document issued by a member of the Syndicate or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid

Term	Description
Underwriters	The BRLMs and the Syndicate Members
Underwriting Agreement	The agreement among the Underwriters and the Company to be entered into on or after the Pricing Date

Technical/Industry Related Terms

Term	Description
CC	Commencement Certificate
Developable Area	The total area which we develop in each of our projects, including carpet area, common area, service and storage area, car parking and other open areas on which we may undertake any development
Efficiency Ratio	It is the ratio of the Internal Floor Area and Saleable Area. For the portion of project that has already been sold or leased, it is calculated on the basis of actual obligations of the respective owner or tenant. For the portion of project that has not been sold or leased, it is based on management estimates subject to various factors, such as prevailing market conditions, location of the project and efficiency ratios achieved in portions of the project which have already been leased or sold.
FSI	Floor Space Index, which means the quotient of the ratio of the combined gross floor area of all floors, excepting areas specifically exempted, to the total area of the plot
Internal Floor Area	Internal floor area is fixed for our Completed projects. For our Ongoing and Planned projects, internal floor area is determined on the basis of maximum FSI and assuming maximum TDRs that can be utilised in the project (TDRs may not have been actually acquired by us at the time of this calculation).
IOA	Intimation of Approval
IOD	Intimation of Disapproval
LOI	Letter of Intent
MCGM	Municipal Corporation of Greater Mumbai
MHADA	Maharashtra Housing Area Development Authority
NA Order	Non Agricultural Order
OC	Occupation Certificate
Occupancy Level	The combined Saleable Area of the occupied units of a project as a percentage of the total Saleable Area of the project available for lease
Saleable Area	The part of the developable area relating to our economic interest in each property and for which the respective owner or tenant is obliged to pay or for which we estimate that respective owner or tenant will pay
SRA	Slum Rehabilitation Authority
TDR	Transferable Development Rights, which means, when in certain circumstances, the development potential of land may be separated from the land itself and may be made available to the owner of the land in the form of transferable development rights

Conventional/General Terms

Term	Description
AAI	Airport Authority of India
Companies Act	Companies Act, 1956, as amended from time to time
AGM	Annual General Meeting
AS / Accounting Standards	Accounting Standards issued by ICAI
AY	Assessment Year
BSE	Bombay Stock Exchange Limited
CAGR	Compounded Annual Growth Rate

Term	Description
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CESTAT	Central Excise and Service Tax Appellate Tribunal
CIN	Corporate Identity Number
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
DIN	Director Identification Number
DP/Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant’s Identity
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
ECS	Electronic Clearing Service
EGM	Extraordinary General Meeting
EPS	Unless otherwise specified, Earnings Per Share, i.e., profit after tax for a fiscal year less preference dividend and tax thereon divided by the weighted average number of equity shares outstanding
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder and amendments thereto
FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under SEBI (Foreign Institutional Investor) Regulations, 1995 registered with SEBI under applicable laws in India
Financial Year/ Fiscal/ FY	Period of 12 months ended March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GoI/Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income Tax Act, 1961, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
JV	Joint Venture
LIBOR	London Interbank Offered Rate
MMT	Million Metric Tons
Mn	Million
MoEF	Ministry of Environment and Forests
MoU	Memorandum of Understanding
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No objection certificate
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited

Term	Description
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of up to 60% by NRIs including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in this Issue
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Persons of Indian Origin
RBI	Reserve Bank of India
Re.	One Indian Rupee
RoC	Registrar of Companies, Maharashtra situated at Everest, 5th Floor, 100, Marine Drive, Mumbai 400 002
RoNW	Return on Net Worth
Rs./ Rupees	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended
Securities Act	U.S. Securities Act, 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended
SPV	Special Purpose Vehicle
Sq. Ft./ sq. ft.	Square feet
Sq. Mtrs./ sq. mtrs.	Square metres
State Government	Government of a State of India
Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended
U.S./ United States	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
US$	United States Dollars
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI (Venture Capital Fund) Regulations, 1996, as amended

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and all references to the "U.S." are to the United States of America.

Financial Data

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our consolidated financial statements prepared in accordance with Indian GAAP and restated in accordance with the SEBI Regulations and included in this Draft Red Herring Prospectus. Our fiscal year commences on April 1 and ends on March 31 of the following year. In this Draft Red Herring Prospectus, any discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the sections entitled "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page xiii, 70 and 249 respectively and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated consolidated and unconsolidated summary financial statements prepared in accordance with the Indian GAAP.

Currency and units of presentation

All references to "Rupees" or "Rs." are to Indian Rupees, the official currency of the Republic of India. All references to "US$" are to United States Dollars, the official currency of the United States of America. In this Draft Red Herring Prospectus, the Company has presented certain numerical information in "million" units. One million represents 1,000,000.

Conversion table for area

In this Draft Red Herring Prospectus, the Company has presented information related to land in various units. The conversion ratio of such units is as follows:

1 hectare	=	2.47 acres
1 acre	=	4,046.85 sq. mts.
1 acre	=	43,560.00 sq. ft.
1 sq. mt.	=	10.764 sq. ft.

Definitions

For definitions, please see the section entitled "Definitions and Abbreviations" on page i. In the section entitled "Main Provisions of Articles of Association" on page 366, defined terms have the meaning given to such terms in the Articles.

Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Red Herring Prospectus has been obtained from industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that the industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements." All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "may", "shall", "will", "will continue", "will pursue" or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- performance of, and the prevailing conditions affecting, the real estate market in Mumbai and in India generally;
- development rights in respect of certain of our projects are subject to conditions, certain of which have not been or may not be satisfied;
- volatility in prices of, or shortages of, key building materials;
- changes to the FSI/TDR regime in Mumbai;
- financial stability of our tenants, in particular, our key tenants and our hotel and school operators;
- changes to the slum rehabilitation schemes currently in effect in Mumbai; and
- difficulties in expanding our business into additional geographical markets in India.

For further discussion of factors that could cause our actual results to differ, please see the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages xiii and 249, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. The Company, the Directors, the Syndicate and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, the Company and the BRLMs will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchanges.

Cautionary Note

Our classification of properties reflects the basis on which we operate our business and may differ from classifications used by other developers.

The project type, description and estimated total Saleable Area with respect to each Planned project represents estimates by our management on the basis of our current development plans and includes required transferable development rights ("TDRs"), which may not have been acquired. Such projects do not represent commitments and are subject to change, depending on various factors, including prevailing market conditions, strategy and customer preferences. Please see, "Risk Factors – Certain information in this Draft Red Herring Prospectus is based on management estimates which may change, and other statistical and financial data contained in this Draft Red Herring Prospectus may be incomplete or unreliable" on page xxiii. Unless a project has already been completed, we have provided the estimated completion time for such Ongoing and Planned projects in this Draft Red Herring Prospectus. While these estimates are based on our management's best belief and knowledge, they do not represent commitments and are subject to change.

RISK FACTORS

Investment in the Equity Shares involves a high degree of risk and you should not invest any funds in the Issue unless you can afford to take the risk of losing all or a part of your investment. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. If any or some combination of the following risks actually occur, our business, prospects, financial condition, results of operations and the value of our properties could suffer, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below. The risks and uncertainties described in this section are those that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those that we are not aware of or deem immaterial, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of the Equity Shares.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including considerations described below and in the section entitled "Forward Looking Statements" on page xi.

To obtain a better understanding of our business, you should read this section in conjunction with the other sections of this Draft Red Herring Prospectus, including the sections entitled "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Financial Statements" on pages 70, 249 and 151, respectively, together with all other financial information contained in this Draft Red Herring Prospectus.

RISKS RELATING TO OUR BUSINESS

1. ***There are criminal proceedings against the Company, Oberoi Constructions and two of our Directors.***

   A criminal complaint has been filed against the Company, Oberoi Constructions and Vikas Oberoi for criminal breach of trust and cheating. A criminal case has also been filed against OCPL for criminal breach of trust and cheating. Six criminal cases have also been filed against Anil Harish, our Director, in relation to matters under the Prevention of Food Adulteration Act, 1948 and certain other alleged violations, in his capacity as a director of a certain other company. For further details, please refer section entitled "Outstanding Litigation and Material Developments" on page 270.

   An adverse outcome in any or all of these criminal proceedings involving the Directors could have a material adverse effect on the ability of our Directors to serve our group, as well as on our business, prospects, financial condition and results of operations. An adverse outcome in any of these proceedings may have a material adverse affect on the Company's operations, business, financial condition and results of operations. Further, an adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business. The Company cannot assure you that any of these proceedings will be decided in favour of the Company or the Directors or the Subsidiaries, or that no further liability will arise out of these proceedings.

   For further details of current litigation against the Company, Oberoi Constructions, OMPL and Directors, please see the section entitled "Outstanding Litigation and Material Developments" on page 270.

2. ***We may not hold, or may not be able to prove that we hold, good title to our real estate assets such as the land situated at Mulund, Mumbai, and we are not and may not be able to obtain title insurance guaranteeing title or land development rights.***

   In India, property records do not provide a guarantee of title. Property records in India have not been fully computerised and are generally maintained and updated manually through physical records of all land-related documents. This process may take a significant amount of time and result in inaccuracies or errors. For example, we have identified discrepancies in the land area in revenue records, the area in title deeds and/or the actual physical area of some of our land. In certain cases our name may not have been updated in the land records as owners of the land. It is therefore difficult to obtain and rely on accurate and up-to-date property records, which could delay or impede our development or acquisition activities.

In addition, we may not have good and marketable title to some of our land as a result of non-execution or non-registration or inadequate stamping of conveyance deeds and other acquisition documents, or may be subject to, or affected by, encumbrances of which we may not be aware. A portion of land for which we are seeking to obtain development rights consists of agricultural land. The title to agricultural land is often fragmented and the land may, in many cases, have multiple owners and claimants who may not have perfect title to it. The land may also be subject to acquisition proceedings under applicable laws. Some of our projects are also being executed through joint ventures with third parties who may not have good and marketable title. Legal disputes in respect of land title can take several years and considerable expense to resolve if they become the subject of court proceedings and their outcome can be uncertain. If we or the owners of the land, with whom we enter into joint venture or development agreements are unable to resolve such disputes with these claimants, we may lose our interest in such land.

We may not therefore be able to assess or identify disputes, unregistered encumbrances or adverse possession rights over title to real property in which we have invested or may invest. Failure to obtain, or to prove that we hold, good title to a particular plot of land may materially prejudice the success of a development for which that plot is a critical part, may require us to write off expenditures in respect of that development and may adversely affect our property valuations and prospects. Prospective investors should note that neither legal counsel to the Company nor to the Underwriters is providing opinions in respect of title to our land. For details on the land, please see the section entitled "Our Business" on page 70.

The lands registered in our name may have irregularities in title or irregularities may arise in the future. For example, subsequent to our acquisition of the Oberoi Exotica development site located at Mulund, Mumbai, the Government of Maharashtra issued a communication to the effect that this land is a private forest under the provisions of the Maharashtra Private Forest (Acquisition Act), 1975. Please see the section entitled "Outstanding Litigation and Material Developments" on page 270.

In addition, title insurance is not commercially available in India to guarantee title or land development rights in respect of land. The difficulty of obtaining title insurance in India means that title records provide only for presumptive rather than guaranteed title, and that we face uninsured risk of loss of lands we believe we own interests in or have development rights over. We can provide no assurance that we have, or may not be able to prove that we hold, valid title or rights in respect of all of the land we believe we own or have development rights over and are unable to insure against such risk.

3. ***Our business is heavily dependent on the performance of, and the prevailing conditions affecting, the real estate market in Mumbai and in India generally.***

Our real estate projects are located primarily in Mumbai. As of September 30, 2009, all our Completed, Ongoing and Planned projects, other than the Sangam City project, are located in Mumbai. For details of our projects and land reserves, please see the section entitled "Our Business" on page 70. As a result, our business, financial condition and results of operations have been and will continue to be heavily dependent on the performance of, and the prevailing conditions affecting, the real estate market in Mumbai and in India generally.

The real estate market in Mumbai and in India generally may be affected by various factors outside our control, including, among others:

- prevailing local economic, income and demographic conditions;
- availability of consumer financing (interest rates and eligibility criteria for loans);
- availability of and demand for properties comparable to those we develop;
- changes in governmental policies relating to zoning and land use;
- changes in applicable regulatory schemes; and
- the cyclical nature of demand for and supply of real estate.

These factors may result in fluctuations in real estate prices and the availability of land, which may negatively affect the demand for and the value of our projects, and may result in delays to or the cancellation of our projects, the cancellation of sales bookings or the termination of lease agreements. In particular, the real estate market in Mumbai and in India was significantly affected by the global financial crisis that began in the second half of 2007. During times of crisis, market sentiment may be adversely affected, buyers may become cautious, rentals of office space may face downward pressure and sales or collections could be adversely affected which may have a material adverse effect on our financial condition and results of operations.

Limited availability of land in Mumbai, combined with increased demand for residential, office space and retail properties, has also resulted in, and is expected to continue to result in, increased competition to acquire land for the purposes of development in Mumbai. This has, in turn, caused an increase in the price of land in Mumbai and is expected to continue to cause further increases. We may not therefore be able to afford or may decide not to acquire additional land as a result of such price increases, particularly if we are not able to transfer our acquisition costs to our customers. Regulations by different local authorities relating to the availability, use or development of land could also lead to further shortages of suitable and affordable land available for development.

Our inability to acquire adjoining parcels of land may also affect some of our existing and future development activities as we acquire parcels of land at various locations, which can be subsequently consolidated to form a single land area, upon which we can undertake development. Any failure to acquire neighbouring parcels of land in the future on terms that are acceptable to us, or at all, may cause a delay or force us to abandon or modify our development plans, which may adversely affect our returns on our initial investment.

4. *We have not obtained certain approvals or permits for some of our projects and may be unable to obtain or renew required approvals and permits in a timely manner or at all and existing approvals or permits may be suspended or revoked.*

To successfully execute projects and operate our business, we are required to obtain statutory and regulatory approvals, licenses, registration and permits and applications need to be made at appropriate stages of the projects. For example, we are required to obtain the approval of building plans, layout plans, environmental consents and fire safety clearances during various stages of the projects. In addition, we are required to obtain a certificate of change of land use in respect of our industrial or agricultural land. We have not yet obtained this certificate in respect of some of these lands. Where we develop projects on a joint venture basis, our ability to develop such projects is, in some cases, dependent on our joint venture partners or other third parties obtaining necessary approvals and permits.

Certain approvals that we have applied for are currently pending and we may need to apply for renewal of approvals which may expire from time to time, in the ordinary course of our business. For further details of the approvals obtained by us and pending approvals, please see the section entitled "Government Approvals" on page 288.

We may encounter material difficulties in fulfilling any conditions precedent to the approvals described above or any approvals that we may require in the future, some of which are onerous and may require us to incur substantial expenditure that we may not have anticipated. We may also not be able to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the property industry in general or the particular processes with respect to the granting of the approvals. There may also be delays on the part of the administrative bodies in reviewing our applications and granting approvals or the approvals issued to us may be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If we fail to obtain or renew, or experience material delays in obtaining or renewing, the requisite governmental approvals, or if any approvals are suspended or revoked, the schedule of development and the sale of our projects could be substantially disrupted or impeded, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

5. ***The development rights in respect of certain of our projects are subject to conditions, certain of which have not been or may not be satisfied; if these conditions are not satisfied, this land may not be available for development by us.***

In respect of our Planned project at Sangam City, Sangamwadi, Pune, development agreements have been executed in favour of our joint venture entity which is the developer, Sangam City Township Private Limited (formerly Dharadhar Developers Private Limited). As of the date of the execution of the development agreements, the relevant land was agricultural land, and these development agreements contain a condition that the developer has to obtain the permission for the conversion of the land from agricultural to non-agricultural use within a certain period from the date of execution of the respective development agreement. If the developer fails to do so, the owner of the land will have the option to terminate the development agreement. In respect of certain of these development agreements, the time period for conversion of the land from agricultural to non-agricultural use has expired and the owners therefore have the right to terminate these agreements. While none of these development agreements has been terminated, in the event that we are unable to obtain the requisite permission and the development agreements terminate, we may not be able to develop the project as presently envisaged or at all. This may in turn adversely affect our business, financial condition and results of operation.

6. ***We may not be able to fully develop our Planned project at Worli, Mumbai as presently contemplated.***

Oasis Realty is an unincorporated joint venture between our wholly-owned subsidiary, OCPL, Skylark Build and Shree Vrunda Enterprises to develop a mixed-use development of approximately 2.1 million square feet of Saleable Area in Worli, located on the arterial Annie Besant Road. We intend to develop the free-sale portion of the project (the portion of the development which can be commercially exploited to compensate for the obligation of developing the slum rehabilitation component). Our joint venture partner is, however, required to obtain a Letter of Intent ("LoI") from the SRA for obtaining additional FSI to be utilised for the project. In addition, there are certain encumbrances on the land that is proposed to be developed and our joint venture partner has not completed all the formalities, including certain mandatory registrations, required under various regulations. For example, requisite documentation has not yet been executed with all the slum dwellers and therefore certain registrations are pending. Our joint venture partner is also liable to make certain payments to the SRA which, if not duly paid, shall constitute a charge on the land.

In the event that the LoI for the additional FSI is not received in a timely manner or at all and/or our joint venture partner is unable to complete all legal formalities, we will be unable to develop our Planned project in its entirety which could adversely affect our business, financial condition and results of operations.

In addition, we have also identified certain discrepancies in the areas described in the joint venture agreement between OCPL and our joint venture partners and the areas approved by the authorities.

7. ***In the past, our Auditors have qualified their reports with respect to certain accounting policies and matters.***

In the past, our Auditors have qualified their reports with respect to us and our Subsidiary, Oberoi Constructions Private Limited ("OCPL"), as follows:

(a) For the year ended March 31, 2005, with respect to the Company and OCPL, the Auditors have reported that there was a change in accounting policy for revenue recognition, from the project completion method to the percentage completion method of accounting. There was no impact on gross revenue and profit for the year as a result of the change in the revenue recognition policy. For the financial year ended March 31, 2005, the Company and OCPL had projects which were either completed or were below a certain stage of completion and the Company and OCPL had no sales of units, and hence the change of the accounting method had no impact either on the gross revenue or the profit for the year ended March 31, 2005. Accordingly, this change of accounting method does not require any adjustment in Restated Consolidated Summary Statements.

(b) For the year ended March 31, 2007, the Auditors have reported that the Company has revised the estimated useful life in respect of certain tangible assets resulting in additional depreciation of Rs. 6.70 million and, consequently, the profit for the year had been understated to that extent. The effect of the revision in estimated useful life of these assets has been adjusted to the concerned prior years so as to recompute the profits and losses of those years considering the uniform estimated useful life of such assets in the Restated Consolidated Statement of Profits and Losses and Restated Consolidated Statement of Assets and Liabilities.

(c) For the years ended March 31, 2005, 2006, 2007 and 2008, the Auditors have reported that the Company and OCPL had no formal internal audit system. The Company and OCPL have adopted a formal internal audit system since the year ended March 31, 2009.

(d) For the year ended March 31, 2009, with respect to OCPL, the Auditor's have reported that there was a change in accounting policy for depreciation on fixed assets from the written down value method to the straight line method. Due to this change in accounting policy for depreciation, the depreciation charge for the year is lower by Rs. 9.92 million and the depreciation charge for earlier years amounting to Rs. 7.94 million (net of tax) has been reversed. Consequently, the profit for the year was overstated by Rs. 9.92 million and reserves were overstated by Rs. 17.86 million. The effect of this change in accounting policy for charging depreciation has been adjusted retrospectively to the concerned prior years. Profit/ (loss) on assets sold/discarded has been recomputed to give effect to the change in accounting policy of depreciation.

While we have made corrective adjustments where necessary to address our Auditors' qualifications in the restated financial statements included in this document, we cannot assure you that our Auditors will not qualify their reports in the future for similar or other matters.

8. We may not be able to successfully identify and acquire suitable land for development, which may adversely affect our business and growth prospects.

Our ability to identify suitable land for development is vital to our business. Once a potential development site has been identified, site visits and feasibility studies/surveys are undertaken, which include detailed analyses of factors such as regional demographics, gap analysis of current property development initiatives and market needs, and market trends. Such information may not be accurate, complete or current. Any decision to acquire land which is based on inaccurate, incomplete or outdated information or any change in circumstances may result in certain risks and liabilities associated with the acquisition of such land, which could adversely affect our business, financial condition and results of operations.

Our ability to acquire ownership or development rights over suitable sites is dependent on a number of factors that may be beyond our control. These factors include the availability of suitable land, market conditions, the willingness of land owners to sell or grant development rights over land on attractive terms, the availability and cost of any required financing, encumbrances on the land, government directives on land use, and the obtaining of permits and approvals for land development. In addition, it is our normal practice to evidence our preliminary agreements to acquire interest in land in the form of a memorandum of understanding. However, conveyance of the land does not occur upon signing of the memorandum of understanding and formal transfer of title to or interest in land by the seller (at which time stamp duty becomes payable) is generally completed only after all requisite governmental consents and approvals have been obtained. Our acquisition of interests in land are therefore also subject to the risk that sellers may during such time identify and transact with alternative purchasers or decide not to sell the land.

9. We depend significantly on our residential business.

Our primary focus is on the development of premium residential real estate projects for sale. As of September 30, 2009, our residential business segment constituted approximately 61% of the total estimated Saleable Area in our Ongoing and Planned projects. We rely on our ability to understand the preferences of our residential customers and to develop projects that suit their needs. We aim to create aspirational developments that we believe have distinctive designs or functionalities with quality construction and finishings, as we believe that this enhances our brand and reputation, and enables us to sell our units quickly and at a premium to other competing developments. Our inability to provide customers with distinctive designs or functionalities and quality construction or our failure to continually anticipate and respond to customer needs may affect our business and prospects and could lead to some of our customers switching to our competitors, which could, in turn, materially and adversely affect our business prospects, financial condition and results of operations.

10. Our operations could be adversely affected by changes to the FSI/TDR regime in Mumbai.

We and other developers are subject to municipal planning and land use regulations in effect in Mumbai and in other cities in India, including Pune, which limit the maximum square footage of completed buildings we may construct on plots to specified amounts, calculated based on a ratio of maximum floor space of completed buildings to the surface area of each plot of land (the floor space index, or "FSI").

Transferable Development Rights ("TDRs"), in the form of a Development Rights Certificate granted by the relevant statutory authority (the Municipal Corporation of Greater Mumbai (the "MCGM") in Mumbai), provide a mechanism by which a person, who is unable to use the available FSI of his/her plot for various reasons, is permitted to use the unused FSI on other properties in accordance with applicable regulations or transfer the unused FSI to a third party. Some of our development sites are reserved for public purposes or for providing public amenities such as roads, gardens, playgrounds, hospitals and schools. If we decide to develop such sites, we are required to develop them in accordance with the applicable reservation and hand over the completed development to the MCGM or other relevant authority. In return, we are compensated by grants of TDRs in the form of FSI, which can be used by us within the same development or, subject to certain restrictions, within another development or transferred to a third party.

Sometimes, a development site has potential for development, but FSI has already been consumed. In such cases, we can acquire FSI by way of TDRs and utilise it on such developments. For example, we acquire TDRs from third parties to enable us to build beyond the approved limit for our buildings (therefore resulting in an increase in the total Saleable Area of our projects). If we are unable to acquire such TDRs or if we are unable to acquire them at the expected price, then this may impact our ability to complete certain projects due to us having insufficient FSI or because of a significant increase in the cost of completing such projects. The price and availability of TDRs may have an adverse affect on our ability to complete our projects and on our financial condition and results of operations.

In addition, if the regulations were changed to reduce the applicable FSI or to disallow the acquisition or utilisation of TDRs, we may not be able to develop our projects to the full extent of their estimated Saleable Area, and our business, financial condition and results of operations could be materially and adversely affected.

11. Our expansion into new market segments, such as the hospitality and social infrastructure segments, subjects us to additional risks.

An important element of our business strategy is to expand into new market segments, such as our expansion into the hospitality and social infrastructure segments. We are currently developing The Westin Mumbai - Garden City, a 269-room hotel, which will be operated and managed by Starwood Asia Pacific Hotels and Resorts Pte. Limited ("Starwood") under the Westin brand pursuant to an Operating Services Agreement between the Company and Starwood. We currently plan to develop two additional hotels to be owned by us and operated and managed by third parties. We are also developing the Oberoi International School which is leased to and operated by Oberoi Foundation on a revenue share basis. While we have outsourced, and intend to continue to outsource the operation and management of all our hotels and Oberoi International School, we remain subject to all of the risks inherent in entering a new market segment. These include:

- limited management experience in the sector;
- a competitive environment characterised by well-established and well-capitalised competitors; and
- limited experience in regulatory issues specific to the particular market segment.

We may therefore not be successful in expanding into new market segments. For example, we have no operating history in the hospitality or social infrastructure segments and our success in these sectors will depend on our ability to forecast and respond to demand in an industry in which we have had limited experience to date and upon our ability to select appropriate locations to set up hotels and social infrastructure projects, and management companies to operate the hotels profitably.

In addition, the hotel industry entails risks that are distinct from those applicable to our business of developing residential properties for sale and developing office space and retail properties for sale or lease, including the supply of hotel rooms exceeding demand, the failure to attract and retain business and leisure travellers as well as adverse international, national or regional travel or security conditions. In particular, the Indian hospitality industry was adversely affected in 2008 and 2009 due to a combination of factors including the global economic downturn and the related fall in domestic and international business and leisure travel, the terrorist attacks in Mumbai on November 26, 2008 and the pandemic caused by the outbreak in 2009 of the H1N1 swine flu virus, which individually, and in the aggregate, had an impact on tourism and business travel in India. Such developments could have a material adverse effect on our hospitality business, results of operations and financial condition.

12. Some or all of our Ongoing and Planned projects may not be completed by their expected completion dates or at all.

As of September 30, 2009, we have eight Ongoing projects and 19 Planned projects. Although we have procured preliminary architect plans and completed our management development plans for all of our Planned projects, we have not yet formulated our financing plans for certain of these projects, other than with respect to purchase of land, and have not applied for any regulatory consents or approvals for some of these projects. Our Ongoing and Planned projects are subject to significant changes and modifications from our currently estimated management plans and timelines as a result of factors outside our control, including, among others:

- availability of raw materials and financing;
- increases in construction costs;
- natural disasters;
- reliance on third party contractors; and
- the risk of decreased market demand during the development of a project.

Such changes and modifications may have a significant impact on our Ongoing and Planned projects, and consequently, we may not develop these projects as planned, or at all, which may have an adverse effect on our business, results of operations and financial condition.

13. We have not obtained a written title opinion or search report in respect of our development sites in Juhu, Mumbai and Pune.

There may be a number of uncertainties relating to land title in India including, among other things, difficulties in obtaining title guarantees and fragmented or defective title. As part of our internal process, we seek to retain lawyers to conduct due diligence and assessment exercises and/or provide us title search reports, written or otherwise, prior to acquiring land, entering into joint or sole development agreements with land owners, and undertaking projects. While we have undertaken enquiries and conducted due diligence we have not obtained a title report in respect of our development sites at Juhu, Mumbai and hence we may not be aware of all the risks associated with this land.

OCPL, through its joint venture partner SRPL, has entered into a master asset purchase agreement with Tulip Hospitality Services Limited dated March 31, 2005. The total consideration for the assets is Rs. 3,490.60 million out of which Rs. 675.00 million has been paid and Rs. 75.00 million deposited in an escrow account.

This master asset purchase agreement is under dispute and has been referred to arbitration under Justice S. N. Variava (Retd.). For further details of the arbitration proceeding, please see the section entitled "Outstanding Litigation and Material Developments - Litigation against Siddhivinayak Realties Private Limited" on page 277. Consequently, no further definitive agreements have been executed and we have not obtained any title reports in relation to this development site.

Additionally, the Company also holds a 31.67% interest in Sangam City Township Private Limited, a special purpose vehicle, established for a development comprising approximately 56 acres of land at Sangamwadi, Pune.

Since we have not obtained a title report or search report in respect of these development sites, we may not be aware of all the risks associated with these properties and there may be deficiencies in our title to this land. In the event that any of these risks materialise, we may not be able to develop our project as currently planned. We could also face a risk of loss of the property, the loss of our investment as well as any future revenues, any of which would have an adverse effect on our business, financial condition and results of operations.

Additionally, if the dispute in relation to our development site at Juhu, Mumbai is not resolved in our favour, we could face a risk of loss of the property, the loss of our investment in the property, be required to pay additional amounts or be subject to restrictions and conditions that may have an adverse affect on our business, financial condition and results of operations.

14. There have been delays in the implementation of some of our projects for which we are liable to pay interest under certain of our sale agreements and we may encounter delays in the future.

There have been delays in the commencement, scheduled implementation and estimated completion of certain of our projects. These delays have been due to delays in obtaining approvals and delays in execution, among other things.

Under the sale agreements which we enter into with our customers, we are liable to pay interest on payments already made to us by our customers for any delays in the completion and hand over of the project to our customers and, where the customer exercises a right to cancel the sale, we are liable to refund amounts paid to date with interest. The interest payable is calculated at a fixed rate on a monthly basis for the period of the delay.

We may also encounter delays in the commencement, scheduled implementation and estimated completion of our projects in the future, which could result in additional liabilities and may adversely affect our financial condition and results of operations.

15. We depend on various third parties, including our joint venture partners, contractors and independent service providers, over whom we may have no control.

We undertake certain projects in cooperation with other real estate development companies or third parties. For example, the Company holds a 31.67% interest in Sangam City Township Private Limited, a special purpose vehicle, established for a development project located in Sangamwadi, Pune and Oasis Realty, an unincorporated joint venture between our wholly-owned subsidiary, OCPL, Skylark Build and Shree Vrunda Enterprises to develop a mixed-use development of approximately 2.1 million square feet of Saleable Area in Worli, Mumbai. Arrangements governing our joint ventures may provide us with only partial control over the operations of the joint ventures under certain circumstances. Where we are a minority participant in a joint venture, there may exist inherent potential conflicts of interests with our joint venture partners, who may make significant decisions without our consent that affect our interests, such as delaying project execution timetables. In addition, it may be necessary for us to obtain consent from a joint venture partner before we can cause the joint venture to make or implement a particular business development decision or to distribute profits to us or there may be disputes between us and our joint venture partners, among our joint venture partners or between our joint venture partners and the land owner or another third party. These and other factors may cause our joint venture partners to act in a way contrary or conflicting to our interests, or otherwise be unwilling to fulfil their obligations under our joint venture arrangements, which could have a material adverse effect on our business, financial condition and results of operation. In addition, our joint venture partners may fail to develop the rehabilitation portion of the slum rehabilitation projects in accordance with the regulations and directives of the Slum Rehabilitation Authority ("SRA") overseeing such projects. We may therefore lose part of or all our development rights over the free-sale portion.

Further, we engage independent architects and construction contractors, who may in turn hire sub-contractors and other third parties, for the design and construction of all our projects. The success of our projects therefore depends significantly on the performance of various third parties, including our contractors and service providers. As we do not control any of our contractors or service providers, we cannot ensure they perform their obligations and services satisfactorily, to a standard that meets our requirements or targeted quality levels or that they are not involved in corruption or other improper conduct in relation to our projects. We may also not be able to recover compensation for any resulting defective work or materials. We may therefore incur losses as a result of our projects being delayed or disrupted or having to fund the repair of defective work or pay damages to persons who have suffered loss as a result of such defective work. We may also be required to incur additional cost or time to develop our projects, which could adversely affect our business, financial condition and results of operations.

Our joint venture partners, contractors and service providers may also face financial, legal or other difficulties which may affect their ability to continue with a project. We may therefore be required to make additional investments in the joint venture, provide extra funding or become liable for other obligations, which could result in delays to our projects, reduced profits or, in some cases, significant losses.

16. We may experience volatility in prices of, or shortages of, key building materials.

Our ability to develop projects profitably is dependent upon our ability to source adequate building supplies for use by our construction contractors. Although we typically enter into “turnkey” contracts with our contractors, we generally agree to procure the cement and steel required for our projects, although we plan to outsource such procurement in future projects. We have experienced shortages of cement and steel in the past and have also experienced significant price volatility in the cement and steel markets. Such shortages in supply and volatility in prices of building materials could arise from changes in import restrictions, such as changes to customs duties and licensing policies, applicable to goods (such as certain building materials) imported into India. In addition, our supply chain may be periodically interrupted by circumstances beyond our control, including work stoppages and labour disputes affecting our suppliers, their distributors, or the transporters of our supplies. During periods of shortages in building materials, such as cement and steel, we may not be able to complete projects according to our previously established timelines, at our previously estimated project cost, or at all, which could harm our results of operations and financial condition. In addition, during periods of volatility in the price of building materials, where prices have increased significantly or unexpectedly, we may not be able to pass the increase in construction costs through to our customers, particularly as we generally aim to pre-sell a significant portion of our residential units prior to project completion, which could reduce or eliminate the profits we attain with regards to our developments.

17. We rely on the financial stability of our tenants, in particular, our key tenants and our hotel and school operators.

The demand for our retail and office space units may be adversely affected by the financial stability of our tenants and prospective tenants, which may depend on general economic conditions. For example, during the recent economic downturn some of our retail tenants terminated their tenancies and we agreed to grant concessions to several other tenants to enable them to continue operations from the leased premises. In the event of a default by a tenant prior to the expiry of a lease, we may suffer a rental shortfall and incur additional costs, including legal expenses, in maintaining, insuring and re-letting the property. If we are unable to re-let or renew lease contracts promptly, if the rentals upon such re-leasing or renewals are significantly lower than the expected value or if reserves, if any, for these purposes prove inadequate, our results of operations, financial condition and the value of our real estate could be adversely affected.

In addition, some of our retail properties are anchored by key tenants, which, due to size, reputation or other factors, may be particularly responsible for drawing other tenants and shoppers to such properties. For example, our Completed retail project, Oberoi Mall, in Goregaon, Mumbai has anchor tenants such as department stores and a multiplex cinema. Our ability to lease any vacant retail units and the value of such units could be adversely affected by the loss of an anchor tenant or key tenant in the event such tenant terminates its lease, files for bankruptcy or insolvency or experiences a downturn in its business.

We depend on third party operators to operate and manage our hospitality and social infrastructure projects. In our hospitality projects, we currently follow an operating agreement model whereby the hotel is owned by us and operated by a hotel chain. Our Ongoing social infrastructure project, Oberoi International School is owned by us and operated by a public charitable trust. If we are unable to procure operators for our hotels and schools or if our existing operating or licence agreements terminate, our results of operations, financial condition and the value of our real estate could also be adversely affected.

18. ***Our ability to generate revenue could be affected by any changes to the slum rehabilitation schemes currently in effect in Mumbai.***

Some of our joint venture partners participate as developers, in slum rehabilitation projects under the Slum Rehabilitation Scheme (the "Slum Rehabilitation Scheme") contained in the Development Control Regulations for Greater Bombay, 1991 (the "DCR") promulgated by the MCGM in exercise of its powers under the Maharashtra Regional and Town Planning Act, 1966 (the "Town Planning Act"). Under this scheme, developers are responsible for carrying out the slum rehabilitation component and, as compensation for carrying out such rehabilitation works, they receive development rights from the Government of Maharashtra ("GOM") or may be entitled to sell the remainder of the development (the "free-sale" portion) in the open market, at their own discretion and to retain the sale proceeds. We undertake to develop the free-sale portion of such developments. We are currently developing the free-sale portion of a slum rehabilitation project on a revenue-share basis, and may, in the future, continue to develop projects with joint venture partners on such land. If the Slum Rehabilitation Scheme in effect in Mumbai were to significantly change or be terminated, we may be required to purchase developable land from third parties at significantly increased costs, and may not be able to acquire development rights over sufficient suitable land at acceptable costs for our future development projects, which may in turn adversely affect our business, financial condition and results of operation.

19. ***We may not be able to manage our growth strategy effectively or it may change in the future.***

Our business strategy includes the development of residential, office space, retail and hospitality projects primarily in Mumbai and in other parts of India, if suitable opportunities arise. Our developments have primarily focused on residential projects but, pursuant to this strategy, we currently have various real estate projects under development, including retail developments and hotels. In the future, we may decide to undertake projects in additional business lines of real estate development, such as IT parks, special economic zones and serviced apartments. As we grow and diversify, we may not be able to execute our projects efficiently on such an increased scale, which could result in delays, increased costs and diminished quality, each adversely affecting our reputation. This future growth may strain our managerial, operational, financial and other resources. If we are unable to manage our growth strategy effectively, our business, financial condition and results of operations may be adversely affected. In addition, depending on prevailing market conditions, regulatory changes and other commercial considerations, we may be required to change our business model and we may therefore decide not to continue to follow our business strategies described in this Draft Red Herring Prospectus.

20. ***We may experience difficulties in expanding our business into additional geographical markets in India.***

While Mumbai remains and is expected to remain our primary focus, we may evaluate growth opportunities in other parts of India on a case-by-case basis. However, we have limited experience in conducting business outside Mumbai and have not previously completed any real estate development projects outside of Mumbai. We may not be able to leverage our experience in Mumbai to expand into other cities as a result of various features which may differ in other cities and with which we may be unfamiliar, such as:

- competition,
- regulatory and taxation regimes,
- business practices and customs,
- languages,
- customer tastes, preferences, behaviour and culture,
- construction methods because of different terrains, and
- land and related laws applicable in other states.

If we enter new markets and geographical areas in India, we are likely to compete not only with national developers, but also local developers who have an established local presence, are more familiar with local regulations, business practices and customs, have stronger relationships with local contractors, suppliers, relevant government authorities, and who have access to existing land reserves, all of which may give them a competitive advantage over us. Our inability to expand into and compete successfully in areas outside the Mumbai real estate market may adversely affect our business prospects.

21. ***Certain information in this Draft Red Herring Prospectus is based on management estimates which may change, and other statistical and financial data contained in this Draft Red Herring Prospectus may be incomplete or unreliable.***

Certain information contained in this Draft Red Herring Prospectus, such as the amount of land or development rights owned by us, the location and type of development, the Saleable Area, Developable Area, Internal Floor Area and Efficiency Ratio, estimated construction commencement and completion dates, estimated construction costs, our funding requirements and our intended use of proceeds of the Issue, is based solely on management estimates and our business plan and has not been appraised by any bank, financial institution or independent agency. The total area of property that is ultimately developed and the actual total Saleable Area may differ from the descriptions of the property presented herein and a particular project may not be completely booked, sold, leased or developed until a date subsequent to the expected completion date.

We may also have to revise our funding estimates, development plans (including the type of proposed development) and the estimated construction commencement and completion dates of our projects depending on future contingencies and events, including, among others:

- changes in laws and regulations;
- competition;
- receipt of statutory and regulatory approvals and permits;
- irregularities or claims with respect to title to land or agreements related to the acquisition of land;
- the ability of third parties to complete their services on schedule and on budget;
- delays, cost overruns or modifications to our ongoing and planned projects;
- commencement of new projects and new initiatives; and
- changes in our business plans due to prevailing economic conditions.

In addition, while facts and other statistics in this Draft Red Herring Prospectus relating to India, the Indian economy, as well as the Indian real estate sector have been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. Industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisers and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the section entitled "Industry". Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, in reports or other publicly available information prepared by the same or different third party analysts.

22. ***It is difficult to predict our future performance, or compare our historical performance between periods, as our revenue fluctuates significantly from period to period.***

Under the percentage of completion method of revenue recognition, our revenue from sales depends upon the volume of bookings that we are able to obtain in relation to our projects as well as the rate of progress of construction. Our bookings depend on our ability to market and pre-sell our projects and the willingness of our customers to pay for developments or enter into sale agreements well in advance of receiving possession of properties, which can be affected by prevailing market sentiment. Construction progress depends on various factors, including the availability of labour and raw materials, the timely receipt of regulatory clearances and the absence of contingencies such as litigation and adverse weather conditions. The occurrence of any such contingencies could cause our revenues to fluctuate significantly, which could in turn adversely affect our margins. We also cannot predict when and at what prices we may acquire the TDRs we require for a given project. In addition, we complete differing numbers of projects in each period, and cannot predict with certainty the rate of progress of construction or time of the completion of our real estate developments due to lags in development timetables occasionally caused by unforeseen circumstances.

We also derive some recurring revenues from lease income in respect of certain of our office space and retail developments. Lease payment defaults by tenants would cause us to lose the revenue associated with such leases. In the event of a tenant default, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-leasing our property and we may not be able to re-lease the property for the rent previously received, if at all.

Our results of operations may also fluctuate from period to period due to a combination of other factors beyond our control, including the timing during each year of the sale or rental of properties that we have developed, and any volatility in expenses such as land and development right acquisition and construction costs. Depending on our operating results in one or more periods, we may experience cash flow problems, thereby resulting in our business, financial condition and results of operations being adversely affected. Such fluctuations may also adversely affect our ability to fund ongoing and future projects.

As a result of one or more of these factors, we may record significant turnover or profits during one accounting period and significantly lower turnover or profits during prior or subsequent accounting periods. Therefore, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indicative of our future performance.

23. Our transition to IFRS reporting by April 2011 could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS, from as early as the fiscal period beginning April 1, 2011. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting.

Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. For example, IFRS may not permit us to recognise revenues on a percentage of completion method; accordingly, if this remains the case in 2011, we may be required to restate our historical financial information and commence recognising revenues from 2011 only when construction is completed and the unit is sold. This may have a material adverse effect on the amount of income recognised during that period and in the corresponding (restated) period in the comparative fiscal year/period.

In addition, in our transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, our transition may be hampered by increasing competition for the relatively small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements.

24. We have reversed some of the revenue recognised in prior periods as a result of cancelled bookings for certain of our projects and may be required to do so in the future.

We and our customers have cancelled bookings for certain of our projects in recent years. For example, we have cancelled bookings where our customers have failed to make instalment payments. In addition, where projects are delayed beyond the scheduled completion date, our customers may have a right to cancel their bookings. For some of these projects, we had recognised all or a portion of the income from these bookings as revenue. We have consequently been required to reverse the revenue recognised from these bookings. If an increasing number of bookings are cancelled in respect of projects where we have recognised revenue, this could lead to a decline in our business prospects, financial position and results of operations.

25. We had negative net cash flows from operating and investing activities in the past and may do so in the future.

Our net cash flows from operating activities for the years ended March 31, 2007 and 2006 were negative, amounting to Rs. 3,150.10 million and Rs. 13.07 million, respectively. Our net cash flows from investing activities for those periods were also negative amounting to Rs. 438.66 million and Rs. 494.82 million, respectively. We anticipate that in the current operating environment, the domestic credit market for real estate development activities remains challenging, as does the demand scenario from customers. We may therefore experience negative cash flows from operating and investing activities in the future.

26. We may not be able to generate profits at the same rate of return that we earn from our historical projects.

We acquired a substantial portion of the land for our currently Completed, Ongoing and Planned projects between 2002 and 2005 when land prices were generally lower than prevailing market prices. The profits that we generate from our projects may not be utilised in our business at or above the rate of return that we earn from these projects and we may not utilise capital in the most efficient manner. For example, there may be periods during which we may deposit funds in fixed deposits or other short-term investments that generate low post-tax returns. We may also invest in mutual funds which are exposed to market and credit risks and may not generate rates of return above the rates of return we earn on our other investments, or at all, or such investments may result in losses. Our failure to generate rates of return on our capital equal to or above the rate of return we earn on our projects may decrease our return on net worth and capital employed, which may in turn adversely affect our business prospects, financial condition and results of operation.

27. Certain of our Group Companies have incurred losses in the last three fiscal years.

As set forth below, some of our Group Companies have incurred losses during last three fiscal years (as per their respective standalone financial statements). They may continue to incur losses in future periods, which may have an adverse effect on our results of operations.

Sr. No.	Name of the Group Company	Profit/(Loss) after tax (In Rs. million) Year ended March 31,		
		2007	2008	2009
1.	Beachwood Properties Private Limited	(0.40)	(0.73)	(0.52)
2.	Oberoi Consultancy Services Private Limited	(0.00)	(0.01)	(0.01)
3.	Envision Realty Private Limited	NA	NA	(0.69)
4.	R. S. Associates	(0.00)	(0.00)	-
5.	I-Ven Realty Limited	0.50	9.21	(9.05)
6.	Oberoi Foundation(1)	(0.46)	(4.53)	(50.11)
7.	New Dimension Consultants Private Limited	0.08	(2.38)	(0.70)
8.	Oberoi Estate Private Limited	(0.14)	(0.29)	(0.09)

(1) *Excess of expenses over income.*

For further details on these Group Companies, please see the section entitled "Group Companies" on page 141.

28. We may have certain contingent liabilities and capital commitments not provided for which may adversely affect our financial condition.

Our contingent liabilities as of September 30, 2009 not provided for (as disclosed in our financial statements) are as detailed in the following table:

(In Rs. millions)

Particulars	As of September 30, 2009
Capital Commitment	3,842.61
Capital Commitment to joint venture	1,500.00
Letters of Credit & Bank Guarantee	336.61

Particulars	As of September 30, 2009
Indemnity Bond given in the favour of the government under Export Promotion Capital Goods Scheme (Net of Bank Guarantee)	333.39
Total	6,012.61

Any or all of these contingent liabilities and commitments may become actual liabilities. In the event that any of our contingent liabilities become non-contingent, our business, financial condition and results of operations may be adversely affected. Our capital commitments not provided for could adversely affect our financial condition if such commitments are not executed according to the terms and conditions of the respective contracts. For further information, please see the section entitled "Financial Statements" on page 151.

29. ***Tax benefits available to us and our customers may be withdrawn.***

Various tax benefits under the Income Tax Act, 1961 (the "I.T. Act") are available to us and purchasers of residential premises who have obtained loans from banks or other financial institutions. For details of the tax benefits available to us, please see the section entitled "Statement of Tax Benefits" on page 46. A change in the law, including the proposed migration to the direct tax code, or in the interpretation of the law may result in the discontinuation or withdrawal of these tax benefits, which could adversely affect the ability or willingness of our customers to purchase our residential projects and therefore, affect our financial condition and results of operations.

In addition, certain tax benefits we had previously claimed may be denied and we may therefore be required to pay the relevant tax authorities the amounts in relation to the claimed tax benefits. For details of our taxation related disputes, please see the section entitled "Outstanding Litigation and Material Developments" on page 270. This could adversely affect our financial condition and results of operations.

30. ***Our business and growth plan could be adversely affected by the incidence and rate of property taxes and stamp duties, service and other value added taxes.***

As a property owning and development company, we are subject to the property tax regimes in jurisdictions in which we operate. Stamp duty is payable for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes, stamp duties and service and other value added taxes, such as the proposed goods and services tax legislation, may be introduced which may increase our overall costs. If these property taxes, stamp duties and service or other value added taxes were to increase, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties or service and other value added taxes could have an adverse affect on our financial condition and results of operations.

31. ***We face labour risks, including potential increases in labour costs.***

We operate in a labour-intensive industry and we or our contractors hire casual labour to work on our projects. In the event of a labour dispute, if our contractors are unable to successfully negotiate with the workmen or sub-contractors, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. It may also be difficult to procure the required skilled workers for existing or future projects. Either of these factors could adversely affect our business, financial condition, results of operations and cash flows. In addition, we may be liable for or exposed to sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

32. ***Our operations and the work force on our development sites are exposed to various hazards.***

We conduct various site studies prior to the acquisition of any parcel of land and its construction and development. However, there are certain unanticipated or unforeseen risks that may arise due to adverse weather and geological conditions, such as storms, outbreaks of disease, hurricanes, lightning, floods, landslides, rockslides and earthquakes and other reasons. Additionally, our operations are subject to hazards inherent in providing these services, such as the risk of equipment failure, impact from falling objects, collision, work-related accidents, fire, or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. If any one of these hazards or other hazards were to affect our business, our results of operations may be adversely affected. Moreover, any injury to or loss of life of the workers employed on our construction sites may expose us to liability and / or compensation claims.

33. ***We may not maintain adequate insurance coverage to cover all losses or liabilities that may arise from our operations.***

We maintain insurance, including contractor risk and special perils insurance in relation to our projects under construction and public liability insurance in connection with our shopping mall.

We face the risk of losses from a variety of sources, including, but not limited to, risks relating to construction, catastrophic events, terrorist risk, vandalism, theft of construction supplies and loss of business. If we suffer any losses, damages and liabilities in the course of our operations and real estate development, we may not have sufficient insurance or funds to cover such losses. Additionally, there may be various other risks and losses for which we are not insured because such risks are uninsurable or not insurable on commercially acceptable terms, such as general liability insurance or coverage for contractor's liability, timely project completion, loss of rent or profit, construction defects or consequential damages for a tenant's lost profits. Any damage suffered by us in respect of uninsured events would not be covered by such insurance policies and we would bear the effect of such losses. In addition, any claim under the insurance policies maintained by us may not be honoured fully or on time.
Furthermore, in the future we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate. Moreover, any payments we make to cover any losses, damages or liabilities or any delays we experience in receiving appropriate payments from our insurers could have an adverse effect on our financial condition and results of operations. Any such uninsured losses or liabilities could result in a material adverse effect on our business operations, financial conditions and results of operations.

34. ***There are outstanding legal proceedings involving the Company, its Subsidiaries, joint ventures, Directors and Promoter.***

There are outstanding legal proceedings involving the Company, its Subsidiaries, joint ventures, Directors and Promoter. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers, appellate tribunals and arbitrators. An adverse outcome in these proceedings could have a material adverse effect on our business, prospects, financial condition and results of operations. In addition, further liability may arise out of these claims. Brief details of such outstanding litigation as of the date of the Draft Red Herring Prospectus are as follows:

Litigation against the Company

Sr. No.	Nature of cases	No. of outstanding cases	Amount Involved (in Rs.)
1.	Civil proceedings	5	-
2.	Consumer cases	1	441,600
3.	Criminal proceedings	1	-
4.	Tax proceedings	7	70,479,237

Litigation against the Subsidiaries

Sr. No.	Nature of cases	No. of outstanding cases	Amount Involved (in Rs.)
1.	Civil proceedings	7	-
2.	Consumer cases	1	2,000,000
3.	Criminal proceedings	2	-
4.	Tax proceedings	11	8,344,568

Litigation against the joint ventures

Sr. No.	Nature of cases	No. of outstanding cases	Amount Involved (in Rs.)
1.	Arbitration proceedings	1	-
2.	Civil proceedings	1	-
3.	Tax proceedings	2	109,797,318

Litigation against the Directors

Sr. No.	Nature of cases	No. of outstanding cases	Amount involved
1.	Arbitration proceedings	1	US$375,000 and Singapore $7,332,500
2.	Civil proceedings	8	-
3.	Company petition	1	-
4.	Consumer cases	2	Rs. 2,441,600
5.	Criminal proceedings	7	-
6.	Tax proceedings	10	Rs. 215,039,295

Litigation against Promoter

Sr. No.	Nature of cases	No. of outstanding cases	Amount involved
1.	Arbitration proceedings	1	US$375,000 and Singapore $7,332,500
2.	Civil proceedings	7	-
3.	Consumer cases	2	Rs. 2,441,600
4.	Criminal proceedings	1	-
5.	Tax proceedings	7	Rs.214,052,604

For further details of outstanding litigation against the Company, its Subsidiaries, joint ventures, Directors and Promoter, please see the section entitled "Outstanding Litigations and Material Developments" on page 270.

35. There are outstanding legal proceedings against the Group Companies.

There are outstanding legal proceedings involving certain of the Group Companies. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. Brief details of such outstanding litigation are as follows:

S. No.	Nature of cases	No. of outstanding cases	Amount involved (In Rs.)
1.	Civil proceedings	3	-
2.	Tax proceedings	18	4,748,938

For further details of outstanding litigation against the Group Companies, please see the section entitled "Outstanding Litigations and Material Developments" on page 270.

36. We may be involved in legal and administrative proceedings arising from our operations from time to time.

We may be involved from time to time in disputes with various parties involved in the development and sale of our properties, such as contractors, sub-contractors, suppliers, joint venture partners, occupants (including slum dwellers), and claimants of title over land and governmental authorities. These disputes may result in legal and/or administrative proceedings, and may cause us to suffer litigation costs and project delays. We may, for example, have disagreements over the application of law with regulatory bodies or third parties in the ordinary course of our business, which may subject us to administrative proceedings and unfavourable decisions, resulting in financial losses and the delay of commencement or completion of our projects.

Rehabilitation projects, where we acquire development rights over the free-sale portion of the development, are particularly susceptible to litigation, including claims brought by existing occupants regarding eligibility for and entitlement to rehabilitation. Such litigation can delay the development of the entire rehabilitation site, which may result in delays and additional costs to our projects, and could, in turn, materially and adversely affect our financial condition and results of operations.

37. We are exposed to third party indemnification and liability claims.

Some of the agreements that we have entered into with third parties place indemnity obligations on us that require us to compensate such third parties for loss or damage suffered by them on account of a default or breach by us. In the event that such third parties successfully invoke these indemnity clauses under their respective agreements, we may be liable to compensate them for loss or damage suffered in respect of such agreements, which may materially and adversely affect our financial condition.

We may be subject to claims resulting from defects in our developments, including claims brought under the Maharashtra Ownership of Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 (the "Ownership of Flats Act"). Please see the section entitled "Regulations and Policies – State Laws – Maharashtra" on page 107. For details concerning litigation involving claims from defaults of our developments, please see the section entitled "Outstanding Litigation and Material Developments" on page 270. Actual or claimed defects in equipment procured and/or construction quality could give rise to claims, liabilities, costs and expenses, including repairing the damaged property, or relating to loss of life, personal injury, damage to property, damage to equipment and facilities, loss of production or suspension of operations. We may also be exposed to third party liability claims for injury or damage sustained on our properties, such as our mall and hotel. These liabilities and costs could have a material adverse effect on our business, financial condition and results of operations.

38. Our registered trademark and trade name "Oberoi" may be infringed by third parties and we may be subject to intellectual property disputes.

Our Subsidiary, OCPL, has registered the trademark and trade name "Oberoi" with the trademarks registry at Mumbai under Class 36 and Class 37 in respect of construction, builders, developers, etc. Third parties may infringe upon our trademark and/or trade name, or our joint venture partners may misuse the trademark and/or trade name "Oberoi", causing damage to our business prospects, reputation and goodwill. Unauthorised use by any third parties of the tradename "Oberoi" may also cause damage to our business prospects, reputation and goodwill and result in a dilution of the value of our trademark and trade name. If we are not successful in enforcing our intellectual property rights for any reason, it may have a material adverse effect on our business and competitive position.

Oberoi Hotels Private Limited ("Oberoi Hotels") and OCPL have entered into an agreement dated November 27, 2009 pursuant to which OCPL is entitled to use the mark "Oberoi" with respect to its real estate and construction businesses and only in conjunction with construction, development, realty or words connoting real estate affairs. Additionally, in the event OCPL decides to enter into activities which overlap with the main business and operations of Oberoi Hotels, OCPL may do so provided it does not use the mark Oberoi. Oberoi Hotels and OCPL have agreed to take fair measures to avoid consumer confusion with respect to their areas of business. For further details, please see the section entitled "History and Certain Corporate Matters – Summary of Key Agreements" on page 113.

In addition, although our Promoter has entered into a non-compete undertaking with the Company dated December 23, 2009, for certain identified projects, including projects being developed by Promoter Group entities over which we have no direct control, and in certain circumstances, he can continue to develop real estate under the "Oberoi" brand or any other brand other than through the Company or its Subsidiaries. Please see the section entitled "History and Certain Corporate Matters – Summary of Key Agreements" on page 113. Accordingly, any actions on the part of our Promoter or such Promoter Group entities that negatively impact the "Oberoi" brand could also have a material adverse effect on our business, financial condition and results of operations.

We may also be required to defend against charges of infringement of trademark or proprietary rights of third parties. These defences could require us to incur substantial expenses and to divert significant effort of our technical and management personnel, and could result in our loss of rights to use the "Oberoi" brand or require us to pay monetary damages or royalties to licence proprietary rights from third parties. An adverse outcome of any dispute with respect to our trademark or other proprietary rights could adversely affect our business, financial condition and results of operations.

Further, we may not have adequate mechanisms in place to protect our confidential information. While we do take precautions to protect confidential information against breach of trust by employees, consultants, customers and suppliers, unauthorised disclosure of confidential information may still occur.

39. We face significant competition.

The real estate development industry in India, while fragmented, is highly competitive and we face competition in Mumbai (where our business activities are presently focused) from other large Indian real estate development and construction companies. We presently compete in Mumbai with various regional companies, including Hiranandani Developers Limited, K Raheja Corp and Indiabulls Real Estate Limited. As we may expand our business activities to include real estate development in other regions throughout India, we may experience competition in the future from competitors with significant operations elsewhere in India, including the DLF Group and Unitech Limited. In addition, although land acquisition in India has historically been subject to regulatory restrictions on foreign investment, if these restrictions are relaxed, we may face increased competition from foreign real estate development firms.

We compete on the basis of location, facilities and supporting infrastructure, services and price and our growth and success will depend on our ability to accurately identify the needs of our customers across all market segments and recognise and respond to changing trends within and across the various segments. Competitors with greater resources could acquire land in more desirable locations, offer more attractive prices than we are able to or anticipate or respond sooner to the requirements of customers. We may not therefore be able to compete successfully against our existing or potential competitors. In addition, increased competition between real estate developers may result in higher costs for land acquisition, oversupply of properties and a slowdown in the approval process for new property developments by the relevant government authorities, all of which may materially and adversely affect our business, financial condition and results of operations.

Our hospitality business is also subject to significant competition. Our hotels will compete with international, regional and local hotel companies, some of which have greater name recognition and financial resources than we do. Competitive factors at each hotel destination include room rates, quality of accommodation, name recognition, service levels and convenience of location, and to a lesser extent, the quality and scope of other amenities, as well as the ability to respond to changes in consumer demographics and preferences. New or existing competitors may offer significantly lower rates than our rates or offer greater convenience, services or amenities or significantly expand or improve facilities in the locations in which we operate, thereby adversely affecting our results of operations. In addition, demographic, geographic or other changes in markets may adversely affect the accessibility or attractiveness of our hotel properties.

40. We are dependent upon the experience and skills of our senior management team and skilled employees.

We believe that our senior management team has contributed significantly to the development of our business. In particular, Vikas Oberoi, our Chairman and Managing Director, has been instrumental in the development and implementation of our business strategy. The loss or interruption of the continued services of any member of our senior management team, and Vikas Oberoi in particular, would disrupt our business and adversely affect our financial condition and results of operations.

We also believe that the success of our real estate development activities is dependent on our ability to attract, train, motivate, and retain highly skilled employees. Our professionally qualified staff members include engineers, design consultants, marketing specialists, treasury officers, costing consultants, procurement officers and accountants. In the event we are unable to maintain or recruit a sufficient number of skilled employees, our business and results of operations may be adversely affected.

Competition for senior management and skilled employees is intense and the pool of qualified candidates is limited. We may not therefore be able to attract and/or retain suitable senior management and skilled employees. In addition, if any member of our senior management team or any of our other key personnel joins a competitor or forms a competing company, we may lose key future development opportunities to our competitors, and our business prospects, financial condition and results of operations will be adversely affected.

41. ***We benefit from our relationship with our Promoter and our business and growth prospects may decline if we cannot benefit from this relationship in the future.***

We benefit in many ways from our relationship with our Promoter, Vikas Oberoi, as a result of his reputation, experience and knowledge of the real estate and property development industry. Vikas Oberoi has been associated with the property development, real estate and construction sector in Mumbai for over 20 years, has been primarily responsible for the direction and growth of our business and has been instrumental in our strategic planning, including identifying our current development projects.

Pursuant to an undertaking dated December 23, 2009, Vikas Oberoi is permitted to continue to develop real estate other than through our Company and its Subsidiaries in certain circumstances. For further details, please see the section entitled "Our Business – Our Corporate Structure" on page 74.

Our growth and future success is influenced, in part, by our continued relationship with Vikas Oberoi. We cannot assure you that we will be able to continue to take advantage of the benefits from this relationship in the future. If we lose our relationship with Vikas Oberoi for any reason, our business and growth prospects may decline and our financial condition and results of operations may be adversely affected.

42. ***We have entered into related party transactions but may have been able to obtain more favourable terms if such transactions had been entered into with unrelated parties.***

We have entered into, and may in the future enter into, certain transactions with our Subsidiaries, joint ventures, directors, employees and their relatives, Promoter and companies controlled by our Promoter, including companies engaged in our line of business or in related areas. For details of our related party transactions, please see the section entitled "Related Party Transactions" on page 149. These transactions were primarily made in the ordinary course of business but we may have been able to obtain more favourable terms had such transactions been entered into with unrelated parties. It is likely that we will continue to enter into further related party transactions in the future.

43. ***Some of our Promoter, our Directors and related entities may be subject to conflicts of interest because of their interests in other real estate development companies.***

Some of our Promoter, Directors and related entities hold interests in other real estate development companies. Certain of our Promoter Group entities, namely R. S. Estate Developers Private Limited, Beachwood Properties Private Limited, Oberoi Estates Private Limited, New Dimension Consultants Private Limited, I-Ven Realty Limited, Envision Realty Private Limited, R.S. Associates, R.S Constructions, R.S.V. Associates and Wellworth Developers have similar main objects clauses as our Company in their respective memoranda of association or partnership agreements, as applicable, and are engaged in the development of real estate and hence may compete with us to the extent permitted under the undertaking dated December 23, 2009. Please see the section entitled "Our Business – Our Corporate Structure" at page 74. Situations may therefore arise where such persons are presented with, or identify, opportunities that may be or are perceived to be in competition with us. They may also be subject to conflicts of interest with respect to decisions concerning our operations, financial structure or commercial transactions. These or other conflicts of interest may not be resolved in an impartial manner and could have a material adverse affect on our operations.

44. ***We will continue to be controlled by our Promoter and certain related entities after the completion of the Issue.***

As of the date of this Draft Red Herring Prospectus, our Promoter, Vikas Oberoi, and certain members of the Promoter Group held 89.24% of the issued, subscribed and paid-up equity share capital of the

Company. Upon completion of the Issue, our Promoter and certain members of the Promoter Group together will continue to own 79.38% of our equity share capital, which will allow them to control the outcome of matters submitted to our Board of Directors or shareholders for approval. After this Issue, our Promoter will continue to exercise significant control or exert significant influence over our business and major policy decisions, including but not limited to the following:

- controlling the election of directors;
- controlling the selection of senior management;
- approving significant corporate transactions, including acquisitions and disposals of our assets or business, or change of control transactions;
- making overall strategic and investment decisions;
- approving our annual budgets;
- amending our memorandum and articles of association.

The interests of our Promoter and certain members of the Promoter Group could conflict with your interests and the interests of our other shareholders, and our Promoter and certain members of the Promoter Group could make decisions that may materially and adversely affect our business operations, and hence the value of your investment in the Equity Shares.

45. We are dependent on our IT systems for the execution and management of our projects.

We use information and communication technologies extensively to manage and execute our projects and to improve our overall efficiency. We have successfully implemented the SAP enterprise resource planning system to help us to manage all of our resources. In addition, our project management team uses software, such as Microsoft Project, to review the progress of each project and monitor cost and time overruns, if any.

Any delay in implementation or any disruption in the functioning of our IT systems could have a material adverse effect on our business if it causes loss of data or affects our ability to track, record and analyse the progress of our projects, process financial information, manage our creditors and debtors, or engage in normal business activities.

46. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, with which investors may be more familiar.

Our financial statements are prepared in accordance with Indian GAAP, which differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles and standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. We have not, however, quantified or identified the effects of these differences in this document. Potential investors should consult their own professional advisors if they want to understand the differences between Indian GAAP and those with which they may be more familiar and how they might affect the information contained herein.

47. The grant of stock options under our employee stock option plan may result in a charge to our profit and loss account and may adversely impact our results of operations. In addition, the exercise of options to purchase Equity Shares may dilute existing shareholders.

We established our employee stock option plan on December 4, 2009, in which certain employees of the Company may participate. If the exercise price of any option is lower than the fair value of the Equity Shares as certified by qualified accountants or market price at the time of grant, such grant will result in a charge to the Company's profit and loss account equal to the product of the number of Equity Shares granted and the difference between the exercise price and the fair value, which will be amortised over the vesting period of the stock option.

Holders of the Equity Shares may experience dilution of their shareholding to the extent that we issue Equity Shares pursuant to any stock options.

48. The Promoter and Group Companies have availed of unsecured loans from related parties.

The Promoter and Group Companies have availed of certain unsecured loans from related parties. In the event that such related parties recall any or all such loans, the Promoter and Group Companies would need to find alternative sources of financing, which may not be available on commercially reasonable terms or at all.

49. The financial statements of certain entities forming part of our Group Companies are unaudited.

The financial statements of two partnership firms forming part of our Group Companies are unaudited. These financial statements have not been audited because there is no statutory requirement to have their financial statements audited. For further details, please see the section titled "Group Companies" on page 141.

RISKS RELATING TO THE REAL ESTATE DEVELOPMENT INDUSTRY IN INDIA

50. We may require real estate financing, which may not be available to us on commercially viable terms, or at all.

Our business is cyclical and highly capital intensive, requiring substantial capital to develop and market our projects. We expect that we will require additional funding to meet our capital expenditure needs, which could result in incurrence of indebtedness and leverage and therefore, borrowing costs and require us to comply with certain restrictive covenants.

Our ability to obtain financing on favourable commercial terms, if at all, will depend on a number of factors, including:

- our future financial condition, results of operations and cash flows;
- the amount and terms of any existing indebtedness;
- general market conditions and market conditions for financing activities by real estate companies; and
- economic, political and other conditions in India and, in particular, Mumbai.

Challenging conditions such as the recent global financial conditions, including continued disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation of financial institutions, reduced alternatives or failures of significant financial institutions, may significantly diminish the availability of credit to us and our customers. This may require us to delay or abandon some or all of our planned projects, reduce planned expenditures and advances to obtain land or development rights, and reduce the scale of our operations, and may adversely affect the sales of, and market rates for, our projects, and, consequently, our profitability. In addition, Indian regulations on foreign investment in housing, built-up infrastructure and construction and development projects impose significant restrictions, which may impact the availability of financing for our operations. Further, under current Indian regulations except for certain limited purposes, external commercial borrowings cannot be raised for investment in real estate, which may further restrict our ability to obtain necessary financing. In the event we are not able to raise additional financing on favourable terms, or at all, our planned capital expenditure, business, results of operations and prospects could be adversely affected.

51. Changes in interest rates in India could adversely affect our business and the market for our real estate developments.

Our results of operations, and the purchasing power of our real estate customers, are substantially affected by prevailing interest rates and the availability of credit in the Indian economy. Interest rates in India have fluctuated over the last few years. For example, the State Bank of India ("SBI") Prime Lending Rate was 10.25% as of January 3, 2005, as compared to 12.75% as of April 9, 2007, 13.75% as of August 12, 2008 and 11.75% as of June 29, 2009.

Our ability to borrow funds for the development of our real estate projects is affected in part by the prevailing interest rates available to us from leading Indian banks. Changes in prevailing interest rates affect our interest expense in respect of our borrowings, and our interest income in respect of our interest on short-term deposits with banks and loans to associates. Significantly, the interest rate at which we may borrow funds, and the availability of capital to us for development purposes, affects our results of operations by limiting or facilitating the number of projects we may undertake and determining the return which we must obtain from each project to meet our obligations under our borrowings.

Changes in interest rates also affect the ability and willingness of our prospective real estate customers, particularly the customers for our residential properties, to obtain financing for their purchases of our completed developments. The interest rate at which our real estate customers may borrow funds for the purchase of our properties affects the affordability and purchasing power of, and hence the demand for, our real estate developments.

There can be no assurance that variations in interest rates and interest rate policy by the RBI will not adversely affect our financial condition and results of operations.

52. ***A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.***

India's foreign exchange reserves totalled approximately US$ 251.98 billion as of March 31, 2009. Reserves have declined since March 31, 2008 and further declines in foreign exchange reserves could adversely impact the valuation of the India Rupee. In addition, it could result in reduced liquidity and higher interest rates that could adversely affect our future financial performance and the market price of the Equity Shares.

53. ***Our business is subject to extensive regulation, including various environmental laws and regulations, which may become more stringent in the future.***

The real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are therefore required to comply with various Indian laws and regulations, including policies and procedures established and implemented by local authorities. Regulatory authorities may allege that we are not in compliance with applicable laws and regulations and may subject us to regulatory action including penalties, seizure of land and other civil or criminal proceedings. We may also not be able to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector, which may cause a delay in the implementation of our projects. For more information, please see the sections entitled "Regulations and Policies" on page 105 and "Government Approvals" on page 288.

In particular, we are subject to various national and local laws and regulations relating to the protection of the environment. These may require us to investigate and clean-up hazardous or toxic substances and materials at a property and be liable for the costs of removal or remediation of such substances and materials. Such liability may be imposed irrespective of whether we knew of, or were responsible for, any environmental damage or pollution or the presence of such substances and materials. The cost of investigation, remediation or removal of these substances and materials may be substantial. Environmental laws may also impose compliance obligations on owners and operators of real property with respect to the management of hazardous materials and other regulated substances. Failure to comply with these laws can result in penalties or other sanctions and we cannot assure you that we will be at all times in full compliance with these regulatory requirements.

Environmental reports that we may request a third party to prepare with respect to any of our properties may not reveal all environmental liabilities or material environmental conditions. Material environmental conditions, liabilities or compliance concerns may also arise after a review has been completed or may arise in the future. In addition, future laws, ordinances or regulations and future interpretations of existing laws, ordinances or regulations may impose additional environmental liability. We may therefore be subject to costs, liabilities or penalties relating to environmental matters which could materially and adversely affect our business, financial condition and results of operations.

54. ***We face significant risks before we realise any income from our real estate developments because of the length of time required for completion of each project.***

Real estate developments typically require substantial capital outlay during the acquisition of land or development rights and/or construction phases and it may take a year or more before income or positive cash flows may be generated through sales of a real estate development. Depending on the size of the development, the time span for completing a real estate development runs into several years. Consequently, changes in the business environment during the length of time a project requires for completion may affect the revenue and cost of the development during the period from project commencement to completion, directly impacting on the profitability of the project. Factors that may affect the profitability of a project include the risk that the receipt of government approvals may take more time than expected, the failure to complete construction according to original specifications, schedule or budget, and lacklustre sales or leasing of properties. The sales and the value of a real estate development project may be adversely affected by a number of factors, including but not limited to the national, state and local business climate and regulatory environment, local real estate market conditions, perceptions of property buyers and tenants in terms of the convenience and attractiveness of the project and competition from other available or prospective properties developments.

If any of the risks described above materialises, our returns on investment may be delayed and/or lower than originally expected by us and our financial performance may be adversely affected.

55. The Government may exercise rights of eminent domain in respect of our lands.

We are subject to the risk that Central or State Governments in India may exercise their rights of eminent domain, or compulsory purchase in respect of our land. The Land Acquisition Act, 1894 allows the Central and State Governments to exercise rights of eminent domain or, compulsory purchase, which, if used in respect of our land, could require us to relinquish land with minimal compensation. The likelihood of such actions may increase as the Central and State Governments seek to acquire land for the development of infrastructure projects such as roads, airports and railways. Any such action in respect of one or more of our Ongoing or Planned projects could adversely affect our business.

RISKS RELATING TO THE INDIAN ECONOMY

56. Our business is substantially affected by prevailing economic conditions in India.

We perform all of our real estate development activities in India, all of our projects are located in India, and the predominant portion of our customers are Indian companies or Indian nationals. As a result, we are highly dependent on prevailing economic conditions in India and our results of operation are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our real estate developments and the purchase thereof by our customers;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's present tax, trade, fiscal or monetary policies;
- natural disasters, political instability, communal disturbances, riots, civil unrest, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- prevailing national, regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its real estate development sector.

In addition to the factors set forth above, our business may be affected by adverse changes specific to the residential, office space, retail and hospitality real estate markets. Demand in the residential real estate market may be adversely affected by changes such as a decrease in disposable income or a rise in residential mortgage rates or a decline in the population. Demand for our office space developments may be adversely affected by deteriorating economic conditions that could prompt current and potential tenants to place any expansion plans on hold or to search for locations with lower rental rates. Our business may also be affected by adverse changes specific to the retail industry, which has historically been and could be in the future adversely affected by, the adverse financial condition of some large retail companies, ongoing consolidation in the retail sector in India, the excess amount of retail space in a number of Indian regional markets, an increase in consumer purchases through catalogues or the

Internet and reduction in the demand for tenants to occupy our shopping centres as a result of the Internet and ecommerce, the timing and costs associated with property improvements and rentals, any changes in taxation and zoning laws and adverse government regulation. We are also susceptible to factors which may adversely affect demand in the hospitality industry, such as reduced international and domestic travel, competition in the industry and new hotel supply in the market (which could harm our Occupancy Levels), labour costs, worker's compensation and healthcare related costs, the impact of unionisation, operational costs, political instability, terrorist activity and natural disasters.

57. Natural or man-made disasters in India, including Mumbai, could have a negative impact on the Indian economy and cause our business to suffer.

The occurrence of natural disasters, including hurricanes, floods (for example, the heavy floods in Mumbai on July 26, 2005), earthquakes, tornadoes, fires, explosions, pandemic diseases, such as the H5N1 avian flu virus and the H1N1 swine flu virus, and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition. Although constructed and maintained to withstand certain natural events, our buildings constructed and in progress may not survive such catastrophic events, or may experience substantial damage. This may deprive us of rental income with regard to properties that we rent to third parties, result in losses with regard to our works in progress and expose us to claims from our tenants or customers.

Such events could also adversely affect our hospitality business segment. For instance, military activity or terrorist attacks in India, such as the shooting and bomb attacks in Mumbai in November 2008 as well as other acts of violence or war may adversely affect our operations, revenues and profitability. The consequences of any terrorist attacks or armed conflicts are unpredictable and may include the issuance of travel advisories warning people to defer and/or avoid travel to certain locations in which we operate, as well as a general reluctance of people to travel. We may not be able to foresee events that could have an adverse effect on the travel and hospitality and leisure industry, the locations in which our hotels are located and our business and results of operations.

58. Foreign investors are subject to foreign investment restrictions under Indian law.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

59. A downgrade of India's sovereign debt rating may adversely affect our ability to raise debt financing.

Any adverse revisions by international rating agencies to the credit ratings of the Indian national government's sovereign domestic and international debt may adversely affect our ability to raise financing by resulting in a change in the interest rates and other commercial terms at which we may obtain such financing. This could have a material adverse effect on our capital expenditure plans, business and financial performance. A downgrading of the Indian national government's debt rating may occur, for example, upon a change of government tax or fiscal policy, which are outside our control.

RISKS RELATING TO OUR EQUITY SHARES AND THIS ISSUE

60. We have not entered into any definitive agreements to use a portion of the proceeds of the Issue and may invest or spend the proceeds of the Issue in ways with which you may not agree.

Our use of the proceeds of the Issue is at the discretion of the management of our Company, although it is subject to monitoring by an independent agency. As described in the section entitled "Objects of the Issue" on page 37, we intend to use a portion of the proceeds from the Issue for the acquisition of land or land development rights. However, we have not entered into any definitive agreements and do not have any definite and specific commitments for such acquisitions. We may not be able to conclude such agreements or commitments on terms anticipated by us, or at all. As a result, our planned use of the proceeds of the Issue may change in ways with which you may not agree.

61. ***The funds proposed to be utilised for general corporate purposes may constitute more than 25% of the proceeds of the Issue.***

The Company intends to use the proceeds of the Issue for the purposes described in the section entitled "Objects of the Issue" beginning on page 37. While we have entered into certain commitments and agreements for these purposes, as described in that section, the terms of such commitments or agreements may be subject to change in light of variations in external circumstances or costs, competitive pressures, availability of land and other factors which may not be within the control of the Company, or otherwise as a result of changes in the financial condition, results of operations, business or strategy. Furthermore, as the funding requirements are based on management estimates, the deployment schedule may change due to the factors mentioned above. Further, the Company may decide to utilise all or a portion of the proceeds of the Issue allocated to one object towards other objects where a shortfall has arisen, and it is possible that the allocation towards general corporate purposes may increase beyond 25% of the proceeds of the Issue at the discretion of the management.

62. ***The Equity Shares issued pursuant to the Issue may not be listed on the BSE and the NSE in a timely manner, or at all, and any trading closures at the BSE and the NSE may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted and there could therefore be a failure or delay in listing the Equity Shares on the BSE and the NSE. Any failure or delay in obtaining such approval would restrict your ability to dispose of your Equity Shares.

The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in Europe and the U.S. The BSE and the NSE have in the past experienced problems, including temporary exchange closures, broker defaults, settlements delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares, in both domestic and international markets. A closure of, or trading stoppage on, either of the BSE and the NSE could adversely affect the trading price of the Equity Shares.

63. ***You will not be able to sell immediately on an Indian stock exchange any of the Equity Shares you purchase in this Issue.***

Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Investors' book entry, or "demat", accounts with depository participants in India are expected to be credited within two working days of the date of allotment of Equity Shares by our Board of Directors. Thereafter, upon receipt of final approval of each respective stock exchange, trading in the Equity Shares is expected to commence within seven working days of the date on which the basis of allotment is approved. There can be no assurance that the Equity Shares allocated to investors will be credited to such investors' "demat" accounts, or that trading will commence, within the time periods specified above. Further, we are required to make allotment and despatch / refund orders within 15 days from the Bid/ Issue Closing Date. If the permission to deal in and for an official quotation of the Equity Shares is not granted by any of the Stock Exchanges, we are required to repay, without interest, all moneys received from bidders in connection with this Issue. If such moneys are not repaid within eight days after we become liable to repay it (i.e., from the date of refusal or within 15 days from the date of Bid/Issue Closing Date, whichever is earlier), then we will, on and from the expiry of eight days, be liable to repay the moneys, with interest at the rate of 15% per annum on the application money, as prescribed under Section 73 of the Companies Act.

64. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, the Equity Shares at a particular point in time.

The price of our Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

65. The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares.

Prior to the Issue, there has been no public market for the Equity Shares and an active public market for the Equity Shares may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a trading market for the Equity Shares will develop or, if a market does develop, the liquidity of that market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the BSE and NSE, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the BSE and the NSE or other securities markets could adversely affect the market value of the Equity Shares.

The Issue Price of the Equity Shares is proposed to be determined following a book-building process by agreement between the BRLMs and the Company on the Pricing Date and may not be indicative of prices that will prevail in the trading market. You may not be able to resell your Equity Shares at a price that is attractive to you.

66. The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the real estate sector;
- adverse media reports about us or the Indian real estate sector;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.
In addition, Indian securities markets are more volatile than the securities markets in certain countries which are members of the OECD. Indian stock exchanges, including the BSE and the NSE, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred

between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

67. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

68. ***The net tangible book value of the Issue Shares is significantly less than the Issue Price and you will incur immediate and substantial dilution and may experience further dilution in the future.***

The Issue Price of our Equity Shares is a multiple of the value of our net tangible assets per share based on our issued share capital as of the date of this document. Investors who purchase the Equity Shares in the Issue will therefore experience immediate and significant dilution of net tangible book value per share of the Equity Shares they own.

69. ***Future issuances or sales of the Equity Shares could dilute your shareholding and significantly affect the trading price of the Equity Shares.***

The future issuance of Equity Shares by us, the disposal of Equity Shares by any of our major shareholders or the perception that such issuance or sales may occur, may lead to the dilution of your shareholding in the Company or significantly affect the trading price of the Equity Shares. These sales could also impair our ability to raise additional capital through the sale of our equity securities in the future.

In particular, although Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment of Equity Shares in the Issue, any substantial sale of our Equity Shares after the expiry of such lock-in period by the Anchor Investors could cause the trading price of the Equity Shares to fall.

70. ***Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

We develop real estate projects. Our future ability to pay dividends will depend on the earnings, financial condition and capital requirements of our Company and our Subsidiaries and the dividends that our Subsidiaries distribute to us. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. We cannot assure you that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all.
Our business is capital intensive and we may plan to make additional capital expenditures to complete the real estate that we are developing. Our ability to pay dividends could also be restricted under certain financing arrangements that we may enter into. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements for the real estate projects, financial condition and results of operations.

71. A third party could be prevented from acquiring control of us because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of the Company. Under the takeover regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of the Company. Consequently, even if a potential takeover of the Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its shareholders, such a takeover may not be attempted or consummated because of Indian takeover regulations.

Prominent Notes:

1. The Company was incorporated as Kingston Properties Private Limited on May 8, 1998 under the Companies Act. The name of the Company was changed to Oberoi Realty Private Limited on October 23, 2009. The Company was converted into a public limited company on December 14, 2009 and consequently, the name was changed to Oberoi Realty Limited. For details of changes in the name and registered office of the Company, please see the section entitled "History and Certain Corporate Matters" on page 111.

2. Public Issue of 39,562,000 Equity Shares for cash at a price of Rs. [•] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] million. The Issue will constitute 12.00% of the fully diluted post issue paid up equity capital of the Company. The Company is also considering a Pre-IPO Placement of Equity Shares with various investors. The Pre-IPO Placement will be at the discretion of the Company and at a price to be decided by the Company. The Company will complete the issuance and allotment of the Equity Shares pursuant to the Pre-IPO Placement prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 10% of the post-Issue paid-up equity share capital being offered to the public.

3. The Company's net worth on a consolidated basis as at September 30, 2009 was Rs. 16,507.19 million.

4. The net asset value per Equity Share was Rs. 55.57 as at September 30, 2009 as per the Company's consolidated financial statements.

5. The average cost of acquisition per Equity Share by the Promoter is Rs. 2.08. The average cost of acquisition has been calculated by dividing the aggregate amount paid by the Promoter to acquire the Equity Shares held by him with the aggregate number of Equity Shares held by the Promoter.

6. For details of the related party transactions entered into by the Company with the Subsidiaries and the Group Companies, please see the section entitled "Related Party Transactions" on page 149.

7. Investors may contact any of the BRLMs for complaints, information or clarifications pertaining to the Issue.

SUMMARY OF INDUSTRY AND BUSINESS

SUMMARY OF INDUSTRY

The Real Estate Sector in India

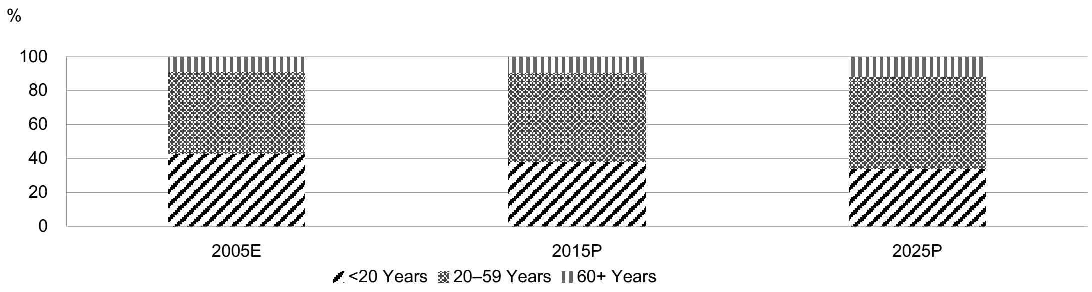
Overview

The real estate sector in India involves the development of residential housing, commercial buildings and office space, industrial facilities and warehouses, hotels, restaurants, cinemas, trading spaces such as retail outlets and the purchase and sale of land and land development rights.

The following factors affect demand and supply in the real estate sector:

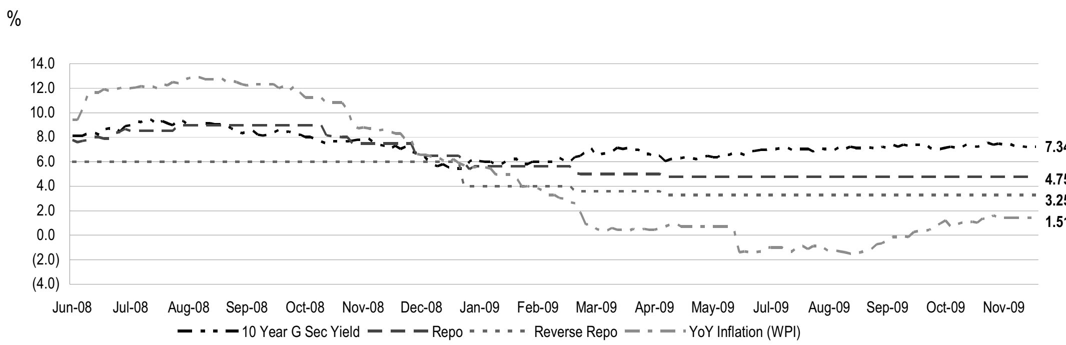
- *Economic growth*: As discussed above, the IMF projects positive growth for the Indian economy during calendar year 2010. India's growth is expected to be faster than that of both the advanced and the developing economies as a whole (*Source: IMF, World Economic Outlook Update, October 2009*).

- *Demographic profile*: The earning population of India (persons in the 20-59 age bracket) is expected to increase as a percentage of overall population. This increase in expected to result in greater demand for housing:



Source CRISIL Research, Housing: Demand Outlook, July 2009

- *Interest rates and credit take-off*: As shown in the graph below, key interest rates have been reduced by the RBI over the last year, causing a lowering of interest rates by banks, increased credit off-take and improvement in the real estate markets. The lowering of interest rates is expected to lead to increased new home purchases, since a large portion of new house acquisitions are financed through banks and financial institutions.



Source RBI, Ministry of Statistics and Programme Implementation (MOSPI)

- *Government policies*: A number of RBI initiatives have helped home seekers to benefit from financing from banks. In particular, foreign direct investment (FDI) has also been influential in the sector. As discussed below, since the opening up of FDI in 2005, a significant amount has been channelled into the housing and real estate sector.

Historically, the real estate market in India has been characterised by various factors that impeded organised dealing, such as the absence of a centralised title registry providing title guarantee, a lack of uniformity in local laws and their application, non-availability of bank financing, high interest rates and transfer taxes and a lack of transparency in transaction values. However, in recent years, the real estate market in India has exhibited a trend towards greater organisation and transparency in light of various regulatory reforms (discussed below) that have contributed to organised investment in the real estate market by both domestic and international financial institutions.

Regulatory changes liberalising FDI inflows are expected to further facilitate investment in the Indian real estate sector. The Government in March 2005 amended existing legislation to allow 100% FDI in the construction business. The increase in FDI inflows is expected to help meet the demand for financing in the real estate industry. As of June 30, 2009, RBI had extended permission for corporate organisations engaged in the development of integrated townships of at least 100 acres to undertake external commercial borrowing through December 31, 2009.

FDI equity inflow accrued to a total of Rs. 646.6 billion from January – August 2009 (*Source: Cushman & Wakefield, Survival to Revival, 2009*). FDI inflow was directed to a broad range of industries in India; however, as indicated in the table below, during the two most recent fiscal years, the housing and real estate sector attracted a significant amount of foreign investment (Rs. 126 billion in 2008-2009), second only to foreign investment in the services sector.

Sectors Attracting Highest Amount of FDI

Sector	2007 – 2008	2008 – 2009	Change (per cent) in 2008 - 2009
Services	26,589.3	28,410.7	6.9
Housing & real estate	8,749.3	12,621.2	44.3
Telecommunications	5,102.6	11,726.9	129.8
Construction	6,989.3	8,791.9	25.8
Computer software & hardware	5,623.3	7,328.5	30.3
Automobiles	2,697.0	5,211.7	93.2
Power	3,877.5	4,381.8	13.0
Metallurgical industries	4,686.0	4,156.7	(11.3)
Information & broadcasting	1,290.3	3,492.4	170.7
Chemicals (except fertilizers)	917.6	3,427.1	273.5
Grand total all FDI equity flows	98,664.0	122,919.0	24.6
			Source: Department of Industrial Policy and Promotion

Source: Economic Survey 2008-2009, Ministry of Finance, Government of India.

FDI inflows into the real estate sector dropped significantly in the last two quarters of 2008 but have recently gained momentum, with an increase of nearly 28% since the second half of 2008. The cumulative FDI inflow from April 2000-June 2009 was US$ 6,693 million in the housing and real estate sector, as shown in the table below:

FDI Inflow in Real Estate & Construction (in US$ million)

	2006 – 2007	2007 – 2008	2008 - 2009	2009 - 2010 (F)	Cumulative inflow (Apr '00 to Jun '09)
Housing & Real Estate	467	2,179	2,801	1,181	6,693
Construction (including roads & highways)	985	1,743	2,028	603	5,874

Source: Department of Industrial Policy & Promotion, quoted in Cushman & Wakefield, Survival to Revival, 2009.

As indicated in the table above, for 2009-2010, FDI inflows to the housing and real estate sector are expected to be approximately US$ 1,181 million, with Maharashtra continuing to be the most favoured location for investment amongst the institutional investors (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

SUMMARY OF BUSINESS

OVERVIEW

We are a real estate development company operating in Mumbai, focused on premium developments. We believe we have established a strong brand and a successful track record in the real estate industry by developing innovative projects through our emphasis on contemporary architecture, strong project execution and quality construction. While our focus is on residential projects, we have a diversified portfolio of projects covering key segments of the real estate market, which target the upper end of the respective income or market segment. We develop residential, office space, retail, hospitality and social infrastructure projects in mixed-use and single-segment developments. By integrating residential projects with office space, retail, hospitality or social infrastructure projects, we seek to create "destination developments", which we believe enhance the desirability of our residential units.

We use a knowledge-based approach from internal and external sources in making land acquisition, development and lease/sales decisions. We also utilise an outsourcing model that emphasises quality design and construction. We work with several reputable international architects and domestic architects and contractors. We believe that this outsourcing model provides us with the scalability required to undertake large developments.

We currently follow a sale model for our residential projects and a lease model for a portion of our office space and retail projects as we believe this provides us with stable cash flows. In our hospitality projects, we currently follow an operating agreement model, whereby the hotel is owned by us and operated by a hotel chain. As of September 30, 2009, we own 976,674 square feet of Saleable Area of our Completed office space and retail projects (including 58,898 square feet of Saleable Area which is occupied by us), which follow the lease model.

We currently have eight Ongoing and 19 Planned projects, which we expect to provide a total Saleable Area of approximately 21,316,528 square feet. The estimated Saleable Area of our Ongoing and Planned projects as of September 30, 2009 is summarised in the table below:

Project Type [2]	Ongoing		Percentage of Total Ongoing Estimated Saleable Area	Planned		Percentage of Total Planned Estimated Saleable Area	Grand Total		Percentage of Total Estimated Saleable Area
	Estimated Saleable Area (in sq. ft.) [1] [2]	No. of Projects		Estimated Saleable Area (in sq. ft.) [1] [2]	No. of Projects		Estimated Saleable Area (in sq. ft.) [2]	No. of Projects	
Residential	3,335,347	4	52.03%	9,682,690	7	64.96 %	13,018,037	11	61.07 %
Office Space	2,387,419	2	37.25%	1,645,812	5	11.04 %	4,033,231	7	18.92 %
Retail	-	-	0.00%	400,462	2	2.69 %	400,462	2	1.88 %
Hospitality	381,820	1	5.96%	1,505,067	2	10.10 %	1,886,887	3	8.85 %
Social Infrastructure	305,309	1	4.76%	1,672,602	3	11.22%	1,977,911	4	9.28 %
Total	**6,409,895**	**8**	**100.00%**	**14,906,633**	**19**	**100.00%**	**21,316,528**	**27**	**100.00%**

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

Our Promoter and Promoter Group have been developing real estate since 1983, initially as a proprietorship firm and, since 1993, through various project-specific entities. In 2006, the principal business operations of our various group entities were consolidated under the Company and, following this consolidation, with the exception of certain projects which were excluded from our structure for regulatory reasons, all real estate development activity has been and will continue to be performed by us. The Promoter has, pursuant to an undertaking dated December 23, 2009, agreed not to undertake the development or execution of any new real estate projects under "Oberoi" or any other brand name with certain exceptions. Please see the section entitled "History and Certain Corporate Matters – Summary of Key Agreements" on page 113. We, our Promoter and Promoter Group have completed 30 projects covering approximately 3,953,799 square feet of Saleable Area spread across Mumbai. Please see the section entitled "—Description of our Business – Our Business Operations" on page 76 for a description of the projects developed by us.

In January 2007, SSIII, a company owned by a real estate fund advised by US registered investment advisers which are wholly-owned subsidiaries of Morgan Stanley Inc., invested Rs. 6,750 million in the Company, comprising Rs. 5,967 million by way of Equity Shares and Rs. 783 million by way of Preference Shares.

Our consolidated total income and consolidated net profit after tax and prior period items as restated were Rs. 809.54 million and Rs. 349.29 million for the year ended March 31, 2006, Rs. 2,474.18 million and Rs. 791.63 million for the year ended March 31, 2007, Rs. 5,585.63 million and Rs. 2,951.57 million for the year ended March 31, 2008, Rs. 4,550.15 million and Rs. 2,523.50 million for the year ended March 31, 2009 and Rs. 4,162.30 million and Rs. 2,216.28 million for the six months ended September 30, 2009.

COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strengths:

Strong presence in Mumbai

We believe that we have good knowledge of the market and regulatory environment in Mumbai that assists us in identifying opportunities in Mumbai. Most of our Completed, Ongoing and Planned projects are located in Mumbai, which we believe is an attractive real estate market in terms of returns on investment, product positioning and depth of demand for real estate developments across segments and price points. We also believe that Mumbai's position as the commercial capital of India, together with the demographics of the Mumbai population, with a high-income, discerning customer base and an expanding segment of young, upwardly mobile professionals provide a substantial market for our projects.

Established brand and reputation

We believe our strong and recognisable brand is a differentiating factor for our customers, which helps establish customer confidence, influences buying decisions and has enabled us to achieve premium prices for our projects. Our Promoter and Promoter Group have been developing real estate since 1983, initially as a proprietorship firm and, since 1993, through various project-specific entities. As of September 30, 2009, we, our Promoter and Promoter Group have collectively developed 30 projects covering approximately 3,953,799 square feet of Saleable Area. We believe that our strong brand, reputation and track record of developing projects which emphasise contemporary architecture, strong project execution and quality construction have enabled us to achieve bookings for an average of 365 units annually (*i.e.*, we have received the booking deposit for such units) for the last five financial years, despite booking only 34 residential units for sale in the year ended March 31, 2009 due to the market conditions in the real estate industry. In the six months ended September 30, 2009, more than 400 residential units have been booked for sale.

We believe that our reputation as a reliable customer and leading developer enables us to work with quality service providers, particularly in times when demand for their services is high. We also believe that our strong brand and reputation has enabled and will enable us to obtain development rights, pursuant to which we develop land owned by a third party on a revenue-share basis.

Strong project pipeline providing near term cash flow visibility

We believe that we have a strong project pipeline, which provides near term cash flow visibility. We currently have eight Ongoing and 19 Planned projects, which we expect to provide a total Saleable Area of approximately 21,316,528 square feet. These include four Ongoing and seven Planned residential projects with approximately 13,018,037 square feet of estimated Saleable Area, two Ongoing and five Planned office space projects with approximately 4,033,231 square feet of estimated Saleable Area, two Planned retail projects with approximately 400,462 square feet of estimated Saleable Area and one Ongoing and two Planned hospitality projects with approximately 1,886,887 square feet of estimated Saleable Area. We expect to launch most of these projects in the market over the next three to five years.

In addition, we generally follow a sale model for our residential projects and may in the future also follow this model for some of our office space and retail projects. For these projects we typically receive approximately 20% of the purchase price as down payment at the time of booking a particular unit and the remainder through periodic payments linked to certain other construction milestones while the project is being developed. We generally launch such projects and commence the sales process for a portion of the total number of units to be sold around the time of commencing construction.

Cash flow stability from our rental properties

We follow a lease model for a portion of our office space and retail properties as we believe this provides us with a stable stream of cash flow to better manage cyclical risks. We currently have one Completed office space project for lease, Commerz I, with approximately 364,888 square feet of Saleable Area available for lease (excluding that portion occupied by us) and one Completed retail project for lease with approximately 552,893 square feet of Saleable Area. The Occupancy Levels for Commerz I were 25.31% as of April 15, 2008 (when we started collecting rent), 37.37% as of March 31, 2009 and 46.32% as of September 30, 2009. The Occupancy Levels for Oberoi Mall were 68.63% as of May 21, 2008 (when we started collecting rent), 92.26% as of March 31, 2009, and 87.62% as of September 30, 2009. Our consolidated rental income from Completed office space and retail projects was Rs. 737.41 million for the year ended March 31, 2009 and Rs. 413.97 million for the six months ended September 30, 2009. We also have two Ongoing office space projects for lease with a total of approximately 2,387,419 square feet of Saleable Area which we expect to complete by March 2012. The Company has leased the premises of the Oberoi International School to Oberoi Foundation and we expect to receive rental income from Oberoi International School once the occupation certificate for the entire premises is obtained.

Strong and stable management team with proven ability

We have a strong and experienced management team with established and structured corporate processes. A majority of our team members have been with us for more than seven years. We believe our management team has a long-term vision and has proven its ability to identify suitable land parcels and create landmark "destination developments".

We also believe that their understanding of the market and flexibility in managing our operating and financial leverage has enabled us to adapt to the changing market conditions in a focused and constructive manner. For example, while we leveraged to make acquisitions of land between 2002 and 2005 when our management anticipated a growth in the real estate market, we prudently did not make any land acquisitions in 2007 and 2008 even though we had cash reserves as our management had concerns about the viability of projects.

We believe that the strength of our management team and their understanding of the real estate market will enable us to continue to take advantage of current and future market opportunities. We have also established management training and monitoring programmes for succession planning across various levels of our organisation.

Financial strength

We strive to maintain a conservative debt policy. As of September 30, 2009, we did not have any secured or unsecured loans from unrelated third parties. We believe that we have the ability to leverage our balance sheet to take advantage of a favourable business cycle or market opportunity. We have also demonstrated a consistent track record of profitability with more than Rs. 2,500 million in profit for each of the last two financial years. As of September 30, 2009, our consolidated net worth was Rs. 16,507 million and we had cash or cash equivalents of Rs. 3,123 million. In addition, all of our development sites which we own are fully paid for, which we believe mitigates one of the risks involved in project development. We believe that our financial strength and strong project pipeline make us well positioned for changes in market conditions.

Our proven execution capabilities

We believe that we are a knowledge-based organisation and we undertake research for our projects prior to making any decisions to acquire, develop or sell our properties. Our projects span different segments of the real estate market, such as residential, office space, retail and hospitality, and different revenue models, such as lease and sale, and we believe this diversity will allow us to better weather market cycles. We have also demonstrated our ability to develop projects in diverse market conditions. Our track record of successful developments is due primarily to our Promoter who has a strong and established reputation in the industry and has completed a significant number of projects. Since 1983, we and the Promoter Group have completed 2,293,625 square feet of Saleable Area of residential projects, 1,107,281 square feet of Saleable Area of office space projects (including 58,898 square feet of Saleable Area which is occupied by us), 552,893 square feet of Saleable Area of retail projects.

Scalability due to our outsourcing model

We utilise an outsourcing model that allows scalability and emphasises contemporary design and quality construction. We have been using this model since 2003 and we believe that this has been a key factor of our success. We have experienced and capable design management and project management teams who oversee and execute all aspects of project development. We also have strong and long-standing relationships with external service providers such as architects, landscape planners and contractors and outsource all of our construction and design work. This allows us to work with several international architects, such as SCDA Architects, Singapore and Bentel and Associates, South Africa, and with domestic contractors, such as Larsen & Toubro Limited ("Larsen & Toubro"), that provide us with innovative design capabilities and quality construction. We believe that our outsourcing model enables us to leverage the expertise of our service providers and also enables our management to focus on other aspects of our business. We also believe that our outsourcing model provides us with the scalability required not only to undertake large developments such as Oberoi Garden City in Mumbai but also to explore opportunities and undertake similar and other developments in different parts of India.

STRATEGY

The key elements of our business strategy are as follows:

Continued focus on large developments in Mumbai

We intend to continue to focus on Mumbai with a preference for large projects such as the Oberoi Garden City, Oberoi Springs and Oberoi Splendor developments. We believe that Mumbai is an attractive real estate market in terms of returns on investment, product positioning and depth of demand for real estate developments across segments and price points. We believe that there are significant barriers to entry which favour established real estate developers. We also believe that Mumbai's position as the commercial capital of India, together with the demographics of the Mumbai population, a high-income, discerning customer base and an expanding segment of young, upwardly mobile professionals provide a substantial market for our developments, which emphasise contemporary architecture, strong project execution and quality construction. Our development sites are located in distinct areas of Mumbai, with different target markets, and we intend to continue to tailor our projects to the particular requirements of each market. We believe Mumbai will continue to have opportunities for acquiring land and land development rights, such as free-sale components of slum rehabilitation schemes and cluster redevelopment schemes. While Mumbai remains and is expected to remain our primary focus, we are opportunity centric and have evaluated and will continue to evaluate growth opportunities in other parts of India on a case by case basis.

Flexibility in capital investment and mode of development

We focus on acquiring land for development in the near- to medium-term. While we have purchased and will continue to purchase land for development by making upfront payments for the land, we also look to develop projects through alternative structures that reduce our upfront capital commitment. We implemented an investment structure in Pune where we mitigated the risk by paying for the land partly in cash and partly in constructed area. In our Oasis Realty development our joint venture partner is responsible for carrying out the slum rehabilitation portion and continues to be invested in the development, and we expect to earn revenue from the development and sale of the free-sale portion (the portion of the development which can be commercially exploited to compensate for the obligation of developing the slum rehabilitation component) on a revenue-share basis. In this way, we also benefit from the slum development expertise of others and thus manage our development risks. We believe that such development strategies enable our joint venture partner to get more value out of his land as our brand and the quality of our product are able to add value to their property and in turn enable us to access quality land to develop and sell without significant capital investment.

Continue to strengthen relationships with key service providers

We intend to continue to follow our outsourcing model and further strengthen our relationships with key service providers such as architects and contractors. This will enable our management to focus more on our core business by continuing to outsource the design and construction to our service providers. We also believe that our outsourcing model will enable us to develop projects with quality design and construction as we are able to access the best service providers in their respective fields to create the type of projects that we believe our customers want in Mumbai and in other parts of India.

Balanced revenue generation model for cash flow visibility

We intend to maintain a balance of assets developed for sale and assets developed for ownership by us and leased to third parties to enable us to achieve steady and visible cash flow and better manage cyclical risks. We believe that our leased properties provide us with a stable income stream which helps to compensate for volatility in sales of our residential and other projects for sale. In determining the proportion of assets to be retained by us, we consider a number of factors, such as prevailing and expected market conditions, the strategic nature and location of the asset, and cash flow and other needs of our business.

Aspirational developments

We look to create aspirational developments that we believe have distinctive designs or functionalities with quality construction and finishings as we believe that this enhances our brand and reputation, and will enable us to sell our units quickly and at a premium to other competing developments. For example, we believe we have created "destination developments" such as Oberoi Garden City by creating an integrated mixed-use development which is anchored by a shopping mall, a hotel and an international school.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our restated unconsolidated and consolidated financial statements as of and for the years ended March 31, 2005, 2006, 2007, 2008 and 2009 and for the six month period ended September 30, 2009. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI Regulations and presented under the section entitled "Financial Statements" on page 151. The summary financial information presented below should be read in conjunction with our restated unconsolidated and consolidated financial statements, the notes thereto and the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" on pages 249 and 151 respectively.

Unconsolidated Summary Statement of Assets and Liabilities, as Restated

Rs. In Million

Particulars as at		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Fixed Assets							
Gross Block		254.94	256.75	304.44	309.01	1,296.15	1,614.62
Less: Accumulated Depreciation / Amortisation		8.27	13.25	18.02	17.96	46.06	65.86
Net Block		246.67	243.50	286.42	291.05	1,250.09	1,548.76
Capital Work-In-Progress(Including Capital Advances)		191.53	389.91	588.19	2,198.39	3,454.41	3,813.26
Net Block including Capital Work-in-Progress	**A**	**438.20**	**633.41**	**874.61**	**2,489.45**	**4,704.50**	**5,362.02**
Investments	**B**	0.10	0.10	325.54	2,816.04	326.06	325.91
Deferred Tax Asset / (Liabilities) (Net)	**C**	1.39	0.06	0.79	2.54	1.53	(2.80)
Current Assets, Loans and Advances :							
Inventories		720.99	850.41	1,096.82	942.58	1,648.71	1,662.31
Sundry Debtors		32.49	32.97	100.77	5.17	14.87	7.56
Cash and Bank Balances		14.52	4.20	4,139.49	280.62	785.93	495.50
Loans and Advances		135.25	385.53	3,398.06	3,603.55	2,779.82	2,340.20
Other Current Assets		47.67	5.23	5.23	5.23	5.23	5.23
	D	**950.92**	**1,278.35**	**8,740.37**	**4,837.15**	**5,234.55**	**4,510.80**
Liabilities and Provisions:							
Secured Loans		21.09	119.34	-	-	-	-
Unsecured Loans		58.10	396.08	968.86	296.36	107.01	107.01
Current Liabilities		1,079.81	816.30	666.87	628.46	761.91	740.18
Provisions		1.15	3.07	4.16	7.75	29.82	22.23
	E	**1,160.15**	**1,334.79**	**1,639.89**	**932.57**	**898.74**	**869.42**
Net Worth (A+B+C+D-E)		**230.46**	**577.13**	**8,301. 42**	**9,212.60**	**9,367.90**	**9,326.52**
Net Worth Represented By							
Share Capital							
Equity		**23.00**	**23.00**	**26.01**	**26.01**	**26.01**	**26.01**
Preference		**-**	**-**	**783.00**	**783.00**	**571.00**	**465.00**
Reserves and Surplus		207.46	554.13	7,492.42	8,403.59	8,770.90	8,835.51
Less: Revaluation Reserves		-	-	-	-	-	-
Reserves and Surplus (Net of Revaluation Reserves)		**207.46**	**554.13**	**7,492.42**	**8,403.59**	**8,770.90**	**8,835.51**

Particulars as at		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Net Worth		**230.46**	**577.13**	**8,301.42**	**9,212.60**	**9,367.90**	**9,326.52**

The above Statements should be read with the Significant Accounting Policies and Notes to the Unconsolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV

Unconsolidated Summary Statement of Profits and Losses, as Restated

Rs. In Million

Particulars	Year Ended On					Period Ended On
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Income **Operating Income**						
Income from Projects	0.83	793.05	990.47	1,388.87	497.74	42.54
Rent	15.79	15.79	23.80	2.14	211.23	131.06
Total	**16.62**	**808.84**	**1,014.27**	**1,391.01**	**708.97**	**173.60**
Non Operating Income	0.22	0.70	81.02	288.53	153.92	28.29
Total	**16.84**	**809.54**	**1,095.29**	**1,679.54**	**862.90**	**201.89**
Expenditure						
Cost of Construction / Development	5.21	446.11	478.77	674.65	266.55	27.32
Employee Cost	2.07	4.11	0.52	27.87	65.81	22.20
Administration Expenses	2.03	1.70	2.80	9.37	10.84	4.44
Interest and Finance Charges	0.02	0.01	0.00	0.04	3.50	0.25
Depreciation / Amortisation	1.42	1.84	9.44	5.39	28.90	21.18
Total	**10.75**	**453.77**	**491.54**	**717.32**	**375.59**	**75.40**
Net Profit before Tax, Prior Period and Extraordinary Items	6.09	355.77	603.75	962.22	487.30	126.49
Less: Extraordinary Items	-	-	-	-	-	-
Net Profit after Extraordinary Items but before Tax and Prior Period Items	6.09	355.77	603.75	962.22	487.30	126.49
Less: Provision for Taxation	1.06	4.68	17.11	35.16	47.71	24.50
Net Profit after Tax and Extraordinary Items but before Prior Period Items	5.03	351.08	586.64	927.07	439.60	102.00
Less: Prior Period Items	-	0.28	-	6.07	0.75	(8.21)
Net Profit after Tax, Extraordinary Items and Prior Period Items	**5.03**	**350.80**	**586.64**	**920.99**	**438.85**	**110.21**
Adjustments on Account of Restatement	(3.11)	(2.85)	9.21	(4.45)	9.75	(5.38)
Tax (Expense) / Savings on Restatement	2.00	1.34	(1.45)	(0.14)	(2.76)	(0.73)
Net Profit after Tax, as Restated	**3.92**	**349.29**	**594.39**	**916.40**	**445.84**	**104.09**
Balance Brought Forward from Previous Year, as Restated	7.70	10.46	357.13	918.05	1,759.23	1,669.53
Profit Available for Appropriation	**11.62**	**359.75**	**951.53**	**1,834.45**	**2,205.07**	**1,773.62**
Appropriations General Reserve	-	-	29.33	70.00	245.00	-
Capital Redemption Reserve	-	-	-	-	212.00	-
Dividend						
Equity Shares	1.01	2.30	3.54	5.20	5.20	-
Preference Shares	-	-	0.00	0.00	62.67	33.74
Corporate Dividend Tax	0.14	0.32	0.60	0.02	10.67	5.73
Balance Carried to Balance Sheet, as Restated	**10.46**	**357.13**	**918.05**	**1,759.23**	**1,669.53**	**1,734.14**

The above Statements should be read with the Significant Accounting Policies and Notes to the Unconsolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV

Unconsolidated Statement of Cash Flows, As Restated

Rs. In Million

	Particulars	Year ended on March 31,					Period ended on September 30,
		2005	2006	2007	2008	2009	2009
A	**Cash Flow From Operating Activities**						
	Net Profit after Prior Period Items and before Tax, as restated	2.98	352.63	612.96	951.70	496.31	129.32
	Adjustments for						
	Depreciation / Amortisation	4.27	4.98	6.22	4.80	28.19	19.84
	Interest Income	(0.20)	(0.33)	(80.52)	(142.32)	(94.60)	(23.10)
	Interest Expenses – Gross	2.38	9.93	8.32	0.06	8.71	1.02
	Net Loss/(Profit) on Sale of Investments	-	-	-	3.91	1.25	-
	Income from Investments	-	-	-	(142.52)	(54.19)	(0.09)
	Dividend From Subsidiary Company	-	-	-	(3.67)	(5.10)	(5.10)
	Net Loss/(Profit) on Sale of Fixed Assets	(0.02)	-	(0.66)	(0.23)	(0.01)	0.01
	Operating Profit/(Loss) before Working Capital Changes	**9.41**	**367.21**	**546.31**	**671.74**	**380.56**	**121.90**
	Adjustments for						
	Trade and Other Payables	678.44	(331.96)	(80.96)	(35.90)	134.10	(20.53)
	Trade and Other Receivables	(119.09)	49.31	(215.73)	266.50	(18.95)	35.12
	Inventory	17.72	(129.42)	(246.41)	154.24	(706.13)	(13.61)
	Cash generated from Operations	**586.48**	**(44.85)**	**3.21**	**1,056.58**	**(210.42)**	**122.88**
	Direct Taxes Paid	1.14	20.96	73.23	128.42	76.62	33.72
	Net Cash Inflow (Outflow) from Operating Activities	**585.35**	**(65.81)**	**(70.03)**	**928.17**	**(287.04)**	**89.16**
B	**Cash Flow From Investing Activities :**						
	Acquisition of Fixed Assets (including Capital Work-In-Progress)	(195.84)	(200.18)	(374.24)	(1,619.76)	(2,243.29)	(677.41)
	Sale / Transfer of Fixed Assets	0.04	-	127.49	0.36	0.06	0.04
	Interest Income	0.20	0.33	21.37	142.32	87.92	0.24
	Dividend Income	-	-	-	146.19	59.29	5.19
	Loans and Advances to Subsidiaries / Joint Ventures	(63.47)	(238.69)	(2,743.80)	(285.02)	866.82	447.49
	Sale / (Acquisition) of Investments (Net)	(0.00)	-	(325.44)	(2,494.41)	2,488.74	0.15
	Net Cash Inflow (Outflow) from Investing Activities	**(259.08)**	**(438.55)**	**(3,294.63)**	**(4,110.33)**	**1,259.53**	**(224.30)**
C	**Cash Flow From Financing Activities**						
	Share Application Money	(14.00)	68.90	(68.90)	-	-	-
	Net Increase / (Decrease) in Secured Loans	(10.89)	98.25	(119.34)	-	-	-
	Increase in Equity Share Capital	3.00	-	3.01	-	-	-
	Increase / (Decrease) in Preference Share Capital	-	-	783.00	-	(212.00)	(106.00)
	Security Premium on Issue of	53.76	-	6,409.00	-	-	-

	Particulars	Year ended on March 31,					Period ended on September 30,
		2005	2006	2007	2008	2009	2009
	Shares						
	Share Issue Expenses	-	-	(68.66)	-	-	-
	Net Increase / (Decrease) in Unsecured Loans	(316.54)	337.98	572.78	(672.50)	(189.35)	-
	Interest Expenses	(2.38)	(9.93)	(8.32)	(0.06)	(8.71)	(1.02)
	Dividend paid including Tax on Dividend Distribution	(0.23)	(1.15)	(2.62)	(4.14)	(57.13)	(48.27)
	Net Cash Inflow (Outflow) from Financing Activities	**(287.29)**	**494.04**	**7,499.94**	**(676.71)**	**(467.18)**	**(155.29)**
	Net Increase in Cash and Cash Equivalents	38.98	(10.31)	4,135.29	(3,858.87)	505.31	(290.43)
	Add: Cash and Cash Equivalents at the beginning of the year / period	(24.47)	14.52	4.20	4,139.49	280.62	785.93
	Cash and Cash Equivalents at the end of the year / period	**14.52**	**4.20**	**4,139.49**	**280.62**	**785.93**	**495.50**

Cash and Cash Equivalents consists of:

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Cash on Hand	0.57	0.63	0.69	1.56	2.15	2.16
Balance with Schedule Banks:						
In Current Accounts	13.93	3.57	39.84	45.41	35.92	17.70
In Fixed Deposits with Banks	-	-	4,097.50	-	535.52	162.27
In Fixed Deposits with Banks (Lien Marked)	0.01	0.01	1.46	233.65	212.33	313.36
Cash and Cash Equivalents (closing)	**14.52**	**4.20**	**4,139.49**	**280.62**	**785.93**	**495.50**

NOTE:

1. The cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 - on Cash Flow Statement as issued by ICAI
2. Amount of Rs.210.05 million, receivable from it's erstwhile Joint Venture have been shown as part of Investing Activity, although Company has sold it's entire holding of said Joint Ventures, as the said amount is outstanding.

Consolidated Summary Statement of Assets and Liabilities, as Restated

Rs. In Million

Particulars as at		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Fixed Assets:							
Gross Block		254.94	256.75	403.38	476.92	2,836.64	3,174.24
Less: Accumulated Depreciation / Amortisation		8.27	13.25	23.26	30.96	100.78	143.26
Net Block		246.67	243.50	380.12	445.96	2,735.86	3,030.97
Capital Work-in-Progress (Including Capital Advances)		684.25	1,177.60	2,064.46	3,916.54	3,850.59	4,218.16
Net Block including Capital Work-in-Progress	**A**	**930.92**	**1,421.10**	**2,444.58**	**4,362.50**	**6,586.45**	**7,249.13**
Investments	**B**	-	-	-	3,841.56	149.57	241.73
Deferred Tax Asset / (Liabilities) (Net)	**C**	1.39	0.06	0.02	(7.14)	7.01	(2.33)
Current Assets, Loans and Advances :							
Inventories		720.99	850.41	5,756.56	5,498.37	7,122.21	6,168.33
Sundry Debtors		32.49	32.97	197.47	500.62	272.12	410.34
Cash and Bank Balances		14.59	4.31	5,473.48	461.08	1,669.14	3,122.99
Loans and Advances		71.95	84.30	1,258.03	2,525.73	2,724.84	4,416.60
Other Current Assets		47.67	5.23	5.23	5.23	5.23	17.27
	D	**887.69**	**977.22**	**12,690.78**	**8,991.03**	**11,793.52**	**14,135.53**
Liabilities and Provisions :							
Secured Loans		321.09	420.51	2,140.00	1,101.00	0.06	-
Unsecured Loans		171.16	511.53	1,003.38	334.38	107.01	107.01
Current Liabilities		1,096.14	886.14	2,727.52	3,539.69	3,962.16	4,986.32
Provisions		1.15	3.07	5.71	8.64	30.80	23.52
	E	**1,589.55**	**1,821.25**	**5,876.61**	**4,983.71**	**4,100.03**	**5,116.86**
Net Worth (A+B+C+D-E)		**230.46**	**577.13**	**9,258.76**	**12,204.25**	**14,436.53**	**16,507.19**
Net Worth Represented By							
Share Capital							
Equity		**23.00**	**23.00**	**26.01**	**26.01**	**26.01**	**26.01**
Preference		**-**	**-**	**783.00**	**783.00**	**571.00**	**465.00**
Reserves and Surplus		207.46	554.13	8,449.76	11,395.25	13,839.52	16,016.19
Less: Revaluation Reserves		-	-	-	-	-	-
Reserves and Surplus (Net of Revaluation Reserves)		**207.46**	**554.13**	**8,449.76**	**11,395.25**	**13,839.52**	**16,016.19**
Net Worth		**230.46**	**577.13**	**9,258.76**	**12,204.25**	**14,436.53**	**16,507.19**

The above Statements should be read with the Significant Accounting Policies and Notes to the Consolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV

Consolidated Summary Statement of Profits and Losses, as Restated

Rs. In Million

Particulars	Year Ended On					Period Ended On September 30, 2009
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	
Income **Operating Income**						
Income from Projects	0.83	793.05	2,324.79	5,108.57	3,517.93	3,685.15
Rent	15.79	15.79	26.97	3.38	737.41	413.97
Total	**16.62**	**808.84**	**2,351.76**	**5,111.95**	**4,255.33**	**4,099.13**
Non Operating Income	0.22	0.70	122.42	473.68	294.81	63.17
Total	**16.84**	**809.54**	**2,474.18**	**5,585.63**	**4,550.15**	**4,162.30**
Expenditure						
Cost of Construction / Development	5.21	446.11	1,105.01	2,481.44	1,596.06	1,746.01
Employee Cost	2.07	4.11	19.26	32.86	86.76	31.75
Administration Expenses	2.03	1.70	9.61	22.91	98.61	27.98
Interest and Finance Charges	0.02	0.01	3.26	0.21	3.60	0.31
Depreciation / Amortisation	1.42	1.84	15.83	19.43	72.70	43.97
Total	**10.75**	**453.77**	**1,152.97**	**2,556.86**	**1,857.73**	**1,850.02**
Net Profit Before Tax, Prior Period and Extraordinary Items	6.09	355.77	1,321.22	3,028.77	2,692.42	2,312.28
Less: Extraordinary Items	-	-	-	-	-	-
Net Profit after Extraordinary Item but before Tax and Prior Period items	6.09	355.77	1,321.22	3,028.77	2,692.42	2,312.28
Less: Provision for Taxation	1.06	4.68	33.79	69.07	177.29	97.96
Less: Pre-acquisition Profit of a subsidiary	-	-	504.49	-	-	-
Net Profit after Tax and Extraordinary items before Prior Period Items	5.03	351.08	782.93	2,959.70	2,515.13	2,214. 32
Add: Excess Depreciation Reversal due to change in Depreciation Method (Net of Tax)	-	-	-	-	7.94	-
Less: Prior Period Items	-	0.28	0.53	6.05	1.68	(8.62)
Net Profit after Tax, Prior Period and Extraordinary Items	**5.03**	**350.80**	**782.41**	**2,953.66**	**2,521.39**	**2,222.94**
Adjustments on Account of Restatement	(3.11)	(2.85)	12.67	0.63	(0.96)	(5.79)
Tax (Expense) / Savings on Restatement	2.00	1.34	(3.44)	(2.71)	3.07	(0.86)
Net Profit after Tax, as Restated	**3.92**	**349.29**	**791.63**	**2,951.57**	**2,523.50**	**2,216.28**
Balance Brought Forward from Previous Year, as Restated	7.70	10.46	357.13	1,044.77	3,920.25	5,907.35
Profit Available for Appropriation	**11.62**	**359.75**	**1,148.77**	**3,996.34**	**6,443.75**	**8,123.63**
Appropriations						
General Reserve	-	-	99.23	70.00	245.00	-
Capital Redemption Reserve	-	-	-	-	212.00	-
Dividend						
Equity Shares	1.01	2.30	3.54	5.20	5.20	-
Preference Shares	-	-	0.00	0.00	62.67	33.74
Corporate Dividend Tax	0.14	0.32	1.23	0.88	11.53	5.73
Balance Carried to Balance Sheet, as Restated	**10.46**	**357.13**	**1,044.77**	**3,920.25**	**5,907.35**	**8,084.15**

The above Statements should be read with the Significant Accounting Policies and Notes to the Consolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV

Consolidated Statement of Cash Flows, As Restated

Rs. In Million

	Particulars	Year ended on					Period ended on
		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
A	**Cash Flow From Operating Activities :**						
	Net Profit after Prior Period Items, before Tax, as restated	2.98	352.63	1,333.36	3,023.35	2,689.78	2,315.11
	Adjustments for						
	Pre-acquisition Profit of a subsidiary	-	-	(504.49)	-	-	-
	Depreciation / Amortisation	4.27	4.98	10.01	7.70	77.75	42.35
	Interest Income	(0.20)	(0.33)	(117.93)	(182.72)	(136.28)	(54.77)
	Interest Expenses – Gross	2.38	9.93	215.92	150.60	50.07	1.41
	Net Loss / (Profit) on Sale of Investments	-	-	-	3.91	1.96	-
	Income from Investments	-	-	-	(212.21)	(81.10)	(7.05)
	Net Loss/(Profit) on Sale of Fixed Assets	(0.02)	-	0.78	(78.37)	(76.52)	0.32
	Operating Profit/(Loss) before Working Capital Changes	**9.41**	**367.21**	**937.66**	**2,712.26**	**2,525.66**	**2,297.36**
	Adjustments for						
	Trade and Other Payables	694.77	(278.45)	1,910.78	813.77	423.22	1,025.68
	Trade and Other Receivables	(119.26)	48.41	(936.75)	(991.62)	273.48	(637.72)
	Inventory	17.72	(129.42)	(4,906.16)	258.20	(1,623.84)	953.87
	Cash generated from Operations	**602.64**	**7.75**	**(2,994.47)**	**2,792.61**	**1,598.52**	**3,639.19**
	Direct Taxes Paid	1.14	20.82	155.63	478.94	395.18	406.04
	Net Cash Inflow (Outflow) from Operating Activities	**601.50**	**(13.07)**	**(3,150.10)**	**2,313.67**	**1,203.34**	**3,233.15**
B	**Cash Flow From Investing Activities :**						
	Acquisition of Fixed Assets (Including Capital Work In Progress)	(688.52)	(495.15)	(1,161.77)	(1,950.06)	(2,324.27)	(705. 72)
	Sale / Transfer of Fixed Assets	0.04	-	127.49	102.81	107.02	0.24
	Interest Income	0.20	0.33	39.53	181.55	108.07	24.52
	Dividend Income	-	-	-	212.21	81.10	7.05
	Loans and Advances to Joint Ventures / Association of Persons	-	-	(204.63)	(163.75)	(8.87)	(857.50)
	Sale / (Acquisition) of Investments (Net)	-	-	-	(3,845.48)	3,690.04	(92.16)
	Capital Reserve on	-	-	760.73	-	-	-

	Particulars	Year ended on					Period ended on
		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
	acquisition of subsidiary						
	Net Cash Inflow (Outflow) from Investment activities	**(688. 28)**	**(494.82)**	**(438.66)**	**(5,462.72)**	**1,653.09**	**(1,623.56)**
C.	**Cash Flow From Financing Activities :**						
	Share Application Money	(14.00)	68.90	(68.90)	-	-	-
	Net Increase / (Decrease) in Secured Loans	289.11	99.42	1,719.49	(1,038.99)	(1,100.95)	(0.06)
	Increase in Equity Share Capital	3.00	-	3.01	-	-	-
	Increase / (Decrease) in Preference Share Capital	-	-	783.00	-	(212.00)	(106.00)
	Security Premium on Issue of Shares	53.76	-	6,409.00	-	-	-
	Share Issue Expenses	-	-	(60.96)	-	-	-
	Net Increase / (Decrease) in Unsecured Loans	(203.48)	340.37	491.85	(669.00)	(227.37)	-
	Interest Expenses	(2.38)	(9.93)	(215.92)	(150.60)	(50.07)	(1.41)
	Dividend paid including Tax on Dividend Distribution	(0.23)	(1.15)	(2.62)	(4.77)	(57.99)	(48.27)
	Net Cash Inflow (Outflow) from Financing Activities	**125.77**	**497.60**	**9,057.94**	**(1,863.36)**	**(1,648.37)**	**(155.74)**
	Net Increase in Cash and Cash Equivalents	39.00	(10.29)	5,469.18	(5,012.40)	1,208.05	1,453.85
	Add: Cash and Cash Equivalents at the beginning of the year / period	(24.40)	14.59	4.31	5,473.48	461.08	1,669.14
	Cash and Cash Equivalents at the end of the year / period	**14.59**	**4.31**	**5,473.48**	**461.08**	**1,669.14**	**3,122.99**

Cash and Cash Equivalents consists of:

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Cash on Hand	0.65	0.73	1.00	2.49	3.44	3.44
Balance with Schedule Banks:						
In Current Accounts	13.93	3.57	57.14	84.17	153.42	321.69
In Fixed Deposits with Banks	-	-	5,400.40	127.81	1,295.99	2,480.29
In Fixed Deposits with Banks (Lien Marked)	0.01	0.01	14.95	246.62	216.28	317.57
Cash and Cash Equivalents (closing)	**14.59**	**4.31**	**5,473.48**	**461.08**	**1,669.14**	**3,122.99**

Notes:

1. The cash flow statement has been prepared under the indirect method as set out in the Accounting

Standard 3 - on Cash Flow Statement as issued by ICAI

2. Amount of Rs. 1,215.58 million, receivable from it's erstwhile Joint Ventures have been shown as part of Investing Activity, although Company has sold it's entire holding of said Joint Ventures, as the said amount is outstanding.

THE ISSUE

Issue of Equity Shares*		39,562,000 Equity Shares
Of which		
A) QIB portion#**		At least 23,737,200 Equity Shares
Of which		
	Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))	1,186,860 Equity Shares
	Balance for all QIBs including Mutual Funds	22,550,340 Equity Shares
B) Non-Institutional Portion**		Not less than 3,956,200 Equity Shares
C) Retail Portion**		Not less than 11,868,600 Equity Shares
Pre and post Issue Equity Shares		
Equity Shares outstanding prior to the Issue		288,671,262 Equity Shares
Equity Shares outstanding after the Issue		328,233,262 Equity Shares
Use of Issue Proceeds by the Company		Please see the section entitled "Objects of the Issue" on page 37 for information about the use of the Issue Proceeds.

Allocation to all categories, except Anchor Investor Portion, if any, shall be made on a proportionate basis.

 # The Company may allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. For further details, please see the section entitled "Issue Procedure" on page 334.

**The Company is considering a Pre-IPO Placement of Equity Shares with various investors. The Pre-IPO Placement will be at the discretion of the Company and at a price to be decided by the Company. The Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 10% of the post-Issue paid-up equity share capital being offered to the public.*

***Under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of the Company, in consultation with the BRLMs and the Designated Stock Exchange. If at least 60% of the Issue cannot be allocated to QIBs, the entire application money shall be refunded.*

GENERAL INFORMATION

The Company was incorporated as Kingston Properties Private Limited on May 8, 1998 under the Companies Act. The name of the Company was changed to Oberoi Realty Private Limited on October 23, 2009. The Company was converted into a public limited company on December 14, 2009 and consequently, the name was changed to Oberoi Realty Limited. For details of changes in the name and registered office of the Company, please see the section entitled "History and Certain Corporate Matters" on page 111. The Company is involved in real estate development. For further details of the business of the Company, please see the section entitled "Our Business" on page 70.

Registered Office and Registration Number of the Company

Commerz, 3rd Floor
International Business Park
Oberoi Garden City
Off Western Express Highway
Goregaon (East), Mumbai 400 063
Tel No: (91 22) 6677 3333
Fax: (91 22) 6677 3334
CIN: U45200MH1998PTC114818
Website: www.oberoiconstructions.com

Address of the RoC

We are registered with the RoC situated at Everest, 5th Floor, 100, Marine Drive, Mumbai 400 002.

Board of Directors of the Company

The Board of Directors consists of:

Name of the Director	Designation	DIN	Address
Vikas Oberoi	Chairman cum Managing Director	00011701	Plot No.70, 12th N S Road, JVPD Scheme Juhu, Mumbai 400 049
Bindu Oberoi	Non-Independent, Non-Executive Director	00837711	Plot No.70, 12th N S Road, JVPD Scheme Juhu, Mumbai 400 049
Kavin C. Bloomer	Non-Independent, Non-Executive, Director nominated by SSIII	02389122	5-9-16 Minami Azabu Minato-Ku, Tokyo 1060047 Japan
Naresh Naik	Alternate Director to Kavin C. Bloomer	02065899	701-702, B Wing, Quantum Park, Union Park, Khar (West), Mumbai 400 052
Tilokchand P. Ostwal	Independent, Non-Executive Director	00821268	103, Falcon's Crest, G.D. Ambedkar Marg, Parel, Mumbai 400 012
Jimmy Bilimoria	Independent, Non-Executive Director	00112654	5, Battery House, 74, Bhulabhai Desai Road, Mumbai 400 026
Anil Harish	Independent, Non-Executive Director	00001685	13, CCI Chambers, 1st Floor Dinshaw Wacha Road, Mumbai 400 020

For further details of the Directors, please see the section entitled "Management" on page 116.

Company Secretary and Compliance Officer

Bhaskar Kshirsagar is the Company Secretary and Compliance Officer of the Company. His contact details are as follows:

Bhaskar Kshirsagar
Commerz, 3rd Floor
International Business Park
Oberoi Garden City
Off Western Express Highway
Goregaon (East), Mumbai 400 063
Tel No: (91 22) 6677 3333
Fax: (91 22) 6677 3334
Email: cs@oberoiconstructions.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account and refund orders.

Book Running Lead Managers

Kotak Mahindra Capital Company Limited
1st Floor, Bakhtawar
229 Nariman Point
Mumbai 400 021
Tel: (91 22) 6634 1100,
Fax: (91 22) 2284 0492
E-mail: oberoi.ipo@kotak.com
Investor Grievance Email: kmccredressal@kotak.com
Website: www.kmcc.co.in
Contact Person: Chandrakant Bhole
SEBI Registration No.: INM000008704

Enam Securities Private Limited
801/ 802, Dalamal Towers
Nariman Point
Mumbai 400 021
Tel: (91 22) 6638 1800
Fax: (91 22) 2284 6824
E-mail: oberoi.ipo@enam.com
Investor Grievance Email: complaints@enam.com
Website: www.enam.com
Contact Person: Harish Lodha
SEBI Registration No.: INM000006856

J.P. Morgan India Private Limited
J.P. Morgan Tower
Off C.S.T Road Kalina
Santa Cruz (East)
Mumbai 400 098
Tel: (91 22) 6157 3000
Fax: (91 22) 6157 3911
Email: oberoi_ipo@jpmorgan.com
Investor Grievance Email: investorsmb.jpmipl@jpmorgan.com
Website: www.jpmipl.com
Contact Person: Nikita Jain
SEBI Registration No.: INM000002970

Morgan Stanley India Company Private Limited
5F, 55-56, Free Press House
Free Press Journal Marg Nariman Point
Mumbai 400 021
Tel: (91 22) 6621 0555
Fax: (91 22) 6621 0556
Email: oberoi_ipo@morganstanley.com
Investor Grievance Email:
investors_india@morganstanley.com
Website:
www.morganstanley.com/indiaofferdocuments
Contact Person: Vishal Gahlaut
SEBI Registration No.: INM000011203

Syndicate Members

Kotak Securities Limited
2nd Floor, Nirlon House
Dr. Annie Besant Road
Near Passport Office, Worli
Mumbai 400 025
Tel: (91 22) 6740 9708
Fax: (91 22) 6662 7330
Email: umesh.gupta@kotak.com
Website: www. kotak.com
Contact Person: Umesh Gupta
SEBI Registration No.: BSE - INB01808153
NSE – INB230808130

Legal Advisors to the Issue

Domestic Legal Counsel to the Company

Amarchand & Mangaldas & Suresh A. Shroff & Co.
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Tel: (91 22) 2496 4455
Fax: (91 22) 2496 3666

Domestic Legal Counsel to the Underwriters

AZB & Partners
23rd Floor, Express Towers
Nariman Point, Mumbai 400 021
Tel: (91 22) 6639 6880
Fax: (91 22) 6639 6888

International Legal Counsel to the Underwriters as to certain matters of United States federal securities laws

Shearman & Sterling LLP
6 Battery Road #25-03
Singapore 049909
Tel: (00 65) 6230 3800
Fax: (00 65) 6230 3899

Auditors to the Company

P. Raj & Co., Chartered Accountants
3/1218, Navjivan Commercial Premises Co-operative Society Limited
Lamington Road, Mumbai 400 008
Tel: (91 22) 2305 4459
Fax: (91 22) 2301 2074
Email: mail@prajco.com
Firm Registration No.: 108310w

Registrar to the Issue

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai 400 078
Tel: (91 22) 2596 0320
Fax: (91 22) 2596 0329
Email: orl.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Sachin Achar
SEBI Registration No.: INR000004058

Bankers to the Issue and Escrow Collection Banks

[●]

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as a SCSB for the ASBA process are provided on www.sebi.gov.in. For details on Designated Branches of SCSB collecting as per Bid cum Application Form, please refer to the abovementioned link.

Bankers to the Company

Axis Bank Limited
Laxmi The Mall, Building No. 5
Laxmi Industrial Estate
New Link Road, Andheri (West)
Mumbai 400 053
Tel: (91 22) 6604 4747
Fax: (91 22) 6604 4799
Email: lokhandwala.branchhead@axisbank.com
lokhandwala.operationshead@axisbank.com
Website: www.axisbank.com

Monitoring Agency

The Company will appoint a Monitoring Agency and update the details thereof, prior to filing the Red Herring Prospectus with the RoC.

Statement of inter se allocation of Responsibilities for the Issue

The following table sets forth the distribution of responsibility and co-ordination for various activities amongst the BRLMs:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring with the relative components and formalities such as type of instruments etc.	BRLMs	Kotak
2.	Due diligence of Company's operations / management / business plans / legal etc. Drafting and design of the Draft Red Herring Prospectus and statutory advertisement including memorandum containing salient features of the Prospectus. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing of the same.	BRLMs	Kotak
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in (2) above including corporate advertisement, brochure, etc.	BRLMs	Morgan Stanley
4.	Appointment of intermediaries viz. Printers and Bankers to the Issue.	BRLMs	Enam
5.	Appointment of other intermediaries viz. Advertising Agency and Registrar.	BRLMs	Morgan Stanley
6.	International Institutional Marketing of the Issue, which will cover, inter alia, - Finalizing the list and division of investors for one to one meetings; and - Finalizing road show schedule and investor meeting schedules	BRLMs	Morgan Stanley
7.	Preparation of the roadshow presentation and FAQs	BRLMs	JP Morgan
8.	Domestic Institutional Marketing of the Issue, which will cover, inter alia, - Finalizing the list and division of investors for one to one meetings; and - Finalizing road show schedule and investor meeting schedules	BRLMs	Kotak
9.	Non-Institutional and Retail Marketing of the Issue, which will cover, inter alia,	BRLMs	Enam

Sr. No.	Activity	Responsibility	Co-ordinator
	- Formulating marketing strategies, preparation of publicity budget; - Finalizing Media and PR strategy; - Finalizing centres for holding conferences for brokers etc.; - Finalizing bidding centres; - Follow-up on distribution of publicity and Issue material including form, prospectus and deciding on the quantum of the Issue material; and		
10.	Pricing, in consultation with the Company & other Book Running Lead Managers, Managing the book and co-ordination with stock exchanges during the book-building period. Co-ordination with Stock Exchanges for book building software, bidding terminals and mock trading	BRLMs	Morgan Stanley
11.	The post bidding activities including management of escrow accounts, coordination non-institutional allocation, intimation of allocation and dispatch of refunds to Bidders etc. The post Issue activities will involve essential follow up steps, which include the finalization of listing of instruments and dispatch of certificates and demat delivery of shares, with the various agencies connected with the work such as the Registrar to the Issue and Bankers to the Issue and the bank handling refund business. The merchant banker shall be responsible for ensuring that these agencies fulfill their functions and enable it to discharge this responsibility through suitable agreements with the Company.	BRLMs	JP Morgan

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for this Issue.

IPO Grading

This Issue has been graded by [●] as [●] (pronounced [●]) indicating [●]. The rationale/description furnished by the IPO grading agency will be updated at the time of filing the Red Herring Prospectus with the Designated Stock Exchange.

Experts

The Company has obtained a master title certificate dated January 14, 2010 from IC Legal, Advocates and Solicitors in relation to land held by us. IC Legal, Advocates and Solicitors have given his written consent to be named as an expert to the Company for the Issue in relation to the land and/or rights in respect thereof that we own and such consent has not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus.

The Company has obtained an architect's certificate dated January 13, 2010 from Doultani & Associates, Civil Engineers and Architects in relation to projects developed/ to be developed by us. Doultani & Associates, Civil Engineers and Architects have given his written consent to be named as an expert to the Company for the Issue in relation to the land and/or rights in respect thereof that we own and such consent has not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus.

The Company has obtained an architect's certificate dated January 13, 2010 from Parag Nandrekar & Associates, Architects, Interior & Landscape Designers in relation to projects developed/ to be developed by us. Parag Nandrekar & Associates, Architects, Interior & Landscape Designers have given his written consent to be named as an expert to the Company for the Issue in relation to the land and/or rights in respect thereof that we own and such consent has not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus.

The Issue has been graded by [●]. The report of [●] in respect of the IPO Grading of the Issue will be annexed to the Red Herring Prospectus.

Trustees

As this is an issue of Equity Shares, the appointment of Trustees is not required.

Book Building Process

Book Building Process, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Issue Price is finalised after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

1. the Company;

2. the BRLMs;

3. the Syndicate Members who are intermediaries registered with SEBI or registered as brokers with BSE/NSE and eligible to act as Underwriters. The Syndicate Members are appointed by the BRLMs;

4. SCSBs;

5. the Escrow Collection Bank(s); and

6. the Registrar to the Issue.

This being an issue for less than 25% of post issue equity capital of the Company, the SEBI Regulations read with rule 19(2)(b) of the SCRR, have permitted an issue of securities to the public through the 100% Book Building Process, wherein at least 60% of the Issue shall be allocated on a proportionate basis to QIBs. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs including the Mutual Funds subject to valid Bids being received at or above the Issue Price. If at least 60% of the Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith. Further, not less than 10% of the Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 30% of the Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. The Company will comply with the SEBI Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, the Company has appointed the BRLMs to manage the Issue and to procure subscriptions to the Issue.

QIB Bidders are not allowed to withdraw their Bid(s) after the Bid /Issue Closing Date. For further details, please see the section entitled "Terms of the Issue" on page 327.

The Book Building Process under the SEBI Regulations is subject to change from time to time and investors are advised to make their own judgment about investment through this process prior to making a Bid or an Application in the Issue.

Illustration of the Book Building Process and Price discovery process

Investors should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors or under the ASBA process.

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs. 24 per equity share, offer size of 3,000 equity shares and receipt of five bids from bidders out which one bidder has bid for 500 shares at Rs. 24 per share while another has bid for 1,500 shares at Rs. 22 per share. A graphical representation of consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book given below shows the demand for the shares of a company at various prices and is collated from bids from various investors.

Bid Quantity	Bid Price (Rs.)	Cumulative Quantity	Subscription

500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the company is able to offer the desired number of shares is the price at which the book cuts off i.e. Rs. 22 in the above example. The company in consultation with the BRLMs will finalise the Issue Price at or below such cut off price, i.e. at or below Rs. 22. All bids at or above the issue price and cut off price are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the bidders for bidding:

- Check eligibility for bidding (please see the section entitled "Issue Procedure - Who Can Bid?" on page 335);

- Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

- Ensure that you have mentioned your PAN. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction (please see the section entitled "Issue Procedure" on page 334);

- Ensure that the Bid cum Application Form or the ASBA Bid Cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid Cum Application Form or the ASBA Bid Cum Application Form; and

- Bids by QIBs will only have to be submitted to the BRLMs.

Underwriting Agreement

After the determination of the Issue Price but prior to filing of the Prospectus with the RoC, the Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through this Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that their respective Syndicate Members do not fulfil their underwriting obligations. The underwriting shall be to the extent of the Bids uploaded by the Underwriters including through its respective Syndicate Member/Sub Syndicate. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before the filing of the Prospectus with the RoC)

Name and Address of the Underwriter	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Million)
[●]	[●]	[●]

The above mentioned amount is an indicative underwriting and this would be finalised after determination of the Issue Price and actual allocation.

In the opinion of the Board of Directors (based on the certificates given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. The Board of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of the Company.

Allocation among Underwriters may not necessarily be in proportion to their underwriting commitments. Notwithstanding the table above, the BRLMs and the Syndicate Members shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscriptions for/subscribe to Equity Shares to the extent of the defaulted amount.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which the Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

CAPITAL STRUCTURE

The share capital of the Company as at the date of this Draft Red Herring Prospectus is set forth below:

(In Rs. except share data)

		Aggregate Value at Face Value	Aggregate Value at Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	378,500,000 Equity Shares of Rs. 10 each	3,785,000,000	
	465 Preference Shares of Rs. 1,000,000 each	465,000,000	
	Total	**4,250,000,000**	
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	288,671,262 Equity Shares of Rs. 10 each	2,886,712,620	
	465 Preference Shares of Rs. 1,000,000 each	465,000,000	
C	**PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**[(1)]		
	39,562,000 Equity Shares of Rs. 10 each	395,620,000	[●]
D	**SHARE PREMIUM ACCOUNT**		
	Before the Issue	3,896,328,029	
	After the Issue		[●]
E	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**		
	328,233,262 Equity Shares of Rs. 10 each	3,282,332,620	
	465 Preference Shares of Rs. 1,000,000 each	465,000,000	

[(1)]The Company is considering a Pre-IPO Placement of Equity Shares with various investors. The Pre-IPO Placement will be at the discretion of the Company and at a price to be decided by the Company. The Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 10% of the post-Issue paid-up equity share capital being offered to the public.

The present Issue has been authorised by the Board of Directors and the shareholders pursuant to their resolutions both dated December 4, 2009.

Changes in the Authorised Capital

(1) The initial authorised share capital of Rs. 100,000 divided into 10,000 Equity Shares was increased to Rs. 30,000,000 divided into 3,000,000 Equity Shares pursuant to a resolution of the shareholders on January 14, 2002.

(2) The authorised share capital of Rs. 30,000,000 divided into 3,000,000 Equity Shares was increased to Rs. 830,000,000 divided into 3,000,000 Equity Shares and 800 Preference Shares pursuant to a resolution of the shareholders on January 17, 2007.

(3) The authorised share capital of Rs. 830,000,000 divided into 3,000,000 Equity Shares and 800 Preference Shares was increased to Rs. 4,250,000,000 divided into 378,500,000 Equity Shares and 465 Preference Shares pursuant to a resolution of the shareholders on December 4, 2009, wherein 335 unissued Preference Shares were reclassified as 33,500,000 Equity Shares.

Notes to the Capital Structure

1. **Share Capital History of the Company**

(a) The following is the history of the equity share capital and share premium account of the Company:

Date of allotment of the Equity Shares	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Cumulative No. of Equity Shares	Cumulative paid-up Equity Capital (Rs.)	Cumulative Share Premium (Rs.)
May 8, 1998	300	10	10	Cash	300	3,000	0
January 24, 2002	954,750	10	20	Cash	955,050	9,550,500	9,547,500
February 6, 2002	1,044,950	10	20	Cash	2,000,000	20,000,000	19,997,000
March 05, 2005	300,000	10	600	Cash	2,300,000	23,000,000	196,997,000
January 17, 2007	300,642	10	21,327.7	Cash	2,600,642	26,006,420	6,545,034,229*
December 30, 2009	286,070,620	10	-	Bonus Issue in the ratio of 110 Equity Shares for each Equity Share held on the record date**	288,671,262	2,886,712,620	3,896,328,029

**Out of the aggregate premium of Rs. 6,605,993,046 received on issuance of 300,642 Equity Shares, Rs. 60,958,817 was utilised towards share issue expenses.*
***The Bonus Issue was undertaken through capitalisation of capital redemption reserves aggregating Rs. 212,000,000 and capitalisation of share premium account aggregating Rs. 2,648,706,200.*

(b) Equity Shares Allotted for consideration other than cash

Date of allotment of the Equity Shares	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration
December 30, 2009	286,070,620	10	-	Bonus Issue in the ratio of 110 Equity Shares for each Equity Share held on the record date*

**The Bonus Issue was undertaken through capitalisation of capital redemption reserves aggregating Rs. 212,000,000 and capitalisation of securities premium account aggregating Rs. 2,648,706,200.*

(c) The following is the history of the preference share capital and share premium account of the Company:

Date of allotment/ redemption of the Preference Shares	No. of Preference Shares issued/ (redeemed)	Face Value (Rs.)	Issue / Redemption Price (Rs.)	Consideration (cash, other than cash etc)	Cumulative No. of Preference Shares Outstanding	Cumulative paid-up Preference Capital (Rs.)	Cumulative Preference Share Premium (Rs.)
January 17, 2007*	783	1,000,000	1,000,000	Cash	783	783,000,000	0
June 30, 2008	(106)	1,000,000	1,000,000	Cash	677	677,000,000	0
January 7, 2009	(106)	1,000,000	1,000,000	Cash	571	571,000,000	0
June 24, 2009	(106)	1,000,000	1,000,000	Cash	465	465,000,000	0

** The Company had issued 783 Preference Shares on January 17, 2007. The Preference Shares shall be redeemable at face value and/ or for Re. 1 on January 1, 2011 unless it is agreed in writing to redeem the Preference Shares on an earlier date. 106 Preference Shares each are redeemable by the Company on July 1, 2008, January 1, 2009, July 1, 2009, January 1, 2010, July 1, 2010 if the prescribed conditions do not occur before June 30, 2008, December 31, 2008, June 30, 2009, December 31, 2009 and June 30, 2010 respectively at face value per Preference Share. 253 Preference Shares each are redeemable by the Company on or before January 1, 2011 at face value per Preference Share if the prescribed conditions do not occur before December 31, 2010. The terms of the Preference Shares provide that the Company shall pay dividend on the outstanding Preference Shares at the rate of 0.0001% p.a. of its face value from the date of issue till June 30, 2008. Thereafter the Company shall pay dividend at 13% p.a. of the face value till the date of redemption of the Preference Shares.*

2. **History of the Equity Share Capital held by the Promoter**

(a) *Details of the build up of the Promoter's shareholding in the Company*:

Date of Allotment/ Transfer	Nature of consideration	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price (Rs.)	Cumulative no. of Equity Shares
Vikas Oberoi						
May 8, 1998	Cash	Subscriber to Memorandum of Association	100	10	10	100
January 24, 2002	Cash	Fresh Issue	452,250	10	20	452,350
February 06, 2002	Cash	Fresh Issue	647,650	10	20	1,100,000
August 18, 2006	Other than cash	Gift by Ranvir Oberoi and Santosh Oberoi	899,980	10	-	1,999,980
January 17, 2007	Cash	Fresh Issue	20,865	10	21,327.70	2,020,845
December 4, 2009	-	Gift to Bindu Oberoi	(1)	10	-	2,020,844
December 4, 2009	-	Gift to Gayatri Oberoi	(1)	10	-	2,020,843
December 30, 2009	-	Bonus Issue in the ratio of 110 Equity Shares for each Equity Share held on the record date	222,292,730	10	-	224,313,573

(b) *Details of Promoter's contribution and Lock-in*:

Acquisition and when made fully paid-up	Nature of Allotment/Transfer	Nature of Consideration (Cash)	No. of Equity Shares	Face Value (Rs.)	Issue/Acquisition Price per Equity Share (Rs.)
Vikas Oberoi					
January 17, 2007	Fresh Issue	Cash	20,865	10	21,327.70
December 30, 2009	Bonus Issue in the ratio of 110 Equity Shares for each Equity Share held on the record date	-	65,625,788	10	-

The minimum Promoter's contribution has been brought to the extent of not less than the specified minimum lot and from the person defined as Promoter under the SEBI Regulations. The Promoter's contribution constituting not less than 20% post-Issue Equity Share capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue. The Equity Shares constituting minimum Promoters' contribution in the Issue which shall be locked-in for three years are eligible therefor in terms of the SEBI Regulations.

(c) *Details of pre-Issue Equity Share capital locked in for one year*:

In addition to the 20% of the post-Issue equity shareholding of the Company held by the Promoter and locked in for three years as specified above, the entire pre-Issue equity share capital will be locked-in for a period of one year from the date of allotment of the Equity Shares in this Issue. For the sake of clarity, please note that the Equity Shares that may be allotted pursuant to the Pre-IPO Placement shall also be locked-in for a period of one year from the date of Allotment of the Equity Shares in this Issue.

(d) *Other requirements in respect of lock-in*:

The Equity Shares held by the Promoter may be transferred to and amongst the Promoter Group or to a new promoter or persons in control of the Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

The Equity Shares held by person other than the Promoter prior to the Issue may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

The Equity Shares held by the Promoter which are locked-in for a period of three years from the date of Allotment in the Issue can be pledged with any scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or institution, provided that the pledge of Equity Shares can be created when the loan has been granted by such bank or financial institution for financing one or more of the objects of the Issue and pledge of Equity Shares is one of the terms of sanction of the loan.

The Equity Shares held by the Promoter which are locked-in for a period of one year from the date of Allotment in the Issue can be pledged with any scheduled commercial bank or public financial institution as collateral security for loans granted by such bank or financial institution, provided that the pledge of the Equity Shares is one of the terms of sanction of the loan.

(e) *Lock-in of Equity Shares to be issued, if any, to the Anchor Investor*

Any Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment of Equity Shares in the Issue.

3. **Shareholding Pattern of the Company**

(i) The table below presents the shareholding pattern of the Company before the proposed Issue and as adjusted for the Issue:

Category of shareholders	**Pre-Issue**			**Post-Issue*#**			**No. of Equity Shares pledged or otherwise encumbered**
	No. of Equity Shares	**Total shareholding as a percentage of total no. of Equity Shares**	**No. of Equity Shares held in dematerialised form**	**No. of Equity Shares**	**Total shareholding as a percentage of total no. of Equity Shares**	**No. of Equity Shares held in dematerialised form**	
Promoter (A)							
Vikas Oberoi	224,313,573	77.71	224,313,573	224,313,573	68.04	224,313,573	-
Sub Total (A)	**224,313,573**	**77.71**	**224,313,573**	**224,313,573**	68.04	224,313,573	-
Promoter Group (B)							
Ranvir Oberoi	1,110	0.00	0	1,110	0.00	0	-
Santosh Oberoi	1,110	0.00	0	1,110	0.00	0	-
R.S. Estate Developers Private Limited	33,300,000	11.54	33,300,000	33,300,000	10.10	33,300,000	-
Bindu Oberoi	111	0.00	111	111	0.00	111	-
Gayatri Oberoi	111	0.00	111	111	0.00	111	-
Sub Total (B)	**33,302,442**	**11.54**	**33,300,222**	**33,302,442**	**10.10**	**33,300,222**	**-**
Total Holding of Promoter and Promoter Group (C=A + B)	**257,616,015**	**89.24**	**257,613,795**	**257,616,015**	**78.14**	**257,613,795**	**-**
Others (D)							
SSIII	31,055,247	10.76	0	31,055,247	9.42	0	-
ESOP#	-	-	-	1,443,356	0.44	1,443,356	-
Sub Total (D)	31,055,247	10.76	0	32,498,603	9.86	1,443,356	-
Public (pursuant to the Issue) (E)	0	0	0	39,562,000	12.00	39,562,000	-
Total (C+D+E)	**288,671,262**	100	**257,613,795**	329,676,618	100	**298,619,151**	**-**

** Assuming none of the existing shareholders participate in the Issue.*
 # The post-Issue shareholding has been computed assuming full dilution on account of vesting and exercise of the options that may be granted in accordance with the ESOP 2009.

4. The list of shareholders of the Company and the number of Equity Shares held by them is as under:

(a) As of the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage
1.	Vikas Oberoi	224,313,573	77.71
2.	R.S. Estate Developers Private Limited	33,300,000	11.54
3.	SSIII	31,055,247	10.76
4.	Ranvir Oberoi	1,110	0.00
5.	Santosh Oberoi	1,110	0.00
6.	Bindu Oberoi	111	0.00
7.	Gayatri Oberoi	111	0.00
	TOTAL	**288,671,262**	**100**

(b) As of 10 days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage
1.	Vikas Oberoi	224,313,573	77.71
2.	R.S. Estate Developers Private Limited	33,300,000	11.54
3.	SSIII	31,055,247	10.76
4.	Ranvir Oberoi	1,110	0.00
5.	Santosh Oberoi	1,110	0.00
6.	Bindu Oberoi	111	0.00
7.	Gayatri Oberoi	111	0.00
	TOTAL	**288,671,262**	**100**

(c) As of two years prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the shareholder	No. of Equity Shares held	Percentage
1.	Vikas Oberoi	2,020,845	77.71
2.	R.S. Estate Developers Private Limited	300,000	11.54
3.	SSIII	279,777	10.76
4.	Ranvir Oberoi	10	0.00
5.	Santosh Oberoi	10	0.00
	TOTAL	**2,600,642**	**100.00**

5. **Employee Stock Option Plan**

Employee Stock Option Scheme 2009

The Company instituted the Employee Stock Option Scheme 2009 ("ESOP 2009") on December 4, 2009 pursuant to Board and shareholders' resolutions both dated December 4, 2009. The purpose of ESOP 2009 is to attract, retain, reward and motivate employees to contribute to the growth and profitability of the Company.

The Company shall grant such number of options convertible into Equity Shares as may be determined by the Compensation Committee after the date of the Draft Red Herring Prospectus but prior to the date of filing the Red Herring Prospectus with the RoC. The Company may grant options under ESOP 2009 (or any other stock option schemes), in one or more tranches, to the employees not exceeding 0.50% of the pre-Issue paid-up Equity Shares, with each such option conferring a right upon the employee to apply for one Equity Share of the Company, in accordance with the terms and conditions of such issue. The maximum aggregate number of Equity Shares in respect of which the options may be granted under the ESOP 2009 is 1,443,356 Equity Shares.

The following table sets forth the particulars of the options that may be granted under ESOP 2009:

Particulars	Details
Options granted as of the date of the Draft Red Herring Prospectus	Nil
The pricing formula	(i). In respect of employees who were in employment with the Company on the date two years prior to date of the meeting of the Compensation Committee which shall consider and approve grant of options (“Grant 1”): The exercise price will be the final price per Equity Share at which Equity Shares will be issued and allotted in the initial public offer of Equity Shares of the Company (“IPO Price”). (ii). Grant to employees other than grant of options under Grant 1 (“Future Grant”): The exercise price will be up to a maximum 25 % discount to the latest available closing price per Equity Share on the stock exchange (on which there is highest trading volume on the said date) on which the Equity Shares of the Company are listed (“Market Price”), prior to the date of the meeting of the Compensation Committee in which options are granted/ Equity Shares are issued pursuant to the exercise of options. In case the Equity Shares are not listed on any recognized stock exchange, Market Price shall mean the IPO Price.
Total options vested	Nil
Options exercised	Nil
Total number of Equity Shares that would arise as a result of full exercise of options already granted	N.A
Options forfeited/lapsed/cancelled	N.A.
Variation in terms of options	N.A.
Money realised by exercise of options	N.A.
Options outstanding (in force)	Nil
Person wise details of options granted to	
(i) Directors and key managerial employees	Nil
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil
(iii) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil
Fully diluted EPS on a pre-Issue basis on exercise of options calculated in accordance with Accounting Standard (AS) 20 ‘Earning Per Share’	N.A.
Difference between employee compensation cost using the intrinsic value method and the employee compensation cost that shall have been recognised if the Company has used fair value of options and impact of this difference on profits and EPS of the Company	N.A.
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of	N.A.

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>the stock</td><td></td></tr>
<tr><td>Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td>N.A.</td></tr>
<tr><td>Vesting schedule</td><td>(i). In respect of Grant 1:
<table>
<tr><th>Schedule</th><th>Percentage of the options which shall vest</th></tr>
<tr><td>At the end of one year from the date of grant</td><td>20% of the aggregate number of options granted</td></tr>
<tr><td>At the end of two years from the date of grant</td><td>20% of the aggregate number of options granted</td></tr>
<tr><td>At the end of three years from the date of grant</td><td>30% of the aggregate number of options granted</td></tr>
<tr><td>At the end of four years from the date of grant</td><td>30% of the aggregate number of options granted</td></tr>
</table>
(ii). In respect of Future Grant:
<table>
<tr><th>Schedule</th><th>Percentage of the options which shall vest</th></tr>
<tr><td>At the end of one year from the date of grant</td><td>10% of the aggregate number of options granted</td></tr>
<tr><td>At the end of two years from the date of grant</td><td>20% of the aggregate number of options granted</td></tr>
<tr><td>At the end of three years from the date of grant</td><td>30% of the aggregate number of options granted</td></tr>
<tr><td>At the end of four years from the date of grant</td><td>40% of the aggregate number of options granted</td></tr>
</table>
</td></tr>
<tr><td>Lock-in</td><td>The Equity Shares arising out of the exercise of the vested options would not be subject to any lock-in period after such exercise.</td></tr>
<tr><td>Impact on profits of the last three years</td><td>Nil</td></tr>
<tr><td>Intention of the holders of Equity Shares allotted on exercise of options to sell their Equity Shares within three months after the listing of Equity Shares pursuant to the Issue</td><td>N.A.</td></tr>
<tr><td>Intention to sell Equity Shares arising out of the exercise of options granted under ESOP 2009 within three months after the listing of Equity Shares by Directors, senior managerial personnel and employees amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)</td><td>N.A.</td></tr>
</table>

6. The Company, the Directors and the BRLMs have not entered into any buy-back and/or standby arrangements for purchase of Equity Shares from any person.

7. Except as stated in the section entitled “Management” on page 116, none of the Directors or key management personnel hold any Equity Shares in the Company.

8. Except as stated below, the Promoter, Directors and Promoter Group have not undertaken any

transaction of Equity Shares during a period of six months preceding the date on which this Draft Red Herring Prospectus is filed with SEBI:

Sr. No.	Name of the Director/ Promoter/ Promoter Group	Date of the Transaction	No. of Equity Shares	Transaction Price (Rs.)	Nature of Transaction
1.	Vikas Oberoi	December 4, 2009	(2)	-	Gift to Bindu Oberoi and Gayatri Oberoi
2.	Bindu Oberoi	December 4, 2009	1	-	Gift from Vikas Oberoi
3.	Gayatri Oberoi	December 4, 2009	1	-	Gift from Vikas Oberoi

9. The Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue price.

10. No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash, kind, services or otherwise, to any Bidder.

11. The Company has not raised any bridge loan against the proceeds of the Issue. For details on use of proceeds, please see the section entitled "Objects of the Issue" on page 37.

12. At least 60% of the Issue shall be allocated to QIBs on a proportionate basis. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation to Mutual Funds only and the remaining QIB Portion shall be available for allocation to the QIB Bidders including Mutual Funds subject to valid Bids being received at or above the Issue Price. Further, not less than 10% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 30% of the Issue will be available for allocation to Retail Individual Bidders, subject to valid Bids being received from them at or above the Issue Price. Under-subscription, if any, in the Non-Institutional and Retail Individual categories would be allowed to be met with spill over from any other category at the discretion of the Company in consultation with the BRLMs and the Designated Stock Exchange.

13. A Bidder cannot make a Bid for more than the number of Equity Shares offered through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of Bidder.

14. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the nearest multiple of minimum Allotment lot.

15. Other than the [●] options granted under ESOP 2009 convertible into [●] Equity Shares, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares.

16. Subject to the Pre-IPO Placement, if any, there will be no further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed.

17. Subject to the options granted under ESOP 2009 that may vest and are convertible into Equity Shares, the Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement or otherwise. Also, if the Company enters into acquisitions, joint ventures or other arrangements, the Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

18. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. The Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

19. The Company has seven members as of the date of filing of this Draft Red Herring Prospectus.

20. The Company has not issued any Equity Shares out of revaluation reserves. The Company has not issued any Equity Shares for consideration other than cash except as stated at point 1(b) above.

21. All Equity Shares will be fully paid up at the time of Allotment failing which no Allotment shall be made.

22. SSIII, a shareholder of the Company, is indirectly owned by a fund that is advised by investment advisers which are wholly owned subsidiaries of Morgan Stanley Inc. Further, Morgan Stanley India Company Limited, which is one of the BRLMs, is also an affiliate of Morgan Stanley Inc. For details of the shareholding of SSIII in the Company, please see section entitled "Capital Structure – Shareholding Pattern of the Company" on page 31.

OBJECTS OF THE ISSUE

The Company intends to utilise the Issue Proceeds for the following objects:

(i). Construction of our Ongoing projects and Planned projects;
(ii). Acquisition of land or land development rights; and
(iii). General Corporate Purposes.

The details of the proceeds of the Issue are summarised in the table below:

Particulars	Amount (In Rs. million)
Proceeds from the Issue	[●]
Issue related expenses	[●]
Net Proceeds*	[●]

**To be finalised upon completion of the Issue.*

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable the Company to undertake its existing activities and the activities for which funds are being raised by the Company through this Issue.

We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as changes in design or configuration of the project, incremental pre-operative expenses and external factors such which may not be within the control of our management and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management. In case of any surplus after utilization of the proceeds from the Issue for the stated objects, we may use such surplus towards general corporate purposes. In the event of a shortfall in raising the requisite capital from the proceeds of the Issue towards meeting the objects of the Issue, the extent of the shortfall will be met by way of such means available to the Company, including by way of incremental debt or cash available with us.

Utilisation of the proceeds of the Issue

1. The following table summarises the intended use of the proceeds of the Issue:

(Rs. in million)

Sr. No.	Expenditure Items	Total Estimated Expenditure	Amount deployed as at November 30, 2009*	Balance Amount	Amount financed/ proposed to be financed from internal accruals	Amount proposed to be financed from the proceeds of the Issue
1.	Construction of our Ongoing projects and Planned projects	10,035.69	1,548.02	8,487.68	717.68	7,770.00
2.	Acquisition of land or land development rights	2,250.00	Nil	2,250.00	Nil	2,250.00
3.	General Corporate Purposes	[●]	N.A.	N.A.	Nil	[●]
	Total	**[●]**	**[●]**	**[●]**	**717.68**	**[●]**

* *The amount has been funded by the Company out of its internal accruals as per certificate from P. Raj & Co., Chartered Accountants dated January 14, 2010.*

Any shortfall in the gross Issue proceeds would be met through reduction in the amount to be deployed towards acquisition of land or land development rights, or by financing through internal accruals or debt.

The above fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or other financial condition, business or strategy, as discussed further below.

In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

In addition, the fund requirements mentioned above are based on the current internal management estimates of the Company and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, or other financial condition, business or strategy. The Company operates in a highly competitive and dynamic market, and may have to revise its estimates from time to time on account of new projects that it may pursue including any industry consolidation initiatives, such as potential acquisition opportunities. The Company may also reallocate expenditure to newer projects or those with earlier completion dates in the case of delays in the Ongoing and Planned projects of the Company. Consequently, the fund requirements may also change. Any such change in the plans may require rescheduling of the expenditure programs, starting projects which are not currently planned, discontinuing projects currently planned and an increase or decrease in the expenditure for a particular project or land acquisition or land development rights in relation to current plans, at the discretion of the management of the Company. In the event the estimated utilisation of the proceeds of the Issue in a Fiscal is not completely met, the same shall be utilised in the next Fiscal Year.

2. The following table details the schedule of utilisation of the proceeds of the Issue:

(In Rs. million)

Sr. No.	Particulars	Estimated schedule of deployment of proceeds of the Issue				
		Fiscal 2011	Fiscal 2012	Fiscal 2013	Fiscal 2014	Total
1.	Construction of our Ongoing projects and Planned projects	2,810.57	2,808.93	1,732.79	417.71	7,770.00
2.	Acquisition of land or land development rights	2,250 Please see note (1) below.				
3.	General Corporate Purposes	[•]	[•]	[•]	[•]	[•]
	Total	[•]	[•]	[•]	[•]	[•]

Note (1) - In relation to the deployment schedule, please see the section entitled "- Acquisition of Land or Land Development Rights" on page 40.

Details of the Objects

1. Construction of our Ongoing projects and Planned projects

The Company proposes to deploy a part of the proceeds of the Issue towards construction and development of Oberoi Exquisite – I, Goregaon (E), Mumbai (which is an Ongoing residential project), Commerz II – Phase I, Goregaon (E), Mumbai (which is an Ongoing commercial project) and Oberoi Splendor - Commercial I, Andheri (E), Mumbai (which is a Planned commercial project). We have already acquired land for these projects. We have either obtained or are in the process of obtaining the relevant certificates and approvals required to commence the construction and development work for the projects. Further details on our projects are provided in the section entitled "Our Business" on page 70.

The details of the projects, including the utilisation of the proceeds of the Issue, are as follows:

Sr. No.	Project Name	Estimated Saleable Area* (in Sq. ft.)	Actual or estimated project commencement Date	Estimated completion date	Total estimated project cost (including land cost) (In Rs. million)	Amount deployed as at November 30, 2009# (In Rs. million)	Proposed to be funded by internal accruals (In Rs. million)	Amount proposed to be utilised from the proceeds of the Issue (In Rs. million)
1.	Oberoi Exquisite – I	1,373,580.00	December 2009	November 2013	5,545.26	654.93	601.51	4,288.82
2.	Commerz II – Phase I	725,769.00	October 2007	March 2012	3,075.80	890.48	108.59	2,076.73
3.	Oberoi Splendor - Commercial I	318,804.00	March 2010	February 2013	1,414.63	2.60	7.58	1,404.45
Total Costs					**10,035.69**	**1,548.02**	**717.68**	**7,770.00**

Sr. No.	Project Name	Estimated Saleable Area* (in Sq. ft.)	Actual or estimated project commencement Date	Estimated completion date	Total estimated project cost (including land cost) (In Rs. million)	Amount deployed as at November 30, 2009# (In Rs. million)	Proposed to be funded by internal accruals (In Rs. million)	Amount proposed to be utilised from the proceeds of the Issue (In Rs. million)

*As per the certificate dated January 13, 2010 issued by Doultani & Associates, Civil Engineers and Architects.
#The amount has been funded by the Company out of its internal accruals as per certificate from P. Raj & Co., Chartered Accountants dated January 14, 2010.

Break up of costs

1. The details of the break-up of the cost for Oberoi Exquisite – I are given below:

(In Rs. million)

Sr. No.	Particulars	Total estimated project cost	Amount deployed as at November 30, 2009#
1.	Land/ TDR cost	520.26	520.26
2.	Construction cost	4731.67	130.61
3.	Selling, marketing, brokerage, administration and other miscellaneous costs	293.34	4.06
	Total	**5,545.26**	**654.93**

#The amount has been funded by the Company out of its internal accruals as per certificate from P. Raj & Co., Chartered Accountants dated January 14, 2010.

2. The details of the break-up of the cost for Commerz II – Phase I are given below:

(In Rs. million)

Sr. No.	Particulars	Total estimated project cost	Amount deployed as at November 30, 2009#
1.	Land/ TDR cost	413.22	238.49
2.	Construction cost	2,508.36	604.58
3.	Selling, marketing, brokerage, administration and other miscellaneous costs	154.23	47.41
	Total	**3,075.80**	**890.48**

#The amount has been funded by the Company out of its internal accruals as per certificate from P. Raj & Co., Chartered Accountants dated January 14, 2010.

3. The details of the break-up of the cost for Oberoi Splendor - Commercial I are given below:

(In Rs. million)

Sr. No.	Particulars	Total estimated project cost	Amount deployed as at November 30, 2009#
1.	Land/ TDR cost	116.01	Nil
2.	Construction cost - car park for additional FSI	177.30	Nil
3.	Construction cost	1,053.57	2.58
4.	Selling, marketing, brokerage, administration and other miscellaneous costs	67.75	0.03
	Total	**1,414.63**	**2.60**

#The amount has been funded by the Company out of its internal accruals as per certificate from P. Raj & Co., Chartered Accountants dated January 14, 2010.

Means of Finance

The following is a summary of our means of financing for above projects:

	Amount (Rs. in Million)
Total Estimated Project Cost	10,035.69
Amounts deployed as at November 30, 2009*	1,548.02
Balance amount	8,487.68

	Amount (Rs. in Million)
Amount proposed to be funded through Internal Accruals	717.68
Amount proposed to be funded through proceeds of the Issue	7,770.00

* *As per certificate from P. Raj & Co., Chartered Accountants dated January 14, 2010.*

Out of the aforementioned projects, whilst Oberoi Splendor - Commercial I is being developed by our wholly owned subsidiary OCPL, Oberoi Exquisite – I and Commerz II – Phase I, are being developed by the Company. The Company will utilise Rs. 1,404.45 million to fund OCPL in order to enable OCPL to carry out the construction and development activities required to be undertaken under Oberoi Splendor - Commercial I. The Company shall fund OCPL through an interest free unsecured loan repayable on demand.

2. Acquisition of land or land development rights

We are a real estate development company primarily operating in Mumbai, focused on premium developments with presence in residential, office space, retail, hospitality and social infrastructure projects in mixed-use and single-segment developments.

As a part of our business strategy, we continue to focus on acquiring land or land development rights for development in the near- to medium-term for developing new projects. We may undertake such acquisition or development either directly, through subsidiaries or as a part of joint venture with other parties or in any other manner. We may also look at acquiring land holding companies as a means of acquiring land and/or land development rights. For a real estate company, such as us, land is the basic raw material and acquisition of attractive parcels of land or land development rights on a continuous basis is critical for the growth of our business. However, at present we have not entered into any definitive agreement with any party for acquisition of any particular identified land or land development rights thereon nor have we made any advance payments for the same.

Mumbai, where we primarily operate, is an island city. It is considered to be the financial and commercial capital of India and is a densely populated city. Land is a very scarce resource in Mumbai and consequently, opportunities to acquire attractive parcels of land and land development rights in Mumbai are limited. Availability of financial resources at the time of such acquisition opportunity is a big competitive advantage for any real estate developer. Further, after acquisition, land is developed by us over a period of time as the focus is on mixed use developments which have components of residential, office space, retail and social infrastructure. For example, we acquired 83.88 acres of land during the period from 1999 to 2005 on which we are developing our "Oberoi Garden City" project at Goregaon, Mumbai where we have developed a residential complex, a retail mall, a commercial office space project, a five star hotel and a social infrastructure project. We also have certain Ongoing projects and Planned projects in residential, office space, hospitality and social infrastructure segments at "Oberoi Garden City" project at Goregaon, Mumbai.

We propose to acquire land or land development rights primarily in the MMR and / or Pune. Costs of acquiring land or land development rights will vary depending on various factors, such as, location of land in prime areas or otherwise, profile of the population in the surrounding areas, type of project that can be developed, general economic conditions and the extent of negotiations between us and the parties from whom we propose to acquire land. Further, besides the purchase price payable for the acquisition of land, the cost of acquisition would include various other components, such as brokerage, cost of title searches, stamp duty, taxes, legal fees, cost of conversion of the status of land and the cost of obtaining approvals. Typically for the acquisition of land or land development rights, we are required to pay an advance at the time of executing transaction agreements, with the remaining purchase price due upon completion of the acquisition. We may acquire lands through an auction and prior to bidding in the auction, we may be required to pay a refundable deposit or earnest money. In certain cases, we may be required to furnish a bank guarantee for which we would be required to pay the applicable bank charges. The estimated costs described in this section include such advances, deposits and bank charges. All these elements would be a part of the cost of acquisition of land or land development rights.

We intend to utilise the entire amount earmarked for the acquisition of land or land development rights from Fiscal 2011 to Fiscal 2014. As currently we have not identified the land which we propose to acquire, the proposed deployment of funds from Fiscal 2011 to Fiscal 2014 may vary from year to year. However, we anticipate that the entire amount would be utilised for acquisition of land or land development rights by Fiscal 2014. The process of acquisition of land or land development rights is a time consuming process which requires exhaustive set of diligence procedures to assess the title and is influenced by other factors. In the event we are unable to utilise the funds earmarked towards acquisition of land or land development rights by the end of Fiscal 2014, we may, with the approval of the Board of Directors, utilise the earmarked funds towards financing the construction expenses of such of our ongoing or planned projects as may be determined by the Board of Directors.

We undertake that the land or land development rights proposed to be acquired from the proceeds of the Issue shall not be acquired from the Promoter, Promoter Group entities, Group Companies, affiliates or any other related parties.

3. General Corporate Purposes

The proceeds of the Issue will be first utilised towards the aforesaid items and the balance is proposed to be utilised for general corporate purposes including strategic initiatives and acquisitions, brand building exercises and strengthening of our marketing capabilities subject to compliance with the necessary provisions of the Companies Act. In the event that we are unable to deploy proceeds towards items identified above, we may use the unutilised amount towards acquisition of land or land development rights, subject to approval of the Board of Directors.

Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirements and deployment of funds may also change. This may also include rescheduling the proposed utilisation of proceeds of the Issue and increasing or decreasing expenditure for a particular object vis-à-vis the utilisation of proceeds of the Issue. In case of a shortfall in the proceeds of the Issue, our management may also explore a range of options including utilising our internal accruals or seeking debt from future lenders. Our management expects that such alternate arrangements would be available to fund any such shortfall. Our management, in accordance with the policies of our Board, will have flexibility in utilising the proceeds for the purposes mentioned above and earmarked for general corporate purposes.

Bridge Financing Facilities

The Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus.

Interim use of proceeds of the Issue

The Company, in accordance with the policies formulated by its Board from time to time, will have flexibility in deploying the proceeds received from the Issue. The particular composition, timing and schedule of deployment of the proceeds of the Issue will be determined by the Company based on the development of the projects. Pending utilization of the proceeds out of the Issue for the purposes described above, the Company intends to temporarily invest the funds in interest bearing liquid instruments including deposits with banks and investments in money market mutual funds and other financial products and investment grade interest bearing securities as may be approved by the Board.

Issue Expenses

The Issue related expenses consist of underwriting fees, selling commission, fees payable to the BRLMs, legal counsels, Bankers to the Issue, Escrow Bankers and Registrar to the Issue, IPO grading, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. We intend to use about Rs. [●] million towards these expenses for the Issue. All expenses with respect to the Issue will be borne out of Issue proceeds. The break-up for the Issue expenses is as follows:

Activity	Expenses* (In Rs. million)	Percentage of the Issue Expenses*	Percentage of the Issue size*
Lead management fees	[●]	[●]	[●]
Underwriting, brokerage and selling commission (including commission to SCSBs for ASBA Applications)	[●]	[●]	[●]
Registrar's fees	[●]	[●]	[●]
Advertising and marketing	[●]	[●]	[●]
Printing and distribution	[●]	[●]	[●]
Bankers to the Issue	[●]	[●]	[●]

Activity	Expenses* (In Rs. million)	Percentage of the Issue Expenses*	Percentage of the Issue size*
Others (SEBI filing fees, bidding software expenses, depository charges, listing fees, fees paid to the IPO Grading agency etc.)	[●]	[●]	[●]
Total estimated Issue expenses*	[●]	[●]	[●]

**Will be incorporated after finalisation of the Issue Price.*

Monitoring of utilisation of funds

The Company has appointed [●] as the monitoring agency in relation to the Issue. The Board shall monitor the utilization of the proceeds of the Issue. The Company will disclose the utilization of the proceeds of the Issue under a separate head along with details, if any in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue in our Balance Sheet for the relevant Financial Years commencing from Fiscal 2011.

Pursuant to clause 49 of the Listing Agreement, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the proceeds of the Issue. On an annual basis, the Company shall prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that all the proceeds of the Issue have been utilised in full. The statement shall be certified by the statutory auditors of the Company. Furthermore, in accordance with clause 43A of the Listing Agreement, the Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations if any, in the utilisation of the process of the Issue from the objects of the Issue as stated above. This information will also be published newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

No part of the Issue proceeds will be paid by the Company as consideration to the Promoter, the Directors, the Company's key management personnel or the Group Companies, except in the ordinary course of business.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by the Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares determined through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares is Rs. 10 each and the Issue Price is [•] times the face value at the lower end of the Price Band and [•] times the face value at the higher end of the Price Band.

Qualitative Factors

Competitive strengths

1. Strong presence in Mumbai;
2. Established brand and reputation;
3. Strong project pipeline providing near term cash flow visibility;
4. Cash flow stability from our rental properties;
5. Strong and stable management team with proven ability;
6. Financial strength;
7. Our proven execution capabilities; and
8. Scalability due to outsourcing model.

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please refer to the sections entitled "Our Business - Competitive Strengths" and "Risk Factors" on pages 71 and xiii, respectively.

Quantitative Factors

Information presented in this section is derived from our restated audited unconsolidated and consolidated financial statements prepared in accordance with the Companies Act and Indian GAAP.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Basic and Diluted Earnings per Share ("EPS"):

Basic EPS:

Period	Consolidated (Rs. per Equity Share)	Unconsolidated (Rs. per Equity Share)	Weights
Year ended March 31, 2007	3.02	2.27	1
Year ended March 31, 2008	10.22	3.17	2
Year ended March 31, 2009	8.49	1.29	3
Weighted Average	**8.16**	**2.08**	**-**

Consolidated and Unconsolidated Basic EPS for the period ended September 30, 2009 is Rs. 7.54 and Rs. 0.22, respectively.

Diluted EPS:

Period	Consolidated (Rs. per Equity Share)	Unconsolidated (Rs. per Equity Share)	Weights
Year ended March 31, 2007	3.02	2.27	1
Year ended March 31, 2008	10.22	3.17	2
Year ended March 31, 2009	8.49	1.29	3
Weighted Average	**8.16**	**2.08**	**-**

Consolidated and Unconsolidated Diluted EPS for the period ended September 30, 2009 is Rs. 7.54 and Rs. 0.22, respectively.

Note:

1. Earnings per share calculations are in accordance with Accounting Standard 20 "Earnings per Share" issued by the Institute of Chartered Accountants of India.
2. The face value of each Equity Share is Rs. 10.
3. Pursuant to the approval of the shareholders in the Extraordinary General Meeting held on

December 04, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares on December 30, 2009 as bonus (the "Bonus Issue"). The number of Equity Shares used for calculation of EPS for all the years/periods have been adjusted for the Bonus Issue in accordance with AS20.

2. Price Earning Ratio ("P/E") in relation to the Issue Price of Rs. [●] per equity share of face value of Rs. 10 each

Sr. No.	Particulars	Consolidated	Unconsolidated
1.	P/E ratio based on Basic EPS for the year ended March 31, 2009 at the Floor Price:	[●]	[●]
2.	P/E ratio based on Diluted EPS for the year ended March 31, 2009 at the Floor Price:	[●]	[●]
3.	P/E ratio based on Basic EPS for the year ended March 31, 2009 at the Cap Price:	[●]	[●]
4.	P/E ratio based on Diluted EPS for the year ended March 31, 2009 at the Cap Price:	[●]	[●]
5.	***Industry P/E****		
	Highest	391.20	
	Lowest	2.80	
	Industry Composite	38.50	

** P/E based on trailing twelve months earnings for the entire real estate sector*
Source: Capital Markets, Volume XXIV/23 dated January 11– 24, 2010 (Industry-Construction).Data based on full year as reported in the edition.

3. Return on Net worth ("RoNW")

Period	Consolidated (%)	Unconsolidated (%)	Weights
Year ended March 31, 2007	8.55	7.16	1
Year ended March 31, 2008	24.18	9.95	2
Year ended March 31, 2009	17.48	4.76	3
Weighted Average	18.23	6.89	-

Consolidated and Unconsolidated RoNW for the period ended September 30, 2009 is 13.43% and 1.12%, respectively.

Minimum Return on Net Worth after Issue needed to maintain Pre-Issue EPS for the Fiscal 2009:

(a). **Based on Basic EPS**

At the Floor Price – [●]% and [●]% based on Unconsolidated and Consolidated financial statements respectively.

At the Cap Price - [●]% and [●]% based on Unconsolidated and Consolidated financial statements respectively.

(b). **Based on Diluted EPS**

At the Floor Price – [●]% and [●]% based on Unconsolidated and Consolidated financial statements respectively.

At the Cap Price - [●]% and [●]% based on Unconsolidated and Consolidated financial statements respectively.

4. Net Asset Value per Equity Share

Period	NAV (Rs.)	
	Consolidated	Unconsolidated
Year ended March 31, 2007	32.32	28.67
Year ended March 31, 2008	39.56	29.20
Year ended March 31, 2009	48.03	30.47
Period ended September 30, 2009	55.57	30.70
NAV after the Issue	[●]	
Issue Price*	[●]	

*The Issue Price of Rs. [●] per Equity Share has been determined on the basis of the demand from investors through the Book Building Process and is justified based on the above accounting ratios.

5. Comparison with industry peers

Name of the Company	Face Value per equity share (Rs.)	Trailing 12 months ended September 30, 2009		For the year ended March 31, 2009	
		EPS (Rs.)	P/E	RoNW for Fiscal 2009 (%)	NAV for Fiscal 2009 (Rs.)
Oberoi Realty Limited*	10	8.49	[●]	17.48	48.03
DLF Limited	2	2.00	180.90	13.10	72.90
Unitech Limited	2	1.20	70.60	29.60	30.40
Indiabulls Real Estate Limited	2	0.20	-	(0.10)	160.60

Source: Capital Markets, Volume XXIV/23 dated January 11 – 24, 2010 (Industry-Construction). Except Oberoi Realty Limited
Based on the consolidated restated financial statements for the year ended March 31, 2009.

The peer group listed companies as stated above are engaged in the real estate development business.

The Issue Price of Rs. [•] has been determined by the Company, in consultation with the BRLMs on the basis of the demand from investors for the Equity Shares determined through the Book Building process and is justified based on the above accounting ratios. For further details, please see the section entitled "Risk Factors" on page xiii and the financials of the Company including important profitability and return ratios, as set out in the section entitled "Financial Statements" on page 151.

STATEMENT OF TAX BENEFITS

The Board of Directors,
Oberoi Realty Limited,
"Commerz", 3rd Floor,
International Business Park,
Oberoi Garden City,
Off. Western Express Highway,
Goregaon – East, Mumbai – 400 063.

Dear Sirs,

Re: Possible Direct Tax Benefits available under the existing tax laws to the Company and it's Shareholders

As desired by you, we enclose an "Annexure" giving the details of possible Direct Tax Benefit available to **Oberoi Realty Limited** (formerly known as Kingston Properties Private Limited) and its Shareholders under the current Direct Tax Laws, in India.

Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant tax laws and their interpretations. Hence the ability of the Company or its Shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, the Company / its Shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we are absolved of any liability to the shareholder for placing reliance upon the contents of this material.

We do not express any opinion or provide any assurance as to whether:

- The Company or its Shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefit have been / would be met with; or
- The revenue authorities / courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to up-date the views consequent to such changes.

The contents of this Annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of current tax laws.

While all reasonable care has been taken in the preparation of this opinion, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

This report is intended solely for information and for the inclusion in the Offer Document in connection with the proposed Issue of Equity Shares of the Company as per SEBI Regulations and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Thanking you,
Yours faithfully,
For P. RAJ & CO.
Chartered Accountants

P. S. Shah
Proprietor
Membership No. 44611
Mumbai,
Dated: January 10, 2010.

ANNEXURE TO STATEMENT OF POSSIBLE DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

I. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND IT'S SHAREHOLDERS

There are no special tax benefits available to Company and it's shareholders.

II. GENERAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS:

A) To the Company

1. Subject to Compliance of certain conditions laid down in Section 32 of the Income Tax Act, 1961 (I. T. Act) the Company will be entitled to a deduction for depreciation in respect of tangible assets and intangible assets being in the nature of know-how, patents, copyrights, trademarks, licenses, franchises or any other business or commercial rights of similar nature acquired on or after 1st day of April, 1998 at the rates prescribed under the Income Tax Rules, 1962;

2. Dividend income from shares, is exempt from income tax in accordance with and subject to the provisions of section 10(34) read with Section 115-O or section 10(35), respectively, of the I. T. Act. As per the provisions of Section 14A of the I. T. Act, no deduction is allowed in respect of any expenditure incurred in relation to such dividend income to be computed in accordance with the provisions contained therein. Also, Section 94(7) of the I. T. Act provides that losses arising from the sale/transfer of shares purchased within a period of three months prior to the record date and sold/transferred within three months after such date, will be disallowed to the extent dividend income on such shares are claimed as tax exempt.

3. Under section 10(38) of the I. T. Act, the long-term capital gains arising on transfer of securities, which are chargeable to Securities Transaction Tax ("STT"), are exempt from tax in the hands of the company. The STT will be levied on purchase or sale of Equity Shares entered into in a recognised stock exchange in India. However, such long term capital gain shall be taken into account in computing the book profit and income tax payable under section 115JB.

4. The Company will be entitled to amortise preliminary expenditure, being expenditure incurred on public issue of shares under section 35D of the I. T. Act, subject to the limit specified therein.

5. As per the provisions of Section 112 of the I. T. Act, other long-term capital gains arising to the company are subject to tax at the rate of 20% (plus applicable surcharge, education cess and secondary & higher education cess). However, as per the Proviso to that section, the long-term capital gains resulting from transfer of listed securities (not covered by section 10(36) and 10(38) of the I. T. Act), are subject to tax at the rate of 20% on long-term capital gains worked out after considering indexation benefit (plus applicable surcharge, education cess and secondary & higher education cess), which would be restricted to 10% of long-term capital gains worked out without considering indexation benefit (plus applicable surcharge, education cess and secondary & higher education cess).

6. As per the provisions of section 111A of the I. T. Act, short-term capital gains arising to the company from transfer of Equity Shares in any other company through a recognized Stock Exchange is subject to tax at the rate of 15% (plus applicable surcharge, education cess and secondary & higher education cess), if such a transaction is subjected to STT. In accordance with and subject to the conditions specified in Section 54EC of the I. T. Act, the company would be entitled to exemption from tax on long-term capital gain (not covered by Section 10(36) and Section 10(38) of the I. T. Act) if such capital gain is invested in any of the long-term specified assets (herein the manner prescribed in the said section) for investment made on or after 1st day of April 2007, the exemption would be restricted to the amount which does not exceed Rupees Fifty Lacs during the financial year. If the new asset is transferred or converted into money at any time within a period of three years from the date of its acquisition, the amount of Capital Gains for which exemption is availed earlier would become chargeable to tax as long-term capital gains in the year in which such new asset is transferred or converted into money. If only a portion of capital gain is so invested, the exemption is available proportionately. The bonds presently specified within this section are bonds issued by National Highway Authority of India (NHAI) and Rural Electrification Corporation Ltd (REC).

7. The Corporate Tax Rate for the Assessment Year 2010 – 2011 shall be 30% (plus applicable surcharge, education cess and secondary & higher education cess).

8. As provided under section 115JB, the Company is liable to pay income tax at the rate of 15% (plus applicable surcharge, education cess and secondary & higher education cess) on the Book Profit as per the provisions of section 115JB if the total tax payable as computed under the I. T. Act is less than 15% of its Book Profit as computed under the said section.

9. Under Section 115JAA, credit shall be allowed of any Minimum Alternate Tax (MAT) paid under Section 115JB of the I. T. Act. Credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the I. T. Act. However no interest shall be payable on the tax credit under this sub-section. Such MAT credit shall be available for set-off up to 10 years succeeding the year in which the MAT credit initially arose.

10. Under Section 115O, the domestic company will be allowed to set-off the dividend received from its subsidiary company during the financial year against the dividend distributed by it, while computing the Dividend Distribution Tax (DDT) if:

- the dividend is received from its subsidiary
- the subsidiary has paid the DDT on the dividend distributed
- the domestic company is not a subsidiary of any other company

Provided that the same amount of dividend shall not be taken into account for reduction more than once.

For the purpose of this sub-section a company shall be a subsidiary of another company, if such other company holds more than half in nominal value of the equity share capital of the company.

11. In accordance with and subject to the conditions specified under Section 80-IB(10) of the I. T. Act, the Company is eligible for hundred percent deduction of the profits derived from development and building of housing projects approved before 31 March, 2008, by a local authority subject to fulfilment of conditions mentioned therein.

12. Under section 24(a) of the I. T. Act, the Company is eligible for deduction of thirty percent of the annual value of the property (i.e. actual rent received or receivable on the property or any part of the property which is let out).

13. Under section 24(b) of the I. T. Act, where the property has been acquired, constructed, repaired, renewed or reconstructed with borrowed capital, the amount of interest payable on such capital shall be allowed as a deduction in computing the income from house property. In respect of property acquired or constructed with borrowed capital, the amount of interest payable for the period prior to the year in which the property has been acquired or constructed shall be allowed as deduction in computing the income from house property in five equal instalments beginning with the year of acquisition or construction.

B) To the Shareholders of the Company

Resident Members:

1) Dividend income of shareholders is exempt from income tax under section 10(34) read with Section 115-O of the I. T. Act. As per the provisions of Section 14A of the I. T. Act, no deduction is allowed in respect of any expenditure incurred in relation to such dividend income to be computed in accordance with the provisions contained therein. Also, Section

94(7) of the I. T. Act provides that losses arising from the sale/transfer of shares purchased up to three months prior to the record date and sold or transferred within three months after such date, will be disallowed to the extent dividend income on such shares are claimed as tax exempt by the shareholders**.**

Any income arising from the transfer of Equity Share held for the period of 12 months or more and held as Capital Asset is exempt under section 10(38), where the transaction of sale of such equity share is entered through recognized Stock Exchange on or after 1-10-2004 and such transaction is chargeable to STT.

2) Under section 54EC of the I. T. Act, 1961 and subject to the conditions and to the extent specified therein, long term capital gain (in case not covered under section 10(38) of the I. T. Act) arising on the transfer of shares of the Company will be exempt from capital gains tax if the capital gain is invested within a period of 6 months after the date of such transfer for a period of at least 3 years in bonds issued by

a. National Highway Authority of India constituted under Section 3 of The National Highway Authority of India Act, 1988;

b. Rural Electrification Corporation Limited, the Company formed and registered under the Companies Act, 1956;

If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition. For Investment made on or after 1st day of April 2007, the exemption would be restricted to the amount which does not exceed Rupees Fifty Lacs during the financial year.

3) Under Section 54F of the I. T. Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the I. T. Act) arising to an individual or Hindu Undivided Family (HUF) on transfer of shares of the Company will be exempt from capital gains tax subject to other conditions, if the net sales consideration from such shares are used for purchase of residential house property within a period of one year before or two year after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of transfer.

Such benefit will not be available if the individual or HUF

a) owns more than one residential house, other than the new residential house, on the date of transfer of the shares; or

b) purchases another residential house within a period of one year after the date of transfer of the shares; or

c) constructs another residential house within a period of three years after the date of transfer of the shares; *and*

d) the income from such residential house, other than the one residential house owned on the date of transfer of the original asset, is chargeable under the head "Income from house property".

If only a part of the net consideration is so invested, so much of the capital gains as bears to the whole of the capital gain the same proportion as the cost of the new residential house bears to the net consideration shall be exempt. If the new residential house is transferred within a period of three years from the date of purchase or construction, the amount of capital gains on which tax was not charged earlier, shall be deemed to be income chargeable under the head "Capital Gains" of the year in which the residential house is transferred.

4) As per section 74 of the I. T. Act, short term capital loss suffered during the year is allowed to be set-off against short-term as well as long term capital gain of the said year. Balance loss, if any, could be carried forward for eight years for claiming set off against subsequent year's short - term as well as long-term capital gains. Long term capital loss suffered during the year is allowed to be set-off against long term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set off against subsequent year's long-term capital gains.

5) Under section 111A of the I. T. Act, capital gains arising to a shareholder from transfer of short terms capital assets, being an equity share in the company, entered into in a recognized stock exchange in India will be subject to tax at the rate of 15% (plus applicable surcharge, education cess and secondary & higher education cess).

6) Under Section 112 of the I. T. Act and other relevant provisions of the I. T. Act, long term capital gains (not covered under section 10(38) of the I. T. Act) arising on transfer of shares in the Company, if shares are held for a period exceeding 12 months, shall be taxed at a rate of 20% (plus applicable surcharge, education cess and secondary & higher education cess) after indexation as provided in the second proviso to Section 48 or at 10% (plus applicable surcharge, education cess and secondary & higher education cess) (without indexation), at the option of the Shareholders.

Non Resident Indians/Members other than FIIs and Foreign Venture Capital Investors:

1. Dividend income of shareholders is exempt from income tax under section 10(34) read with Section 115-O of the I. T. Act. As per the provisions of Section 14A of the I. T. Act, no deduction is allowed in respect of any expenditure incurred in relation to such income which does not form part of total income under the Income Tax Act, 1961. Also, Section 94(7) of the I. T. Act provides that losses arising from the sale/transfer of shares purchased up to three months prior to the record date and sold or transferred within three months after such date, will be disallowed to the extent dividend income on such shares are claimed as tax exempt by the shareholders.

2. Any income arising from the transfer of a long term capital asset (i.e. capital asset held for the period of 12 months or more) being an Equity Share in a company is exempt under section 10(38), where the transaction of sale of such equity share is entered through recognized Stock Exchange on or after 1-10-2004 and such transaction is chargeable to STT.

3. Tax on income from investment and long term capital gains (other than those exempt under section 10(38):

   A non-resident Indian (i.e. an individual being a citizen of India or person of Indian Origin) has an option to be governed by the provisions of Chapter XIIA of the I. T. Act Provisions Relating to certain incomes of Non-Residents"

   a) Under section 115E of the I. T. Act, where shares in the company are subscribed for in convertible Foreign Exchange by a non-resident Indian, capital gains arising to the non resident on transfer of shares held for a period exceeding 12 months shall (in cases not covered under section 10(38) of the I. T. Act) be concessionally taxed at a flat rate of 10% (plus applicable surcharge, education cess and secondary & higher education cess) without indexation benefit but with protection against foreign exchange fluctuation under the first proviso to section 48 of the I. T. Act.

   b) Capital gain on transfer of Foreign Exchange Assets, not to be charged in certain cases

      Under provisions of section 115F of the I. T. Act, long term capital gains (not covered under section 10(38) of the I. T. Act) arising to a non-resident Indian from the transfer of shares of the company subscribed to in convertible Foreign Exchange shall be exempt from income tax if the net consideration is reinvested in specified assets within six months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition.

c) Return of income not to be filed in certain cases

Under provisions of section 115-G of the I. T. Act, it shall not be necessary for a non-resident Indian to furnish his return of income if his only source of income is investment income or long term capital gains or both arising out of assets acquired, purchased or subscribed in convertible foreign exchange and tax deductible at source has been deducted there from.

d) Under section 115-I of the I. T. Act, a non-resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing his return of income under section 139 of the I. T. Act declaring therein that the provisions of this Chapter shall not apply to him for that assessment year and if he does so the provisions of this Chapter shall not apply to him, instead the other provisions of the I. T. Act shall apply.

Other Provisions

4. Under proviso to section 48 of the I. T. Act, in case of a non resident, in computing the capital gains arising from transfer of shares of the company acquired in convertible foreign exchange (as per exchange control regulations), protection is provided from fluctuations in the value of rupee in terms of foreign currency in which the original investment was made. Cost indexation benefits will not be available in such a case.

5. Under section 54EC of the I. T. Act and subject to the conditions and to the extent specified therein, long term capital gain (in case not covered under section 10(38) of the I. T. Act) arising on the transfer of shares of the Company will be exempt from capital gains tax if the capital gain are invested within a period of 6 months after the date of such transfer for a period of at least 3 years in bonds issued by

    a. National Highway Authority of India constituted under Section 3 of The National Highway Authority of India Act, 1988;

    b. Rural Electrification Corporation Limited, the Company formed and registered under the Companies Act, 1956;

    If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition. For Investment made on or after 1st day of April 2007, the exemption would be restricted to the amount, which does not exceed Rupees Fifty Lacs during the financial year.

6. Under Section 54F of the I. T. Act and subject to the conditions and to the extent specified therein, long term capital gains (in cases not covered under section 10(38) of the I. T. Act) arising to an individual or Hindu Undivided Family (HUF) on transfer of shares of the Company will be exempt from capital gains tax subject to other conditions, if the sale proceeds from such shares are used for purchase of residential house property within a period of one year before or two year after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of transfer.

    Such benefit will not be available if the individual or Hindu Undivided Family

    a) owns more than one residential house, other than the new residential house, on the date of transfer of the shares; or

    b) purchases another residential house within a period of one year after the date of transfer of the shares; or

c) constructs another residential house within a period of three years after the date of transfer of the shares; *and*

d) the income from such residential house, other than the one residential house owned on the date of transfer of the original asset, is chargeable under the head "Income from house property".

If only a part of the net consideration is so invested, so much of the capital gains as bears to the whole of the capital gain the same proportion as the cost of the new residential house bears to the net consideration shall be exempt. If the new residential house is transferred within a period of three years from the date of purchase or construction, the amount of capital gains on which tax was not charged earlier, shall be deemed to be income chargeable under the head "Capital Gains" of the year in which the residential house is transferred.

7. As per section 74 of the I. T. Act, short term capital loss suffered during the year is allowed to be set-off against short-term as well as long term capital gain of the said year. Balance loss, if any, could be carried forward for eight years for claiming set off against subsequent year's short- term as well as long-term capital gains. Long term capital loss suffered during the year is allowed to be set-off against long term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set off against subsequent year's long term capital gains.

8. Under section 111A of the I. T. Act, capital gains arising to a shareholder from transfer of short terms capital assets, being an equity share in the company, entered into in a recognized stock exchange in India will be subject to tax at the rate of 15% (plus applicable surcharge, education cess and secondary & higher education cess).

9. Under section 112 of the I. T. Act and other relevant provisions of the I. T. Act, long term capital gains (not covered under section 10(38) of the I. T. Act) arising on transfer of shares in the company, if shares are held for a period exceeding 12 months shall be taxed at a rate of 20% (plus applicable surcharge & education cess and secondary & higher education cess) after indexation as provided in the second proviso to section 48. However, indexation will not be available if the investment is made in foreign currency as per the first proviso to section 48 stated above, or it can be taxed at 10% (plus applicable surcharge & education cess and secondary & higher education cess on income tax) (without indexation), at the option of assessee.

10. As per section 90(2) of the I. T. Act, the provisions of the I. T. Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the Non Resident shareholder. Thus a non-resident shareholder can opt to be governed by the beneficial provisions of an applicable tax treaty.

Foreign Institutional Investors (FIIs)

1. By virtue of section 10(34) of the I. T. Act, income earned by way of dividend income from domestic company referred to in section 115O of the I. T. Act, are exempt from tax in the hands of the institutional investor.

2. In terms of section 10(38) of the I. T. Act, any long term capital gains arising to an investor from transfer of long-term capital asset being an equity shares in a company would not be liable to tax in the hands of the investor if the transaction is chargeable to STT.

3. Under section 111A of the I. T. Act, capital gains arising to FIIs from transfer of short terms capital assets, being an equity share in the company, entered into in a recognized stock exchange in India will be taxed at the rate of 15% (plus applicable surcharge, educational cess & secondary & higher education cess on income tax) as per section 115AD of the I. T. Act.

4. The income by way of short term capital gains (not referred to in section 111A of the I. T. Act) or long term capital gains (not covered under section 10(38) of the I. T. Act) realized by FIIs on sale of shares in the company would be taxed at the following rates as per section

115AD of the I. T. Act.:

- Short term capital gains 30% (plus applicable surcharge, education cess & secondary & higher education cess on income tax)

- Long term capital gains 10% (without cost indexation) plus applicable surcharge, education cess and secondary & higher education cess on income tax)

  (Shares held in a company would be considered as a long-term capital asset provided they are held for a period exceeding 12 months).

5. Under section 54EC of the I. T. Act and subject to the conditions and to the extent specified therein, long term capital gain (in case not covered under section 10(38) of the I. T. Act) arising on the transfer of shares of the Company will be exempt from capital gains tax if the capital gain are invested within a period of 6 months after the date of such transfer for a period of at least 3 years in bonds issued by

   a. National Highway Authority of India constituted under Section 3 of The National Highway Authority of India Act, 1988;

   b. Rural Electrification Corporation Limited, the Company formed and registered under the Companies Act, 1956;

   If only part of the capital gain is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition. For Investment made on or after the 1st Day of April 2007, the exemption would be restricted to the amount, which does not exceed Rupees Fifty Lacs during the financial year.

6. As per section 74 of the I. T. Act, short term capital loss suffered during the year is allowed to be set-off against short-term as well as long term capital gain of the said year. Balance loss, if any, could be carried forward for eight years for claiming set off against subsequent year's short- term as well as long-term capital gains. Long term capital loss suffered during the year is allowed to be set-off against long term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set off against subsequent year's long term capital gains.

7. As per section 90 of the I. T. Act, the provisions of the I. T. Act would prevail over the provisions of the tax treaty to the extent they are more beneficial to the Non Resident shareholder. Thus a non-resident shareholder can opt to be governed by the beneficial provisions of an applicable tax treaty.

8. Under section 196D (2) of the Act, no deduction of tax at source will be made in respect of income by way of capital gain arising from the transfer of securities referred to in section 115AD.

Persons carrying on business in shares and securities.

In accordance with the insertion of new Section 36(1) (xv) in the Finance Act 2008, STT paid in respect of taxable securities transaction entered during the course of business will be available as deduction while computing the taxable business income.

Mutual Funds

In accordance with section 10(23D), any income of:

(i) a Mutual Fund registered under the Securities and Exchange Board of India Act 1992 or regulations made there under;

(ii) such other Mutual Fund set up by a public sector bank or a public financial institution or authorised by the Reserve Bank of India subject to such conditions as the Central Government may, by notification in the Official Gazette, specify in this behalf,

- will be exempt from income-tax.

Under the Wealth-tax Act, 1957

Shares of the company held by the shareholder will not be treated as an asset within the meaning of section 2(ea) of Wealth-tax Act, hence Wealth-tax Act will not be applicable.

Notes:

1. All the above benefits are as per the current tax laws as amended by the Finance Act (No.2), 2009. However benefits proposed by Direct Taxes Code Bill, 2009 (which becomes law only in 2011, if passed in the Parliament) have not been considered.

2. The above Statement of possible tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or list of all potential tax consequences.

3. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreements (DTAA), if any, between India and the country in which the non-resident has fiscal domicile.

4. The stated benefit will be available only to the sole/first named holder in case the shares are held by Joint holders.

5. In view of the individual nature of tax consequence, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in this issue and we are absolved of any liability to the shareholder for placing reliance upon the contents of this material.

INDUSTRY

The information in this section is derived from various government publications and industry sources, including reports that have been prepared by CRISIL and Cushman & Wakefield ("C&W"). Neither the Company nor any other person connected with the Issue has verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information.

CRISIL has used due care and caution in preparing the report. Information has been obtained by CRISIL from sources which it considers reliable. However, each of CRISIL and C&W does not guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from use of such information. No part of this report may be published/ reproduced in any form without CRISIL's and C&W's prior written approval. CRISIL and C&W are not liable for investment decisions which may be based on the views expressed in the report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Rating Division, which may, in its regular operations, obtain information of a confidential nature that is not available to CRISIL Research.

THE INDIAN ECONOMY

India is the fourth largest economy in the world in purchasing power parity terms, after the United States of America, China and Japan (*Source: World Development Indicators Database, World Bank, September 15, 2009*). India experienced rapid economic growth from 2003 to 2007, with GDP growing at an average growth rate of 8.8%. However, this high growth trajectory was impeded in fiscal 2009 with the GDP growth rate decelerating to 6.1% during the first quarter of 2009-2010 (*Source: RBI, Macroeconomic and Monetary Developments, Second Quarter Review, 2009-2010*).

GDP Growth (India)

(In %)

Sector	2007-08*	2008-09#	2008-2009				2009-10
			Q1	Q2	Q3	Q4	Q1
1. Agriculture and Allied Activities	**4.9**	**1.6**	**3.0**	**2.7**	**-0.8**	**2.7**	**2.4**
	(17.8)	**(17.0)**					
2. Industry	**7.4**	**2.6**	**5.1**	**4.8**	**1.6**	**-0.5**	**4.2**
	(19.2)	**(18.5)**					
2.1 Mining and Quarrying	3.3	3.6	4.6	3.7	4.9	1.6	7.9
2.2 Manufacturing	8.2	2.4	5.5	5.1	0.9	-1.4	3.4
2.3 Electricity, Gas and Water Supply	5.3	3.4	2.7	3.8	3.5	3.6	6.2
3. Services	**10.8**	**9.4**	**10.0**	**9.8**	**9.5**	**8.4**	**7.7**
	(63.0)	**(64.5)**					
3.1 Trade, Hotels, Restaurants, Transport, Storage and Communication	12.4	9.0	13.0	12.1	5.9	6.3	8.1
3.2 Financing, Insurance, Real Estate and Business Services	11.7	7.8	6.9	6.4	8.3	9.5	8.1
3.3 Community, Social and Personal Services	6.8	13.1	8.2	9.0	22.5	12.5	6.8
3.4 Construction	10.1	7.2	8.4	9.6	4.2	6.8	7.1
Real GDP at Factor Cost	**9.0**	**6.7**	**7.8**	**7.7**	**5.8**	**5.8**	**6.1**
	(100)	**(100)**					

Memo:

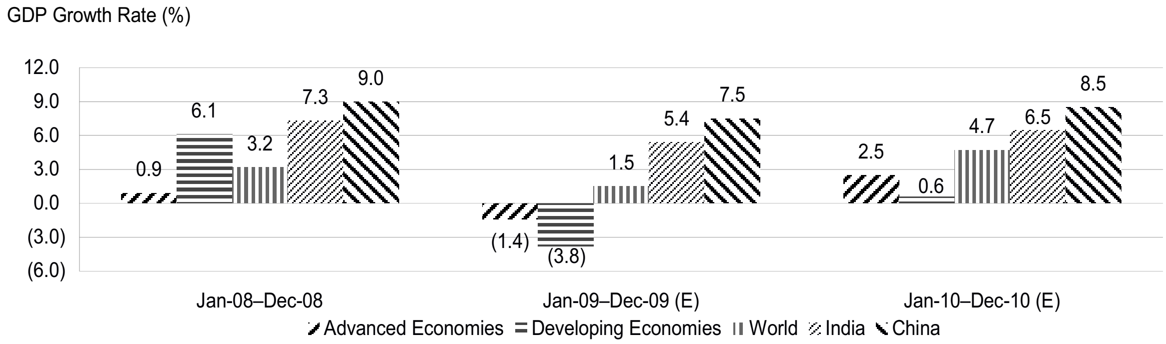
Real GDP at Factor Cost (1999-2000)	31,29,717	33,39,375
GDP at current market prices	47,23,400	53,21,753
@: At 1999-2000 Prices	#: Revised Estimates	

Note: Figures in parentheses indicate shares in real GDP.
Source: Central Statistical Organisation.
Source: RBI, Macroeconomic and Monetary Developments, Second Quarter Review 2009-2010.

Growth during the remainder of 2009-2010 is expected to benefit from the impact of the government policy stimulus, a recovery in industrial production and the core infrastructure sector, an upturn in business confidence, a recovery in the stock market, the return of capital inflows and the improving outlook for the global economy in general, which could boost consumer and investor confidence in India. At the same time, growth may be impeded by the unexpectedly large deceleration in private consumption demand and some decline in corporate sales during the first quarter of 2009-2010, the sustained deceleration in credit growth and a decline in exports (*Source: RBI, Macroeconomic and Monetary Developments, Second Quarter Review, 2009-2010*).

Despite the deceleration in growth described above, according to the International Monetary Fund (the "IMF"), India continues to be one of the fastest growing countries in the world. As indicated in the graph below, India has yielded and is expected to yield growth rates above those of advanced economies and developing countries. The IMF also expects positive economic growth (albeit a slow recovery) in the global economy in general. Global growth is projected to rise to 3% in 2010, from a contraction of approximately 1% in 2009. During 2010-2014, global growth is expected to be 4% (*Source: IMF, World Economic Outlook, October 2009*).

GDP growth (Global)



Source IMF, World Economic Outlook, October 2009

THE REAL ESTATE SECTOR IN INDIA

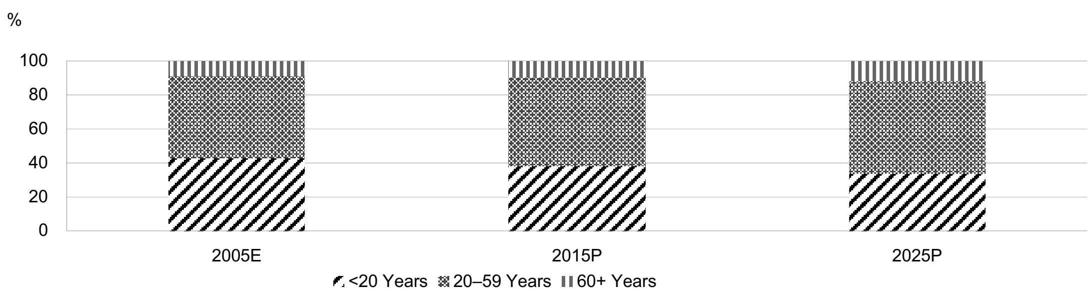
Overview

The real estate sector in India involves the development of residential housing, commercial buildings and office space, industrial facilities and warehouses, hotels, restaurants, cinemas, trading spaces such as retail outlets and the purchase and sale of land and land development rights.

The following factors affect demand and supply in the real estate sector:

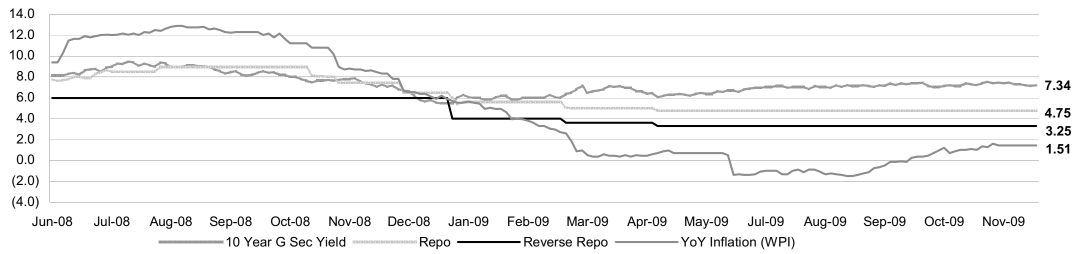
- *Economic growth*: As discussed above, the IMF projects positive growth for the Indian economy during calendar year 2010. India's growth is expected to be faster than that of both the advanced and the developing economies as a whole (*Source: IMF, World Economic Outlook Update, October 2009*).

- *Demographic profile*: The earning population of India (persons in the 20-59 age bracket) is expected to increase as a percentage of overall population. This increase in expected to result in greater demand for housing:



Source CRISIL Research, Housing: Demand Outlook, July 2009

- *Interest rates and credit take-off*: As shown in the graph below, key interest rates have been reduced by the RBI over the last year, causing a lowering of interest rates by banks, increased credit off-take and improvement in the real estate markets. The lowering of interest rates is expected to lead to increased new home purchases, since a large portion of new house acquisitions are financed through banks and financial institutions.



Source: RBI, Ministry of Statistics and Programme Implementation (MOSPI)

- *Government policies*: A number of RBI initiatives have helped home seekers to benefit from financing from banks. In particular, foreign direct investment (FDI) has also been influential in the sector. As discussed below, since the opening up of FDI in 2005, a significant amount has been channelled into the housing and real estate sector.

Historically, the real estate market in India has been characterised by various factors that impeded organised dealing, such as the absence of a centralised title registry providing title guarantee, a lack of uniformity in local laws and their application, non-availability of bank financing, high interest rates and transfer taxes and a lack of transparency in transaction values. However, in recent years, the real estate market in India has exhibited a trend towards greater organisation and transparency in light of various regulatory reforms (discussed below) that have contributed to organised investment in the real estate market by both domestic and international financial institutions.

Regulatory changes liberalising FDI inflows are expected to further facilitate investment in the Indian real estate sector. The Government in March 2005 amended existing legislation to allow 100% FDI in the construction business. The increase in FDI inflows is expected to help meet the demand for financing in the real estate industry. As of June 30, 2009, RBI had extended permission for corporate organisations engaged in the development of integrated townships of at least 100 acres to undertake external commercial borrowing through December 31, 2009.

FDI equity inflow accrued to a total of Rs. 646.6 billion from January – August 2009 (*Source: Cushman & Wakefield, Survival to Revival, 2009*). FDI inflow was directed to a broad range of industries in India; however, as indicated in the table below, during the two most recent fiscal years, the housing and real estate sector attracted a significant amount of foreign investment (Rs. 126 billion in 2008-2009), second only to foreign investment in the services sector.

Sectors Attracting Highest Amount of FDI

Sector	2007 – 2008	2008 – 2009	Change (per cent) in 2008 - 2009
Services	26,589.3	28,410.7	6.9
Housing & real estate	8,749.3	12,621.2	44.3
Telecommunications	5,102.6	11,726.9	129.8
Construction	6,989.3	8,791.9	25.8
Computer software & hardware	5,623.3	7,328.5	30.3
Automobiles	2,697.0	5,211.7	93.2
Power	3,877.5	4,381.8	13.0
Metallurgical industries	4,686.0	4,156.7	(11.3)
Information & broadcasting	1,290.3	3,492.4	170.7
Chemicals (except fertilizers)	917.6	3,427.1	273.5
Grand total all FDI equity flows	98,664.0	122,919.0	24.6
			Source: Department of Industrial Policy and Promotion

Source: Economic Survey 2008-2009, Ministry of Finance, Government of India.

FDI inflows into the real estate sector dropped significantly in the last two quarters of 2008 but have recently gained momentum, with an increase of nearly 28% since the second half of 2008. The cumulative FDI inflow from April 2000-June 2009 was US$ 6,693 million in the housing and real estate sector, as shown in the table below:

FDI Inflow in Real Estate & Construction (in US$ million)

	2006 – 2007	2007 – 2008	2008 - 2009	2009 - 2010 (F)	Cumulative inflow (Apr '00 to Jun '09)
Housing & Real Estate	467	2,179	2,801	1,181	6,693
Construction (including roads & highways)	985	1,743	2,028	603	5,874

Source: Department of Industrial Policy & Promotion, quoted in Cushman & Wakefield, Survival to Revival, 2009.

As indicated in the table above, for 2009-2010, FDI inflows to the housing and real estate sector are expected to be approximately US$ 1,181 million, with Maharashtra continuing to be the most favoured location for investment amongst the institutional investors (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

Key Characteristics of the Real Estate Sector in India

The Indian real estate sector has traditionally been dominated by a number of small regional players with relatively low levels of expertise and/or financial resources. Historically, the sector has not benefited from institutional capital and has instead utilised high net-worth individuals and other informal sources of financing as its major source of funding, leading to low levels of transparency. This has changed with growth in the sector and reflects consumer expectations of increased quality as India becomes more closely integrated with the global economy.

Some of the key characteristics of the Indian real estate sector are:

- **Highly fragmented market dominated by regional players**: Rapid growth in the last decade has contributed towards the emergence of larger players that have differentiated themselves through superior execution and branding. These players have been able to capitalise on their early mover advantage with high market shares, though generally they remain confined to local or regional markets. While the larger regional players are now initiating efforts to develop a broader geographic presence, their home markets continue to generate a majority of their profitability.

- **Local knowledge is critical to successful development**: The real estate sector is generally regulated at the state level. As a result, the rules and regulations that impact, among other things, approval processes and transaction costs, vary from state to state. Also, real estate is affected by the condition of the geographic area surrounding the property which makes local knowledge essential for development.

- **High transaction costs**: The real estate sector has traditionally been burdened with high transaction costs as a result of **stamp** duty payable on transfers of title to property, the amount of which varies from state to state. Though efforts are being made at the state level to reduce stamp duties, they continue to be as high as 14.7% in certain states such as Orissa. Although the range and availability of financing products has been improving in recent years, transaction costs are often increased further by limited access to formal funding and the corresponding dependence on informal, high-cost sources for funding.

- **Enhanced role of mortgage financing**: Over the past few years, a significant portion of new real estate purchases in India, particularly in the larger cities, have been financed through banks and financial institutions. This has been aided by a decline in interest rates and the broader availability of financing products, generally due to aggressive marketing and product development by financial institutions.

- **Lack of clarity in land title**: A significant number of land plots in India do not have clear title because of disorganised **land** registries, a problem which is compounded by judicial delays in resolving ownership issues. Moreover, the transfer of land is subject to "caveat emptor" rules, which place the burden on the buyer to insure there are no defects in title prior to purchase. Finally, most land is held by individuals and families, which further obscures title to land.

- **Sector governance issues**: As a result of high transaction costs, real estate transactions in India often require large amounts of cash and lead to efforts to avoid taxes by using inefficient business structuring. In addition, the complex regulatory conditions and lack of clarity in land titles lead to a greater risk that real estate participants will try to improperly influence government officials.

Reforms in the Indian Real Estate Market

In recent years various reforms have been initiated at the central as well as state levels which have led to greater organisation and transparency in the real estate sector. These include:

- Enactment by the central government of the Urban Land (Ceiling and Regulation) Repeal Act, 1999;

- Modifications in rent control statutes to provide greater protection to home owners wishing to rent out their properties;

- Rationalisation of property taxes in a number of states;

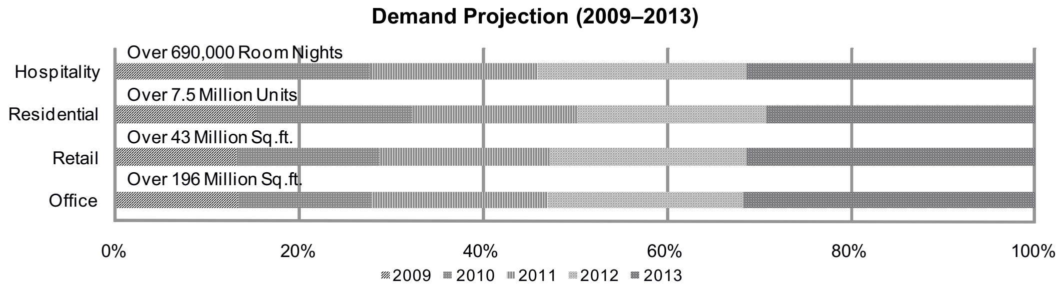
- The proposed conversion of land records into electronic form; and

- FDI being permitted in the real estate sector, subject to certain conditions, including lock-ups.

In addition, a proposed Real Estate (Regulation of Development) Bill will be reviewed by the central government during the upcoming parliamentary session and is expected to enhance transparency in the real estate industry by introducing a regulatory authority and an appellate tribunal to regulate, centralise and promote planned and healthy development, construction and sale of real estate. This Bill also lays down guidelines for real estate developers and builders and establishes a rating system based on financial strength, past performance, scale of operations and management.

Key Segments of Indian Real Estate

Cushman & Wakefield Research projects the following pan-India demand figures for 2009-2013 for the residential, commercial/office space, retail and hospitality segments of the Indian real estate industry:



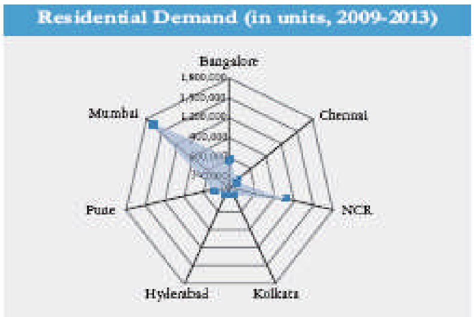
Source: Cushman & Wakefield, Survival to Revival, 2009.

According to Cushman & Wakefield Research estimates, the pan-India cumulative demand projection in September 2009 for the period 2009-2013 for the residential segment is approximately 7.5 million units and for commercial office space is approximately 196 million square feet. Retail space demand for the same period across India is estimated to be approximately 43 million square feet, while demand in the hospitality segment is expected to be over 690,000 room nights.

Residential Segment

The residential segment consists of the development of apartments, houses and plotted developments in urban and rural areas. According to Cushman & Wakefield Research, demand for residential space is estimated to grow to over 7.5 million units by 2013. The residential demand for India's seven major cities (these being Bengaluru, Chennai, Hyderabad, Kolkata, Mumbai, the National Capital Regional ("NCR") and Pune) is estimated to be 4.5 million units by 2013. Of the total expected demand across India, 43% is likely to be generated in Tier I cities, such as Bengaluru, Mumbai and the NCR. Mumbai is expected to witness the highest cumulative demand of 1.6 million units by 2013, due to various development projects and increasing urbanisation in the city. Hyderabad and Bengaluru are projected to have the highest compounded annual growth of 14% in the next five years. The affordable and mid segment category is likely to constitute 85% of the total residential demand and will be the primary focus for the majority of developers (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

The graph below shows projected residential demand from 2009 to 2013 in India's seven major cities.

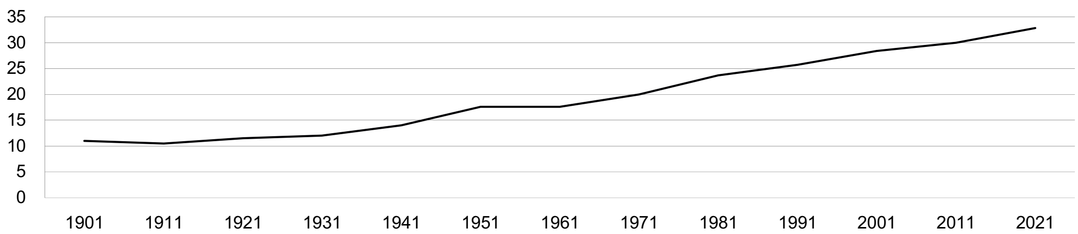


Source: Cushman & Wakefield, Survival to Revival, 2009.

Growth in the residential real estate market in India is largely driven by rising disposable incomes, a rapidly growing middle class and young adult population, relatively low interest rates, fiscal incentives on both interest and principal payments for housing loans, heightened customer expectations, shifts in customer preferences from renting to owning, increased urbanisation and the shrinking of households into nuclear families thus reducing the size of residential units as compared to shared housing of traditional large joint family units. In addition, key interest rates have declined over the last year and this decline is expected to generate greater consumer demand for mortgage financing.

Urbanisation

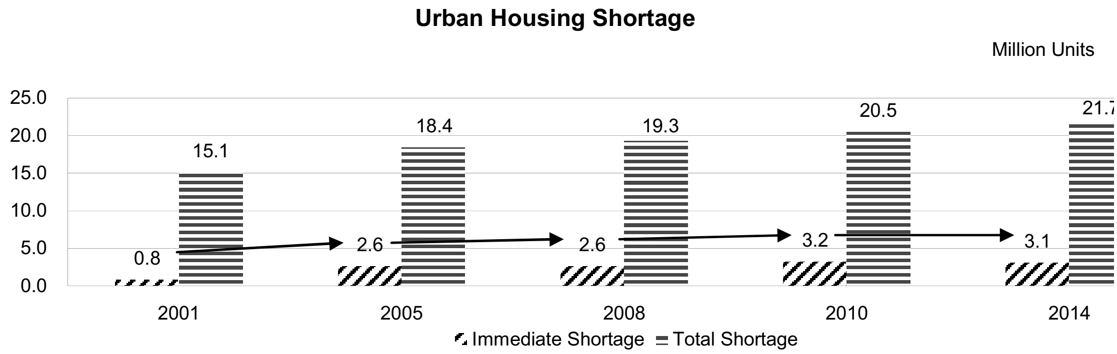
Urban Population as % of Total



Source: CRISIL Research, Housing: Demand Outlook, July 2009.

In addition, as people migrate from rural to urban areas seeking employment opportunities, there has been a corresponding demand for real estate in cities throughout India. As a result, there has been an increase in the number of townships being developed throughout India. The availability of large parcels of land and office developments in major cities and their surrounding areas have accelerated the construction of integrated townships to accommodate the growing population of these cities. These integrated townships often include commercial, retail, residential, and leisure facilities.

Demand in the Indian residential segment has consistently outpaced supply as a result of India's favourable demographics, which has led to a housing shortage. The graph below illustrates the projected housing shortage in India over the coming years as a result of this demand supply mismatch. Immediate housing shortage is caused by oversupply in the premium segment and a substantial shortage in affordable housing for mid-income and low income households, meaning that supply does not cater to where the potential demand lies. Total shortage is a result of more long term factors, such as continued urbanisation and the growing trend of nuclear families (*Source: CRISIL Research Report, "Housing Shortage," July 31, 2009*).



Source: CRISIL Research, Housing: Demand Outlook, July 2009

Although the demand-supply scenario has remained positive for the residential segment at large, the segment has witnessed some correction in the last year. Such corrections are expected in the cyclical real estate market. To understand this more clearly, three distinct phases can be identified in the growth profile of residential real estate from 2001 to 2010 (*Source: CRISIL Report, "Housing Research," July 2009*).

Phase I (2001-2005) was an initial growth phase with an increase in residential real estate prices following the global recovery after the "dot com" bust and the 9/11 terrorist attacks in New York. At the same time, there was steady growth in Indian economic activity, an increase in income levels, growing urbanisation and a rising trend towards nuclear families.

Phase II (2006-2008) was a high growth phase where high demand for residential real estate led to a doubling of housing prices. Reasons for the rapid increase in demand included India's growing population, rising disposable incomes, rapidly growing middle class and youth population, low interest rates, fiscal incentives on interest and principal payments for housing loans and heightened customer expectations.

Phase III (2009-2010) is expected to witness a substantial slowdown in demand due to the global economic downturn, which led to a decline in affordability and tight liquidity. The retreat of various real estate investors, accompanied by the slowdown in the capital markets, has resulted in oversupply and falling prices.

Residential Market Recovery

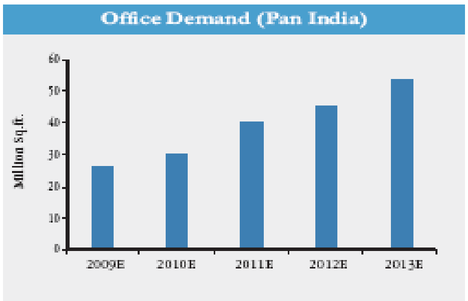
As a result of the global economic slowdown, the residential markets experienced a turbulent time in the second half of 2008, with end-user affordability reaching new lows, developers refusing to reduce prices and sales coming to a halt. However, since the beginning of 2009, the situation has improved, with an increasing amount of new launches and a healthy absorption rate. The main factors behind this recovery are rationalisation of prices by developers, easing credit markets and improving economic conditions.

Commercial/Office Space Segment

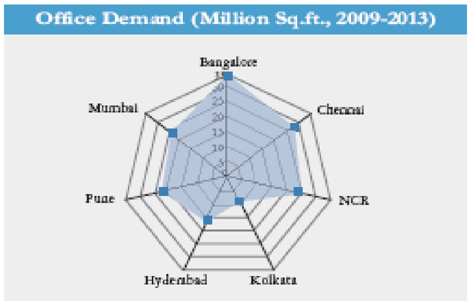
The commercial real estate market in India has been continuously evolving in response to a number of changes in the business environment. The growth of the commercial real estate sector in India has been fuelled, in large part, by the increased revenues of companies in the services sector, particularly in the IT and ITeS sectors. Such companies require large amounts of space and therefore, the development of office space has spread beyond the customary central business districts to the suburban and peripheral locations of cities.

Over the past five years, locations such as Bengaluru, Gurgaon, Hyderabad, Chennai, Kolkata and Pune have established themselves as emerging destinations for commercial development, which are competing with traditional business destinations such as Mumbai and Delhi. These emerging destinations have succeeded in matching their human resource base with necessary skill sets, competitive business environments, cost efficiencies and improved infrastructure.

Commercial real estate demand is essentially driven by the performance of the economy, infrastructure developments, an inherent talent pool and state level policies which encourage investment. The graphs below illustrate Cushman & Wakefield Research's projected demand for office space from 2009 to 2013 in the pan-India commercial sector including India's seven major cities:



Source : Cushman & Wakefield Research



Source : Cushman & Wakefield Research

Source: Cushman & Wakefield, Survival to Revival, 2009

According to Cushman & Wakefield Research, the demand for corporate office space in the second quarter of 2009 (April-June 2009) registered growth in excess of 65% over the previous quarter (January-March 2009) to settle at 5.66 million square feet. This increase in demand was largely due to improving economic conditions, positive market sentiments and growing corporate confidence. During the first half of 2009 (January-June 2009), commercial office space supply across the major cities was approximately 24 million square feet. NCR received the highest infusion of fresh supply estimated at 5.80 million square feet, followed by Pune (4.50 million square feet) and Mumbai (4.33 million square feet). Overall commercial office space absorption across the major cities for the period stood at 11.30 million square feet largely driven by sectors like IT/ITeS, banking, financial services & insurance and telecom (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

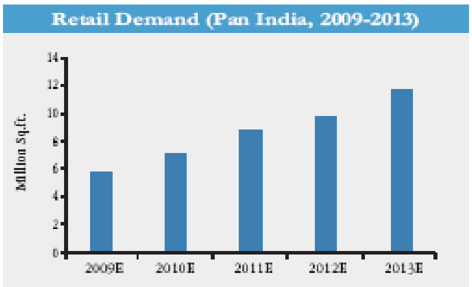
Cushman & Wakefield Research expects that with modest fresh supply expected to enter the market in 2010-2011 and a healthier demand forecast of approximately 56 million sq. ft. for 2010-2011 across the major cities, the commercial office market in India is likely to head towards a more balanced demand and supply situation. According to Cushman & Wakefield Research, the demand for office space in India is expected to be 196 million square feet by 2013, with seven major cities (Bengaluru, Chennai, Hyderabad, Kolkata, Mumbai, NCR and Pune) generating approximately 80% of the total demand. Cumulative demand across the NCR, Mumbai and Bengaluru is expected represent 42% of total demand, with Mumbai accounting for 24 million square feet of office space demand during the 2009-2013 period (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

Retail Segment

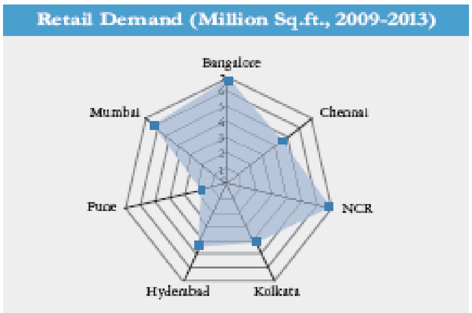
The growth of an organised retail segment is expected to be driven by demographic factors, increasing disposable incomes, the increased purchasing power of the growing middle class and consumerist aspirations, in addition to macro policy decisions, such as allowing FDI in single brand retailing and cash-and-carry formats. Although real estate development in the retail sector is relatively new in India, both domestic and foreign investors have aggressively invested this sector in recent years. However, the effects of the global economic crisis have had an impact on real estate demand and prices in the Indian retail segment.
Historically, the Indian retail sector has been dominated by small independent local retailers, such as traditional neighbourhood grocery stores. However, during the 1990s, organised retail outlets gained increased acceptance due an increase in the number of working women, changes in perception of branded products, entry of international retailers and a growing number of retail malls. India's retail boom primarily originated in the Tier I cities and has subsequently expanded to Tier II cities, with leading retailers and developers continuing to plan shopping malls and hypermarkets in these locations.

According to Cushman & Wakefield Research, the demand for retail space in India is estimated to be 43 million square feet by 2013, nearly 46% of which will be generated in the NCR, Mumbai and Bengaluru. Pune is expected to record the highest compounded annual growth of 51% due to a limited stock of operational malls and a favourable demographic profile for the growth of organised retail (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

The following graphs show the projected retail demand across India and in the seven major cities:



Source : Cushman & Wakefield Research



Source: Cushman & Wakefield, Survival to Revival, 2009.

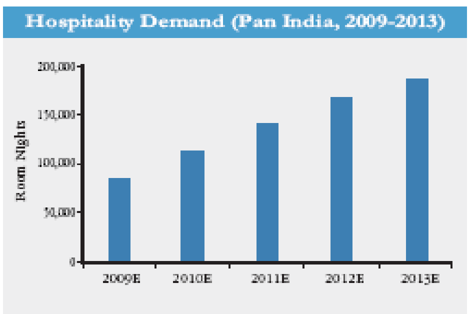
While the current market upheaval has temporarily decelerated investment activities in the retail sector, Cushman & Wakefield Research expects that India's organised retail market would return to a growth trajectory by mid 2010. The growth of the retail market is expected to result in a rise in demand for quality retail space over the next three to five years, as retailers begin to restructure their portfolio with reviving consumer sentiments (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

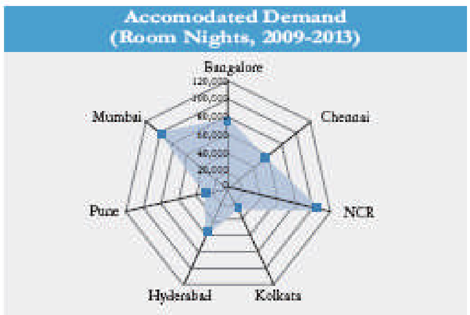
As per Cushman & Wakefield Research's estimates, the future demand for fresh mall space in the top seven cities is estimated to be about 35 million square feet in the next five years. Cushman & Wakefield Research estimates also indicate that approximately 60 million square feet of new mall space is likely to be developed across 40 cities in the next three years (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

Hospitality Segment

A strong domestic economy, business opportunities, initiatives to liberalise foreign investment and especially the efforts of India's Ministry of Tourism to communicate the "Incredible India" campaign have together contributed to a robust demand for hospitality space in major cities across India. The demand for hotel rooms continues to be dependent on domestic business and leisure travellers, as well as on the significant increase in foreign travellers coming to India.

The graphs below show projected hospitality demand across India and in the seven major cities:





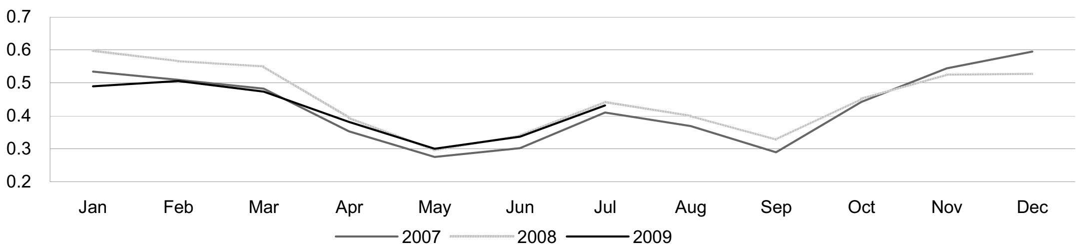
Source : Cushman & Wakefield Research

Source: Cushman & Wakefield, Survival to Revival, 2009.

Demand in the hospitality sector is estimated to be over 690,000 room nights by 2013, with the NCR accounting for 15% of total demand and Mumbai accounting for 14%. Bengaluru is expected to register the highest compounded annual growth in demand of approximately 26% from 2009 to 2013, followed by the NCR at 24% and Pune at 23% (*Source: Cushman & Wakefield, Survival to Revival, 2009*).

The hospitality industry in India suffered recently due to the global economic recession, the recent global swine flu epidemic and the terrorist attacks in Mumbai, all of which led to a decline in the number of business travellers within and to India and tourists visiting India. Nevertheless, as highlighted by the graph below, the total number of international tourist arrivals began to show growth in June 2009 following recent months of decline:

Foreign Tourist Arrivals (Mn)



Source: Ministry of Tourism, India, at www.tourism.gov.in

THE CITY OF MUMBAI

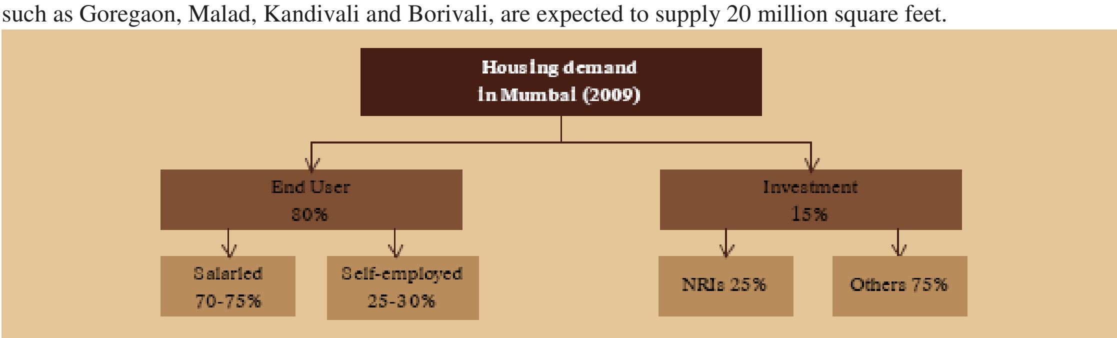
Mumbai is the capital city of Maharashtra and has a population of 11.9 million (per the 2001 census). The Mumbai Metropolitan Region covering the city, the surrounding suburbs and municipal councils, has a population of 18.9 million. Mumbai has witnessed an increase in its population in the island city as well as the surrounding municipal corporations of Thane, Navi Mumbai and Bhiwandi-Nizampur that form part of the larger agglomeration, the Mumbai Metropolitan Region. Due to the city's geographical layout, the city's growth has been restricted vertically and to its north. The rapid growth in population has led to a shortage of housing and informal and poor quality housing (*Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011*).

Residential Segment

Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011, as updated December 2009

The improvement in overall economic sentiment and increasing liquidity due to the recent rebound in the stock markets has marginally renewed confidence in the residential market. As a result, after witnessing a slump from January to September 2009, Mumbai witnessed some increase in demand in the residential sector. Additionally, an increasing focus on producing affordable housing for low and middle income groups resulted in the launch of several affordable housing projects in the second quarter of fiscal 2009, most of which are concentrated in far peripheral locations of Mumbai.

CRISIL Research expects the estimated supply of residential housing from 2009 to 2011 to be 154.0 million square feet as against an estimated demand for residential housing of 125.6 million square feet. Although tallying up the planned projects for residential housing, including both small and large real estate developers, would actually set the total planned supply at 330.1 million square feet, many of these projects are likely to be shelved or delayed because of the current scenario of low offtake. The region with the highest supply of residential housing is expected to be Thane, with total supply of 32 million square feet. The western suburbs, such as Goregaon, Malad, Kandivali and Borivali, are expected to supply 20 million square feet.



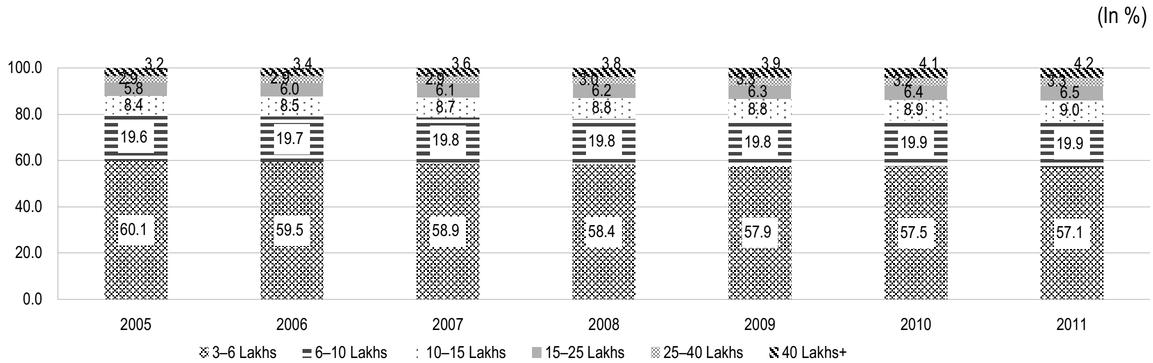
Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011, as updated December 2009

In 2008, self-consumption by residents of Mumbai and recent migrants to Mumbai accounted for 80% of the demand for housing. Of this group, between 70-75% were salaried, and the balance of the consumers were self-employed. Investors accounted for the 15% of total housing demand. Non-resident Indians ("NRIs") were the major individual contributors to investment demand, contributing a 25% share.

The Minimum Annual Household Threshold Income ("MAHTI") needed to buy a house varies greatly between regions of Mumbai. In south Mumbai, widely considered to be the prime area of real estate, the MAHTI was estimated to be Rs. 6.6 million in the second half of 2008. On the other hand, in the downtown western suburbs, which include areas such as Vasai and Virar, the MAHTI was estimated to be Rs. 0.3 million for the same period.

The graph below illustrates the income distribution of resident households in the Mumbai Metropolitan Region. CRISIL Research estimates that 57.5% of the households will earn incomes between Rs 280,000 and Rs. 600,000 in 2010, while households with income over Rs 600,000 are estimated to be almost 42%.

Income Distribution and Threshold Income



Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011, as updated December 2009

Commercial/Office Space Segment

Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011, as updated December 2009

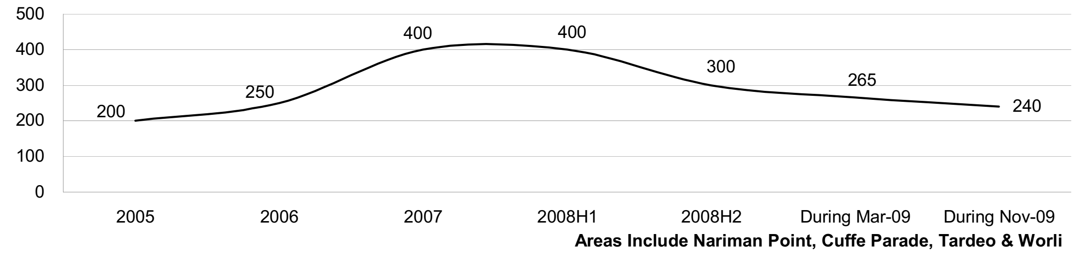
For the period 2009 to 2011, CRISIL Research estimates a supply of 51.6 million square feet of commercial office space compared to a planned supply of 111.0 million square feet. Demand is likely to be low (20.2 million square feet) during this period because of a more measured expansionary strategy adopted by most companies but should gradually pick up in 2010 as the economy stabilises.

During the 2009-2011 period, CRISIL Research expects commercial lease rentals in Mumbai to remain under pressure, due to a combination of high vacancy levels and excess supply. However, the central business district and its adjoining areas are still expected to command higher rental prices due to the scarcity of land in the area and its established status as the commercial hub.

The following chart illustrates office rental prices over the last five years in the prime south Mumbai real estate market.

Trend in Lease Rentals—South Mumbai

[Rs./ Sq.ft./month]



Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011, as updated December 2009

Since 2008, commercial real estate rentals have declined sharply, in the vicinity of 30-50%, across the entire Mumbai Metropolitan Region. This decline has been attributed to the global economic slowdown. Consequently, many of the players in the commercial real estate market, including both foreign and Indian companies, scaled down their operations during the second half of 2008. Some companies shelved their expansion plans. For example, the IT segment, which accounts for 25% of the commercial office space in Mumbai, deferred its expansion plans because of low order inflows, ITES companies also chose to increase seat utilisation rates, rather than expend further resources in expanding their presence.

The services sector has been the primary driver of office space growth in Mumbai. The two most important services sectors that are expected to contribute to office space growth will be the banking and financial services industry and the IT/ITES sector. Currently, most of the IT/ITES companies are located in Navi Mumbai and the western suburbs. Future growth is expected to be skewed towards the special economic zones ("SEZs") set up around Mumbai because of the favourable tax benefits offered to companies located in SEZs.

Historically, office space in Mumbai was largely concentrated in areas around south Mumbai, such as Nariman Point. However, the city authorities developed the Bandra Kurla Complex to provide an alternative to south Mumbai and to reduce congestion in south Mumbai, by providing an alternative area for office space at affordable prices. Since then, the Bandra Kurla Complex has emerged as the prime location for office space, with the banking and financial services industry gradually basing itself in the area.

A similar shift from high lease rental areas to low lease rental areas is likely to occur as corporations strive to protect their margins. Mill land in Lower Parel and its surrounding areas has been converted into commercial complexes and has transformed the area into another commercial centre. Navi Mumbai, a planned city, has emerged as an attractive destination for corporations due to its lower lease rentals, proximity to Pune, a major IT hub of Maharashtra, and the availability of skilled labour. Rising lease rentals has also led to the growth of office space in the western suburbs like Malad and Goregaon due to lower commuting times, easy availability of manpower and lower lease rentals.

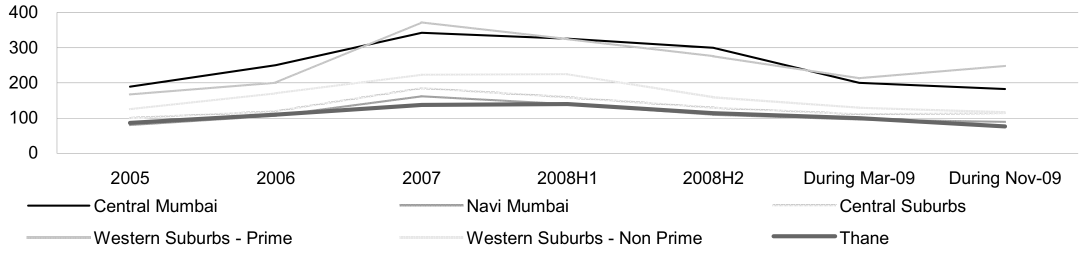
Retail Segment

Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011, as updated December 2009

The retail sector in Mumbai is segregated into high street and retail malls, which are concentrated in and around areas such as Lower Parel, Bandra, Andheri, Malad, Mulund, Thane and Vashi. Organised retail penetration is set to rise from 22.0% in 2007-2008 to 40% in 2012-2013. In addition, during the 2009-2011 period, CRISIL Research expects an addition of 13.7 million square feet of retail space in Mumbai. The largest retail mall additions during the period 2009-2011 are expected to be in the central and western suburbs, with an estimated supply of 4.4 million square feet in each region. Some of the malls that are presently under construction are likely to get delayed due to decreasing demand and the potential slowdown in lease rentals.

Trends in Retail Lease Rentals

[Rs./ Sq.ft./month]



Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011, as updated December 2009

Lease rentals primarily depend on the location of the mall. In 2007, average lease rentals in the western suburbs, which included malls that were well established and with strong anchor brands, increased sharply by 60-70%. Rentals also escalated in central Mumbai, which includes Lower Parel and Prabhadevi, between 2006 and 2007. However, lease rentals in Thane and Navi Mumbai grew at a slower pace as compared to the other regions.

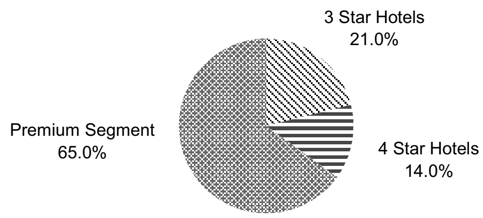
Since the first half of 2008 up to March 31, 2009, lease rentals across all regions of Mumbai declined by 25-50%. Between March 2009 and November 2009, rentals in central Mumbai, Navi Mumbai and western suburbs declined by a further 10% due to a slowdown in revenue growth on account of oversupply of malls and increased competition for retailers, which in turn pressurised margins. The additional 13.7 million square feet of retail space to be added during 2009-2011 could result in high vacancy rates. However, during this period, lease rentals are expected to stabilise at the current levels in some micro markets and decline in others as retailers stay cautious on their expansion plans. Established malls with strong anchor brands are expected to prosper, while newer entrants will struggle, leading to a huge difference in lease rentals across malls. Thane, Navi Mumbai and the western suburbs, such as Malad, Kandivali and Borivali, are expected to witness high vacancy rates.

Hospitality Segment

Source: CRISIL Research Hotels Annual Review, September 2009

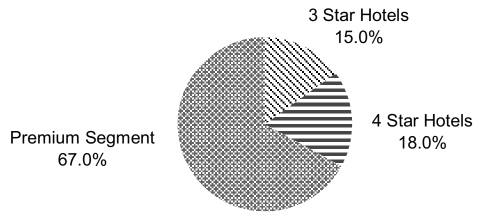
Premium hotels constitute nearly 65% of the hotels in north Mumbai and nearly 67% in south Mumbai.

North Mumbai—Total Hotel Rooms per Day = 7,596 (in 2008–2009)



Source: CRISIL Research Hotels Annual Review, September 2009

South & Central Mumbai—Total Hotel Rooms per Day = 2,983 (in 2008–2009)



Source: CRISIL Research Hotels Annual Review, September 2009

The hospitality market in north Mumbai is predominantly business-driven. Proximity to the international airport, as well as the emergence of business districts like the Bandra Kurla Complex, Andheri, Powai and Malad has heightened the attractiveness of the region. The presence of banking, financial services, pharma, IT/ITES and diamond polishing sectors also contributes to the demand for hotels in north Mumbai.

The hospitality market in south Mumbai is driven by the banking and financial services industries and also hosts the headquarters of leading corporates. The area also benefits from its proximity to the port and also derives demand from leisure travel, particularly from November to February.

Competition in north Mumbai is expected to intensify with the addition of hotels in the Bandra Kurla Complex. Increased competition, together with reduced corporate spending, is expected to result in lower average room rates, which are forecasted to decline by 24% in 2009-2010. However, a revival in the industry is expected during 2011-2012, with occupancy rates increasing to 60%.

South and central Mumbai are expected to witness the openings of only two new hotels by 2013-2014. Average room rates are forecasted to decline marginally by 25% in 2009-2010, with occupancy rates also falling by 50%. 2010-2011 is expected to yield an improvement in demand, but occupancy rates are likely to stagnate at 50%. From 2008-2009 to 2013-2014, room availability and demand are both forecast to grow at a compound annual growth rate of 8%.

Infrastructure Initiatives in Mumbai

Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011

The planning authorities in Mumbai have begun a number of public transport initiatives in a bid to improve the aging infrastructure. The suburban railway system is the major public transportation network in Mumbai, with a total length of 319 kilometres. It has the highest passenger density in the world with 6.3 million commuters travelling daily. In a bid to address the heavy crowding on the network, a number of projects have been established to upgrade the current railway network and to provide alternatives to ease the load.

Funded through a World Bank scheme, the Mumbai Urban Transport Project covers both road and rail components. The project encompasses the construction of a new railway line between Mahim and Santa Cruz, as well as the laying of additional tracks between Kurla-Thane and Borivali-Virar. The project also seeks to upgrade the trains currently in service.

A Mass Rapid Transit System has also been designed with the objective of providing fast, high capacity rail based transport to serve areas that are not already covered by the existing suburban rail system. The total estimated cost for the system is Rs. 195.2 billion and it is to be completed in three phases over the next 12 years. The authorities also plan to implement monorails in various parts of Mumbai with a pilot project of 20-25 kilometres having already been awarded to a consortium of private operators.

Redevelopment in Mumbai

Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011

Transfer of Development Rights and Redevelopment of Old and Dilapidated Structures

Transfer of development rights ("TDRs") is a mechanism to compensate land owners who relinquish or surrender their land for public works schemes or redevelopment schemes. If, for any reason, an owner is not allowed to consume the whole floor space index ("FSI") available to his/her plot, the remaining FSI can be transferred to another plot (subject to various conditions) through a TDR. The remaining FSI can also be sold in the open market in the form of TDRs.

In Mumbai, TDRs were initially used to compensate plot owners whose development rights were restricted due to public works schemes such as the widening of roads. Since then, the government has introduced this concept for the redevelopment of old and dilapidated buildings. Mumbai has more than 19,000 buildings, which are in a dilapidated state due to a lack of repair and maintenance. The MHADA classifies these buildings as *cessed* and is responsible for the redevelopment of old and dilapidated residential buildings in Mumbai. The State Government has initiated regulatory changes to provide incentives for reconstruction of old buildings. For example, on June 30, 2008, the Maharashtra Urban Development Department ("UDD") issued a notification to make way for integrated or cluster development of an entire area. This means that localities may now be redeveloped like townships, with basic amenities like roads, water and parking, instead of piecemeal redevelopment, one building at a time.

The major issue with the implementation of FSI in Mumbai is that it is applied uniformly throughout the city. Business districts are subject to the same FSI as residential areas, thus preventing the formation of new, high density central business districts. In practice, the uniform FSI forces development in the suburbs and prevents development in the downtown areas, resulting in increased travel times and preventing the growth of a modern and dense central business district with the advantages of concentration and economies of scale. Most major cities across the world have evolved with very large variations in FSI between the central business district or other commercial nodes and suburban residential areas.

Textile Mills Marked for Redevelopment

The old textile mills in Mumbai have become prime real estate due to the scarcity of land available for real estate development. Located in Greater Mumbai, these old textile mills cover an area of 400-500 acres, of which nearly 200 acres can be developed. The attractiveness of the land is compounded by its proximity to south Mumbai and connectivity to the suburban railway lines, which serves as the major transportation network of Mumbai. A large portion of Mumbai's mill lands, around 5 million square feet, has been cleared for development. This large supply of land ready for the development of commercial and residential property, mostly concentrated in the centre of the city, is likely to put downward pressure on upscale property prices throughout the city.

Slum Rehabilitation Authority (SRA) Scheme

Source: CRISIL Research, City Real(i)ty, Mumbai Outlook 2009-2011

The Slum Rehabilitation Authority Scheme ("SRA Scheme") was created under the Maharashtra Slum Areas (Improvement, Clearance and Re-development) Act, 1971, effective as of December 25, 1995, to provide improved housing and sanitation to slum-dwellers with the involvement of private real estate developers.

Under the SRA Scheme, a cooperative housing society of slum-dwellers appoint a developer for the implementation of a Slum Rehabilitation Scheme (SRS). In consideration for providing the capital, materials and labour to construct rehabilitated housing, the developer implementing the SRS is entitled to a free sale component in proportion to the rehabilitation component. The cost of construction of rehabilitation tenements is cross-subsidised from the sale of free sale tenements in the open market. Developers are permitted to either construct residential property or to transfer (or sell in the open market) development rights northward of the slum to be utilised on non-slum pockets subject to applicable regulations.

415 rehabilitation projects are under various stages of development as of date. Dharavi, the largest slum in Mumbai, is also scheduled for redevelopment (*Source: Slum Rehabilitation Authority at www.sra.gov.in*)

OUR BUSINESS

OVERVIEW

We are a real estate development company operating in Mumbai, focused on premium developments. We believe we have established a strong brand and a successful track record in the real estate industry by developing innovative projects through our emphasis on contemporary architecture, strong project execution and quality construction. While our focus is on residential projects, we have a diversified portfolio of projects covering key segments of the real estate market, which target the upper end of the respective income or market segment. We develop residential, office space, retail, hospitality and social infrastructure projects in mixed-use and single-segment developments. By integrating residential projects with office space, retail, hospitality or social infrastructure projects, we seek to create "destination developments", which we believe enhance the desirability of our residential units.

We use a knowledge-based approach from internal and external sources in making land acquisition, development and lease/sales decisions. We also utilise an outsourcing model that emphasises quality design and construction. We work with several reputable international architects and domestic architects and contractors. We believe that this outsourcing model provides us with the scalability required to undertake large developments.

We currently follow a sale model for our residential projects and a lease model for a portion of our office space and retail projects as we believe this provides us with stable cash flows. In our hospitality projects, we currently follow an operating agreement model, whereby the hotel is owned by us and operated by a hotel chain. As of September 30, 2009, we own 976,674 square feet of Saleable Area of our Completed office space and retail projects (including 58,898 square feet of Saleable Area which is occupied by us), which follow the lease model.

We currently have eight Ongoing and 19 Planned projects, which we expect to provide a total Saleable Area of approximately 21,316,528 square feet. The estimated Saleable Area of our Ongoing and Planned projects as of September 30, 2009 is summarised in the table below:

Project Type [(2)]	**Ongoing**		**Percentage of Total Ongoing Estimated Saleable Area**	**Planned**		**Percentage of Total Planned Estimated Saleable Area**	**Grand Total**		**Percentage of Total Estimated Saleable Area**
	Estimated Saleable Area (in sq. ft.) [(1) (2)]	**No. of Projects**		**Estimated Saleable Area (in sq. ft.)** [(1) (2)]	**No. of Projects**		**Estimated Saleable Area (in sq. ft.)** [(2)]	**No. of Projects**	
Residential	3,335,347	4	52.03%	9,682,690	7	64.96 %	13,018,037	11	61.07 %
Office Space	2,387,419	2	37.25%	1,645,812	5	11.04 %	4,033,231	7	18.92 %
Retail	-	-	0.00%	400,462	2	2.69 %	400,462	2	1.88 %
Hospitality	381,820	1	5.96%	1,505,067	2	10.10 %	1,886,887	3	8.85 %
Social Infrastructure	305,309	1	4.76%	1,672,602	3	11.22%	1,977,911	4	9.28 %
Total	**6,409,895**	**8**	**100.00%**	**14,906,633**	**19**	**100.00%**	**21,316,528**	**27**	**100.00%**

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

Our Promoter and Promoter Group have been developing real estate since 1983, initially as a proprietorship firm and, since 1993, through various project-specific entities. In 2006, the principal business operations of our various group entities were consolidated under the Company and, following this consolidation, with the exception of certain projects which were excluded from our structure for regulatory reasons, all real estate development activity has been and will continue to be performed by us. The Promoter has, pursuant to an undertaking dated December 23, 2009, agreed not to undertake the development or execution of any new real estate projects under "Oberoi" or any other brand name with certain exceptions. Please see the section entitled "History and Certain Corporate Matters – Summary of Key Agreements" on page 113. We, our Promoter and Promoter Group have completed 30 projects covering approximately 3,953,799 square feet of Saleable Area spread across Mumbai. Please see the section entitled "- Description of our Business – Our Business Operations" on page 76 for a description of the projects developed by us.

In January 2007, SSIII, a company owned by a real estate fund advised by US registered investment advisers which are wholly-owned subsidiaries of Morgan Stanley Inc., invested Rs. 6,750 million in the Company, comprising Rs. 5,967 million by way of Equity Shares and Rs. 783 million by way of Preference Shares.

Our consolidated total income and consolidated net profit after tax and prior period items as restated were Rs. 809.54 million and Rs. 349.29 million for the year ended March 31, 2006, Rs. 2,474.18 million and Rs. 791.63 million for the year ended March 31, 2007, Rs. 5,585.63 million and Rs. 2,951.57 million for the year ended March 31, 2008, Rs. 4,550.15 million and Rs. 2,523.50 million for the year ended March 31, 2009 and Rs. 4,162.30 million and Rs. 2,216.28 million for the six months ended September 30, 2009.

COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strengths:

Strong presence in Mumbai

We believe that we have good knowledge of the market and regulatory environment in Mumbai that assists us in identifying opportunities in Mumbai. Most of our Completed, Ongoing and Planned projects are located in Mumbai, which we believe is an attractive real estate market in terms of returns on investment, product positioning and depth of demand for real estate developments across segments and price points. We also believe that Mumbai's position as the commercial capital of India, together with the demographics of the Mumbai population, with a high-income, discerning customer base and an expanding segment of young, upwardly mobile professionals provide a substantial market for our projects.

Established brand and reputation

We believe our strong and recognisable brand is a differentiating factor for our customers, which helps establish customer confidence, influences buying decisions and has enabled us to achieve premium prices for our projects. Our Promoter and Promoter Group have been developing real estate since 1983, initially as a proprietorship firm and, since 1993, through various project-specific entities. As of September 30, 2009, we, our Promoter and Promoter Group have collectively developed 30 projects covering approximately 3,953,799 square feet of Saleable Area. We believe that our strong brand, reputation and track record of developing projects which emphasise contemporary architecture, strong project execution and quality construction have enabled us to achieve bookings for an average of 365 units annually (*i.e.*, we have received the booking deposit for such units) for the last five financial years, despite booking only 34 residential units for sale in the year ended March 31, 2009 due to the market conditions in the real estate industry. In the six months ended September 30, 2009, more than 400 residential units have been booked for sale.

We believe that our reputation as a reliable customer and leading developer enables us to work with quality service providers, particularly in times when demand for their services is high. We also believe that our strong brand and reputation has enabled and will enable us to obtain development rights, pursuant to which we develop land owned by a third party on a revenue-share basis.

Strong project pipeline providing near term cash flow visibility

We believe that we have a strong project pipeline, which provides near term cash flow visibility. We currently have eight Ongoing and 19 Planned projects, which we expect to provide a total Saleable Area of approximately 21,316,528 square feet. These include four Ongoing and seven Planned residential projects with approximately 13,018,037 square feet of estimated Saleable Area, two Ongoing and five Planned office space projects with approximately 4,033,231 square feet of estimated Saleable Area, two Planned retail projects with approximately 400,462 square feet of estimated Saleable Area and one Ongoing and two Planned hospitality projects with approximately 1,886,887 square feet of estimated Saleable Area. We expect to launch most of these projects in the market over the next three to five years.

In addition, we generally follow a sale model for our residential projects and may in the future also follow this model for some of our office space and retail projects. For these projects we typically receive approximately 20% of the purchase price as down payment at the time of booking a particular unit and the remainder through periodic payments linked to certain other construction milestones while the project is being developed. We generally launch such projects and commence the sales process for a portion of the total number of units to be sold around the time of commencing construction.

Cash flow stability from our rental properties

We follow a lease model for a portion of our office space and retail properties as we believe this provides us with a stable stream of cash flow to better manage cyclical risks. We currently have one Completed office space project for lease, Commerz I, with approximately 364,888 square feet of Saleable Area available for lease (excluding that portion occupied by us) and one Completed retail project for lease with approximately 552,893 square feet of Saleable Area. The Occupancy Levels for Commerz I were 25.31% as of April 15, 2008 (when we started collecting rent), 37.37% as of March 31, 2009 and 46.32% as of September 30, 2009. The Occupancy Levels for Oberoi Mall were 68.63% as of May 21, 2008 (when we started collecting rent), 92.26% as of March 31, 2009, and 87.62% as of September 30, 2009. Our consolidated rental income from Completed office space and retail projects was Rs. 737.41 million for the year ended March 31, 2009 and Rs. 413.97 million for the six months ended September 30, 2009. We also have two Ongoing office space projects for lease with a total of approximately 2,387,419 square feet of Saleable Area which we expect to complete by March 2012. The Company has leased the premises of the Oberoi International School to Oberoi Foundation and we expect to receive rental income from Oberoi International School once the occupation certificate for the entire premises is obtained.

Strong and stable management team with proven ability

We have a strong and experienced management team with established and structured corporate processes. A majority of our team members have been with us for more than seven years. We believe our management team has a long-term vision and has proven its ability to identify suitable land parcels and create landmark "destination developments".

We also believe that their understanding of the market and flexibility in managing our operating and financial leverage has enabled us to adapt to the changing market conditions in a focused and constructive manner. For example, while we leveraged to make acquisitions of land between 2002 and 2005 when our management anticipated a growth in the real estate market, we prudently did not make any land acquisitions in 2007 and 2008 even though we had cash reserves as our management had concerns about the viability of projects.
We believe that the strength of our management team and their understanding of the real estate market will enable us to continue to take advantage of current and future market opportunities. We have also established management training and monitoring programmes for succession planning across various levels of our organisation.

Financial strength

We strive to maintain a conservative debt policy. As of September 30, 2009, we did not have any secured or unsecured loans from unrelated third parties. We believe that we have the ability to leverage our balance sheet to take advantage of a favourable business cycle or market opportunity. We have also demonstrated a consistent track record of profitability with more than Rs. 2,500 million in profit for each of the last two financial years. As of September 30, 2009, our consolidated net worth was Rs. 16,507 million and we had cash or cash equivalents of Rs. 3,123 million. In addition, all of our development sites which we own are fully paid for, which we believe mitigates one of the risks involved in project development. We believe that our financial strength and strong project pipeline make us well positioned for changes in market conditions.

Our proven execution capabilities

We believe that we are a knowledge-based organisation and we undertake research for our projects prior to making any decisions to acquire, develop or sell our properties. Our projects span different segments of the real estate market, such as residential, office space, retail and hospitality, and different revenue models, such as lease and sale, and we believe this diversity will allow us to better weather market cycles. We have also demonstrated our ability to develop projects in diverse market conditions. Our track record of successful developments is due primarily to our Promoter who has a strong and established reputation in the industry and has completed a significant number of projects. Since 1983, we and the Promoter Group have completed 2,293,625 square feet of Saleable Area of residential projects, 1,107,281 square feet of Saleable Area of office space projects (including 58,898 square feet of Saleable Area which is occupied by us), 552,893 square feet of Saleable Area of retail projects.

Scalability due to our outsourcing model

We utilise an outsourcing model that allows scalability and emphasises contemporary design and quality construction. We have been using this model since 2003 and we believe that this has been a key factor of our success. We have experienced and capable design management and project management teams who oversee and execute all aspects of project development. We also have strong and long-standing relationships with external service providers such as architects, landscape planners and contractors and outsource all of our construction and design work. This allows us to work with several international architects, such as SCDA Architects, Singapore and Bentel and Associates, South Africa, and with domestic contractors, such as Larsen & Toubro Limited ("Larsen & Toubro"), that provide us with innovative design capabilities and quality construction. We believe that our outsourcing model enables us to leverage the expertise of our service providers and also enables our management to focus on other aspects of our business. We also believe that our outsourcing model provides us with the scalability required not only to undertake large developments such as Oberoi Garden City in Mumbai but also to explore opportunities and undertake similar and other developments in different parts of India.

STRATEGY

The key elements of our business strategy are as follows:

Continued focus on large developments in Mumbai

We intend to continue to focus on Mumbai with a preference for large projects such as the Oberoi Garden City, Oberoi Springs and Oberoi Splendor developments. We believe that Mumbai is an attractive real estate market in terms of returns on investment, product positioning and depth of demand for real estate developments across segments and price points. We believe that there are significant barriers to entry which favour established real estate developers. We also believe that Mumbai's position as the commercial capital of India, together with the demographics of the Mumbai population, a high-income, discerning customer base and an expanding segment of young, upwardly mobile professionals provide a substantial market for our developments, which emphasise contemporary architecture, strong project execution and quality construction. Our development sites are located in distinct areas of Mumbai, with different target markets, and we intend to continue to tailor our projects to the particular requirements of each market. We believe Mumbai will continue to have opportunities for acquiring land and land development rights, such as free-sale components of slum rehabilitation schemes and cluster redevelopment schemes. While Mumbai remains and is expected to remain our primary focus, we are opportunity centric and have evaluated and will continue to evaluate growth opportunities in other parts of India on a case by case basis.

Flexibility in capital investment and mode of development

We focus on acquiring land for development in the near- to medium-term. While we have purchased and will continue to purchase land for development by making upfront payments for the land, we also look to develop projects through alternative structures that reduce our upfront capital commitment. We implemented an investment structure in Pune where we mitigated the risk by paying for the land partly in cash and partly in constructed area. In our Oasis Realty development our joint venture partner is responsible for carrying out the slum rehabilitation portion and continues to be invested in the development, and we expect to earn revenue from the development and sale of the free-sale portion (the portion of the development which can be commercially exploited to compensate for the obligation of developing the slum rehabilitation component) on a revenue-share basis. In this way, we also benefit from the slum development expertise of others and thus manage our development risks. We believe that such development strategies enable our joint venture partner to get more value out of his land as our brand and the quality of our product are able to add value to their property and in turn enable us to access quality land to develop and sell without significant capital investment.

Continue to strengthen relationships with key service providers

We intend to continue to follow our outsourcing model and further strengthen our relationships with key service providers such as architects and contractors. This will enable our management to focus more on our core business by continuing to outsource the design and construction to our service providers. We also believe that our outsourcing model will enable us to develop projects with quality design and construction as we are able to access the best service providers in their respective fields to create the type of projects that we believe our customers want in Mumbai and in other parts of India.

Balanced revenue generation model for cash flow visibility

We intend to maintain a balance of assets developed for sale and assets developed for ownership by us and leased to third parties to enable us to achieve steady and visible cash flow and better manage cyclical risks. We believe that our leased properties provide us with a stable income stream which helps to compensate for volatility in sales of our residential and other projects for sale. In determining the proportion of assets to be retained by us, we consider a number of factors, such as prevailing and expected market conditions, the strategic nature and location of the asset, and cash flow and other needs of our business.

Aspirational developments

We look to create aspirational developments that we believe have distinctive designs or functionalities with quality construction and finishings as we believe that this enhances our brand and reputation, and will enable us to sell our units quickly and at a premium to other competing developments. For example, we believe we have created "destination developments" such as Oberoi Garden City by creating an integrated mixed-use development which is anchored by a shopping mall, a hotel and an international school.

OUR CORPORATE STRUCTURE

The Company was incorporated as Kingston Properties Private Limited on May 8, 1998. The name of the Company was changed to Oberoi Realty Private Limited on October 23, 2009, and was further changed to Oberoi Realty Limited on December 14, 2009. Our Promoter and Promoter Group have been developing real estate since 1983, initially as a proprietorship firm and, since 1993, through various project-specific entities. In 2006, the principal business operations of our various group entities were consolidated under the Company and, following this consolidation, with the exception of certain projects which were excluded from our structure for regulatory reasons, all real estate development activity has been and will continue to be performed by us.

The Promoter has, pursuant to an undertaking dated December 23, 2009, agreed that he shall not undertake the development of any land or construction of building(s) thereon under the brand name "*Oberoi*" or under any other brand subject to the following:

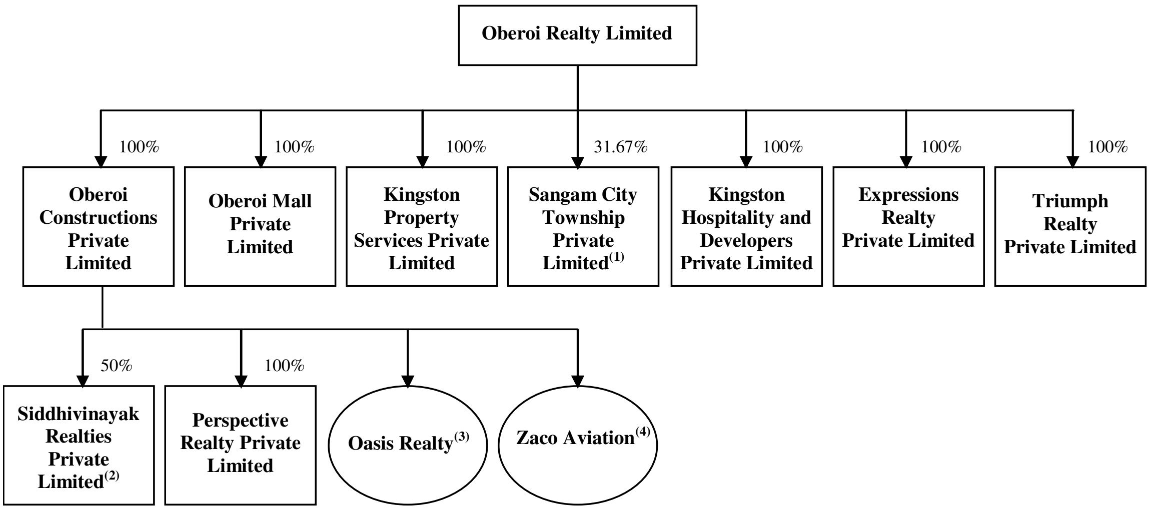
a) the completion of all ongoing and currently under planning projects under the brand name "*Oberoi*" or under any other brand, whether he holds an interest in the same directly or indirectly;

b) the completion of the planned project at Worli, Mumbai by I-Ven Realty Limited;

c) pursuing existing / planned projects by (i) R. S. Estate Developers Private Limited; (ii) Shrivatsa Realty Private Limited; and (iii) Beachwood Properties Private Limited.

This undertaking shall be effective and binding until the Promoter holds more than 50% of the paid-up equity share capital of the Company or power to exercise more than 50% of the voting rights in the Company. Please see the section entitled "History and Certain Corporate Matters" on page 111.

The following diagram illustrates our corporate structure:



(1) Sangam City Township Private Limited is a special purpose vehicle, in which the Company, DB Realty Limited, and Avinash Bhosale Group each hold a 31.67% interest and Siddharth Mayur, Shaila R. Mayur and Bhavana S. Mayur together hold the remaining 5% stake. Sangam City Township Private Limited was established as a joint venture for the development of approximately 56 acres of land located in Sangamwadi, Pune. Please see "—Our Projects – Sangam City, Sangamwadi, Pune".

(2) Siddhivinayak Realties Private Limited is a special purpose vehicle, jointly owned by OCPL, Vinod Goenka, Shahid Balwa, Neelkamal Realtors & Builders Private Limited, Associated Hotels Limited, BD & P Hotels (India) Private Limited, K.G. Enterprises Private Limited and Y J Realty Private Limited and KG Enterprises, which was established in connection with a joint venture to acquire the assets and properties of Tulip Hospitality Services Limited. Please see "—Our Projects – Juhu Hotel, Juhu, Mumbai".

(3) Oasis Realty is not a separate legal entity. It is an unincorporated joint venture entered into with Skylark Build and Shree Vrunda Enterprises to develop a mixed-use development of approximately 2.1 million square feet of Saleable Area in Worli, Mumbai. Please see "—Our Projects – Oasis Realty, Worli, Mumbai".

(4) Zaco Aviation is not a separate legal entity. It is an unincorporated joint venture entered into with Intervalve (India) Limited, El-O-Matic (India) Private Limited, Serum Institute of India Limited, Swapnali Constructions Private Limited and Oberoi Constructions Private Limited for the acquisition and shared corporate use of a helicopter.

The following table identifies which of our development sites were, are being or will be developed by each of the entities or joint ventures identified above:

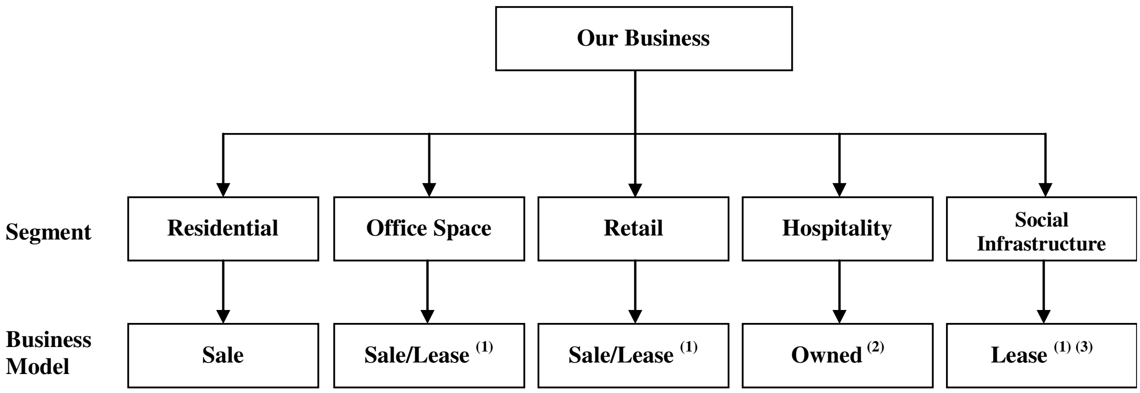
Entity / Joint Venture	Development Site / Location
Oberoi Realty Limited	Oberoi Garden City, Goregaon, Mumbai (except Oberoi Mall)
Oberoi Mall Private Limited	Oberoi Mall, Oberoi Garden City, Goregaon, Mumbai
Oberoi Constructions Private Limited	Plazo (Ghuman Villa), Juhu, Mumbai (1)
	Oberoi Crest, Khar, Mumbai (1)
	Oberoi Enclave, Juhu, Mumbai (1)
	Oberoi Chambers, Andheri - West, Mumbai (1)
	Oberoi Splendor, Andheri - East, Mumbai
	Oberoi Springs, Andheri – West, Mumbai
	Oberoi Exotica, Mulund – West, Mumbai
Oasis Realty	Oasis Realty, Worli, Mumbai
Siddhivinayak Realties Private Limited	Juhu Hotel, Juhu, Mumbai
Sangam City Township Private Limited	Sangam City, Sangamwadi, Pune

(1) Each of the Plazo (Ghuman Villa), Oberoi Crest, Oberoi Enclave and Oberoi Chambers development sites were developed by OCPL before OCPL became a wholly-owned subsidiary of the Company in December 2006.

DESCRIPTION OF OUR BUSINESS

Our Business Operations

We are a real estate development company primarily operating in Mumbai, focused on premium developments. We have a diversified portfolio of Completed, Ongoing and Planned projects in mixed-use or single-segment developments, which cover key segments of the real estate market, namely: (i) residential, (ii) office space, (iii) retail, (iv) hospitality and (v) social infrastructure. These segments, and our current business models for our projects in each segment, are depicted in the following diagram:



(1) The terms "lease" and "lease model", as used in this Draft Red Herring Prospectus, include premises which are occupied pursuant to a number of different legal arrangements, including lease, licence, business conducting and other similar arrangements, and the term "tenant" refers to a party which occupies any of our properties under any such arrangement.

(2) In our hospitality projects, we currently follow an operating agreement model, whereby the hotel is owned by us and operated by a hotel chain.

(3) For our Ongoing social infrastructure project, Oberoi International School, we have followed a lease model, whereby the school is owned by us and operated by Oberoi Foundation, a public charitable trust pursuant to a licence agreement dated December 24, 2009. For our Planned social infrastructure projects we currently plan to lease the land for development and operation by third parties

As of September 30, 2009, we have completed nine projects covering approximately 1,811,447 square feet of Saleable Area, and have eight Ongoing and 19 Planned projects, which we expect to provide a total Saleable Area of approximately 21,316,528 square feet.

Our principal focus, across our developments, is on premium residential projects in Mumbai as we believe that there exist significant growth opportunities in this segment of the real estate market and this region. As of September 30, 2009, our residential projects constituted 59.52% of the total estimated Saleable Area in our Completed, Ongoing and Planned projects.

We believe that real estate development consists of: (i) land acquisition; (ii) development approvals; (iii) concept design and design development; (iv) construction; and (v) sales. We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Our classification of properties reflects the basis on which we operate our business and may differ from classifications used by other developers. Please see the section entitled "Definitions and Abbreviations" on page i.

Our Residential Projects

We currently have four Ongoing and seven Planned residential projects, which we expect to provide a total Saleable Area of approximately 13,018,037 square feet comprising 61.07% of the total Saleable Area of all our Ongoing and Planned projects. For these projects, our focus is on developing premium residential apartment complexes for sale. We believe this sale model for our residential projects provides a good source of cash flow which is linked to the strength of the real estate market and helps to maintain a strong balance sheet. For these projects we typically receive approximately 20% of the purchase price as down payment at the time of booking a particular unit and the remainder through periodic payments linked to certain other construction milestones while the project is being developed. We generally launch such projects and commence the sales process for a portion of the total number of units to be sold around the time of commencing construction.

Residential projects, either in mixed-use or single segment developments, are our primary business focus. Nine of our residential projects form part of mixed-use developments. By integrating residential projects with premium office space, retail, hospitality or social infrastructure projects, we have sought to establish our mixed-use developments as "destination developments", which we believe enhances the desirability of the location of our residential units.

Our residential projects, as of September 30, 2009, are summarised in the following table:

Project Name [2]	Development Site / Location	Status [1]	Land Area (acres)	Actual or Estimated Saleable Area (sq. ft.) [2]	Actual or Estimated Total Number of Units [2]	Total Number of Units Sold / Booked for Sale	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Actual or Estimated Construction Commencement Date [2]	Actual or Estimated Completion Date [2] [3]
Plazo (Ghuman Villa) [4]	Plazo (Ghuman Villa), Juhu, Mumbai	Completed	0.21	19,850	10	10	19,850	September 1999	September 2001
Rehabilitation Project [5]	Goregaon – East	Completed	0.71	56,794	173	173	56,794	June 2000	May 2002
Beachwood House [4]	Oberoi Enclave, Juhu, Mumbai	Completed	0.53	27,000	10	10	27,000	April 2002	January 2005
Oberoi Crest [4]	Oberoi Crest, Khar, Mumbai	Completed	0.19	23,300	11	11	23,300	May 2002	May 2006
Seawind [4]	Oberoi Enclave, Juhu, Mumbai	Completed	0.26	23,500	8	8 [7]	23,500	November 2002	October 2006
Oberoi Woods	Oberoi Garden City, Goregaon - East, Mumbai	Completed	7.04 [6]	598,200	600	593	591,221	October 2004	May 2008
Oberoi Springs	Oberoi Springs, Andheri - West, Mumbai	Ongoing	6.97	643,065	645	620	618,140	November 2005	March 2010 [9]
Oberoi Townhouse	Oberoi Garden City, Goregaon - East, Mumbai	Ongoing	7.04 [6]	39,550	7	-	-	November 2008	March 2010
Oberoi Splendor - I	Oberoi Splendor, Andheri - East, Mumbai	Ongoing	17.50 [6]	1,279,152	1,296	1,054	1,040,298	February 2007	December 2010
Oberoi Exquisite – I	Oberoi Garden City, Goregaon - East, Mumbai	Ongoing	32.22 [6]	1,373,580	774	-	-	December 2009	November 2013
Oberoi Splendor - II	Oberoi Splendor, Andheri - East, Mumbai	Planned	17.50 [6]	294,840	162	-	-	January 2010	June 2012
Oberoi Exquisite - II	Oberoi Garden City, Goregaon - East, Mumbai	Planned	32.22 [6]	1,331,520	696	-	-	April 2010	March 2014
Oberoi Exotica I	Oberoi Exotica, Mulund - West, Mumbai	Planned	9.24	1,619,800	890	-	-	March 2010	August 2013
Oberoi Exotica II	Oberoi Exotica, Mulund – West, Mumbai	Planned	9.02	1,581,580	869	-	-	April 2010	September 2013
Oberoi Exquisite - III	Oberoi Garden City, Goregaon - East, Mumbai	Planned	32.22 [6]	2,540,840	1,150	-	-	June 2010	May 2014
Oasis – Residential	Oasis Realty, Worli, Mumbai	Planned	3.01 [6]	1,541,738	-	-	-	January 2010	December 2014
Sangam City - Residential	Sangam City, Sangamwadi, Pune	Planned	17.80 [6] [8]	772,372[8]	-	-	-	January 2011	December 2015

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

(3) The completion date for our Completed projects is the date we received a full occupation certificate for each project.

(4) Each of Plazo (Ghuman Villa), Beachwood House, Oberoi Crest and Seawind were developed by OCPL before OCPL became a wholly-owned subsidiary of the Company in December 2006.

(5) We developed this slum rehabilitation project on 0.71 acres of land within the Oberoi Garden City development site and obtained TDRs which we sold.

(6) These land areas include one or more projects on the same land parcel.

(7) Our Seawind project was sold to Beachwood Properties Private Limited, a Promoter Group entity, in October 2006. For further details, please see the section entitled "Related Party Transactions" on page 149.

(8) The land area and estimated Saleable Area reflects our 31.67% share in the joint venture.

(9) We received an occupation certificate for this project in October 2009.

Our Office Space Projects

We currently have two Ongoing and five Planned office space projects, which we expect to provide a total Saleable Area of approximately 4,033,231 square feet comprising 18.92% of the total Saleable Area of all our Ongoing and Planned projects. For these projects, our focus is on developing multi-tenanted developments targeted towards corporations seeking office space for front-office operations.

We developed our Completed project, Commerz I, on a lease model, as we believe this model provides us with a stable source of cash flow and near-term cash visibility. We may, however, adopt a mixed sale/lease or total sale model or continue to follow the lease model in respect of our Ongoing and Planned office space projects, depending on prevailing market conditions. We generally lease office space on a "bare shell" basis, whereby all internal fittings are to be installed by the tenant.

Our office space projects, as of September 30, 2009, are summarised in the following table:

Project Name[2]	Development Site / Location	Status [1]	Land Area (acres)	Actual or Estimated Saleable Area (sq. ft.) [2]	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Actual or Estimated Construction Commencement Date [2]	Actual or Estimated Completion Date [2][3]
Oberoi Chambers [4]	Oberoi Chambers, Andheri (W), Mumbai	Completed	0.71	86,123	86,123	February 2002	May 2004
Commerz I	Oberoi Garden City, Goregaon (E), Mumbai	Completed	12.06 [5]	364,888[6]	169,020	March 2005	March 2008
Commerz II – Phase I	Oberoi Garden City, Goregaon (E), Mumbai	Ongoing	12.06 [5]	725,769	-	October 2007	March 2012
Commerz II – Phase II	Oberoi Garden City, Goregaon (E), Mumbai	Ongoing	12.06 [5]	1,661,650	-	October 2007	March 2012
Oberoi Splendor IT Tower	Oberoi Splendor, Andheri (E), Mumbai	Planned	2.39	93,873	-	September 2010	August 2012
Oasis - Commercial	Oasis Realty, Worli, Mumbai	Planned	3.01 [5]	242,190	-	January 2010	December 2012
Oberoi Splendor - Commercial I	Oberoi Splendor, Andheri (E), Mumbai	Planned	17.50 [5]	318,804	-	March 2010	February 2013
Oberoi Splendor - Commercial II	Oberoi Splendor, Andheri (E), Mumbai	Planned	17.50 [5]	711,577	-	June 2010	May 2013
Sangam City – Commercial	Sangam City, Sangamwadi, Pune	Planned	17.80 [5][7]	279,367[7]	-	January 2011	December 2015

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

(3) The completion date for our Completed projects is the date we received a full occupation certificate for each project.

(4) Oberoi Chambers was developed by OCPL before OCPL became a wholly-owned subsidiary of the Company in December 2006.

(5) These land areas include one or more projects on the same land parcel.

(6) This excludes 58,898 square feet of Saleable Area which is occupied by us.

(7) The land area and estimated Saleable Area reflects our 31.67% share in the joint venture.

Our Retail Projects

We currently have two Planned retail projects, which we expect to provide a total Saleable Area of approximately 400,462 square feet comprising 1.88% of the total Saleable Area of all our Ongoing and Planned projects. For these projects, our focus is on developing multi-tenanted shopping malls targeted towards premium brand retail outlets. In our retail malls, we aim to establish a superior tenant profile, including established retailers and anchor tenants. The mix of retail outlets within our malls is carefully planned based on the profile of the relevant catchment areas as well as our understanding of consumer preferences, with the aim of attracting shoppers and ensuring an attractive mix of international, national and leading local retailers.

We developed our Completed retail project, Oberoi Mall, on a lease model, whereby we have leased retail space to tenants on either a fixed rental, variable (revenue-based) rental, fixed plus variable or fixed or variable (whichever is higher) basis. We may, however, adopt a mixed sale/lease or total sale model or continue to follow the lease model in respect of our Planned retail projects, depending on prevailing market conditions.

Our retail projects, as of September 30, 2009, are summarised in the following table:

Project Name (2)	Development Site / Location	Status (1)	Land Area (acres)	Actual or Estimated Saleable Area (sq. ft.) (2)	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Actual or Estimated Construction Commencement Date (2)	Actual or Estimated Completion Date (2) (3)
Oberoi Mall	Oberoi Garden City, Goregaon (E), Mumbai	Completed	4.11	552,893	484,442	April 2004	March 2008
Oasis - Mall	Oasis Realty, Worli, Mumbai	Planned	3.01 (4)	121,095	-	January 2010	December 2012
Sangam City – Retail	Sangam City, Sangamwadi, Pune	Planned	17.80 (4)(5)	279,367(5)	-	January 2011	December 2015

(1) We classify our projects as "Completed" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Planned projects is based on current management plans and subject to change.

(3) The completion date for our Completed projects is the date we received a full occupation certificate for each project.

(4) These land areas include one or more projects on the same land parcel.

(5) The land area and estimated Saleable Area reflects our 31.67% share in the joint venture.

Our Hospitality Projects

We currently have one Ongoing and two Planned hospitality projects, which we expect to provide a total Saleable Area of approximately 1,886,887 square feet comprising 8.85% of the total Saleable Area of all our Ongoing and Planned projects. For these projects, our focus is on developing hotels in the luxury and upmarket segments to form part of selected mixed-use developments.

We are developing our Ongoing hospitality project, The Westin Mumbai - Garden City, on an operating agreement model, whereby the hotel building (including fixtures and fittings) is owned by us and operated and managed by Starwood Asia Pacific Hotels and Resorts Pte. Limited ("Starwood") under the Westin brand. We currently intend to adopt a similar business model in respect of our Planned projects, although this may change depending upon market conditions and our strategy from time to time.

Our hospitality projects, as of September 30, 2009, are summarised in the following table:

Project Name (2)	Development Site / Location	Status (1)	Land Area (acres)	Actual or Estimated Saleable Area (sq. ft.) (2)	Actual or Estimated Number of Rooms (2)	Actual or Estimated Construction Commencement Date (2)	Actual or Estimated Completion Date (2)
The Westin Mumbai - Garden City	Oberoi Garden City, Goregaon (E), Mumbai	Ongoing	12.06 (5)	381,820	269	October 2006	March 2010 (3)
Oasis - Hotel	Oasis Realty, Worli, Mumbai	Planned	3.01 (5)	215,280	125	January 2010	December 2014

Project Name [(2)]	Development Site / Location	Status [(1)]	Land Area (acres)	Actual or Estimated Saleable Area (sq. ft.) [(2)]	Actual or Estimated Number of Rooms [(2)]	Actual or Estimated Construction Commencement Date [(2)]	Actual or Estimated Completion Date [(2)]
Juhu Hotel [(4)]	Juhu Hotel, Juhu, Mumbai	Planned	3.05	1,289,787	-		

(1) We classify our projects as "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

(3) Although we received an occupation certificate for this project in June 2009, the hotel is still being fitted-out and is therefore not Completed.

(4) Our ability to develop the Juhu Hotel development site depends, among other things, upon us prevailing in the ongoing arbitration relating to our acquisition of the site. Please see the section entitled "Outstanding Litigation and Material Developments" on page 270. The land area and estimated Saleable Area reflects our 50% share in the joint venture and not the total land area and estimated Saleable Area of the development site.

(5) These land areas include one or more projects on the same land parcel.

Our Social Infrastructure Projects

We currently have one Ongoing and three Planned social infrastructure projects, which we expect to provide a total Saleable Area of approximately 1,977,911 square feet contributing 9.28% of total Saleable Area of all our Ongoing and Planned projects. These projects are developed primarily to comply with land reservations within large land parcels in accordance with the Development Control regulations. Pursuant to these regulations, we may operate or lease such projects – for example, the Oberoi International School, a co-educational private school – or, if required under the reservations as developable area earmarked for the Municipal Corporation of Greater Mumbai ("MCGM") and we decide to develop the land, we hand over the development in exchange for transferable development rights ("TDRs")/FSI benefits. For example, we developed municipal staff quarters on a portion of the land in Oberoi Garden City and used the resulting FSI benefits in the development of our Oberoi Woods and Oberoi Townhouse projects. We also developed a road on the Oberoi Garden City development site, which we handed over to the MCGM in exchange for TDRs, which we sold to a third party. TDRs may be used by us in the development of other projects within the same development or for certain other developments in accordance with the provisions of the Development Control Regulations, or may be transferred to a third party.

Our social infrastructure projects, as of September 30, 2009, are summarised in the following table:

Project Name [(2)]	Development Site / Location	Status [(1)]	Land Area (acres)	Estimated Saleable Area (sq. ft.) [(2)]	Actual or Estimated Construction Commencement Date [(2)]	Estimated Completion Date [(2)]
Oberoi International School [(3)]	Oberoi Garden City, Goregaon (E), Mumbai	Ongoing	1.14	305,309	February 2007	March 2010
Education Complex [(4)]	Oberoi Garden City, Goregaon (E), Mumbai	Planned	3.63	866,130		April 2011 [(5)]
Hospital [(4)]	Oberoi Garden City, Goregaon (E), Mumbai	Planned	1.25	375,481		October 2010 [(5)]
Oberoi Splendor – School [(4)]	Oberoi Splendor, Andheri (E), Mumbai	Planned	1.61	430,990		April 2011 [(5)]

(1) We classify our projects as "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

(3) An occupation certificate for three of the ten storeys was obtained in August 2008 and the Oberoi International School has been partially operational since that date.

(4) We currently plan to lease the land for the Education Complex, the Hospital and the Oberoi Splendor School for development and operation by third parties.

(5) As we plan to lease the land for the Education Complex, the Hospital and the Oberoi Splendor School for development and operation by third parties, the estimated completion date refers to the date on which we currently expect to lease the land to a

third party.

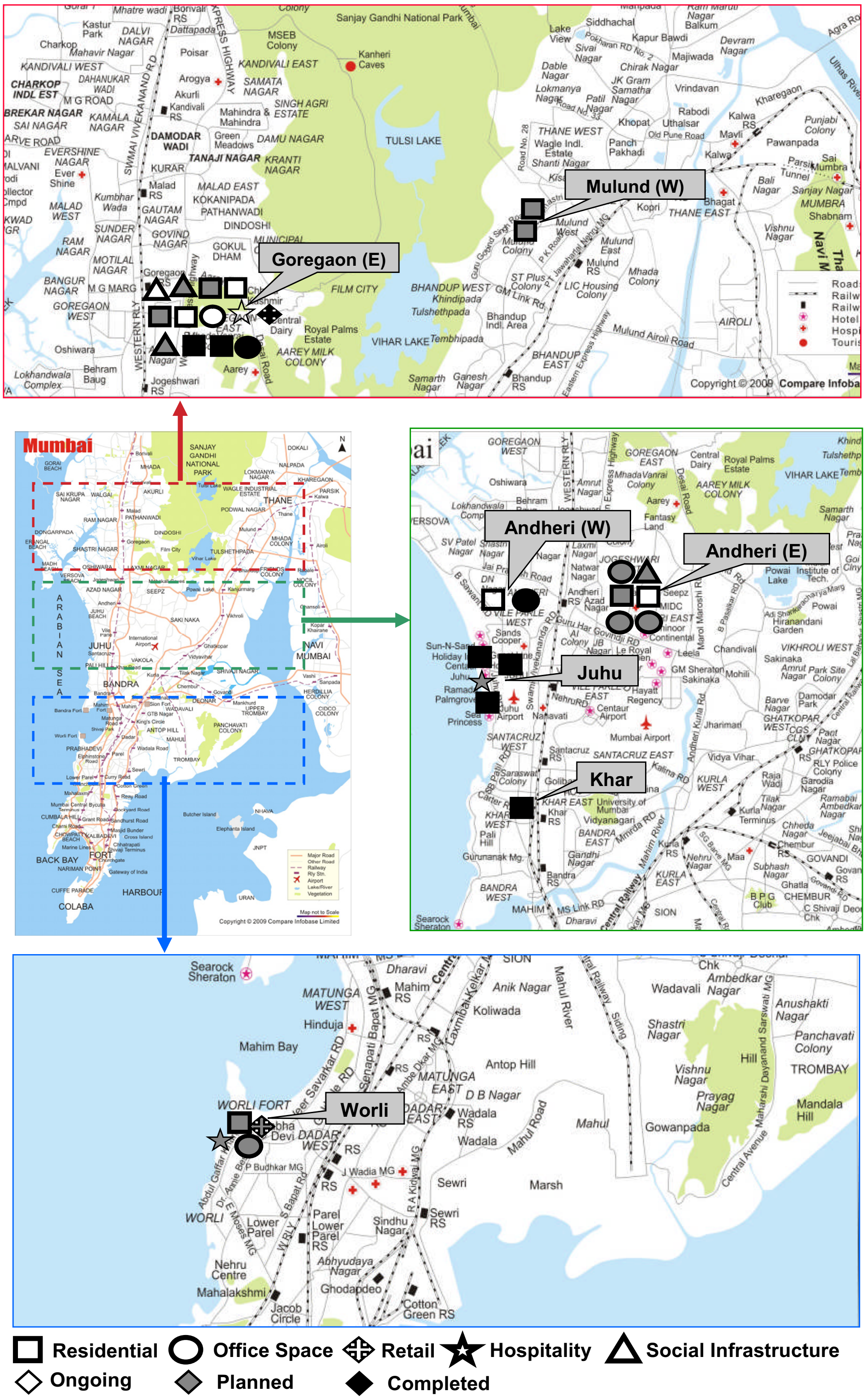
In addition to the Ongoing and Planned Social Infrastructure projects identified in the table above, our Oberoi Garden City development site has non-developable land reservations for three recreation grounds measuring approximately 4.5 acres, 4.4 acres and 1.89 acres respectively, and for a garden measuring approximately 2.99 acres. We may hand over all or a portion of the area earmarked for the recreation grounds and garden to the MCGM in exchange for TDRs that we currently intend to use in the development of residential and office space within Oberoi Garden City. We may however also use all or a portion of these TDRs on another development or transfer these TDRs to a third party.

Our Real Estate Developments

Our Completed, Ongoing and Planned projects are spread across 11 development sites, primarily located in Mumbai. These include four development sites developed by OCPL before OCPL became a wholly-owned subsidiary of the Company in December 2006. In identifying potential development sites, we focus on a range of factors, including location, size, potential end use, other developments in the surrounding area, demographics, infrastructure and quality of title.

We utilise an outsourcing model that allows scalability and emphasises contemporary design and quality construction. We outsource design and construction aspects of the development process to international and domestic architects and domestic third-party contractors, while our experienced in-house project management and execution teams retain an overall project management role to ensure efficient and timely project execution.

The following map provides an illustration of the location of our Completed, Ongoing and Planned projects in Mumbai as of September 30, 2009.



Goregaon (E)
Mulund (W)
Mumbai
Andheri (W)
Andheri (E)
Juhu
Khar
Worli
Residential
Office Space
Retail
Hospitality
Social Infrastructure
Ongoing
Planned
Completed
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Our Completed, Ongoing and Planned projects are located, or will be located, within the following developments:

(i) Oberoi Garden City, Goregaon, Mumbai;
(ii) Oberoi Splendor, Andheri (E), Mumbai;
(iii) Oberoi Springs, Andheri (W), Mumbai;
(iv) Oasis Realty, Worli, Mumbai;
(v) Oberoi Exotica, Mulund (W), Mumbai
(vi) Sangam City, Sangamwadi, Pune; and
(vii) Juhu Hotel, Juhu, Mumbai

These developments comprise land owned by us, or lands in respect of which we have development rights or lands for which for which joint development agreements have been entered into.

Certain of our development sites are subject to litigation. If we or the owners of such land or our joint development partners do not succeed in such proceedings, we may lose our rights over such land. For details about our pending litigations, please see the section entitled "Outstanding Litigation and Material Developments" on page 270.

In addition, prior to becoming a wholly-owned subsidiary of the Company, OCPL completed projects on four additional development sites: (a) Plazo, Juhu, Mumbai; (b) Oberoi Enclave, Juhu, Mumbai; (c) Oberoi Crest, Khar, Mumbai; and (d) Oberoi Chambers, Andheri (W), Mumbai.

Oberoi Garden City – Goregaon, Mumbai

Our flagship mixed-use development is Oberoi Garden City, an integrated development on an approximately 75.24 acres of land in Goregaon in the western suburbs of Mumbai, adjacent to the arterial Western Express Highway and overlooking Aarey Milk Colony, an approximately 3,160 acre no-development green zone. The development is approximately eight kilometres from Mumbai's domestic airport and approximately five kilometres from the Chhatrapati Shivaji International Airport in Mumbai.

Between 1999 and 2005, we acquired the parcels of adjacent land identified on the following table, which we are developing into Oberoi Garden City.

Parcel No.	Acquired From	Date of Acquisition	Purchase Consideration (Rs Million)	Land Area (acres)	Percentage of Total Area
1	Novartis India Limited	December 29, 1999	26.27	6.40	7.64%
2	Novartis India Limited	July 9, 2001	5.00[(5)]	10.63	12.67%
3	Novartis India Limited	February 20, 2002	145.00	8.26	9.85%
4	Ciba Speciality Chemicals (I) Limited	February 20, 2002	203.00	9.44	11.25%
5	Novartis India Limited	September 6, 2002	198.86	12.09	14.41%
6	Novartis India Limited	September 29, 2003	171.07	10.26	12.23%
7	Novartis India Limited	August 25, 2004	64.83	4.18	4.98%
8	Novartis India Limited	September 17, 2004	23.93	1.51	1.80%
9	The Society of the Franciscan Hospitaller Sisters	February 22, 2005	55.10	10.63	12.67%
10	Novartis India Limited	September 12, 2005	174.70	10.47	12.48%
	Total		1,067.76	**83.88**[(4)]	**100.00%**

(1) In 1999, we entered into an agreement with Novartis India Limited to acquire parcel numbers 1, 2 and 7, comprising 21.21 acres of land in phases. For parcel number 1, whilst the agreement reflects the land area as 5.40 acres, the property registration card provides the land area as 6.40 acres.

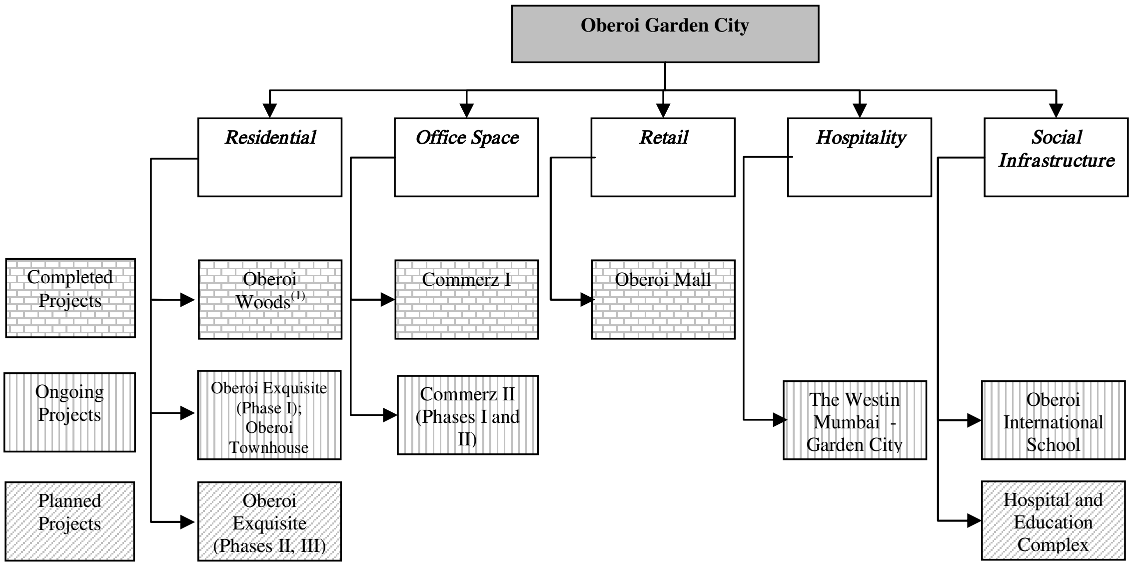
(2) In 2002, we entered into a master agreement with Novartis India Limited and Ciba Speciality Chemicals (I) Limited to acquire parcel numbers 3, 4, 5, 6, 8 and 10, comprising 52.03 acres of land in phases.

(3) In 2005, we entered into an agreement with The Society of the Franciscan Hospitaller Sisters to acquire parcel number 9, comprising 10.63 acres of land, which included several land reservations.

(4) The total land acquired includes 8.64 acres of land, comprising slum rehabilitation and road reservations, which we developed and handed over to the MCGM in exchange for TDRs.

(5) A portion of this parcel was encroached by slum dwellers and we developed a slum rehabilitation project on this site on 0.71 acres of land and obtained TDRs which we sold.

The Oberoi Garden City integrated development currently comprises the following Completed, Ongoing and Planned residential, office space, retail, hospitality and social infrastructure projects:



(1) We also developed a slum rehabilitation project on 0.71 acres of land within the Oberoi Garden City development site and obtained TDRs which we sold.

Oberoi Garden City includes, or will include, among other things, Oberoi Mall, a retail complex covering approximately 552,893 square feet of Saleable Area, a 32-storey mixed-use commercial tower covering approximately 805,606 square feet of Saleable Area, which includes Commerz I, approximately 364,888 square feet of office space (excluding 58,898 square feet of Saleable Area which is occupied by us), and a 269-room hotel, to be operated and managed by Starwood as The Westin Mumbai - Garden City, Commerz II, an office space project, to be completed in two phases, covering approximately 2,387,419 square feet (725,769 square feet in Phase I and 1,661,650 square feet in Phase II) of Saleable Area, Oberoi Townhouse, a luxury residential gated community covering approximately 39,550 square feet of Saleable Area, Oberoi Woods, a 600-unit residential complex, covering approximately 598,200 square feet of Saleable Area, Oberoi Exquisite, a 2,620-unit residential complex, covering approximately 5,245,940 square feet of Saleable Area, and social infrastructure projects.

The status of each category of project within the Oberoi Garden City development as of September 30, 2009 is summarised in the following table:

Status[(1)]	**Actual or Estimated Saleable Area (sq. ft.)** [(2)]					
	Residential	**Office Space**	**Retail**	**Hospitality**	**Social Infrastructure**	**Total**
Completed Projects	654,994	364,888[(3)]	552,893	-	-	1,572,775
Ongoing Projects	1,413,130	2,387,419	-	381,820	305,309	4,487,678
Planned Projects	3,872,360	-	-	-	1,241,611	5,113,971
Total	**5,940,484**	**2,752,307**	**552,893**	**381,820**	**1,546,920**	**11,174,424**

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

(3) This excludes 58,898 square feet of Saleable Area which is occupied by us.

The individual projects within the Oberoi Garden City development, and their status as of September 30, 2009, are summarised in the following table and described in further detail below:

Project Name (2)	Project Type (2)	Status (1)	Land Area (acres)	Actual or Estimated Saleable Area (sq. ft.) (2)	Actual or Estimated Total Number of Units (2)	Total Number of Units Sold / Booked for Sale	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Actual or Estimated Construction Commencement Date (2)	Actual or Estimated Completion Date (2) (3)
Oberoi Woods	Residential	Completed	7.04 (6)	598,200	600	593	591,221	October 2004	May 2008
Rehabilitation Project	Residential	Completed	0.71	56,794	173	173	56,794	June 2000	May 2002
Oberoi Townhouse	Residential	Ongoing	7.04 (6)	39,550	7	-	-	November 2008	March 2010
Oberoi Exquisite – I	Residential	Ongoing	32.22 (6)	1,373,580	774	-	-	December 2009	November 2013
Oberoi Exquisite - II	Residential	Planned	32.22 (6)	1,331,520	696	-	-	April 2010	March 2014
Oberoi Exquisite – III	Residential	Planned	32.22 (6)	2,540,840	1,150	-	-	June 2010	May 2014
Commerz I	Office Space	Completed	12.06 (6)	364,888(7)	-	-	169,020	March 2005	March 2008
Commerz II – Phase I	Office Space	Ongoing	12.06 (6)	725,769	-	-	-	October 2007	March 2012
Commerz II – Phase II	Office Space	Ongoing	12.06 (6)	1,661,650	-	-	-	October 2007	March 2012
Oberoi Mall	Retail	Completed	4.11	552,893	-	-	484,442	April 2004	March 2008
The Westin Mumbai - Garden City	Hospitality	Ongoing	12.06 (6)	381,820	-	-	-	October 2006	March 2010 (8)
Oberoi International School (4)	Social Infrastructure	Ongoing	1.14	305,309	-	-	-	February 2007	March 2010
Education Complex (5)	Social Infrastructure	Planned	3.63	866,130	-	-	-		April 2011
Hospital (5)	Social Infrastructure	Planned	1.25	375,481	-	-	-		October 2010

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

(3) The completion date for our Completed projects is the date we received a full occupation certificate for each project.

(4) An occupation certificate for three of the 10 storeys was obtained in August 2008 and the Oberoi International School has been partially operational since that date.

(5) As we plan to lease the land for the Education Complex, the Hospital for development and operation by third parties, the estimated completion date refers to the date on which we currently expect to lease the land to a third party.

(6) These land areas include one or more projects on the same land parcel.

(7) This excludes 58,898 square feet of Saleable Area which is occupied by us.

(8) We received an occupation certificate for this project in June 2009, but the hotel is still being fitted out.

Completed Residential Projects

Oberoi Woods is a premium residential apartment complex, comprising three 35-storey towers, totalling 600 units, with a total Saleable Area of approximately 598,200 square feet. The civil construction of the project was completed by Larsen & Toubro. Facilities and amenities include a double height entrance lobby, three podium level car park, a swimming pool, tennis court, clubhouse, skating rink, garden and children's play area. The target market for this project is the upper middle income segment. The project was launched in October 2004 and completed in March 2008. Of the 600 units, 593 units have been sold as of September 30, 2009.

Rehabilitation Project – We developed a slum rehabilitation project on 0.71 acres of land within the Oberoi Garden City development site in accordance with the scheme approved by the Slum Rehabilitation Authority. We obtained TDRs from the MCGM as compensation for undertaking the slum rehabilitation project, which we sold.

Ongoing Residential Projects

Oberoi Townhouse is a luxury residential gated community, comprising seven detached four-bedroom residences of 5,650 square feet of Saleable Area each, with a total Saleable Area of approximately 39,550 square feet. The project was designed by SCDA Architects, Singapore. The civil construction of the project is being undertaken by Larsen &Toubro. The facilities and amenities for each detached residence include a private garden area, swimming pool, basement car parking, internal courtyard and provision for an internal elevator. The target market for this project is high net worth individuals who are looking for detached residences within a gated community. This project has not yet been launched for sale.

Oberoi Exquisite - I is a residential apartment complex, comprising three 45-storey towers, totalling approximately 774 three-bedroom units, with an estimated total Saleable Area of approximately 1,373,580 square feet. The civil construction of the project has been awarded to Larsen & Toubro. The facilities and amenities will include a clubhouse with gymnasium, health spa, squash court, swimming pool, indoor and outdoor children's play area, jogging track, tennis courts and a multi-purpose hall. The target market for this project is the upper middle income segment. The project was launched in October 2009 and 211 units have been booked for sale as of December 31, 2009.

Planned Residential Projects

Oberoi Exquisite - II is a Planned residential apartment complex, comprising three 45-storey towers, totalling approximately 696 units, with an estimated total Saleable Area of approximately 1,331,520 square feet.

Oberoi Exquisite - III is a Planned residential apartment complex, comprising six 45-storey towers, totalling approximately 1,150 units, with an estimated total Saleable Area of approximately 2,540,840 square feet.

Completed Office Space Projects

Commerz I is the office space component of a 32-storey, approximately 805,606 square feet of Saleable Area mixed-use building, which also includes a hotel. The civil construction of the building was completed by Larsen & Toubro. The building is fully glazed and the amenities include high-speed elevators, central air-conditioning, power backup, two levels of underground car parking and an integrated building management system. Commerz I occupies approximately 364,888 square feet or approximately 53% of the total Saleable Area (excluding 58,898 square feet of Saleable Area which is occupied by us.). The target market is corporations seeking office space for front-office operations. The project was completed in March 2008. Of the approximately 364,888 square feet of Saleable Area available for lease, 169,020 square feet of Saleable Area was leased as of September 30, 2009.

We operate Commerz I on a lease model, whereby we generally lease our office space on a "bare shell" basis, with internal fittings to be installed by the tenant. All of the leased office space is leased on terms of five to nine years, with a lock-in period generally of three to five years, after which the lease may be terminated upon three to nine months written notice. In addition to rent, in most cases, tenants are required to pay a common area maintenance ("CAM") charge and property taxes. We require a security deposit of nine to twelve months rent in respect of each of our leased office space premises. Our current tenants include Ogilvy & Mather Private Limited, Raheja QBE General Insurance Company Limited, CLP Power (India) Private Limited and Mercer Consulting India Private Limited.

Ongoing Office Space Projects

Commerz II is an office space development to be completed in two phases, comprising two towers, totalling approximately 2,387,419 square feet (725,769 square feet in Phase I and 1,661,650 square feet in Phase II) of Saleable Area. The civil construction is being carried out by Larsen & Toubro. The facilities and amenities will include high speed elevators, central air-conditioning, power backup and two levels of underground car parking. The target market is corporate clients looking for large format office space for lease. We currently intend to develop this project on a lease model.

Completed Retail Projects

Oberoi Mall opened on April 15, 2008 with approximately 552,893 square feet of Saleable Area. It is owned by a special purpose vehicle, Oberoi Mall Private Limited, which is a wholly-owned subsidiary of the Company. Designed by Bentel and Associates, South Africa, the facilities include two levels of basement parking with capacity for approximately 1,000 cars, a large central atrium with natural light, elevators and escalators for internal circulation, central air-conditioning and an integrated building management system. The target market includes premium brand retail outlets. Of the approximately 552,893 square feet of leasable retail space, 484,442 square feet has been leased, as of September 30, 2009.

We have leased approximately 283,951 square feet of Saleable Area to anchor tenants, which comprise the department stores Lifestyle and Central and PVR's six screen multiplex cinema with a seating capacity of approximately 1,900.

We lease retail space to our anchor tenants on lease terms of five to ten years, with a lock-in period of five to ten years, during which the tenant does not have a right to terminate the lease. After the lock-in period, the lease may be terminated upon six months written notice, where applicable. For our non-anchor tenants, lease terms range from one to nine years, with a lock-in period of one to five years, after which the lease may be terminated upon three to six months written notice. We utilise a range of rental models, including fixed rental, variable (revenue-based) rental, fixed plus variable or fixed or variable (whichever is higher) bases. In addition to rent, in most cases, tenants are required to pay a CAM charge, property taxes and fees for advertisements and signage. In some cases, property taxes and some of these additional components are included within the rental amount. In addition, our tenants are required to pay a security deposit of six to 12 months rent.

Ongoing Hospitality Projects

The Westin Mumbai - Garden City is a hotel to be operated and managed by Starwood under the Westin brand, which occupies approximately 381,820 square feet of Saleable Area within the 32-storey tower also occupied by the Commerz I office space project. The hotel facilities and amenities will include a banquet hall, fully-equipped business centre, spa, gymnasium and health centre, four restaurants offering different cuisines and 269 contemporary guest rooms. The hotel is currently at the "fit-out" stage.

The hotel will be owned by us and operated in accordance with an Operating Services Agreement between the Company and Starwood dated January 2, 2008 and related agreements, including a System License Agreement, a Centralized Services Agreement and a Development Consulting Services Agreement. These agreements provide for the management of the hotel by Starwood for an initial term of 20 years, renewable by mutual consent for up to two additional terms of five years each. The System License Agreement provides for the use by the Company of the Westin trademarks, the operating system for the hotel and technical assistance from Westin Hotel Management, L.P. The Centralized Services Agreement provides for the use of the reservations, sales and marketing and guest loyalty programmes set up by Westin and the Development Consulting Services Agreement provides for consultancy advice from Westin Hotel Management L.P. to the Company, our architects, engineers, designers and consultants with respect to the designing, decorating and furnishing of the hotel. We currently expect that the hotel will commence operations in early 2010.

Pursuant to the Operating Services Agreement and related agreements, Starwood will operate and manage the hotel on our behalf. Starwood's fees are calculated, in part, based on the revenue of the hotel and, in part, based on the Adjusted Gross Operating Profit of the hotel. Starwood is also entitled to certain reimbursements.
In addition, Starwood has agreed that it will not operate another Westin brand hotel in the same area for the duration of the Operating Services Agreement.

Ongoing Social Infrastructure Projects

Oberoi International School, is a contemporary urban school, comprising 10 storeys with approximately 305,309 square feet of Saleable Area. We have obtained an occupation certificate for storeys one to three and the school has been partially operational since August 2008. The facilities and amenities include spacious scientifically designed classrooms, learning clusters with mobile furniture in an ambience that provides a stimulating environment for interactive and collaborative learning. Other amenities include a swimming pool, tennis courts, squash courts, athletic track and creative art studios. The Oberoi International School offers the International Baccalaureate (IB) Primary Years Program, as well as the Diploma Program. The Oberoi International School also offers the Middle Years Program under the IGCSE syllabus.

The Oberoi International School building is owned by our Company and leased to and operated by Oberoi Foundation, a public charitable trust, pursuant to a leave and licence agreement dated December 24, 2009. The leave and license agreement is for a period of 60 months from August 27, 2008 and provides for the higher of a fixed fee or a fee calculated on the basis of the net revenue of Oberoi International School in an academic year.

Planned Social Infrastructure Projects

Hospital Project Plot – Oberoi Garden City has a land reservation measuring approximately 1.25 acres within the development site for construction of a hospital, with an estimated Saleable Area of approximately 375,481 square feet. We currently plan to lease the land for development and operation by third parties.

Education Complex Plot - Oberoi Garden City also has a land reservation measuring approximately 3.63 acres within the development site for construction of an education complex with an estimated Saleable Area of approximately 866,130 square feet. We currently plan to lease the land for development and operation by third parties.

Oberoi Garden City also has three non-developable land reservations for recreation grounds measuring approximately 4.5 acres, 4.4 acres and 1.89 acres respectively, and a land reservation for a garden measuring approximately 2.99 acres. We may hand over all or a portion of the area earmarked for such developments to the MCGM in exchange for TDRs that we currently intend to use in the development of residential and office space within Oberoi Garden City. We may however also use all or a portion of these TDRs on another development or transfer to a third party.

Oberoi Splendor – Andheri (E), Mumbai

Oberoi Splendor is a mixed-use development, comprising residential, office space and social infrastructure projects, on approximately 21.50 acres of land in Andheri in the western suburbs of Mumbai. The development is conveniently located near the arterial Western Express Highway and overlooks Aarey Milk Colony, an approximately 3,160 acre no-development green zone. This development site is being developed by our wholly-owned subsidiary, OCPL.

In 2005, we acquired the parcel of land identified on the following table, which we are developing into Oberoi Splendor.

Acquired From	Date of Acquisition	Purchase Consideration (Rs Million)	Land Area (acres)
Madhu Fantasy Land Private Limited and Avinash Bhosale	October 18, 2005	1,060.00	24.47 (2)

(1) In October 2005, we entered into an Indenture of Conveyance with Madhu Fantasy Land Private Limited and Avinash Bhosale to acquire this parcel, comprising 24.47 acres of land.

(2) This land area currently includes land reservations for a recreation area, a school, road set back and a no-development zone.

The status of each category of project within the Oberoi Splendor development as of September 30, 2009 is summarised in the following table:

Status (1)	Estimated Saleable Area (sq. ft.) (2)			
	Residential	Office Space	Social Infrastructure	Total
Ongoing Projects	1,279,152	-	-	1,279,152
Planned Projects	294,840	1,124,255	430,990	1,850,085
Total	**1,573,992**	**1,124,255**	**430,990**	**3,129,237**

(1) We classify our projects as "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

The individual projects within the Oberoi Splendor development, and their status as of September 30, 2009, are summarised in the following table and described in further detail below:

Project Name (2)	Project Type (2)	Status (1)	Land Area (acres)	Estimated Saleable Area (sq. ft.) (2)	Estimated Total Number of Units (2)	Total Number of Units Sold / Booked for Sale	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Actual or Estimated Construction Commencement Date (2)	Estimated Completion Date (2)
Oberoi Splendor - I	Residential	Ongoing	17.50 (4)	1,279,152	1296	1054	1,040,298	February 2007	December 2010
Oberoi Splendor IT Tower	Office Space	Planned	2.39	93,873	-	-	-	September 2010	August 2012
Oberoi Splendor - II	Residential	Planned	17.50 (4)	294,840	162	-	-	January 2010	June 2012
Oberoi Splendor - Commercial I	Office Space	Planned	17.50 (4)	318,804	-	-	-	March 2010	February 2013

Project Name (2)	Project Type (2)	Status (1)	Land Area (acres)	Estimated Saleable Area (sq. ft.) (2)	Estimated Total Number of Units (2)	Total Number of Units Sold / Booked for Sale	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Actual or Estimated Construction Commencement Date (2)	Estimated Completion Date (2)
Oberoi Splendor - Commercial II	Office Space	Planned	17.50 (4)	711,577	-	-	-	June 2010	May 2013
Oberoi Splendor – School (3)	Social Infrastructure	Planned	1.61	430,990	-	-	-	-	April 2011

(1) We classify our projects as “Ongoing” or “Planned” depending on their respective stages of development. Please see the section entitled “Definitions and Abbreviations” on page i.

(2) Information provided in respect of our Ongoing and Planned projects is based on current management plans and subject to change.

(3) We currently plan to lease the land for the Oberoi Splendor School for development and operation by third parties. The estimated completion date refers to the date on which we currently expect to lease the land to a third party.

(4) These land areas include one or more projects on the same land parcel.

Ongoing Residential Projects

Oberoi Splendor is a premium apartment complex, which comprises six 27-storey towers, totalling 1,296 units, with an estimated total Saleable Area of approximately 1,279,152 square feet. The civil construction of the project is being executed by Larsen & Toubro. Facilities and amenities include double-height entrance lobbies, landscaped podium, club house, gymnasium, swimming pool, tennis court, skating rink, water fountains and a children’s play area. The target market for this project is the upper middle income segment. The project was launched in February 2007. Of the 1,296 units, all of which have been released for sale, 1,054 units have been sold as of September 30, 2009.

Planned Residential Projects

Oberoi Splendor - II is a Planned additional tower in the Oberoi Splendor development, comprising 162 residential units, with an estimated total Saleable Area of approximately 294,840 square feet.

Planned Office Space Projects

As of September 30, 2009 we had three office space projects which were in the planning stage. Set out below is a brief description of our Planned office space projects.

Oberoi Splendor Commercial I and II – We are planning to develop two more office buildings on the Oberoi Splendor plot. The total estimated Saleable Area of the two office buildings is approximately 1,030,381 square feet. We currently propose to develop office spaces ranging from 3,000 to 10,000 square feet in a flexible format, which could be sold or leased to corporate as well as non-corporate clients. We currently plan to commence construction of Splendor Commercial I in March 2010 and the project is envisaged to be completed February 2013. Further, we are planning to commence construction of Splendor Commercial II in June 2010 and the project is envisaged to be completed by May 2013.

Oberoi Splendor IT Tower – We also propose to develop an IT complex of approximately 93,873 square feet of Saleable Area on the Oberoi Splendor plot. The stand-alone building could serve as a corporate headquarters for any of the IT companies located in the nearby Santa Cruz Electronics Export Processing Zone (“SEEPZ”), a Special Economic Zone. We propose to commence construction of this project in September 2010 and the project is envisaged to be completed by August 2012.

Planned Social Infrastructure Projects

Oberoi Splendor School - Oberoi Splendor has a land reservation measuring approximately 1.61 acres within the development site for construction of a school, with an estimated Saleable Area of approximately 430,990 square feet. We currently plan to lease the land for development and operation of the school by third parties.
Oberoi Splendor also has land reservations for a recreation ground and a road set back measuring approximately 3.0 acres. We may hand over all or a portion of the area earmarked for such developments to the MCGM in exchange for TDRs/FSI that we currently intend to use in the development of residential and office space within Oberoi Splendor.

Oberoi Springs – Andheri (W), Mumbai

Oberoi Springs is a residential development on approximately 6.97 acres of land in Andheri in the western suburbs of Mumbai. The development is conveniently located off the arterial Link Road. This development site is being developed by our wholly-owned subsidiary, OCPL.

In 2005, we acquired parcels of land (or irrevocable development rights over the parcels of land) identified on the following table, on which we are developing our residential project, Oberoi Springs.

Parcel No.	Acquired From	Date of Acquisition	Purchase Consideration (Rs Million)	Land Area (acres)	Percentage of Total Area
1	Excel Industries Limited[(1)]	February 10, 2005	161.00	3.61	52%
2	Shroff Family Charitable Trust[(2)]	February 10, 2005	156.10	3.22	46%
3	Oshiwara Land Development Company Private Limited[(3)]	April 15, 2005	0.10	0.14	2%
	Total		317.20	6.97	100%

(1) In February 2005, we entered into a development agreement with Excel Industries Limited to acquire irrevocable development rights over parcel number 1 comprising 3.61 acres of land.

(2) In February 2005, we entered into a development agreement with Shroff Family Charitable Trust to acquire irrevocable development rights over parcel number 2, comprising 3.22 acres of land.

(3) In April 2005, we entered into a Deed of Conveyance with Oshiwara Land Development Company Private Limited to acquire parcel number 3, comprising 0.14 acres of land.

The Oberoi Springs development comprises a single residential project, the details of which, as of September 30, 2009, are summarised in the following table, and described in further detail below:

Project Name [(2)]	Project Type [(2)]	Status [(1)]	Land Area (acres)	Estimated Saleable Area (sq. ft.) [(2)]	Estimated Total Number of Units [(2)]	Total Number of Units Sold / Booked for Sale	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Actual Construction Commencement Date [(2)]	Estimated Completion Date [(2)]
Oberoi Springs	Residential	Ongoing	6.97	643,065	645	620	618,140	November 2005	March 2010 [(3)]

(1) We classify our project as "Ongoing" depending on its stage of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Ongoing project is based on current management plans and subject to change.

(3) We received an occupation certificate for this project in October 2009.

Oberoi Springs is a premium residential apartment complex, located in Andheri. It comprises three towers of 35 storeys and a total of 645 units, with a total Saleable Area of approximately 643,065 square feet. The civil construction of the project was completed by Larsen & Toubro. Facilities and amenities include a double height entrance lobby, clubhouse, gymnasium, aerobic centre, yoga room, a swimming pool, tennis court, jacuzzi and children's indoor and outdoor play area. The target market for this project is the upper middle income segment. Of the 645 units, all of which have been released for sale, 620 units have been sold as of September 30, 2009.

Oasis Realty - Worli, Mumbai

Oasis Realty is an unincorporated joint venture between our wholly-owned subsidiary, OCPL, Skylark Build and Shree Vrunda Enterprises to develop a mixed-use development of approximately 2.1 million square feet of Saleable Area in Worli, located on the arterial Annie Besant Road.

As a joint venture partner, OCPL will be responsible for developing the free-sale portion arising from the slum redevelopment project being undertaken on the property. The rehabilitation component of the slum redevelopment project is the responsibility of the other joint-venture partners.

The proposed development plan for the free-sale portion is set out in the following table:

Project Type[(1)]	Proposed Saleable Area (sq. ft.) [(1)]	Estimated Construction Commencement Date [(1)]	Estimated Completion Date [(1)]
Residential	1,541,738	January 2010	December 2014
Office Space	242,190	January 2010	December 2012
Retail	121,095	January 2010	December 2012
Hospitality	215,280	January 2010	December 2014

(1) Information provided in respect of this Planned project is based on current management plans and subject to change.

The transaction structure envisages that OCPL would be entitled to a percentage of the net revenues (being gross revenues from property sales less construction costs) of the joint venture. For the residential, office space and retail components of the development, the share of the net revenues is calculated on the basis of the sale price per square foot according to a graded scale, pursuant to which OCPL will receive 25-40% of net revenues depending upon the sale price per square foot of each premises. For the hospitality component, OCPL will receive a 36.25% share of net revenues, provided that construction of the hotel premises is performed by OCPL.

Oberoi Exotica – Mulund, Mumbai

Oberoi Exotica is a residential development on approximately 18.26 acres of land in Mulund in the central suburbs of Mumbai. The development is located on LBS Marg, a key road in the central suburbs, and overlooks the Borivali National Park.

In 2005, we acquired (or acquired irrevocable development rights over) the parcels of land identified on the following table, which will be developed into Oberoi Exotica.

Parcel No.	Acquired From	Date of Acquisition	Purchase Consideration (Rs Million)	Land Area (acres)	Percentage of Total Area
1	GlaxoSmithKline Pharmaceuticals Limited[(1)]	September 26, 2005	1,038.50	8.46	45%
2	GlaxoSmithKline Pharmaceuticals Limited	September 26, 2005	1,150.00	9.81	52%
3	GlaxoSmithKline Pharmaceuticals Limited[(2)]	(Please see Note 2)	21.50	0.54	3%
	Total		2,210.00	18.81[(1)]	100%

(1) This land area includes land reservations for a road set back.

(2) On July 13, 2005, we entered into three separate Articles of Agreements with GlaxoSmithKline Pharmaceuticals Ltd to acquire each of parcel numbers 1, 2 and 3, comprising a total of 18.81 acres of land. On September 26, 2005, we entered into two separate Indentures of Conveyance with GlaxoSmithKline Pharmaceuticals Ltd. to transfer parcel numbers 1 and 2, comprising 8.46 and 9.81 acres of land, respectively. An Indenture of Conveyance for parcel number 3 has not yet been executed.

Subsequent to our acquisition of the Oberoi Exotica development site, the Government of Maharashtra issued a communication to the effect that this land is a private forest under the provisions of the Maharashtra Private Forest (Acquisition Act), 1975. Please see the sections entitled "Risk Factors – We may not hold, or may not be able to prove that we hold, good title to our real estate assets, which may have an adverse effect on our business and operations, and are not able to obtain title insurance guaranteeing title or land development rights", "Risk Factors – There are outstanding legal proceedings involving the Company, its Subsidiaries, joint ventures, Directors and Promoter" and "Outstanding Litigation and Material Developments" on pages xxvii and 270, respectively.

The Oberoi Exotica development comprises two Planned residential projects, the details of which, and their status as of September 30, 2009, are summarised in the following table, and described in further detail below:

Project Name [2]	Project Type [2]	Status [1]	Land Area (acres)	Estimated Saleable Area (sq. ft.) [2]	Estimated Total Number of Units [2]	Estimated Construction Commencement Date [2]	Estimated Completion Date [2]
Oberoi Exotica I	Residential	Planned	9.24	1,619,800	890	March 2010	August 2013
Oberoi Exotica II	Residential	Planned	9.02	1,581,580	869	April 2010	September 2013

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) Information provided in respect of our Planned projects is based on current management plans and subject to change.

Oberoi Exotica - I is a Planned residential development project located in Mulund, comprising four 37-storey towers, totalling 890 units, with an estimated total Saleable Area of approximately 1,619,800 square feet. The target market for this project is the upper middle income segment.

Oberoi Exotica - II is a Planned residential development project located in Mulund, comprising four 37-storey towers, totalling 869 units, with an estimated total Saleable Area of approximately 1,581,580 square feet. The target market for this project is the upper middle income segment.

Sangam City – Sangamwadi, Pune

The Company also holds a 31.67% interest in Sangam City Township Private Limited ("Sangam City Township"), a special purpose vehicle, established for a development project comprising approximately 56 acres of land located in Sangamwadi, Pune, and surrounded by the Mula Mutha River on three sides. The land is situated two kilometres from Pune Railway Station and six kilometres from Pune International Airport.

Sangam City Township has entered into agreements to acquire development rights in respect of approximately 56 acres of land, which will be developed as a mixed-use development, comprising residential, office space and retail components.

The proposed development plan for our share of the project is as set out in the following table:

Project Type [1]	Proposed Saleable Area (sq. ft.) [1] [2]	Estimated Construction Commencement Date [1]	Estimated Completion Date [1]
Residential	772,372	January 2011	December 2015
Office Space	279,367		
Retail	279,367		

(1) Information provided in respect of this Planned project is based on current management plans and subject to change.

(2) The proposed Saleable Area reflects our 31.67% share in the joint venture.

Sangam City Township has entered into agreements to acquire development rights over the land, which are dated between March 2007 and November 2009 with the owners of different parcels of land. As of the date of the execution of the development agreements, the relevant land was agricultural land, and Sangam City Township is required under the development agreements to obtain permission for the conversion of the land from agricultural to non-agricultural land use within a certain period from the date of the execution of the respective agreements. In respect of certain of these development agreements, the time period for conversion of the land from agricultural to non-agricultural use has expired, although none of these development agreements has been terminated. Please see the section entitled "Risk Factors – The development rights in respect of certain of our projects are subject to certain conditions, and in the event any of these conditions are not satisfied, this land would not be available for development by us".

The consideration for the development rights comprises cash and constructed Saleable Area. Part of the consideration to be paid to the land owners for each parcel of land has been handed over to the land owners and part is being held in escrow and will be released to the land owners when a non-agricultural user certificate is obtained for such land.

Juhu Hotel – Juhu, Mumbai

Siddhivinayak Realties Private Limited ("Siddhivinayak Realties"), in which OCPL holds a 50% interest, is a joint venture between OCPL and Vinod Goenka, Shahid Balwa, Neelkamal Realtors & Builders Private Limited, Associated Hotels Limited, BD & P Hotels (India) Private Limited and Y J Realty Private Limited. Siddhivinayak Realties has entered into an agreement for acquisition of the assets and properties of Tulip Hospitality Services Limited.

These assets and properties comprise a beachfront property formerly known as Centaur Hotel, which is located in the upmarket Juhu area and in close proximity to the J W Marriott hotel. The total plot area is approximately 6.10 acres and the total estimated Saleable Area of the property is approximately 2,579,573 square feet. We intend to develop this property into a hotel.

The conclusion of the acquisition is subject to arbitration commenced in 2005 and related court proceedings, which are currently pending. Please see the sections entitled "Outstanding Litigation and Material Developments – Litigation against Siddhivinayak Realties Private Limited" and "Outstanding Litigation and Material Developments – Litigation by Siddhivinayak Realties Private Limited" on pages 277 and 278, respectively.

Other Projects Developed by OCPL

Prior to becoming a wholly-owned subsidiary of the Company, OCPL had developed or was developing five projects, the details of which are summarised in the following table, and described in further detail below:

Project Name	Development Site / Location	Project Type	Status [1]	Land Area (acres)	Saleable Area (sq. ft.)	Total Number of Units	Total Number of Units Sold / Booked for Sale	Total Saleable Area Sold/ Booked for Sale/ Leased (sq. ft.)	Construction Commencement Date	Completion Date [2]
Plazo (Ghuman Villa)	Plazo (Ghuman Villa), Juhu, Mumbai	Residential	Completed	0.21	19,850	10	10	19,850	September 1999	September 2001
Beachwood House	Oberoi Enclave, Juhu, Mumbai	Residential	Completed	0.53	27,000	10	10	27,000	April 2002	January 2005
Oberoi Crest	Oberoi Crest, Khar, Mumbai	Residential	Completed	0.19	23,300	11	11	23,300	May 2002	May 2006
Seawind	Oberoi Enclave, Juhu, Mumbai	Residential	Completed	0.26	23,500	8	8 [3]	23,500	November 2002	October 2006
Oberoi Chambers	Oberoi Chambers, Andheri (W), Mumbai	Office Space	Completed	0.71	86,123	-	-	86,123	February 2002	May 2004

(1) We classify our projects as "Completed", "Ongoing" or "Planned" depending on their respective stages of development. Please see the section entitled "Definitions and Abbreviations" on page i.

(2) The completion date for our Completed projects is the date we received a full occupation certificate for each project.

(3) Our Seawind project was sold to Beachwood Properties Private Limited, a Promoter Group entity, in October 2006. For further details, please see the section entitled "Related Party Transactions" on page 149**.**

Completed Residential Projects

Plazo (Ghuman Villa) is a luxury residential apartment complex comprising ten units with a total Saleable Area of approximately 19,850 square feet. The target market for this project was high net worth individuals. The project was completed in September 2001. All units have been sold.

Beachwood House is a luxury residential apartment complex, comprising ten units with a total Saleable Area of approximately 27,000 square feet, located at Oberoi Enclave, Juhu, adjacent to the J W Marriott hotel. Facilities and amenities include a rooftop leisure pool, underground parking, high speed elevators, Italian marble finishing in the common area, glass and wood finishing and landscaped gardens. The target market for this project was high net worth individuals. The project was completed in January 2005. All units have been sold.

Oberoi Crest is a luxury residential apartment complex, comprising 11 units with a total Saleable Area of 23,300 square feet. Facilities and amenities include balconies on most sides with picturesque views, high speed elevators, a gymnasium and Italian marble in the common area. The target market for this project was high net worth individuals. The project was completed in May 2006. All units have been sold.

Seawind is a luxury residential apartment complex comprising eight units with a total Saleable Area of approximately 23,500 square feet, located at Oberoi Enclave, Juhu, adjacent to the J W Marriott hotel. The project was completed in October 2006 and sold to Beachwood Properties Private Limited, a Promoter Group entity, in October 2006. For further details, please see the section entitled "Related Party Transactions" on page 149.

Completed Office Space Projects

Oberoi Chambers is an office space complex with a total Saleable Area of approximately 86,123 square feet. The project was completed in May 2004. All of the office space has been sold.

Projects Developed by our Promoter and Promoter Group entities

Completed projects developed by our Promoter and Promoter Group entities, as of September 30, 2009, are summarised in the following table:

Sr. No.	Project Name	Development Site / Location	Project Type	Completion Date [1]
1.	West Wind	Andheri - West, Mumbai	Residential	April 1989
2.	Kingston	Andheri - West, Mumbai	Residential	February 1993
3.	Rock Garden	Andheri - West, Mumbai	Residential	February 1993
4.	Mira Mahal	Andheri - West, Mumbai	Residential	June 1993
5.	Shraddha Bungalow	Andheri - West, Mumbai	Residential	August 1994
6.	Sky Deck	Andheri - West, Mumbai	Residential	April 1995
7.	Beach Wood Towers	Andheri - West, Mumbai	Residential	March 1995
8.	Royal Accord			
	Royal Accord – I	Andheri - West, Mumbai	Residential	October 1994
	Royal Accord – II	Andheri - West, Mumbai	Residential	October 1994
	Royal Accord – III	Andheri - West, Mumbai	Residential	April 1995
	Royal Accord – IV	Andheri - West, Mumbai	Residential	September 1997
9.	Mehardeep	Santacruz, Mumbai	Residential	April 1999
10.	Adhikari Chambers	Andheri - West, Mumbai	Office Space	October 1999
11.	Oberoi Garden Estates	Chandivali, Mumbai	Office Space	March 2000
12.	Sky Pan	Andheri - West, Mumbai	Residential	June 2000
13.	Nanak Ashish	Juhu, Mumbai	Residential	October 2000
14.	Palm Spring	Andheri - West, Mumbai	Residential	March 2001
15.	Oberoi Trade Center	Andheri - West, Mumbai	Office Space	March 2001
16.	Oberoi Gardens	Kandivali, Mumbai	Residential	April 2001
17.	Amardeep (Ghumar Villa)	Juhu, Mumbai	Residential	September 2001
18.	Antariksha	Juhu, Mumbai	Residential	December 2002
19.	Oberoi Sky Gardens	Andheri - West, Mumbai	Residential	January 2003
20.	Oberoi Park View	Kandivali, Mumbai	Residential	February 2006
21.	Oberoi Sky Heights	Andheri - West, Mumbai	Residential	November 2008

(1) The completion date for these Completed projects is the date a full occupation certificate for each project was received.

OUR LAND RESERVES

Our land reserves comprise lands in respect of which, as of January 8, 2010:

- registered title is owned by the Company or its Subsidiaries;
- the Company or its Subsidiaries or joint venture companies have been granted sole development rights;
- a memorandum of undertaking, agreement to acquire or letter of acceptance has been entered into by the Company, its Subsidiaries or group companies;
- joint development agreements have been entered into by the Company, its Subsidiaries or joint venture

companies; and

- the Company owns a proportionate interest indirectly through joint ventures.

The land reserves figures herein may include lands in respect of which we have already recognised revenue, due in part to the application of "percentage of completion" accounting.

We have Ongoing or Planned projects on all our land reserves.

As of January 8, 2010, our land reserves aggregated approximately 127.93 acres. Our land reserves are located in and around Mumbai and Pune. The following is a summary of our land reserves as of January 8, 2010:

Sr. No.	Land Bank / Land Reserves (Category Wise)	Acreage (acres)*	% of Total Acreage	Estimated developable area (sq. ft.)	% of developable area	Estimated saleable area (sq. ft.)	% of saleable area
I	Land owned by the Company	88.89	69.48%	25,710,469	74.65%	15,517,235	72.79%
	1. By itself	49.52	38.71%	14,410,444	41.84%	9,186,618	43.10%
	2.Through its subsidiaries	39.37	30.78%	11,300,025	32.81%	6,330,617	29.70%
	3.Through entities other than (1) and (2) above	-	0.00%	-	0.00%	-	0.00%
II	Land over which the Company has sole development rights	32.44	25.36%	3,611,011	10.48%	2,389,203	11.21%
	1. Directly by the company	7.82	6.12%	557,964	1.62%	415,031	1.95%
	2.Through its subsidiaries	6.82	5.33%	1,028,554	2.99%	643,065	3.02%
	3.Through entities other than (1) and (2) above	17.80	13.91%	2,024,493	5.88%	1,331,107	6.24%
III	Memorandum of Understanding / Agreements to acquire / letters of acceptance to which the Company and / or its subsidiaries and / or its group companies are parties, of which	3.59	2.81%	1,547,744	4.49%	1,289,787	6.05%
	1.Land subject to government allocation	-	0.00%	-	0.00%	-	0%
	2.Land subject to private acquisition	3.59	2.81%	1,547,744	4.49%	1,289,787	6.05%
(A)	**Sub-total (I) + (II) + (III)**	124.92	97.65%	30,869,224	89.62%	19,196,224	90.05%
	Joint developments with partners						
IV	Land for which joint development agreements have been entered in to:	3.01	2.35%	3,573,433	10.38%	2,120,303	9.95%
	1.By the Company directly	-	0.00%	-	0.00%	-	0.00%
	2.Through its subsidiaries	3.01	2.35%	3,573,433	10.38%	2,120,303	9.95%
	3.Through entities other than (1) and (2) above	-	0.00%	-	0.00%	-	0.00%
V	Proportionate interest in lands owned indirectly by the Company through joint ventures	-	0.00%	-	0.00%	-	0%
(B)	**Sub-total (IV) + (V)**	3.01	2.35%	3,573,433	10.38%	2,120,303	9.95%
(C)	**Total (I) + (II) + (III) + (IV) + (V)**	**127.93**	**100.00%**	**34,442,656**	**100%**	**21,316,527**	**100.00%**

(1) Where applicable, these areas represent our proportionate interest in our land reserves and not the total area of the respective development sites. The land areas in the table above exclude land reservations provided for in accordance with the Development

Plan for Mumbai. The land areas in the table above do not include land parcels on which projects have been completed.

(i). Land Owned by us

Land reserves that we own comprise lands for which sale deeds and other instruments including long-term lease deeds have been executed and registered in our favour. As of January 8, 2010, the total land owned by us directly and by our Subsidiaries and other related entities was approximately 88.89 acres representing 69.48% of our total land reserves. Of this, approximately 39.37 acres, representing 30.78% of the land owned by us, is owned through our Subsidiaries. Please see the section entitled "Risk Factors – "We may not hold, or may not be able to prove that we hold, good title to our real estate assets such as the land situated at Mulund, Mumbai, and we are not and may not be able to obtain title insurance guaranteeing title or land development rights" on page xiii.

(ii). Sole Development Rights

As of January 8, 2010, we had been granted sole development rights in respect of approximately 32.44 acres of land. We acquire sole development rights by entering into agreements with parties having ownership or other interests over the land. Certain parties granting us development rights may have not yet acquired ownership rights or title in respect of land that we have categorised as part of our land reserves. As of January 8, 2010, land on which we have been granted sole development rights comprised approximately 25.36% of our land reserves. Under our agreements relating to sole development rights, upon completion of the development, we either acquire (a) right, title and interest over 100% of the total developed area of the land or (b) right, title and interest over a specified proportion of the total developed area of the land or a specified portion of the gross or net revenue generated from the developed project.

(iii). MoUs/ Agreements to Sell and Purchase/ Letters of Acceptance

As of January 8, 2010, we had been granted rights to acquire and/or develop approximately 3.59 acres of land pursuant to MoUs/agreements to sell and purchase/letters of acceptance. These land reserves are all subject to private acquisition and none of our lands are subject to government allocation. We generally enter into MoUs/agreements to sell and purchase/letters of acceptance to acquire and/or develop identified lands. These MoUs/agreements to sell and purchase/letters of acceptance are expected to be followed by the execution of definitive agreements, such as sale or lease deeds. At the time of execution of the agreements to sell and purchase or MoUs for acquisition of land, we make payments of a portion of the total consideration for the land. Sale or conveyance deeds for such lands are executed after we have conducted satisfactory due diligence and/or obtained approvals and/or paid the remaining consideration for such land. At the time of entering into agreements to sell and purchase or MoUs for land to be acquired and/or developed by us, the vendors or parties seeking to grant us development rights may not have ownership or title over such land or may have created encumbrances over such land.

(iv). Joint Development Agreements

Under the joint development agreements that we have entered into, the counterparty is typically a land owner or a person with development rights to the land who grants us permission to develop and sell our portion of the developed plot in one or several parts but does not convey the title to the land to us. We are generally required to pay a refundable or non-refundable deposit to the owner of the land and are entitled to an agreed share of the revenue from the land subject to any restrictions placed on us by the terms of the agreements entered into. As of January 8, 2010 we have entered into joint development rights in respect of approximately 3.01 acres.

(v). Joint Venture Arrangements

We do not own any land through joint venture arrangements.

Certain of our land reserves are subject to litigation. If we or the owners of such land or our sole/joint development partners do not succeed in such proceedings, we may lose our right over such land. For details about our litigation, please see the section entitled "Outstanding Litigation and Material Developments" on page 270.

Material Land Agreements

The following are the material land agreements relating to our Land Reserves falling under categories (ii), (iii) and (iv) above which, as required under the SEBI Regulations, represent at least 10% of the "aggregate agreement value" of land falling within the relevant category. None of these material land agreements have any revocation clauses.

Category (ii): Land over which the Company has sole development rights

The material agreements in this category to which Company and/or its Subsidiaries and/or its Group Companies are parties are as follows:

Sr. No.	Location of Land	Land Area (Acres)	Date of agreement	Parties to the agreement	Agreement Value (In Rs. million)	Amount paid as at September 30, 2009	Sources of funds
1.	Goregaon (East), Mumbai	10.63	July 9, 2001	ORL & Novartis India Limited	5.00	5.00	Internal Accruals
2.	Andheri (West), Mumbai	3.61	February 10, 2005	OCPL & Excel Industries Limited	161.00	161.00	Internal Accruals
3.	Andheri (West), Mumbai	3.22	February 10, 2005	OCPL & Shroff Family Charitable Trust	156.10	156.10	Internal Accruals
4.	Sangam City, Pune(1)	17.80(2)	Multiple Dates	Sangam City Township Private Limited & various parties	579.10(1)	348.07(3)	Internal Accruals
	Total	**35.26**			**901.20**	**670.17**	

(1) Sangam City Township has entered into several agreements on different dates to acquire development rights.
(2) The land area, Agreement Value and amount paid for our Sangam City project reflects our 31.67% proportionate share.
(3) The amount paid as at September 30, 2009 for our Sangam City project represents amount paid either directly or into an escrow account.

Category (iii): Land in respect of which memoranda of understanding / agreements to acquire / letters of acceptance have been entered into

The material agreements in this category to which the Company and/or its Subsidiaries and/or its Group Companies are parties are as follows:

Sr. No.	Location of Land	Land Area (Acres)	Date of agreement	Parties to the agreement	Agreement Value (In Rs. million)	Amount paid as at September 30, 2009	Sources of funds
1.	Juhu, Mumbai	3.05 (1)	March 31, 2005	Siddhivinayak Realties Private Limited, Tulip Hospitality Services Limited, Tulip Hotels Private Limited, Dr. Ajit Kerkar	1,745.30 (1)	375.00	Internal accruals
2.	Mulund, Mumbai	0.54	July 31, 2005	OCPL and GlaxoSmithKline Pharmaceuticals Limited	21.50	21.50	Internal accruals
	Total	**3.59**			**1,766.80**	**396.50**	

(1) The land area, agreement value and amount paid as at September 30, 2009 for our Juhu Hotel project reflects our 50% proportionate share.

Category (iv): Land in respect of which the Company has entered into joint development agreements

The material agreements in this category to which the Company and/or its Subsidiaries and/or its Group Companies are parties are as follows:

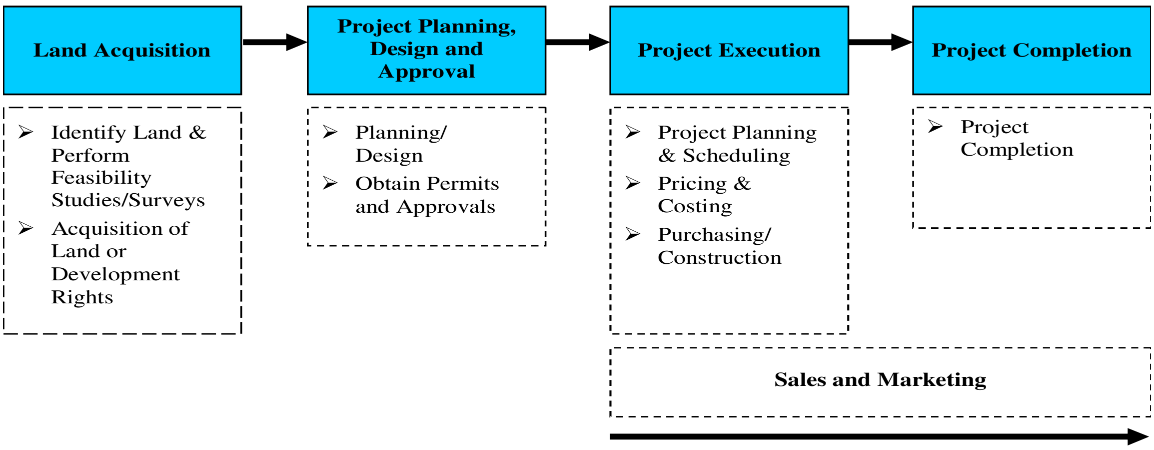
Sr. No.	Location of Land	Land Area (Acres)	Date of agreement	Parties to the agreement	Agreement Value (In Rs. million)	Amount paid as at September 30, 2009	Sources of funds
1.	Worli, Mumbai	3.01	September 23, 2009	OCPL and, Skylark Build and Shree Vrunda Enterprises	N.A. (1)	Nil (1)	Internal accruals

(1) We are, however, obliged to pay on adjustable deposit of Rs. 3,000.00 million to our joint venture partner, of which Rs. 1,500 million had been paid as of September 30, 2009.

We do not own any land through joint venture arrangements and hence there are no material land agreements relating to our Land Reserves falling under category (v).

KEY BUSINESS PROCESSES

The process of real estate development can be divided into distinct stages of activity. These stages are as follows:



Although this flowchart reflects the general sequence of project execution, a number of functions overlap in the process to ensure seamless implementation of the development and construction of a project.

Land Acquisition

The profitability of our business is dependent on our land acquisition costs and our growth is dependent on the availability of land for our future development. We acquired a substantial portion of the land for our currently Completed, Ongoing and Planned projects between 2002 and 2005 when land prices were generally lower than prevailing market prices. Land costs have generally increased in the past four years (although the recent economic downturn had an impact on the real estate sector generally) and we expect that this trend will continue, subject to general economic conditions and other factors. We expect that future sources of large land parcels will be from slum rehabilitation schemes, infrastructure development projects, cluster redevelopment projects or former textile mills.

We acquire land and land development rights from the government and private parties. From time to time, we seek to acquire land or land development rights through a competitive bidding process. The cost of acquisition of land, which includes the amounts paid for freehold rights, leasehold rights, cost of registration and stamp duty, represents a substantial part of our project cost in cities like Mumbai. We are typically required to enter into a deed of conveyance, a lease deed or a deed for development rights transferring title or leasehold rights or development rights in our favour. The registration charges and stamp duty are also typically payable by us. Additional costs include those incurred in complying with regulatory formalities, such as fees paid for change of land use.

Typically for acquisition of land or land development rights, we are required to pay an advance at the time of executing transaction agreements, with the remaining purchase price due upon completion of the acquisition. We may acquire lands through auction and prior to bidding in the auction, we may be required to pay a refundable deposit or earnest money. In certain cases, we may be required to furnish a bank guarantee for which we would be required to pay the applicable bank charges.
We also acquire the right to develop properties through arrangements with other entities, which own the land or land development rights. The other party is typically given the option, as consideration, to either share the sale proceeds in a pre-determined proportion depending upon the nature of the project and the location of the land or to receive a pre-determined portion of the developed area which such party may market at its expense.

We may also look at acquiring land holding companies as a means of acquiring land and/or land development rights.

Once a potential development site has been identified, site visits and feasibility studies/surveys are undertaken, which include detailed analysis of the following factors, among others:

- location, including frontage, surrounding developments and landmarks and views;
- size of the development site;
- potential end use of the site;
- land acquisition cost;
- regional demographics;
- gap analysis of current property development initiatives and market needs;
- financial viability of the proposed project;
- feasibility of construction and adequacy of support infrastructure;
- availability of utility services;
- title searches and related legal due diligence;
- market trends; and
- regulatory issues.

After conducting such analysis, our senior management makes the final decision with regard to the financial feasibility of the acquisition and the scope of the projects to be developed on the proposed site.

After a decision is made to proceed with the acquisition of land or land development rights, we take necessary steps to acquire the land or development rights. We enter into negotiations with the seller of land or land development rights in order to reach a preliminary acquisition agreement, usually memorialised in a memorandum of understanding. Once we have completed our preliminary due diligence on the land, we enter into final agreements to acquire the land.

We endeavour to obtain valid title to our land and development rights. Wherever possible, we obtain legal opinions that confirm our title to the land or development rights purchased from third parties. Please see the sections entitled "Risk Factors – We may not hold, or may not be able to prove that we hold, good title to our real estate assets such as the land situated at Mulund, Mumbai, and we are not and may not be able to obtain title insurance guaranteeing title or land development rights" on page xiii.

We are subject to municipal planning and land use regulations in effect in Mumbai and in other cities in India, including Pune, which limit the maximum square footage of completed buildings we may construct on plots to specified amounts, calculated based on a ratio of maximum floor space of completed buildings to the surface area of each plot of land (the floor space index, or "FSI").

TDRs, in the form of a Development Rights Certificate granted by the relevant statutory authority (the MCGM in Mumbai), provide a mechanism by which a person, who is unable to use the available FSI of his/her plot for various reasons, is permitted to use the unused FSI on other properties in accordance with applicable regulations or transfer the unused FSI to a third party. Some of our development sites are reserved for public purposes or for providing public amenities such as roads, gardens, playgrounds, hospitals and schools. If we decide to develop such sites, we are required to develop them in accordance with the applicable reservation and hand over the completed development to the MCGM or other relevant authority. In return, we are compensated by a grant of TDRs in the form of FSI, which can be used by us within the same development or, subject to certain restrictions, within another development or transferred to a third party.

Sometimes, a development site has potential for development, but basic FSI has already been consumed. In such cases, we can acquire FSI by way of TDRs and utilise it on such developments. For example, we acquire TDRs from third parties to enable us to build beyond the approved limit for our buildings (therefore resulting in an increase in the total Saleable Area of our projects).

Project Planning, Design and Approval

We coordinate with leading international and national design firms and architects for our projects, such as SCDA Architects, Singapore and Bentel and Associates, South Africa. In particular, we hire third parties, including international firms, to design projects which are complex and require specific technical expertise and to design specific high-end projects. Our emphasis is on use of advanced technologies like computer aided design software to ensure optimisation of costs and space. We also have in-house design and project management teams that are responsible for designing, budgeting, planning, contracting and tracking the execution of projects. Our specialised in-house design and project management teams are experienced in adapting international design concepts to suit the requirements of the Mumbai real estate market. In addition, we also engage other external consultants for the planning of our projects. The designing and architect firms and structural consultants are engaged by us separately for each project and are particular to the project. The work performed by these third parties must comply with specifications provided by us and, in all cases, is subject to our review.

Generally, depending upon the size and complexity of a project, it takes approximately six months to a year to complete the planning and design phase and to obtain all necessary approvals and permits required to commence work.

Concept design and master planning

Following acquisition of a development site or development rights, we determine the type and scale of project to be undertaken, based upon, among other things, research reports, which profile prospective clients. This process results in the preparation of a project brief, which is submitted to an external architect, who is responsible for the conceptual design of the project. The conceptual design includes master planning, phasing of development and the type and orientation of buildings. Once a concept design is prepared, it is sent to our experienced in-house design management team, which evaluates the design and coordinates with the architect to finalise the concept. The final decision on the conceptualisation of each project and the development of each property is made by our senior management.

Design development

The output of the concept design phase is a master plan with a broad description of the planned development in presentation format. The design development phase involves further detailing of the design concept. Detailed specifications and drawings of each activity are prepared by our in-house design management team, which ensures certifications, No Objection Certificates (“NOCs”) and approvals are obtained for the commencement of the project from various regulatory and governmental authorities. In accordance with our outsourcing strategy, we intend to use external design firms to perform this role in our future projects.

Regulatory approvals

We retain responsibility for obtaining all necessary approvals and permits for each of our projects and have a liaison team, comprising architects, engineers and legal professionals, whose function is to obtain approvals from various government authorities. We also use external professionals, as necessary, to obtain such approvals and permits. Approvals and permits are required throughout the development process.

Please see the section entitled “Government Approvals” on page 288 for a more detailed discussion of government permits and approvals we must obtain in the course of developing our projects. We believe that real estate development is a localised business and detailed local knowledge is required for obtaining timely approvals. We work in close coordination with the civic authorities and we believe that we have the requisite knowledge of the process and requirements for obtaining all necessary approvals in Mumbai. The legal regimes governing land development vary across geographic regions in India and the approvals and permits required may differ for projects outside of Mumbai.

Project Execution

Construction and Procurement

The project execution phase commences once the detailed specifications and drawings have been prepared, the project structure is finalised, necessary approvals have been obtained, the required resources are ascertained and the project schedule is fixed.

We typically outsource the construction of our projects to a number of contractors for different aspects of the project, while retaining a project management role. We select contractors through an open tender process, although we generally engage suppliers and contractors with whom we have worked on previous developments. For instance, we have engaged Larsen & Toubro on ten of our 16 Completed and Ongoing projects. In addition to appointing companies such as Larsen & Toubro, for the construction of the structural "core and shell" of a project, we separately appoint contractors for the excavation works, the "envelope", or facade, of the structure and for specialist components of the project, such as lifts, heating, ventilation and air conditioning ("HVAC") and Intelligent Building Management Systems, and various other activities, such as internal and external painting, flooring, plumbing and electrical installation works and installation of other amenities, such as swimming pools. The coordination of all of these components is managed by our project management team.

We believe that our outsourcing model enables us to leverage the expertise of our service providers and also enables our management to focus on other aspects of our business. We also believe that our outsourcing model provides us with the scalability required not only to undertake large developments such as the Oberoi Garden City project in Goregaon, Mumbai but also to explore opportunities and undertake similar and other developments in different parts of India.

We typically enter into "turnkey" contracts with our contractors. These contracts involve not only construction but also outsourcing of procurement of the raw materials and labour to such contractors. In such cases, we still undertake necessary project management and ensure that the contractors meet our required standards to ensure the uniformity and quality of our developments. We also generally agree to procure cement and steel, although we plan to outsource such procurement in future projects.

We typically staff each of our projects with an on-site project manager, civil engineers, surveyors, quality control officers, sales and marketing personnel and inventory control officers. In addition, finance and accounting personnel, IT personnel, legal personnel and human resources personnel are involved in our projects, as required. Our personnel retain all on-site project management and oversight roles.

Quality Control

We emphasise quality control to ensure that our buildings meet our standards. We control quality by selecting only experienced design and construction companies. To ensure construction quality, our construction contracts contain quality warranties and penalty provisions for poor work quality. In the event of delay or poor work quality, the contractor may be required to pay pre-agreed damages under our construction contracts. We typically obtain a bank guarantee or withhold approximately 5% of the agreed construction fees for up to one year after completion of the construction as a deposit to guarantee quality, which provides us assurance for our contractors' work quality. Our contractors are also subject to our quality control procedures, including examination of materials and supplies, on-site inspection and production of progress reports. We require our contractors to comply with relevant laws and regulations, as well as our own standards and specifications. We closely monitor the construction work for quality, timing and cost control reasons. Our project construction management team consists of 154 employees as of September 30, 2009, 86 of whom are professionally qualified civil engineers or surveyors and are responsible for supervising and managing the construction schedule and quality of the construction work. In addition, the construction of real estate projects is regularly inspected and supervised by local governmental authorities.

Sales and Marketing

Marketing

We market our projects through our internal marketing team, and through external brokers and consultants. We maintain a database consisting of our existing customers, referrals and leads we have generated through various advertising and awareness campaigns. Our direct sales efforts are a combination of telephonic marketing, tours

of our model homes and digital marketing, all of which is handled by our internal marketing team.
We employ various marketing approaches depending on whether the project is residential, office space or retail. These include launch events, corporate presentations, internet marketing, direct and indirect marketing, as well as print advertising, site branding and outdoor advertising.

Sales

For our residential projects, we typically follow a pre-sale model, whereby we offer units for sale prior to completion. Sales generally are conducted by our sales staff on the project site, as well as through third party brokers. Upon booking of a residential unit, we typically receive approximately 20% of the purchase price as down payment at the time of booking a particular unit and the remainder through periodic payments linked to certain other construction milestones while the project is being developed. We price our residential units based on our analysis of demand in a particular region, taking into consideration market demographics, location, future supply and competition. Under applicable laws, we are liable to pay interest on payments already made to us by our customers in respect of any delay in the completion and hand over of the project to our customers and, where the customer exercises a right to cancel the sale, we are liable to refund amounts paid to date with interest. The interest payable is calculated at a fixed rate on a monthly basis for the period of the delay.

We transfer title to the customer upon completion of construction of the building or structure and after execution of the definitive agreement with the customer. We transfer the title of the land on which the building is located to an independent housing society after all the buildings or structures within a project are turned over to owners or housing societies. The day-to-day management and control of the completed building is then relinquished to the management board or society of the owners. Following the transfer of title to the customer, we remain subject to statutory warranties, including those provided for under the Maharashtra Ownership of Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 (the "Ownership of Flats Act"). Please see the section entitled "Regulations and Policies – State Laws – Maharashtra" on page 107.

For our office space and retail projects, we currently retain ownership of our properties which are occupied by third parties pursuant to a number of different legal arrangements, including lease, license, business conducting and other similar arrangements. We may, however, adopt a mixed sale/lease or total sale model in respect of our Ongoing and Planned office space projects, depending on prevailing market conditions.

For our hospitality projects, we expect that a significant number of our room reservations will be made through corporate clients and travel agents. In addition, we expect hotel guests will make room reservations directly with the hotel or through the relevant hotel website.

Most of our enquiries are handled and processed by the respective sales offices.

Project Completion

Our Leased Properties and Real Estate Related Services

Our property management Subsidiary, KPSPL, provides maintenance and management services for leased properties in our retail projects. Property management and maintenance services for our leased office space project are currently provided by the Company, although we plan to use KPSPL to provide such services for our office space projects in the future.

Examples of the maintenance and management services that we provide include back-up power generation, central air conditioning, water supply, drainage pumping, janitorial services, security services, parking management, pest control, fire detection and solid waste disposal and management. We outsource most of these operations to qualified and experienced vendors, although we take responsibility for developing standard operating procedures, maintenance schedules and addressing complaints.

OUR COMPETITORS

The real estate development industry in India, including Mumbai, while fragmented, is highly competitive. We expect to face increased competition from large domestic as well as international property development companies. We compete for the sale and lease of our projects. We believe that we are able to distinguish ourselves from our competitors on the basis of our strong presence in Mumbai, our established brand and reputation, the quality of our design and construction, and the location of our projects.

We also compete to acquire land and land development rights. The availability of suitable land parcels for our projects (particularly of the size we target and in desirable locations) is limited in Mumbai. However, we believe that our established brand and reputation provide us with a competitive advantage when competing for land development rights, as we believe third-party land owners recognise the premium that may be obtained on the sale or lease of projects developed under our brand.

We presently compete in Mumbai with various regional companies, including Hiranandani Developers Limited, K Raheja Corp and Indiabulls Real Estate Limited. As we may expand our business activities to include real estate development in other parts of India, we may experience competition in the future from competitors with significant operations elsewhere in India, including the DLF Group and Unitech Limited.

HEALTH, SAFETY AND ENVIRONMENT

We are committed to complying with applicable health, safety and environmental regulations and other requirements in our operations. To help ensure effective implementation of our safety policies and practices, at the beginning of every property development we identify potential material hazards, evaluate material risks and institute, implement and monitor appropriate risk mitigation measures. We believe that accidents and occupational health hazards can be significantly reduced through the systematic analysis and control of risks and by providing appropriate training to management, employees and sub-contractors.

As a real estate developer in India, we are subject to various mandatory national, state and municipal environmental laws and regulations. Our operations are also subject to inspection by government officials with regard to various environmental issues, and we are required to obtain clearance from the MOEF in respect of each of our projects. In addition to compliance with the requisite environmental laws and regulations, we have adopted various technologies for energy and water conservation in our projects, such as rainwater harvesting and sewage treatment plants.

OUR EMPLOYEES

Our work force consists of permanent employees. As of March 31, 2007, 2008, 2009 and September 30, 2009, we had 243, 331, 379 and 489 employees, respectively.

The breakdown of our employees by business activity is summarised in the following table:

As of September 30, 2009	
Business Activity	**Number of Employees**
Architecture	24
Engineering	154
Finance and Accounts	38
HRD and Employee Services	26
Information Technology	4
Legal and Secretarial	5
Liaison	17
Property Management Services	13
Sales and Marketing	30
Oberoi Mall	28
The Westin Mumbai - Garden City	150
Total	**489**

Our employees are not covered by any collective bargaining agreements. We have not experienced any material strikes, work stoppages, labour disputes or actions by or with our employees, and we consider our relationship with our employees to be good. As part of our strategy to improve operational efficiency, we regularly organise in-house and external training programs for our employees.

Employees in India enjoy certain statutory rights, which prevent them from being dismissed or made redundant, except in limited circumstances.

INFORMATION TECHNOLOGY

We make extensive use of information and communication technologies for the execution and management of our projects and consider information technology to be a strategic tool to assist us to improve our overall efficiency. We have successfully implemented the SAP enterprise resource planning system to help us to manage all of our resources. In addition, our project management team uses software, such as Microsoft Project, to review the progress of each project and monitor cost and time overruns, if any.

All our development sites are linked to our office through dedicated networks and all employees are connected to email using Microsoft Exchange servers. We have entered into an Enterprise Agreement with Microsoft in connection with the licensing of the Microsoft products that we use in the course of our day-to-day work. We are also in the process of rolling out a corporate intranet as a part of our knowledge management process.

INTELLECTUAL PROPERTY

We have registered our trademark and tradename "Oberoi" with the trademarks registry at Mumbai under Class 36 and Class 37 in respect of construction, builders, developers, etc.

Oberoi Hotels Private Limited ("Oberoi Hotels") and OCPL have entered into an agreement dated November 27, 2009 regarding the use of the mark "Oberoi". For further details, please see the section entitled "History and Certain Corporate Matters – Summary of Key Agreements" on page 113.

Several of our Promoter Group entities, over which we have no direct control, will continue to develop existing projects under the "Oberoi" brand pursuant to an undertaking dated December 23, 2009. Please see the section entitled "— Our Corporate Structure" at page 74. Please see "Risk Factors – Our registered trademark and trade name "Oberoi" may be infringed by third parties and we may be subject to intellectual property disputes" on page xxix.

Pursuant to a System Licence Agreement dated January 2, 2008 between the Company and Westin Hotel Management, L.P., we also are permitted to use the "Westin" brand in connection with the operation of The Westin Mumbai - Garden City. For further details, please see the section entitled "— Description of Our Business – Our Real Estate Developments – Oberoi Garden City – Goregaon, Mumbai – Ongoing Hospitality Projects – The Westin Mumbai - Garden City" on page 87.

INSURANCE

Our operations are subject to hazards inherent in the real estate industry, such as work accidents, fires, earthquakes, floods and other force majeure events, acts of terrorism and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We obtain standard fire and special perils policies for the construction of buildings to cover construction risks. We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate. We also ensure that our main contractors, such as Larsen & Toubro obtain all risk insurance policies while carrying out any activities on our behalf. We have a director's and officer's liability policy for our directors and officers and group personnel accident and mediclaim policies for our employees.

For our Oberoi Mall project, we maintain a loss of profits policy, which covers consequential loss as a result of fire and public liability non-industrial risks. For The Westin Mumbai - Garden City, we have obtained a Commercial General Liability ("CGL") Insurance policy to cover third party liability. The hotel building and all other assets therein are insured under a Fire and Special Perils policy, which also covers earthquake and terrorism risk.

REGULATIONS AND POLICIES

The following description is a summary of some of the relevant regulations and policies as prescribed by the Central and State Governments in India. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and this section is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional legal advice.

The Company is engaged in the business of real estate development. Since its business involves the acquisition of land and land development rights, it is governed by a number of central and state legislation regulating substantive and procedural aspects of the acquisition of, and transfer of land as well as town and city planning. For the purposes of executing our projects, we may be required to obtain licenses and approvals depending upon the prevailing laws and regulations applicable in the relevant state and/or local governing bodies such as the Municipal Corporation of Greater Mumbai, the Fire Department, the Environmental Ministry, the Ministry of Urban Development, the City Survey Department, the Collector, etc. For details of such approvals, please see the section entitled "Government Approvals" on page 288.

Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws. The following is an overview of some of the important laws and regulations, which are relevant to our business as a real estate developer.

PROPERTY RELATED LAWS

Central Laws

Urban Land (Ceiling and Regulation) Act, 1976 (the "Urban Land Ceiling Act")

The Urban Land Ceiling Act prescribes the ceiling on acquisition of vacant urban land by a single entity. It has been repealed in some states including Maharashtra by the Urban Land (Ceiling and Regulation) Repeal Act, 1999. In states where the law is still operative, there are restrictions on the purchase of large areas of land.

Land Acquisition Act, 1894 (the "Land Acquisition Act")

Land holdings are subject to the Land Acquisition Act which provides for the compulsory acquisition of land by the Central Government or appropriate State Government for public purposes, including planned development and town and rural planning. A person having an interest in such land has the right to object to such compulsory acquisition and has the right to compensation. Some states have their own land acquisition statutes and the Company has to abide by State legislations in those states in which it conducts its business.

Transfer of Property Act, 1882 (the "TP Act")

The TP Act establishes the general principles relating to transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. It also provides for the rights and liabilities of the vendor and purchaser in a transaction of sale of land.

Registration Act, 1908 (the "Registration Act")

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting, *inter alia*, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

Indian Stamp Act, 1899 (the "Stamp Act")

Under the Stamp Act, 1899 stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all. However, the instruments which have not been properly stamped can, in certain cases, be validated by paying a penalty of up to 10 times of the proper duty or deficient portion thereof payable on such instruments.

Indian Easements Act, 1882 (the "Easement Act")

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

Laws for classification of land user

Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into residential, commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states.

Development of Agricultural Land

The acquisition of land is regulated by state land reform laws, which prescribe limits up to which an entity may acquire agricultural land. Any transfer of land which results in the aggregate land holdings of the acquirer in the state to exceed this ceiling is void, and the surplus land is deemed, from the date of the transfer, to have been vested in the State Government free of all encumbrances.

When local authorities declare certain agricultural areas as earmarked for non-agricultural use such as, townships and commercial complexes, agricultural lands may be acquired by different entities for development. After obtaining a conversion certificate from the appropriate authority with respect to a change in use of the land from agricultural to non-agricultural, the ceilings referred to above will not be applicable. While granting licenses for development of townships, the authorities generally levy proportional development charges for the provision of services.

Land use planning

Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorised agencies and bodies such as the Ministry of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate.

Building Consents

Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

The municipal authorities regulate building development and construction norms. The Urban Arts Commission advises the relevant State Government in the matter of preserving, developing and maintaining the aesthetic quality of urban and environmental design in some states and also provides advice and guidance to any local body with respect to building or engineering operations or any development proposal which affects or is likely to affect the skyline or the aesthetic quality of the surroundings or any public amenity provided therein.

Under certain State laws, the local body, before it accords its approval for building operations, engineering operations or development proposals, is obliged to refer all such operations to the Urban Arts Commission and seek its approval for the project. Additionally, certain approvals and consents may also be required from various other departments such as the Airports Authority of India and the Archaeological Survey of India.

Urban Development Laws

State legislations provide for the planned development of urban areas and the establishment of regional and local development authorities charged with the responsibility of planning and development of urban areas within their jurisdiction. Real estate projects have to be planned and developed in conformity with the norms established in these laws and regulations made thereunder and require sanctions from the government departments and developmental authorities at various stages. Where projects are undertaken on lands that form part of the approved layout plans and/or fall within municipal limits of a town, generally the building plans of the projects have to be approved by the concerned municipal or developmental authority. Building plans are required to be approved for each building within the project area. Clearances with respect to other aspects of development such as fire, civil aviation and pollution control are required from appropriate authorities, depending on the nature, size and height of the projects.

STATE LAWS

State legislations provide for the planned development of urban areas and the establishment of regional and local development authorities charged with the responsibility of planning and development of urban areas within their jurisdiction. Real estate projects have to be planned and developed in conformity with the norms established in these laws and regulations made there under and require sanctions from the government departments and developmental authorities at various stages.

Maharashtra

The Maharashtra Ownership of Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 (the "Ownership of Flats Act")

The Ownership of Flats Act applies throughout the State of Maharashtra. The provisions of the Ownership of Flats Act apply to promoters/developers who intend to construct a block or building of flats on ownership basis. The Ownership of Flats Act prescribes general liabilities of promoters and developers. Under the rules framed under the Ownership of Flats Act, a model form of agreement to be entered into between promoters/developers and purchasers of flats, has been prescribed. Under the Ownership of Flats Act, the promoter/developer is required to enter into a written agreement for the sale of flats with each purchaser and the agreement contains prescribed particulars with relevant copies of documents. These agreements must be compulsorily registered.

Bombay Stamp Act, 1958 (the "Bombay Stamp Act")

Stamp duty on instruments in the state of Maharashtra is governed by the Bombay Stamp Act. This act levies stamp duty on documents/instruments by which any right or liability is or purports to be created, transferred, limited, extended, extinguished or recorded. All instruments chargeable with duty and executed by any person are required to be stamped before or at the time of execution or immediately thereafter on the next working day following the day of execution. It authorises the State Government on receiving information from any source, to call for examination of any instrument to satisfy itself that the market value of the property referred therein has been truly set forth and the duty paid on it is adequate. Instruments not duly stamped are incapable of being admitted in court as evidence of the transaction in question. The State Government has the authority to impound insufficiently stamped documents.

The Maharashtra Housing and Area Development Act, 1976 (the "MHADA")

The MHADA has been enacted for giving effect to the policy of the state towards securing the principle specified in the Constitution of India and the execution of the proposals, plans or projects therefore and acquisition therefore of the lands and buildings and transferring the lands, buildings or tenements therein to the needy persons and cooperative societies of occupiers of such lands or buildings. The MHADA consolidated the law relating to housing, repairing and reconstruction of dangerous buildings and carrying out improvement works in slum area. It established the Maharashtra Housing and Area Development Authority with a view to integrate the activities and functions of different statutory bodies which coordinates the activities of seven regional housing boards.

Development Control Regulations for Greater Mumbai, 1991 (the "Development Regulations")

The Development Regulations for the MMR have been enacted to effectuate planned development and optimal use of land in Mumbai and apply to building activity and development work in the areas within the jurisdictions of MCGM. The constructions by the developer must be in accordance with the requirements and specifications including safety requirements provided under the regulations.

Development Control Regulations for Mumbai Metropolitan Region, 1999 (the "Development Control Regulations for MMR")

The Development Control Regulations apply to the development of any land situated within the Mumbai Metropolitan Region as defined in the Mumbai Metropolitan Region Development Authority Act, 1974. Under the Development Control Regulations for MMR no person can carry out any development (except those stated in proviso to Section 43 of the Maharashtra Regional Town Planning Act, 1966) without obtaining permission from the planning authority and other relevant authorities including zilla parishads and the pollution control board.

The Development Control Regulations for MMR have demarcated the region into various zones for development purposes including urbanisable zones, industrial zone, recreation and tourism development zone, green zones and forest zone.

Maharashtra Regional and Town Planning Act, 1966 (the "Town Planning Act")

The Town Planning Act has been enacted with the object of establishing local development authorities in Maharashtra to ensure efficient town planning and development of lands within their jurisdiction. It provides for the creation of new towns and compulsory acquisition of land required for public purposes. The Collector and the Town Planning Department as appointed and established under the Town Planning Act, grant approvals for real estate projects situated in areas falling within their jurisdiction. Change in the use or development of any land which is part of a notified area or site for a new town requires the permission of the planning authority and it may revoke or modify the permission granted if it appears inconsistent with the development plan. The Town Planning Act also empowers the planning authority to levy development charge on use, change of use or development of land for which permission is required at specified rates.

Mumbai Municipal Corporation Act, 1888 (the "Municipal Corporation Act")

The Municipal Corporation Act has been enacted to regulate the municipal administration of the city of Bombay (now Mumbai) and to secure the due administration of municipal funds.

Maharashtra Land Revenue Code, 1966 (the "MLRC")

The MLCR was enacted to unify and amend the law relating to land and land revenues in Maharashtra. The MLRC empowers the state government to specify revenue areas. The MLRC empowers the State Government to appoint a Collector who is in charge of the revenue administration for a district and also the powers and duties of other officers appointed in this regard.

Hotel Industry Related Legislation

Tourism Policy of the Government of India (the "Tourism Policy")

In order to develop tourism in India in a systematic manner, the National Tourism Policy was formulated in 2002. Broadly, the Tourism Policy attempts to:

- Position tourism as a major engine of economic growth;
- Harness the direct and multiplier effects of tourism for employment generation, economic development and providing impetus to rural tourism;
- Focus on domestic tourism as a major driver of tourism growth;
- Position India as a global brand to take advantage of the burgeoning global travel trade and the vast untapped potential of India as a destination;
- Acknowledge the critical role of the private sector with the government working as a pro-active facilitator and catalyst;
- Create and develop integrated tourism circuits based on India's unique civilization, heritage, and culture in partnership with the State Governments, private sector and other agencies; and
- Ensure that the tourist to India gets physically invigorated, mentally rejuvenated, culturally enriched, spiritually elevated and "feels India from within".

Classification of Hotels

Under the Tourism Policy of the Government of India, hotels may, at their option, obtain classification in a star category by applying to the Ministry of Tourism, Government of India in the following categories: Five Star Deluxe, Five Star, Four Star, and Three Star. The Hotel and Restaurant Approval and Classification Committee inspects and assesses the hotels based on various criteria including the quality of facilities and services provided at the hotel. Upon the hotel obtaining the qualifying mark prescribed for a particular status of star classification, and based on a recommendation of the Hotel and Restaurant Approval and Classification Committee, the hotel is given the relevant star classification by the Ministry of Tourism, Government of India. Various approved projects are eligible for various concessions and facilities that are announced by the Government from time to time besides, getting worldwide publicity through the India Tourism offices located in India and abroad.

The Ministry of Tourism notified a revision of the guidelines on the Classification of Hotels, dated July 23, 2009, to the effect that the payable fees for the approval of a project is dependent on the class under which the proposed hotel falls, and that the promoter of the project is required to submit quarterly reports to the Department of Tourism. Furthermore, it stipulates that newly operational hotels must seek classification within three months of completion of the project, while operational hotels are permitted to apply for classification at any time.

Registration under the Tourist Trade Act (the "Tourist Trade Act")

Every state in India has in general Tourist Trade Act. The Tourist Trade Act requires all hotels, travel agents, tour operators, tourist guides, tourist taxi operators and dealers of notified articles and other persons engaged in tourist activities in each particular state to register themselves under the Tourist Trade Act. Under the Tourist Trade Act of each state, some officers of the Tourism Department have been vested with magisterial powers, including the power of compounding in case of cheating, overcharging, harassment, pestering or touting faced by tourists.

Prevention of Food Adulteration Act, 1954 (the "PFA")

In order to sell foodstuffs in India compliance with the PFA is required. The PFA is considered to be a consumer protection legislation, which has been designed to prevent, curb and check the adulteration of foodstuffs and to adequately punish the offenders. It covers various aspects of food processing such as food colour, preservatives, pesticide residues, packaging and labelling and regulation of sales. To give effect to the provisions of the PFA, the Prevention of Food Adulteration Rules, 1955 (the "PFA Rules") were promulgated. The enforcement of the PFA and the PFA Rules is entrusted to the Additional Director General of Health Services, Ministry of Health and Family Welfare, Government of India. Each State Government and Union Territory has created its own organization for implementation of the PFA and rules framed thereunder. The offence of adulteration under the PFA is a cognizable offence.

Pursuant to a notification dated March 9, 2009, the provisions of the Food Safety and Standards Authority of India ("FSSA") relating to constitution and obligations of the Central Advisory Committee have been notified. The Central Advisory Committee is required to establish scientific panels, and advise the Food Standards Agency with respect to food safety. Furthermore, vide notification dated May 28, 2008, the provision of the FSSA regarding the appointment of the Commissioner of Food Safety has been activated. The Commissioner of Food Safety is required to administer uniform standards in food safety, and can, in public interest, prohibit the manufacture and storage of any article of food in the state.

Public Performance License

The Copyright Act, 1957 specifies that for the purposes of public performance of Indian or international music a public performance license must be obtained. All those who play pre-recorded music in the form of gramophone records, music cassettes or compact discs in public places have to obtain permission for sound recordings. In India, Phonographic Performance Limited ("PPL") is the sole authority to administer the broadcasting, telecasting and public performance rights on behalf of the music industry. PPL, which is registered with the Government of India, has among its members almost all major music publishing companies in India. These companies have assigned their performing rights in sound recordings to PPL by virtue of which it is the sole designated authority to issue public-performance licenses in the country.

Laws relating to employment

The employment of construction workers is regulated by a wide variety of generally applicable labour laws, including the Contract Labour (Regulation and Abolition) Act, 1970, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, the Payment of Wages Act, 1936, Industrial Disputes Act, 1947, Payment of Gratuity Act, 1972, Workmen's Compensation Act, 1923, Employees Provident Funds and Miscellaneous Provisions Act, 1952 and Workmen (Regulation of Employment and Condition of Service) Act, 1979.

Environment Laws

Environmental Regulation

The three major statutes in India which seek to regulate and protect the environment against pollution and related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment (Protection) Act, 1986. The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards ("PCB") which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure, and investigation if the authorities are aware of or suspect pollution.

In addition, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment is assessed by the Ministry before granting clearances for the proposed projects.

Regulations Regarding Foreign Investment

Please see the section entitled "Restriction on Foreign Ownership of Indian Securities" on page 362.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of the Company

The Company was incorporated in Mumbai as Kingston Properties Private Limited on May 8, 1998 under the Companies Act. Pursuant to a circular resolution passed by the Directors dated October 12, 2009, ratified by the Directors on December 4, 2009 and resolution passed by the shareholders of the Company at the EGM held on October 22, 2009, the name of the Company was changed to Oberoi Realty Private Limited for availing the benefits of the brand equity of "Oberoi" and with a view to convey the right nature of activities of the Company. Consequent to the change in name, the Company received a fresh certificate of incorporation dated October 23, 2009 from the RoC, Maharashtra. Thereafter, the Company was converted into a public limited company and pursuant to a Board resolution dated December 4, 2009 and shareholders' resolution passed at the EGM dated December 4, 2009, the name of the Company was changed to Oberoi Realty Limited. Consequent to its change of name, the Company received a fresh certificate of incorporation dated December 14, 2009 from the RoC.

The Company is involved in real estate development and has a diverse portfolio of projects covering the residential, office space, retail, hospitality and social infrastructure segments of the real estate market. Currently, we have projects in Mumbai and Pune. For further details of the business of the Company, please see the section entitled "Our Business" on page 70.

In January 2007, SSIII subscribed to 279,777 Equity Shares and 783 Preference Shares for Rs. 5,967.00 million and Rs. 783.00 million, respectively aggregating to an investment of Rs. 6,750.00 million. For details in relation to redemption of Preference Shares, please see the section titled "Capital Structure - Notes to Capital Structure" on page 28.

As of the date of the Draft Red Herring Prospectus, the Company has seven members.

Changes in the Registered Office of the Company

Date	Details of change	Reasons for change
June 1, 2003	The registered office of the Company was changed from Oberoi Trade Centre, 3rd Floor, Oberoi Complex, Off New Link Road, Andheri (West), Mumbai 400 053 to International Business Park, Oberoi Garden Estate, Off Western Express Highway, Goregaon (East), Mumbai 400 063	Greater operational efficiency
November 1, 2005	The registered office of the Company was changed from International Business Park, Oberoi Garden Estate, Off Western Express Highway, Goregaon (East), Mumbai 400 063 to International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai 400 063	Change in the address details of International Business Park
September 21, 2009	The registered office of the Company was changed from International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai 400 063 to Commerz, 3rd Floor, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon (East), Mumbai 400 063	Change in the address details of International Business Park

Main Objects of the Company

The main objects of the Company as contained in its Memorandum of Association are:

1. *To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonetes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops,*

offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, installment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest, either directly or indirectly, in income producing immoveable properties in India and to also undertake development and maintenance of infrastructure projects in all areas of infrastructure including but not limited to facilities such as road, power, water and industrial infrastructure.

Amendments to the Memorandum of Association

Date of shareholders' meeting	Nature of amendment
January 14, 2002	Increase in authorised share capital of the Company from Rs. 100,000 (10,000 Equity Shares) to Rs. 30,000,000 (3,000,000 Equity Shares)
January 17, 2007	Increase in authorised share capital of the Company from Rs. 30,000,000 (3,000,000 Equity Shares) to Rs. 830,000,000 (3,000,000 Equity Shares and 800 Preference Shares of Rs. 1,000,000 each)
October 22, 2009	Change in the name of the Company from Kingston Properties Private Limited to Oberoi Realty Private Limited
December 4, 2009	(i). Sub-clause 1 of the Clause III(A) (Main Objects Clause) of the Memorandum of Association of the Company was deleted and replaced with the clause mentioned in point 1 under the heading "Main Objects of the Company" above. (ii). Two new sub-clauses were inserted in Clause III(B) (Incidental or Ancillary Objects Clause) immediately after the existing sub-clause 1 of the Clause III(A) (Main Objects Clause) of the Memorandum of Association. (iii). New sub-clause 43 was inserted immediately after the existing sub-clause 42 of the Clause III(B) (Incidental or Ancillary Objects Clause) of the Memorandum of Association.
December 4, 2009	(i). 335 Preference Shares (aggregating Rs. 335,000,000) lying un-issued were cancelled and 33,500,000 new Equity Shares were created. (ii). Increase in authorised share capital of the Company from Rs. 830,000,000 (3,000,000 Equity Shares and 800 Preference Shares of Rs. 1,000,000 each) to Rs. 4,250,000,000 (378,500,000 Equity Shares and 465 Preference Shares). (iii). Change in the name of the Company from Oberoi Realty Private Limited to Oberoi Realty Limited.

Major Events

The table below sets forth some of the major events in our history:

Date	Details
February 20, 2002	Acquisition of land at Goregaon, Mumbai from Ciba Specialty Chemicals (India) Limited
February 20, 2002	Acquisition of land at Goregaon, Mumbai from Novartis India Limited at Goregaon, Mumbai
April 8, 2003	OMPL became a 100% subsidiary of the Company

Date	Details
February 10, 2005	Acquisition of development rights at Andheri (West), Mumbai from Excel Industries Limited and Shroff Family Charitable Trust for development of property
March 31, 2005	Master Asset Purchase Agreement entered into between Tulip Hospitality Services Limited, Tulip Hotels Private Limited, Dr. Ajit Kerkar and SRPL for acquisition of Hotel Tulip Star at Juhu, Mumbai from Tulip Hospitality Services Limited
September 26, 2005	Acquisition of land at Mulund, Mumbai from GlaxoSmithKline Pharmaceuticals Limited
October 18, 2005	Acquisition of land at Andheri (East), Mumbai from Madhu Fantasy Land Private Limited and Avinash Bhosale
December 21, 2006	OCPL became 100% subsidiary of the Company
January 14, 2007	Investment in the Company by SSIII by a fresh issue of 279,777 Equity Shares and 783 Preference Shares for Rs. 5,967.00 million and Rs. 783.00 million, respectively aggregating to an investment of Rs. 6,750.00 million
January 2, 2008	Hotel Operating Services Agreement entered into between the Company and Starwood Asia Pacific Hotels & Resort Pte. Limited for operating The Westin Mumbai - Garden City hotel at Goregaon (East), Mumbai
September 23, 2009	Joint Venture Agreement entered into between the Company, Skylark Build and Shree Vrunda Enterprises for the development of the free-sale component under slum rehabilitation scheme at Annie Besant Road, Worli, Mumbai

Subsidiaries

The Company has seven subsidiaries. For details regarding the Subsidiaries of the Company, please see the section entitled "Subsidiaries and Joint Ventures" on page 133.

Summary of Key Agreements

1. Share subscription agreement dated January 14, 2007 between the Company, SSIII and Vikas Oberoi

The Company, SSIII and Vikas Oberoi (collectively referred to as the "Parties") had entered into a share subscription agreement dated January 14, 2007 (the "SSA"). Pursuant to the SSA, SSIII agreed to subscribe to 279,777 Equity Shares and 783 Preference Shares at a price of Rs. 21,327.70 per Equity Share and Rs. 1.00 million per Preference Share, respectively aggregating to Rs. 6,750.00 million. Additionally, Vikas Oberoi agreed to subscribe to 20,865 Equity Shares for an aggregate amount of Rs. 445.00 million. The Parties entered into an amendment agreement dated June 16, 2008 whereby the SSA was amended to rectify certain typographical errors in the clause pertaining to the redemption schedule.

2. Shareholders' agreement dated January 14, 2007 between the Company, SSIII, Vikas Oberoi and R.S. Estate Developers Private Limited and the amendment agreement thereto dated December 4, 2009

The Company, SSIII, Vikas Oberoi and R.S. Estate Developers Private Limited (the "Parties") had entered into a shareholders' agreement dated January 14, 2007 (the "SSIII SHA") for managing and operating the Company and regulating the terms and conditions of their relationship with respect to the rights of the shareholders. The SSIII SHA, amongst other things, provides that:

(i). the Company shall undertake only the projects that are compliant with the foreign direct investment guidelines;

(ii). the shareholders shall have pre-emptive rights in relation to any further issue of Equity Shares, provided, however, that the Company shall be entitled to issue up to 5% of its equity share capital as of the completion date to one or more persons at the specified price (subject to such person not being a financial investor, a pension or other investment fund, bank or financial institution and the offer of Equity Shares to SSIII to ensure their pre-issue shareholding percentage);

(iii). the Company and its subsidiaries shall amend their respective articles of association to reflect the provisions of the SSIII SHA;

(iv). the Board of Directors shall have a maximum of seven Directors with Vikas Oberoi having the right to nominate six Directors. SSIII shall have the right to appoint one Director on the Board of Directors so long as SSIII or its affiliate directly holds 5% or more of the issued equity share capital of the

Company. The said right shall be enforceable by Morgan Stanley Real Estate Special Situations Fund III, LLP ("MSRESSF");

(v). Vikas Oberoi shall be entitled to appoint the Chairman of the Board of Directors, who shall have a second and casting vote in the event of equality of votes in a Board meeting until Vikas Oberoi and affiliates are collectively entitled to appoint a majority of the Directors that may be appointed/ nominated by the shareholders;

(vi). SSIII shall have affirmative voting rights pertaining to certain reserved matters of the Company (including its subsidiaries or joint venture), such as changes in capital structure, commencement and implementation of an initial public offer of Equity Shares, changes pertaining to the Board of Directors prejudicial to SSIII's rights, diversification of business into unrelated areas, related party transactions aggregating Rs. 10.00 million or more per financial year and amendment to the memorandum and articles of association;

(vii). certain rights available to SSIII, such as the rights pertaining to appointment of nominee director, shareholders' meetings, affirmative voting right, management of the Company and covenants of the Company, shall flow to and be independently enforceable by MSRESSF;

(viii). an initial public offer of Equity Shares (the "Agreement IPO") shall be undertaken by the Company within a period of three years from the completion date (i.e. January 14, 2007);

(ix). if the Agreement IPO does not occur within the specified period, then the Company shall engage or continue to engage five merchant banks (including at least three merchant banks from a specified list of merchant banks) to initiate the Agreement IPO within 12 months after the expiry of the specified three year period;

(x). SSIII shall not be entitled to its affirmative voting right with respect to the Agreement IPO on the fulfilment of certain conditions, such as recommendation by three out of five merchant banks and implied equity value of the Company being equivalent to certain specified amounts;

(xi). the Company shall be subject to certain covenants, including rights of shareholders for inspection of the financial records of the Company, subject to seven days prior written notice; SSIII's right to inspect tax returns, reportings and filings; maintenance by the Company of accurate books of accounts, providing audited financial statements of the Company within 60 days of expiry of financial year, unaudited financial statements of the Company on half yearly basis within 45 days of expiry of half year period and MIS reports quarterly basis within 30 days of expiry of quarterly periods, procurement and maintenance by the Company of standard insurance policies including directors' and officers' liability insurance, undertaking steps for intellectual property protection; and

(xii). the shareholders shall have a right of first refusal and tag along rights.

The SSIII SHA further includes various customary clauses including representations and warranties, indemnity, dispute resolution and confidentiality. The SSIII SHA will terminate (i) as to a particular shareholder when such shareholder ceases to hold at least 5% of the equity share capital of the Company, (ii) by mutual agreement of shareholders, and (iii) on the winding up of the Company in accordance with a shareholders' resolution or order of a court.

Additionally, the SSIII SHA will terminate upon the completion of the Agreement IPO.

The SSIII SHA has been amended through an agreement dated December 4, 2009 (the "SSIII Amendment Agreement"), whereby the Parties have, *inter alia*, undertaken the following amendments to the SSIII SHA:

(i). the period by which the Company would undertake the Agreement IPO has been changed to June 30, 2010;

(ii). the list of merchant banks out of which the Company would be required to engage at least three merchant banks has been amended; and

(iii). the Parties have agreed to the amendment of the Articles of Association by deleting all rights of SSIII provided in the Articles of Association in terms of the SSIII SHA.

Furthermore, the Parties have agreed to automatic termination of the SSIII SHA upon issue and allotment of Equity Shares pursuant to the Agreement IPO.

Pursuant to the SSIII Amendment Agreement the Company and Vikas Oberoi have agreed not to undertake any fresh issue of Equity Shares, other than the Agreement IPO (including pre-IPO placement), until the completion of the Agreement IPO. Furthermore, the Company and Vikas Oberoi have agreed that in the event that the Agreement IPO is not completed by June 30, 2010 all rights of SSIII shall be reinstated in the Articles of Association, such that the Articles of Association incorporate the provisions that were contained therein immediately prior to the SSIII Amendment Agreement.

3. Letter agreement dated January 14, 2007 between Vikas Oberoi and SSIII

Vikas Oberoi and SSIII had entered into a letter agreement dated January 14, 2007 (the "Promote Agreement"). The Promote Agreement, *inter alia*, provides that upon achieving the specified internal rate of return, SSIII shall pay certain percentage of proceeds realised by SSIII, in respect of its investment in the equity and preference share capital of the Company, to Vikas Oberoi. Further, the obligations of SSIII under the Promote Agreement shall survive the termination of the shareholders' agreement dated January 14, 2007 between the Company, SSIII, R.S. Estate Developers and Vikas Oberoi. The Promote Agreement will terminate upon SSIII's complete disposition, transfer or liquidation of its shareholding in the equity share capital of the Company.

4. Agreement dated November 27, 2009 between Oberoi Hotels Private Limited and OCPL

Oberoi Hotels Private Limited ("Oberoi Hotels") and OCPL have entered into an agreement dated November 27, 2009 in terms of which OCPL is entitled to use the mark Oberoi in respect of its real estate and construction businesses and only in conjunction with the qualifier 'construction' or 'development' or 'realty' or words connoting real estate affairs. Additionally, in the event OCPL decides to enter into activities which overlap with the main business and operations of Oberoi Hotels, OCPL may do so provided it does not use the mark Oberoi.

Oberoi Hotels and OCPL have agreed to take fair measures to avoid consumer confusion in respect of their areas of work and have decided that neither shall object to applications by the other party for registration of marks permitted by the agreement. Furthermore, both the parties have agreed to withdraw all or any objections/ proceedings contrary to the terms of this agreement. Additionally, OCPL has undertaken to withdraw its applications and marks contrary to this agreement and Oberoi Hotels Private Limited has agreed to withdraw the suit no. 892 of 2005 pending in the High Court of Delhi. For further details of suit no.892 of 2005, please see the section entitled "Outstanding Litigation and Material Developments – Litigation against OCPL – Civil Proceedings" on page 273.

5. Non-Compete Undertaking

The Promoter has, pursuant to an undertaking dated December 23, 2009, agreed that he shall not undertake the development of any land or construction of building(s) thereon under the brand name "*Oberoi*" or any other brand subject to the following:

(a) the completion of all ongoing and currently under planning projects under the brand name "*Oberoi*" or under any other brand, whether he holds an interest in the same directly or indirectly;
(b) the planned project at Worli, Mumbai by I-Ven Realty Limited;
(c) pursuing existing / planned projects by (i) R. S. Estate Developers Private Limited; (ii) Shrivatsa Realty Private Limited; and (iii) Beachwood Properties Private Limited.

This undertaking shall be effective and binding until the Promoter holds more than 50% of the paid-up equity share capital of the Company or power to exercise more than 50% of the voting rights in the Company.

Competition

For details on the competition faced by the Company, please see the section entitled "Business – Our Competitors" on page 102.

MANAGEMENT

Under the Articles of Association, the Company is required to have not less than three Directors and not more than such number of Directors as may be stipulated under the Companies Act. The Company currently has six Directors and one Alternate Director.

Board of Directors

The following table sets forth details regarding the Board of Directors as of the date of filing the Draft Red Herring Prospectus:

Name, Father's Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships/ Partnerships/ Trusteeships
Vikas Oberoi *(S/o Ranvir Oberoi)* *Chairman cum Managing Director* *Address*: Plot No. 70, 12th N. S. Road, JVPD Scheme, Juhu, Mumbai 400 049 *Occupation:* Entrepreneur *Nationality:* Indian *Term:* Five years with effect from December 4, 2009 *DIN*: 00011701	40	*Other directorships* 1. Beachwood Properties Private Limited 2. Envision Realty Private Limited 3. Expressions Realty Private Limited 4. I-Ven Realty Limited 5. Kingston Hospitality and Developers Private Limited 6. Kingston Property Services Private Limited 7. Myspace Developers Private Limited 8. New Dimension Consultants Private Limited 9. OCPL 10. Oberoi Consultancy Services Private Limited 11. Oberoi Estates Private Limited 12. OMPL 13. Perspective Realty Private Limited 14. R. S. Estate Developers Private Limited 15. Sangam City Township Private Limited 16. Shrivatsa Realty Private Limited 17. SRPL 18. Splendor Developers Private Limited 19. Triumph Realty Private Limited *Partnerships* 1. Oberoi Associates 2. R.S. Associates 3. R.S.V. Associates 4. Wellworth Developers *Trusteeships* 1. Kingston Properties Private Limited Employees' Group Gratuity cum Life Assurance Scheme 2. Kingston Property Services Private Limited Employees Group Gratuity cum Life Assurance Scheme 3. Oberoi Constructions Private Limited Employees' Group Gratuity Assurance Scheme 4. Oberoi Foundation 5. Oberoi Foundation Employees Group Gratuity cum Life Assurance Scheme

Name, Father's Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships/ Partnerships/ Trusteeships
Bindu Oberoi *(D/o Ranvir Oberoi)* *Non-Independent, Non-Executive Director* *Address:* Plot No. 70, 12th N. S. Road, JVPD Scheme, Juhu, Mumbai 400 049 *Occupation:* Entrepreneur *Nationality:* Indian *Term:* Liable to retire by rotation *DIN:* 00837711	41	*Other directorships* 1. Envision Realty Private Limited 2. Expressions Realty Private Limited 3. Kingston Hospitality and Developers Private Limited 4. Kingston Property Services Private Limited 5. Myspace Developers Private Limited 6. OCPL 7. OMPL 8. Perspective Realty Private Limited 9. Triumph Realty Private Limited *Trusteeships* 1. Kingston Properties Private Limited Employees' Group Gratuity cum Life Assurance Scheme 2. Kingston Property Services Private Limited Employees Group Gratuity cum Life Assurance Scheme 3. Oberoi Constructions Private Limited Employees' Group Gratuity Assurance Scheme 4. Oberoi Foundation 5. Oberoi Foundation Employees Group Gratuity cum Life Assurance Scheme
Kavin C. Bloomer *(S/o Gerard Bloomer)* *Non-Independent, Non-Executive Director nominated for appointment by SSIII* *Address:* 5-9-16 Minami Azabu, Minato-Ku, Tokyo 1060047, Japan *Nationality:* American *Occupation:* Business Executive *Term:* Not liable to retire by rotation *DIN*: 02389122	49	*Other directorships - Indian companies* 1. IHHR Hospitality Private Limited *Other directorships - Foreign companies* 1. KK Panorama Hospitality 2. KK Joetsu Kanko Kaihatsu 3. KK Sapporo Holding 4. KK Higashiyama Holding 5. KK Hakone Hospitality 6. Park Lane KK 7. KK Panorama Hotels One
Naresh Naik *(S/o Gurudas Naik)* *Alternate Director to Kavin C. Bloomer* *Address:* 701-702, B Wing, Quantum Park, Union Park, Khar (West), Mumbai 400 052 *Nationality:* Indian *Occupation:* Business Executive	39	*Other directorships* 1. Alpha G: Corp Development Private Limited 2. Mantri Developers Private Limited 3. Panchshil Corporate Park Private Limited 4. Panchshil Infrastructure Holding Private Limited 5. Premsagar Hotels Private Limited 6. Morgan Stanley Properties India Real Estate Management Private Limited

Name, Father's Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships/ Partnerships/ Trusteeships
Term: Alternate Director to Kavin C. Bloomer *DIN*: 02065899		
Tilokchand P. Ostwal *(S/o Punamchand Ostwal)* *Independent, Non-Executive Director* *Address*: 103, 104 Falcon's Crest, G.D. Ambekar Marg, Parel, Mumbai 400 012 *Occupation:* Business *Nationality:* Indian *Term:* Liable to retire by rotation *DIN*: 00821268	55	*Other directorships* 1. Chaturvedi & Shah Consulting Private Limited 2. Delsoft Consultancy Private Limited 3. J.P. Morgan Asset Management India Private Limited 4. Lodha Developers Limited 5. OCPL 6. Shree Niwas Cotton Mills Limited 7. WTI Advanced Technologies Limited *Partnerships* 1. Ostwal Desai & Kothari, Chartered Accountants 2. T.P. Ostwal & Associates, Chartered Accountants *Trusteeships* 1. Foundation for International Taxation, Mumbai 2. International Fiscal Association – Netherlands
Jimmy Bilimoria *(S/o Soli Bilimoria)* *Independent, Non-Executive Director* *Address:* 5, Battery House, 74, Bhulabhai Desai Road, Mumbai 400 026 *Occupation:* Business Consultant *Nationality:* Indian *Term:* Liable to retire by rotation *DIN :* 00112654	62	*Other directorships* 1. Baker Oil Treating (India) Limited 2. Dai-Ichi Karkaria Limited 3. eClerx Services Limited 4. Godrej Industries Limited 5. Infiniti Retail Limited 6. ING Investment Management (India) Private Limited 7. National Peroxide Limited 8. Tata Tea Limited 9. Voltas Limited
Anil Harish *(S/o Harish Dhanrajmal Mansharamani)* *Independent, Non-Executive Director* *Address:* 13, CCI Chambers, 1st Floor, Dinshaw Wacha Road, Mumbai 400 020 *Nationality:* Indian	55	*Other directorships* 1. Ador Welding Limited 2. Advani Hotels & Resorts (India) Limited 3. Astoria Maritime Private Limited 4. Bharti AXA Investment Managers Private Limited 5. Blue Roase Investment Private Limited 6. Cenmar Maritime Agencies (India) Private Limited

Name, Father's Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships/ Partnerships/ Trusteeships
Occupation: Lawyer *Term:* Liable to retire by rotation *DIN*: 00001685		7. Freight Connection (India) Private Limited 8. Future Ventures India Limited 9. Ges Seaco India Private Limited 10. Helpyourngo.com (India) Private Limited 11. Hinduja Ventures Limited 12. Hotel Leelaventure Limited 13. HTMT Global Solutions Limited 14. K.C. Maritime (India) Limited 15. Mahindra Lifespace Developers Limited 16. Mordril Properties (India) Private Limited 17. Mukta Arts Limited 18. Oasis Preprint Services Private Limited 19. OMCI Ship Management Private Limited 20. Pantaloon Retail (India) Limited 21. Quantum Advisors Private Limited 22. Sherbrook International Private Limited 23. TORM Shipping India Private Limited 24. Trans Atlantic Consultants Private Limited 25. Trans Atlantic Trading Private Limited 26. Unitech Limited 27. Valecha Engineering Limited *Partnerships* 1. D.M. Harish & Co. *Trusteeships* 1. D.M. Harish Foundation 2. Dayal K. Hajani Trust 3. Nanikram Menghraj Trust 4. Pushpa Motwane Foundation 5. SNS Charitable Trust 6. Sani Charitable Trust 7. The IndusInd Foundation 8. G.D.S. Foundation 9. Freight Connection India Private Limited Employee Group Gratuity Assurance Scheme 10. Ges India Private Limited Employee Group Gratuity Assurance Scheme 11. Quantum Employee Stock Option Plan 12. Rajni Patel Memorial Foundation 13. Hyderabad (Sind) National Collegiate Board 14. CIG Realty Fund

Except for Vikas Oberoi and Bindu Oberoi, none of the Directors are related to each other. Bindu Oberoi is the sister of Vikas Oberoi.

Brief Biographies

1. Vikas Oberoi

Vikas Oberoi, aged 40 years, is the Chairman cum Managing Director of the Company. He has been on the Board since its incorporation. Vikas Oberoi has completed the Owner's/ President's Management Program from the Harvard Business School. He has more than two decades of experience in the real estate sector. He is involved in the formulation of corporate strategy and planning, overall execution and management and concentrates on the growth and diversification plans of the Company.

2. Bindu Oberoi

Bindu Oberoi, aged 41 years, is the Non-Independent, Non-Executive Director of the Company. She has been on the Board since December 2006. Bindu Oberoi holds a bachelor's degree in commerce from University of Mumbai. She is involved in the areas of interiors and designing for the projects of the Company.

3. Kavin C. Bloomer

Kavin C. Bloomer, aged 49 years, is a Non- Independent, Non-Executive Director of the Company nominated for appointment by SSIII. He has been on the Board since March 2009. He is the nominee of SSIII on the Board and has been appointed pursuant to the terms of the shareholders' agreement dated January 14, 2007 between the Company, SSIII, Vikas Oberoi and R.S. Estate Developers Private Limited, as amended. For further details of the said shareholders' agreement and amendment thereto, please see the section entitled "History and Certain Corporate Matters" on page 111. Kavin C. Bloomer holds a bachelor's degree in arts from the University of Massachusetts and a master's degree in professional studies from the Cornell University Graduate School. He is the senior vice- president and chief operating officer of Panorama Hospitality K.K. and executive director of Morgan Stanley International Inc. and has experience in the hospitality sector, especially in areas of operations, finance and asset management functions. Kavin C. Bloomer has previously held senior management positions with Goldman Sachs Realty Japan Limited and Archon Group L.P., a Goldman Sachs affiliate, in Japan, U.S. and Thailand. He has worked for over a decade with Starwood Hotels and ITT Sheraton Corporation, where he held a number of corporate and field positions, including general manager of the Westin Banyan Tree Hotel in Bangkok, Thailand.

4. Naresh Naik

Naresh Naik, aged 39 years, is the Alternate Director to Kavin C. Bloomer. He was appointed as the Alternate Director to Kavin C. Bloomer in March 2009. Naresh Naik holds a bachelor's degree in architecture from the Goa University. He has wide experience in the field of asset management and acquisitions. Naresh Naik was the head of asset management in India for Lehman Brothers Real Estate Partners from 2007 till 2008. Previously, he has worked in various capacities across the Lehman Real Estate Funds North American and Indian portfolios. He was also involved in creating the initial asset management infrastructure upon Lehman Brothers' first venture into the Indian real estate private equity space in 2001. Currently he is the India head for Morgan Stanley Real Estate.

5. Tilokchand P. Ostwal

Tilokchand P. Ostwal, aged 55 years, is an Independent, Non-Executive Director of the Company. He has been on the Board since December 2007. Tilokchand P. Ostwal holds a bachelor's degree in commerce from the Shivaji University, Kolhapur and is a fellow member of the Institute of Chartered Accountants of India. He is a practicing Chartered Accountant with experience of 31 years. Tilokchand P. Ostwal is Vice-Chairman of the executive board of International Fiscal Association, Netherlands. He is a member of the taxation committees of The Bombay Chartered Accountant Society, Bombay Chamber of Commerce and Industries, Indian Merchants Chamber, The Associated Chambers of Commerce and Industry of India, International Taxation Committee of ICAI and The Bombay Chartered Accountant Society. He is a visiting professor at Vienna University, Austria for teaching international tax for master's degree in law. Tilokchand P. Ostwal has also been appointed as a member of group constituted by the United Nations for developing transfer pricing manual and documentation for developing countries. Tilokchand P. Ostwal has been adjudged at the 11^{th} position amongst the top 50 tax professionals in the world for the year 2006 - 2007 by Tax-Business magazine, UK. He is involved in handling international tax issues on cross-border transactions for a wide range of clients in India.

6. Jimmy Bilimoria

Jimmy Bilimoria, aged 62 years, is an Independent, Non-Executive Director of the Company. He has been on the Board since December 2007. Jimmy Bilimoria holds a bachelor's degree in commerce from the University of Mumbai and is a fellow member of the Institute of Chartered Accountants, England & Wales. He had previously been associated with the Ciba group for approximately 12 years in various capacities including managing director, country head and non-executive chairman of Ciba India Limited. Jimmy Bilimoria has experience in the field of acquisitions, restructuring and integrations.

7. Anil Harish

Anil Harish, aged 55 years, is an Independent, Non-Executive Director of the Company. He has been on the Board since September 2009. Anil Harish holds a bachelor's degree in arts (honours) and bachelor's degree in law from University of Mumbai and master's degree in law from University of Miami, USA. He is a member of the managing committee of the Indian Merchants Chamber and is Associate Vice-President of the Society of Indian Law Firms. Anil Harish is a partner at D.M. Harish & Co., Advocates. He specializes in practice areas pertaining to real estate, taxation and collaboration. He is also the President of Hyderabad (Sind) National Collegiate Board.

Service Agreement with Managing Director and the Remuneration of Managing Director

The Company and Vikas Oberoi have entered into an employment contract dated December 17, 2009 (the "MD Agreement") for the appointment of Vikas Oberoi as the Managing Director of the Company. The MD Agreement, *inter alia*, provides that the Managing Director shall have the power and duties as imposed by the Board of Directors from time to time and that he shall perform his duties with efficiency, diligence, care and conscientiousness, subject to overall supervision of the Board of Directors. The term of employment of Vikas Oberoi is five years from December 4, 2009. The MD Agreement shall be renewed on mutually acceptable terms and conditions between the Company and Vikas Oberoi and subject to receipt of any applicable approvals. The MD Agreement may be terminated by Vikas Oberoi by giving three months written notice to the Company. The MD Agreement further contains customary clauses in relation to intellectual property, confidentiality and representations and warranties by Vikas Oberoi.

The remuneration of the Managing Director of the Company is provided in the table below:

Particulars	Remuneration (in Rs.)
Basic Salary	Rs. 1.00 million per month
Perquisites	(i). **Housing:** Company's owned /hired/leased/ accommodation or house rent allowance @ 60% of the basic salary in lieu of Company provided accommodation. (ii). **Expenses:** Reimbursement of expenses at actuals, pertaining to gas, fuel, water, electricity and telephones. (iii). **Medical Expenses Reimbursement:** Reimbursement of all medical expenses incurred in India for the Managing Director and his immediate family (spouse and dependent children) at actuals. (iv). **Leave Travel Allowance:** For the Managing Director and his immediate family in accordance with the rules of the Company, subject to a maximum of one month's basic salary. In the event of the amount so payable being lower than one month's basic salary, the balance will be payable as taxable amount. (v). **Club Fees:** Fees of two corporate clubs in India (including admission and membership fees). (vi). **Insurance:** Personal Accident Insurance coverage for the Managing Director in accordance with the rules of the Company. (vii). **Contributions:** Company's contribution towards the provident fund and to superannuation fund on basic salary, in accordance with the rules of the Company. (viii). Gratuity as applicable to senior management of the Company/group, including continuity of service for time served else where, within the group.

Particulars	Remuneration (in Rs.)
	(ix). 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. (x). Car and a driver for use on the Company's business as per the rules of the Company. (xi). Leave and encashment of leave, in accordance with the rules of the Company.
Minimum Remuneration	During any financial year in the tenure of Vikas Oberoi as the Managing Director, if the Company has no or inadequate profits, he shall be paid consolidated remuneration at the same substantive levels as specified above and the same shall be considered as the Minimum Remuneration payable to him pursuant to Part II of Schedule XIII of the Companies Act.

Payment or benefit to Directors/ officers of the Company

The sitting fees/other remuneration paid to the Directors for the last fiscal year are as follows:

1. Remuneration to Executive Directors:

The aggregate value of salary and perquisites paid for the last fiscal year to Vikas Oberoi is as below:

Name of the Director	Salary (In Rs. million)
Vikas Oberoi	9.00

2. Remuneration to Non-Executive Directors

The details of the setting fees and other payments paid to the Non-Executive Directors of the Company in Fiscal 2009 is as follows:

Name of Director	Sitting fees paid (in Rs.)	Others (In Rs. Million)
Bindu Oberoi	-	1.20*

**She was paid remuneration in her capacity as Executive Director of the Company. Currently she is a Non-Executive Director.*

None of the non-executive Directors of the Company were paid any sitting or other fees in Fiscal 2009.

Except as stated in this section entitled "Management" on page 116, no amount or benefit (other than salaries paid in due course) has been paid within the two preceding years or is intended to be paid or given to any of the Company's officers including the Directors and key management personnel. Further, except statutory benefits upon termination of their employment in the Company or retirement, no officer of the Company, including the Directors and key management personnel, are entitled to any benefits upon termination of employment.

Shareholding of Directors

The shareholding of the Directors as of the date of filing this Draft Red Herring Prospectus is set forth below:

Name of Director	Number of Equity Shares held
Vikas Oberoi	224,313,573
Bindu Oberoi	111

Borrowing Powers of Board

In accordance with the Articles of Association, the Board may, from time to time, at its discretion by a resolution passed at its meeting raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. However, if the moneys sought to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) should exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board is required to obtain the consent of the Company in general meeting prior to undertaking such borrowing.

In this regard, the Company, at the EGM dated December 4, 2009 has resolved that pursuant to the provisions of Section 293(1)(d) of the Companies Act, the Board is authorised to borrow moneys (apart from temporary loans obtained from the bankers of the Company in ordinary course of business) from time to time, for the purpose of the Company, upon such terms and conditions and with or without security, as the Board of Directors may in its discretion think fit, in excess of the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) provided that the total amount of such borrowings together with the amounts already borrowed and outstanding shall not exceed Rs. 30,000 million. Further, the Company has authorised the Board of Directors to charge, mortgage and hypothecate (in addition to the existing charges, mortgages and hypothecations) moveable and immoveable properties of the Company, both present and future, for securing loans, provided that the total amount of loans together with interest costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, shall not, at any time exceed the limit of Rs. 30,000 million.

Corporate Governance

The provisions of the Listing Agreement to be entered into with the Stock Exchanges with respect to corporate governance will be applicable to the Company immediately upon the listing of the Equity Shares with the Stock Exchanges. The Company believes it is in compliance with the requirements of the applicable regulations, including the Listing Agreement with the Stock Exchanges and the SEBI Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board of Directors constituted in compliance with the Companies Act and Listing Agreement with Stock Exchanges and in accordance with best practices in corporate governance. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

Currently the Board has six Directors and one alternate Director, of which the Chairman is an Executive Director. In compliance with the requirements of Clause 49 of the Listing Agreement, we have one Executive Director and five Non-Executive Directors, including three independent Directors, on the Board.

I. Committees of the Board in accordance with the Listing Agreement

A. ***Audit Committee***

The members of the Audit Committee are:

1. Tilokchand P. Ostwal, *Independent Non- Executive Director (Chairman)*;
2. Jimmy Bilimoria, *Independent Non- Executive Director*;
3. Anil Harish, *Independent Non- Executive Director*; and
4. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The Audit Committee was reconstituted by a meeting of the Board of Directors held on December 4, 2009. The scope and function of the Audit Committee is in accordance with Section 292A of the Companies Act and Clause 49 of the Listing Agreement and its terms of reference include the following:

The powers of the Audit Committee shall include the power to (i) investigate any activity within its terms of reference; (ii) seek information from any employee; (iii) obtain outside legal or other professional advice; and (iv) secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review (i) management discussion and analysis of financial condition and results of operations; (ii) statement of significant related party transactions (as defined by the Audit Committee), submitted by management; (iii) management letters / letters of internal control weaknesses issued by the statutory auditors; (iv) internal audit reports relating to internal control weaknesses; and (v) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

The role of the Audit Committee shall include the following:

(i). oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(ii). recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;

(iii). approval of payment to statutory auditors for any other services rendered by the statutory auditors.

(iv). review with the management of, the annual financial statements before submission to the Board for approval, with particular reference to:
   (a). matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (2AA) of Section 217 of the Companies Act;
   (b). changes, if any, in accounting policies and practices and reasons for the same;
   (c). major accounting entries involving estimates based on the exercise of judgment by management;
   (d). significant adjustments made in the financial statements arising out of audit findings;
   (e). compliance with listing and other legal requirements relating to financial statements;
   (f). disclosure of any related party transactions; and
   (g). qualifications in the draft audit report.

(v). review with the management of the quarterly financial statements before submission to the Board for approval;

(vi). review with the management of the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(vii). review with the management of the performance of the statutory and internal auditors, and adequacy of the internal control systems;

(viii). review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(ix). discussion with the internal auditors of any significant findings and follow up there on;

(x). review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(xi). discussion with statutory auditors before the audit commences about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern;

(xii). to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;

(xiii). review of the functioning of the whistle blower mechanism, if any; and

(xiv). any other function mentioned in the terms of reference of the Audit Committee.

The Audit Committee is required to meet at least four times in a year under Clause 49 of the Listing Agreement.

B. ***Management Development and Remuneration Committee***

The members of the Management Development and Remuneration Committee are:

1. Jimmy Bilimoria, *Independent Non- Executive Director*, (*Chairman)*;

2. Tilokchand P. Ostwal, *Independent Non- Executive Director;*
3. Anil Harish, *Independent Non- Executive Director*; and
4. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The Management Development and Remuneration Committee was constituted by a meeting of the Board of Directors held on December 4, 2009. The scope of the Management Development and Remuneration Committee includes:

(i). reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Wholetime Directors and senior executives just below the Board of Directors;

(ii). deciding on the overall compensation policy for non-executive Directors;

(iii). deciding on the increments in the remuneration of the Directors;

(iv). assisting the Board in developing and evaluating potential candidates for senior executive positions and to oversee the development of executive succession plans;

(v). reviewing and approving on an annual basis the corporate goals and objectives with respect to compensation for the senior executives;

(vi). evaluating at least once a year the senior executive officer's performance in light of these established goals and objectives and based upon these evaluations shall set the senior executive officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation;

(vii). reviewing and approving on an annual basis the evaluation process and compensation structure for the company's officers just below the level of Board of Directors;

(viii). evaluating the performance of the company's senior executives just below the level of Board of Directors and approving the annual compensation, including salary, bonus and equity and non-equity incentive compensation, for such senior executives, based on initial recommendations from the Managing Director;

(ix). providing oversight of management's decisions concerning the performance and compensation of other officers of the Company;

(x). reviewing incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and reviewing and discussing, at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation; and

(xi). maintaining regular contact with the leadership of the Company, including interaction with the Company's human resource department, review of data from the employee survey and regular review of the results of the annual leadership evaluation process.

C. ***Shareholders/Investors Grievance Committee***

The members of the Shareholders/Investors' Grievance Committee are:

1. Jimmy Bilimoria, *Independent Non- Executive Director*, (*Chairman)*;
2. Vikas Oberoi, *Chairman cum Managing Director;*
3. Tilokchand P. Ostwal, *Independent Non- Executive Director;*
4. Anil Harish, *Independent Non- Executive Director*; and
5. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The Shareholders/Investors Grievance Committee was constituted by the Board of Directors at their meeting held on December 4, 2009. This Committee is responsible for the redressal of shareholder grievances.

The terms of reference of the Shareholders/Investors Grievance Committee of the Company include the redressal of shareholders' and investors' complaints, including but not limited to, transfer of shares, non-receipt of balance sheet, non-receipt of dividends, and any other grievance that a shareholder or investor of the Company may have against the Company.

II. Other Committees of the Board

A. Compensation Committee

The members of the Compensation Committee are:

1. Jimmy Bilimoria, *Independent Non- Executive Director*, (*Chairman)*;
2. Vikas Oberoi, *Chairman cum Managing Director*;
3. Tilokchand P. Ostwal, *Independent Non- Executive Director*;
4. Anil Harish, *Independent Non- Executive Director*; and
5. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The Compensation Committee was constituted by the Board of Directors at their meeting held on December 4, 2009. The terms of reference of the Compensation Committee of the Company include the following:

(i). To perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the "ESOP Guidelines"), in particular, those stated in Clause 5 of the ESOP Guidelines.

(ii). To evolve, decide upon and bring into effect the ESOP plan and determine the detailed terms and conditions of the aforementioned ESOP plan, including but not limited to the quantum of the options to be granted under the ESOP plan (not exceeding 1,443,356 Equity Shares), quantum of the options to be granted per employee, the exercise period, the vesting period, instances where such options shall lapse and to grant such number of options, to such employees of the Company and that of its subsidiary companies, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP plan and as the Compensation Committee may in its absolute discretion think fit and make any modifications, changes, variations, alterations or revisions in the ESOP plan from time to time or to suspend, withdraw or revive the ESOP plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

B. IPO Committee

The members of the IPO Committee are:

1. Vikas Oberoi, *Chairman cum Managing Director*; and
2. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The IPO Committee was constituted by the Board of Directors at their meeting held on December 4, 2009. The terms of reference of the IPO Committee of the Company include the following:

(i). making applications to all regulatory and such other authorities as may be required for the purpose of allotment of shares to Non-Resident investors;

(ii). deciding on the timing, pricing and all the terms and conditions of the issue of the shares for the Public Issue, including the price, and to accept any amendments, modifications, variations or alterations thereto;

(iii). appointment of and entering into arrangements with the book running lead managers, underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, registrars, legal advisors and any other agencies or persons or intermediaries to the Issue and to negotiate and finalise the terms of their appointment, including but not limited to execution of the BRLMs mandate letter, negotiation, finalisation and execution of the memorandum of understanding with the BRLMs etc.;

(iv). finalisation, settlement and execution and delivery or arrangement of delivery of the draft red herring prospectus, the red herring prospectus, the final prospectus, syndicate agreement, underwriting agreement, escrow agreement, stabilisation agreement and all other documents, deeds, agreements and instruments as may be required or desirable in relation to the public Issue;

(v). opening of such accounts with the bankers to the Issue as are required by the regulations issued by SEBI;

(vi). authorisation and approval of the incurring of expenditure and payment of fees in connection with the Issue;

(vii). to do all such acts, deeds, matters and things and execution of all such other documents, etc. as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;

(viii). submission of applications for listing of the shares in one or more stock exchange(s) for listing of the equity shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);

(ix). settlement of all questions, difficulties or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion deem fit;

(x). delegation of any of the powers mentioned in (i) to (ix) to such persons as may be decided by the Committee from time to time;

(xi). approval, adoption and filing of the prospectus for the Issue as required under Section 60 of the Companies Act with the Registrar of Companies, Maharashtra at Mumbai and to make any corrections or alterations therein; and

(xii). issuance of notice convening the meeting of the shareholders authorising the issue of the shares, the Issue and to comply with all requirements of the Companies Act in this regard.

C. ***Business Development Committee***

The members of the Business Development Committee are:

1. Vikas Oberoi, *Chairman cum Managing Director*; and
2. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The Business Development Committee was constituted by the Board of Directors at their meeting held on March 31, 2008. The terms of reference of the Business Development Committee include the following:

(i). purchase of immovable property or any rights therein;

(ii). subscription or purchase of, or sale of, shares, debentures, securities, stock certificates of any company or any other body corporate for furthering the main objects of the Company;

(iii). entering into joint venture or any other arrangement for furthering the main objects of the Company; and

(iv). acquiring any business units in the similar line of business.

D. ***Finance Committee***

The members of the Finance Committee are:

1. Vikas Oberoi, *Chairman cum Managing Director*; and
2. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The Finance Committee was constituted by the Board of Directors at their meeting held on March 31, 2008. The terms of reference of the Finance Committee of the Company include the following:

1. Authorisation of the borrowing of funds by the Company in all or any of the following ways to the extent permitted by the laws in force, subject to compliance with applicable provisions of the Articles of Association:

   (a). Availing of credit facilities from banks/ financial institutions/ NBFCs/ mutual funds/ real estate mutual funds in all or any, but not limited to the following manner:

      (i). Term loans;

      (ii). Letters of credit;

      (iii). Lines of credit;

      (iv). Packing credit;

      (v). Foreign and local bill discounting purchase/ negotiation;

      (vi). Bank guarantee;

      (vii). Overdraft / cash credit/ working capital demand loan facility; and

      (viii). Any other structured product.

   (b). External commercial borrowings;

   (c). Foreign currency convertible bonds;

   (d). Inter-corporate loan/ deposit; and

   (e). Public deposits.

2. Negotiation and finalisation of the terms and conditions of borrowing of moneys including the rate of interest.

3. Invest in instruments/fixed deposits for the purpose of providing them as security for availing any facility/ guarantee from bank(s)/ financial institutions.

4. Issuance of corporate guarantee for and on behalf of the Company, its subsidiaries/ joint ventures.

E. ***Investment Committee***

The members of the Investment Committee are:

1. Jimmy Bilimoria, *Independent Non- Executive Director (Chairman)*;
2. Tilokchand P. Ostwal, *Independent Non- Executive Director*; and
3. Kavin C. Bloomer (Naresh Naik is Alternate Director to Kavin C. Bloomer).

The Investment Committee was constituted by the Board of Directors at their meeting held on March 31, 2008. The terms of reference of the Investment Committee of the Company include the following:

(i). Formulation of guidelines based upon which the investment/ divestment of funds of the Company shall be made in all or any of the following instruments:

   (a). Term deposits with banks/ NBFCs/ financial institutions;

   (b). Units of mutual funds;

   (c). Structured products offered by mutual funds;

(d). Inter corporate deposit;

(e). Commercial paper / money market instruments; and

(f). Corporate debt/ bonds/ debentures of a minimum rating of AAA.

(ii). Approval of investments in instruments not covered by the investment guidelines.

Interest of Directors

All Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company.

The Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue. All of the Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

The Directors have no interest in any property acquired by the Company within two years from the date of this Draft Red Herring Prospectus.

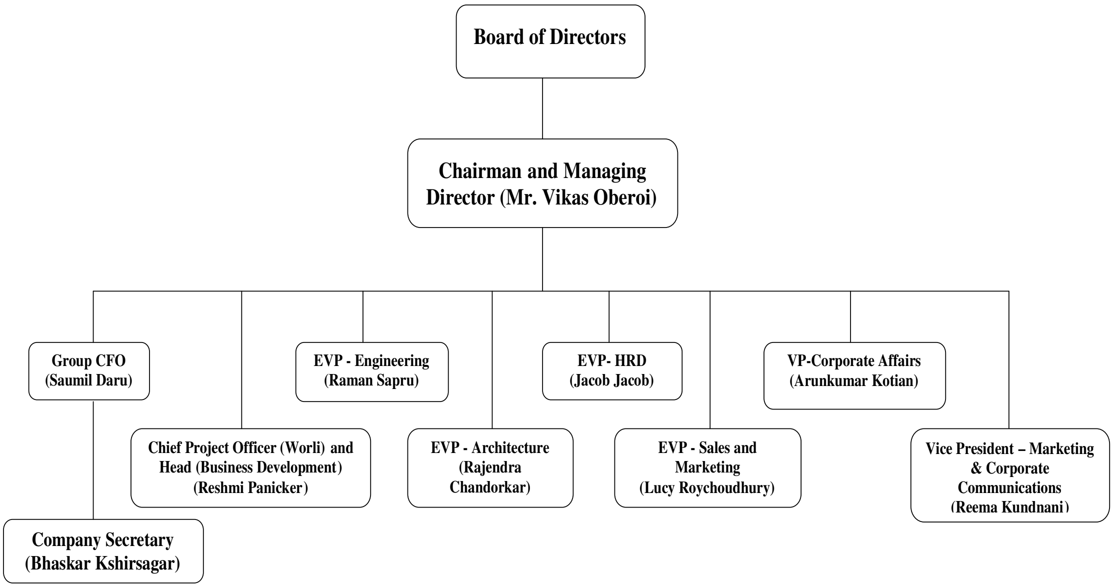
Except as stated in the section entitled "Related Party Transactions" on page 149 and described herein to the extent of shareholding in the Company, if any, the Directors do not have any other interest in our business.

Changes in the Board of Directors in the last three years

Name	Date of Appointment/ Change/ Cessation	Reason
Bindu Oberoi	December 1, 2006	Appointed
Ranvir Oberoi	January 17, 2007	Resigned
Santosh Oberoi	January 17, 2007	Resigned
Anand Madduri	January 17, 2007	Appointed as Nominee Director nominated for appointment by SSIII
Jimmy Bilimoria	December 12, 2007	Appointed
Tilokchand P. Ostwal	December 12, 2007	Appointed
Bharat Khanna	March 29, 2008	Appointed as Alternate Director to Anand Madduri
Bharat Khanna	April 16, 2008	Ceased to be Alternate Director to Anand Madduri
Bharat Khanna	April 24, 2008	Appointed as Alternate Director to Anand Madduri
Anand Madduri	July 7, 2008	Resigned as Nominee Director nominated for appointment by SSIII
Bharat Khanna	July 7, 2008	Vacated office due to resignation of Anand Madduri
Andrew Yoon	August 20, 2008	Appointed as Nominee Director nominated for appointment by SSIII
Bharat Khanna	August 20, 2008	Appointed as Alternate Director to Andrew Yoon
Bharat Khanna	October 15, 2008	Resigned
Ashish Khandelia	October 17, 2008	Appointed as Alternate Director to Andrew Yoon
Andrew Yoon	November 26, 2008	Resigned as Nominee Director nominated for appointment by SSIII
Ashish Khandelia	November 26, 2008	Vacated office due to resignation of Andrew Yoon
Karamjit Singh Kalsi	November 26, 2008	Appointed as Nominee Director nominated for appointment by SSIII
Naresh Naik	December 15, 2008	Appointed as Alternate Director to Karamjit Singh Kalsi
Karamjit Singh Kalsi	March 25, 2009	Resigned as Nominee Director nominated for appointment by SSIII
Naresh Naik	March 25, 2009	Vacated office due to resignation of Karamjit Singh

Name	Date of Appointment/ Change/ Cessation	Reason
		Kalsi
Kavin C. Bloomer	March 25, 2009	Appointed as Nominee Director nominated for appointment by SSIII
Naresh Naik	March 25, 2009	Appointed as Alternate Director to Kavin C. Bloomer
Anil Harish	September 18, 2009	Appointed

Management Organisation Structure



Key Management Personnel

The details of the key management personnel, as of the date of this Draft Red Herring Prospectus, are as follows:

Saumil Daru is the Group Chief Financial Officer and heads the finance and accounts, legal and secretarial, and information technology department. He has been associated with us since October 2002. He is a qualified chartered accountant. He has also completed the Advanced Management Program from the Harvard Business School. Prior to joining us, he was employed with Ernst & Young India Private Limited and has over 15 years of experience in tax, accounts and finance. During Fiscal 2009, he was paid gross compensation of Rs. 7.50 million.

Reshmi Panicker is the Chief Project Officer (Worli) and Head (Business Development) and heads the business development team. She joined the Company on January 4, 2010. She holds a bachelor's degree in architecture from Indian Institute of Technology, Kharagpur. Prior to joining the Company she has worked with K. Raheja Universal Private Limited. During Fiscal 2009, she was not paid any remuneration as she joined the Company in Fiscal 2010.

Raman Sapru is the Executive Vice President – Engineering of the Company and heads the engineering department. He has been associated with us since April 1, 2003. He holds a bachelor's degree in Civil Engineering from M S University, Baroda. Prior to joining the Company, he was employed with P.D. Constructions and has approximately 19 years of experience. During Fiscal 2009, he was paid gross compensation of Rs. 1.00 million.

Rajendra Chandorkar is the Executive Vice President – Architecture of the Company and heads the architecture department. He has been associated with us since July 10, 1999. He holds a bachelor's degree in

Architecture from Sir J. J. College of Architecture. Prior to joining the Company, he was employed with Kalpataru Constructions Overseas Private Limited and has approximately 13 years of experience. During Fiscal 2009, he was paid gross compensation of Rs. 7.00 million.

Jacob Jacob is the Executive Vice President – HRD & Employee Services of the Company and heads the human resources and employee services functions. He joined the Company on October 22, 2007. He holds a post graduate diploma in Management (Human Resources). Prior to joining the Company he was working with Emirates Airlines and has over 12 years of experience in human resources development. During Fiscal 2009, he was paid gross compensation of Rs. 3.00 million.

Lucy Roychowdhary is the Executive Vice President - Sales and Marketing of the Company. She joined the Company on September 29, 2009. She holds a diploma in Hotel Management from the Institute of Hotel Management, Catering Technology and Applied Nutrition, Kolkata. Prior to joining the Company, she was working with Hirco Developments Private Limited and has approximately 18 years of experience. She was not paid any compensation during Fiscal 2009 as she joined in Fiscal 2010.

Arunkumar Kotian is the Vice President - Corporate Affairs of the Company and heads the liaison department. He holds a bachelor's degree in Commerce from the Mysore University. He has been associated with us since July, 2003 and he has been associated with our Promoter Group since 1990. He has previously worked with Associated Chemicals. During Fiscal 2009, he was paid gross compensation of Rs. 2.07 million.

Reema Kundnani is the Vice President – Marketing & Corporate Communications and heads the marketing and corporate communications function. She holds a bachelor's degree in engineering (computer science) and a certificate in global business leadership from Harvard Business School. She joined the Company on December 28, 2009. Prior to joining the Company she has worked with Satyam Computer Services Limited. During Fiscal 2009, she was not paid any remuneration as she joined the Company in Fiscal 2010.

Bhaskar Kshirsagar is the Company Secretary. He joined the Company on November 1, 2007. He holds a master's degree in Commerce from Devi Ahilya University, Indore and is a qualified Company Secretary. Prior to joining the Company, he has worked with Puneet Resins Limited and has approximately five years of experience in secretarial functions. During Fiscal 2009, he was paid gross compensation of Rs. 0.78 million.

All the key management personnel are permanent employees of the Company and none of the key management personnel are related to each other.

Shareholding of key management personnel

As at the date of the Draft Red Herring Prospectus, our key management personnel do not hold any Equity Shares.

Bonus or profit sharing plan of the key management personnel

The Company does not have a performance linked bonus or a profit sharing plan for the key management personnel.

Interests of key management personnel

The key management personnel of the Company do not have any interest in the Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and the employee stock options held, if any.

None of the key management personnel have been paid any consideration of any nature from the Company, other than their remuneration.

Changes in the key management personnel

The changes in the key management personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
Saumil Daru	Group Chief Financial Officer	April 1, 2007	Appointment in the Company pursuant to transfer from a subsidiary
Raman Sapru	Executive Vice-President – Engineering	April 1, 2007	Appointment in the Company pursuant to transfer from a subsidiary
Rajendra Chandorkar	Executive Vice-President - Architecture	April 1, 2007	Appointment in the Company pursuant to transfer from a Group Company
Arunkumar Kotian	Vice President – Corporate Affairs	April 1, 2007	Appointment in the Company pursuant to transfer from a subsidiary
Jacob Jacob	Executive Vice-President – HRD & Employee Services	October 22, 2007	Appointment
Bhaskar Kshirsagar	Company Secretary	November 1, 2007	Appointment
Pramod Arora	Chief Operating Officer - New Markets	February 21, 2008	Appointment
Pramod Arora	Chief Operating Officer - New Markets	August 30, 2008	Resignation
Mohan Upadhye	Vice President - Contracts & Purchase	October 1, 2008	Appointment
Rajeev Patwardhan	Vice President – Facilities	June 30, 2009	Resignation
Lucy Roychowdhary	Executive Vice-President – Sales & Marketing	September 29, 2009	Appointment
Mohan Upadhye	Vice President - Contracts & Purchase	September 21, 2009	Resignation
Reema Kundnani	Vice President – Marketing & Corporate Communications	December 28, 2009	Appointment
Reshmi Panicker	Chief Project Officer (Worli) and Head (Business Development)	January 4, 2010	Appointment

Employees Stock Option Plan

For details of the employee stock option plan, please see the section entitled "Capital Structure" on page 28.

Payment or benefit to officers of the Company

No non-salary related amount or benefit has been paid or given within two years, or intended to be paid or given, to any officer of the Company (including Directors and Key Management Personnel).

SUBSIDIARIES AND JOINT VENTURES

The Company has seven Subsidiaries. None of the Subsidiaries have made any public or rights issue in the last three years and have not become sick companies under the meaning of SICA and are not under winding up. Other than as disclosed in the section entitled "Promoter and Promoter Group" on page 139, the Promoter has not disassociated from any of the companies during the preceding three years. The information provided in this section is as of the date of this Draft Red Herring Prospectus.

Interest of the Subsidiaries in the Company

None of the Subsidiaries hold any Equity Shares in the Company. Except as stated in the section titled "Related Party Transactions" on page 149 the Subsidiaries do not have any other interest in the Company's business.

Common Pursuits

Except as disclosed in this Draft Red Herring Prospectus, the Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by the Company. The Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

SUBSIDIARIES

The Company has the following Subsidiaries as of the date of this Draft Red Herring Prospectus:

1. Expressions Realty Private Limited;
2. Kingston Hospitality and Developers Private Limited;
3. Kingston Property Services Private Limited;
4. Oberoi Constructions Private Limited;
5. Oberoi Mall Private Limited;
6. Triumph Realty Private Limited; and
7. Perspective Realty Private Limited.

1. Expressions Realty Private Limited ("ERPL")

Corporate Information:

ERPL was incorporated under the Companies Act on September 12, 2007, in Mumbai. ERPL is involved in the business of real estate development and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of ERPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of Rs. 10 each	Percentage of total equity holding (%)
1.	Oberoi Realty Limited	9,990	99.90
2.	Vikas Oberoi*	10	0.10
Total		**10,000**	**100**

* *As a nominee of the Company.*

2. **Kingston Hospitality and Developers Private Limited ("KHDPL")**

Corporate Information:

KHDPL was incorporated as Kingston Hospitality Private Limited under the Companies Act on August 31, 2006, in Mumbai. The name was changed to KHDPL on March 8, 2007. KHDPL is involved in the business of real estate development and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	10,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of KHDPL is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of Rs. 10 each**	**Percentage of total equity holding (%)**
1.	Oberoi Realty Limited	9,999	99.99
2.	Vikas Oberoi*	1	0.01
Total		**10,000**	**100**

* *As a nominee of the Company.*

3. **Kingston Property Services Private Limited ("KPSPL")**

Corporate Information:

KPSPL was incorporated as Foundation Realty Private Limited under the Companies Act on November 29, 2007, in Mumbai. The name was changed to KPSPL on May 9, 2008. KPSPL is involved in the business of real estate development, management and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of KPSPL is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of Rs. 10 each**	**Percentage of total equity holding (%)**
1.	Oberoi Realty Limited	9,990	99.90
2.	Vikas Oberoi*	10	0. 10
Total		**10,000**	**100**

* *As a nominee of the Company.*

4. **Oberoi Constructions Private Limited**

Corporate Information:

OCPL was incorporated under the Companies Act on November 2, 1993, in Mumbai. OCPL is involved in the business of real estate development and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	5,250,000
Issued, subscribed and paid-up capital	5,100,000

Shareholding Pattern:

The shareholding pattern of OCPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of Rs. 10 each	Percentage of total equity holding (%)
1.	Oberoi Realty Limited	5,099,990	100.00
2.	Santosh Oberoi*	10	0.00
Total		**5,100,000**	**100**

* *As a nominee of the Company.*

5. Oberoi Mall Private Limited

Corporate Information:

OMPL was incorporated as Hilltop Constructions Private Limited under the Companies Act on May 25, 2001, in Mumbai. The name was changed to OMPL on May 26, 2003. OMPL is involved in the business of development of malls and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of OMPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of Rs. 10 each	Percentage of total equity holding (%)
1.	Oberoi Realty Limited	9,990	99.90
2.	Vikas Oberoi*	10	0.10
Total		**10,000**	**100**

* *As a nominee of the Company.*

6. Triumph Realty Private Limited ("TRPL")

Corporate Information:

TRPL was incorporated under the Companies Act on December 3, 2007, in Mumbai. TRPL is involved in the business of real estate development and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of TRPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares	Percentage of total equity holding

		of Rs. 10 each	(%)
1.	Oberoi Realty Limited	9,990	99.90
2.	Vikas Oberoi*	10	0.10
Total		**10,000**	**100**

As a nominee of the Company.

7. Perspective Realty Private Limited ("PRPL")

Corporate Information:

PRPL was incorporated under the Companies Act on October 31, 2007, in Mumbai. PRPL is involved in the business of real estate development and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of PRPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of Rs. 10 each	Percentage of total equity holding (%)
1.	OCPL	9,990	99.90
2.	Vikas Oberoi*	10	0.10
Total		**10,000**	**100**

As a nominee of OCPL.

JOINT VENTURES

1. Sangam City Township Private Limited ("Sangam City Township")

Corporate Information:

Sangam City Township was incorporated as Dharadhar Developers Private Limited under the Companies Act on August 4, 1997, in Pune. The name was changed to Sangam City Township on April 11, 2008. Sangam City Township is involved in the business of real estate development and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	30,000
Issued, subscribed and paid-up capital	30,000

Shareholding:

The Company holds 9,500 equity shares, aggregating to 31.67% of the issued equity share capital, of Sangam City.

2. SRPL

Corporate Information:

SRPL was incorporated under the Companies Act on May 24, 2001, in Mumbai. SRPL is involved in the business of real estate development and related activities.

Capital Structure:

	No. of equity shares of Rs. 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of SRPL is as follows:

Sr. No.	Name of Shareholder	No. of equity shares of Rs. 10 each	Percentage of total equity holding (%)
1.	OCPL	5,000	50.00
2.	Vinod Goenka	2,475	24.75
3.	Shahid Balwa	2,475	24.75
4.	Neelkamal Realtors & Builders Private Limited	10	00.10
5.	Associated Hotels Limited	10	00.10
6.	BD & P Hotels (India) Private Limited	10	00.10
7.	Y J Realty Private Limited	10	00.10
8.	Vinod Goenka & Sunita Bali, C/o K.G. Enterprises	10	00.10
Total		**10,000**	**100**

ASSOCIATION OF PERSONS

1. Oasis Realty

Corporate Information

Oasis Realty ("Oasis") is an unincorporated joint venture arrangement of OCPL with Skylark Build and Shree Vrunda Enterprises (collectively, "Sahana") on September 23, 2009 to undertake real estate development in Mumbai.

Profit/ Loss sharing ratio

The profit/ loss sharing ratio of Oasis is as detailed below:

(i). In relation to hotel and/ or service apartments:

Name of the Party	Ownership and Income Sharing Ratio (%)
OCPL	36.25
Sahana	63.75

(ii). In relation to projects other than hotel and service apartments:

Name of the Party	Profit/ Loss Sharing Ratio (%)
OCPL	25-40*
Sahana	75-60*

**Depending upon the sale price per sq. ft. of each premises.*

2. Zaco Aviation

Corporate Information

Zaco Aviation ("Zaco") is an unincorporated joint venture arrangement between OCPL, Intervalve (India) Limited, El-O-matic (India) Private Limited, Serum Institute of India Limited and Swapnali Constructions for the acquisition and shared use of a corporate helicopter.

Contribution ratio

Name of the Party	Contribution Ratio (%)
OCPL	25.00
Intervalve (India) Limited	12.50
El-O-matic (India) Private Limited	12.50
Serum Institute of India Limited	25.00
Swapnali Constructions	25.00

PROMOTER AND PROMOTER GROUP

The Promoter of the Company is Vikas Oberoi.

	**Vikas Oberoi** is the Chairman cum Managing Director of the Company. He is a resident Indian national. For further details, please see the section entitled "Management" on page 116. Vikas Oberoi's driving license number is MH0220090192464. He does not have a voter's identification card. His passport number is Z 1781932. We confirm that the permanent account number, bank account number and passport number of Vikas Oberoi shall be submitted to the Stock Exchanges, at the time of filing the Draft Red Herring Prospectus with them.

For more details of Vikas Oberoi, please see the section entitled "Management – Board of Directors" on page 116.

Interests of Promoter and Common Pursuits

The Promoter is interested to the extent of his shareholding in the Company. For details of the Promoter's shareholding in the Company, please see the sections entitled "Capital Structure" and "Management" on pages 28 and 116, respectively.

Further, the Promoter who is also a Director may be deemed to be interested to the extent of fees, if any, payable to him for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration, reimbursement of expenses payable to him. For further details please see the section entitled "Management" on page 116.

Further, the Promoter is also a director on the boards, or is a member, or is a partner, of certain Promoter Group entities and may be deemed to be interested to the extent of the payments made by the Company, if any, to these Promoter Group entities. For the payments that are made by the Company to certain Promoter Group entities, please see the section entitled "Related Party Transactions" on page 149.

Except as stated otherwise in this Draft Red Herring Prospectus, the Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which the Promoter is directly or indirectly interested and no payments have been made to him in respect of the contracts, agreements or arrangements which are proposed to be made with him including the properties purchased by the Company other than in the normal course of business.

Further, the Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by us except as disclosed in this section and the sections entitled "Our Business" and "Group Companies" on pages 70 and 141, respectively. The Promoter has, pursuant to an undertaking dated December 23, 2009, agreed that he shall not undertake the development or execution of any new real estate projects under the brand name "Oberoi" or any other brand names, subject to certain exceptions. For further details, please see the section entitled "History and Certain Corporate Matters – Non-Compete Undertaking" on page 115.

Payment of benefits to the Promoter

Except as stated in the section entitled "Related Party Transactions" on page 149, there has been no payment of benefits to the Promoter during the two years prior to the filing of this Draft Red Herring Prospectus.

Confirmations

Further, the Promoter has not been declared a wilful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoter in the past or are pending against him.

Promoter Group

In addition to the Promoter named above, the following entities constitute the Promoter Group of the Company:

1. Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with Vikas Oberoi), other than the Promoter are as follows:

Name	Relationship with Promoter
Ranvir Oberoi	Father
Santosh Oberoi	Mother
Gayatri Oberoi	Wife
Vihaan Oberoi	Son
Yuvaan Oberoi	Son
Bindu Oberoi	Sister
Anil Kumar Joshi	Father of the spouse
Nutan Joshi	Mother of the spouse
Ranjit Joshi	Brother of the spouse

2. Corporate entities forming part of the Promoter Group

The following entities form part of the Promoter Group:

Companies

(i). Beachwood Properties Private Limited
(ii). Envision Realty Private Limited
(iii). I-Ven Realty Limited
(iv). Myspace Developers Private Limited
(v). New Dimension Consultants Private Limited
(vi). Oberoi Consultancy Services Private Limited
(vii). Oberoi Estates Private Limited
(viii). R. S. Estate Developers Private Limited
(ix). Shrivatsa Realty Private Limited

Partnerships

(i). Oberoi Associates
(ii). R.S. Associates
(iii). R.S. Constructions
(iv). R.S.V. Associates
(v). Wellworth Developers

HUFs

(i). Ranvir Oberoi (HUF)

GROUP COMPANIES

Companies forming part of the Group Companies

Unless otherwise stated none of the companies forming part of the Group Companies is a sick company under the meaning of SICA and none of them are under winding up. Further, all the Group Companies are unlisted companies and they have not made any public issue of securities in the preceding three years.

The Group Companies are as follows:

Companies

1. Beachwood Properties Private Limited
2. Envision Realty Private Limited
3. I-Ven Realty Limited
4. New Dimension Consultants Private Limited
5. Oberoi Consultancy Services Private Limited
6. Oberoi Estates Private Limited
7. R. S. Estate Developers Private Limited

Partnerships

1. Oberoi Associates
2. R.S. Associates
3. R.S.V. Associates
4. Wellworth Developers

Trusts

1. Kingston Properties Private Limited Employees' Group Gratuity cum Life Assurance Scheme
2. Kingston Property Services Private Limited Employees Group Gratuity cum Life Assurance Scheme
3. Oberoi Constructions Private Limited Employees' Group Gratuity Assurance Scheme
4. Oberoi Foundation
5. Oberoi Foundation Employees Group Gratuity cum Life Assurance Scheme

A. Details of the five largest Group Companies (based on turnover)

The top five Group Companies on the basis of total turnover are as follows:

1. Wellworth Developers

Corporate Information

Wellworth Developers is a registered partnership firm formed on October 9, 1992. This partnership is engaged in real estate development and other related activities.

Interest of the Promoter

The profit / (loss) sharing ratio of Vikas Oberoi in Wellworth Developers is 33.00%.

Financial Performance

The summary audited financial information of Wellworth Developers for the last three fiscal years is as follows:

(Rs. in Million)

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008	March 31, 2007
1.	Capital	(460.35)	(362.32)	(340.27)
2.	Reserves and surplus	268.47	265.37	261.91

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008	March 31, 2007
3.	Income including other income	35.73	36.35	81.08
4.	Profit/ (Loss) after tax	3.11	3.46	32.86

2. R. S. Estate Developers Private Limited ("RSEDPL")

Corporate Information

RSEDPL was incorporated under the Companies Act on November 17, 1999, in Mumbai. RSEDPL is involved in the business of real estate development and related activities.

Interest of the Promoter

Vikas Oberoi holds 999,980 equity shares, aggregating to 99.998% of the issued and paid up equity share capital of RSEDPL.

Financial Performance

The summary audited financial information of RSEDPL for the last three fiscal years is as follows:

(Rs. in Million, except share data)

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008	March 31, 2007
1.	Equity Capital	10.00	10.00	10.00
2.	Reserves (excluding revaluation reserves) and surplus	499.24	487.86	401.41
3.	Income including other income	26.02	188.77	300.32
4.	Profit / (Loss) after tax	12.55	87.62	147.17
5.	Earnings per share (face value Rs. 10) (in Rs.)	12.55	87.62	147.17
6.	Net asset value per share (in Rs.)	509.24	497.86	411.41

3. Oberoi Foundation

Corporate Information

Oberoi Foundation has been created on October 6, 2006. Oberoi Foundation is registered with The Charity Commissioner, Mumbai with registration number being E-23838. Vikas Oberoi, Bindu Oberoi, Ranvir Oberoi and Santosh Oberoi are the trustees of Oberoi Foundation. Oberoi Foundation is currently running a school in Goregaon.

Interest of the Promoter

Vikas Oberoi is the settlor and one of the trustees of Oberoi Foundation.

Financial Performance

The summary audited financial information of Oberoi Foundation for the last three fiscal years is as follows:

(Rs. in Million)

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008	March 31, 2007
1.	Corpus	97.49	21.94	0.49
2.	Income and Expenditure Account	(55.10)	(4.99)	(0.46)
3.	Income	19.09	0.02	-
4.	Excess/ (deficit) of income over expenditure	(50.11)	(4.53)	(0.46)

4. Oberoi Associates

Corporate Information

Oberoi Associates is a registered partnership firm formed on November 18, 1992. This partnership is engaged in real estate development and other related activities.

Interest of the Promoter

The profit / (loss) sharing ratio of Vikas Oberoi in Oberoi Associates is 55%.

Financial Performance

The summary financial information of Oberoi Associates for the last three fiscal years is as follows:

(Rs. in Million)

Sr. No.	Particulars	For the year ended		
		March 31, 2009*	March 31, 2008	March 31, 2007
1.	Capital	(0.78)	2.47	(11.24)
2.	Reserves and surplus	-	-	-
3.	Income	2.62	13.27	11.86
4.	Profit / (Loss) after tax	1.69	9.44	0.41

* *These financial statements have not been audited because there is no statutory requirement for partnership firms to audit their financial statements.*

5. I-Ven Realty Limited ("I-Ven")

Corporate Information:

I-Ven was incorporated under the Companies Act on November 19, 2003, in Mumbai. I-Ven is involved in the business of real estate development and related activities.

Interest of the Promoter

Vikas Oberoi holds 499,998 equity shares, aggregating to 49.99% of the issued and paid up equity share capital of I-Ven. Also two equity shares of I-Ven are registered in the names of nominees of Vikas Oberoi and he holds the beneficial interest in those equity shares.

Financial Performance

The summary audited financial information of I-Ven for the last three fiscal years is as follows:

(Rs. in Million, except share data)

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008	March 31, 2007
1.	Equity Capital	10.00	10.00	10.00
2.	Reserves (excluding revaluation reserves) and surplus	283.82	292.96	283.74
3.	Income including other income	1.33	10.56	0.99
4.	Profit/ (Loss) after tax	(9.05)	9.21	0.50
5.	Earnings per share (face value Rs. 10) (in Rs.)	(9.14)	9.21	0.50
6	Net asset value per equity share (in Rs.)	293.82	302.96	293.74

B. Group Companies with negative net worth

1. Wellworth Developers

For details, please see "- Details of the five largest Group Companies" on page 141.

2. R.S. Associates

Corporate Information

R.S. Associates is a registered partnership firm formed on March 18, 1994. This partnership is engaged in real estate development and other related activities.

Interest of the Promoter

The profit / (loss) sharing ratio of Vikas Oberoi in R.S. Associates is 16%.

Financial Performance

The summary financial information of R.S. Associates for the last three fiscal years is as follows:

(Rs. in Million)

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008*	March 31, 2007*
1.	Partner's Capital Account	(48.08)	1.32	1.19
2.	Reserves and surplus	-	-	-
3.	Income	-	-	-
4.	Profit After Tax	-	(0.00)	(0.00)

* *These financial statements have not been audited because there is no statutory requirement for partnership firms to audit their financial statements.*

3. Beachwood Properties Private Limited ("BPPL")

Corporate Information:

BPPL was incorporated under the Companies Act on May 8, 1998, in Mumbai. BPPL is involved in the business of real estate development and related activities.

Interest of the Promoter

Vikas Oberoi holds 30,000 equity shares, aggregating to 50% of the issued and paid up equity share capital of BPPL.

Financial Performance

The summary audited financial information of BPPL for the last three fiscal years is as follows:

(Rs. in Million, except share data)

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008	March 31, 2007
1.	Equity Capital	0.60	0.60	0.60
2.	Reserves (excluding revaluation reserves)and surplus	(2.61)	(2.08)	(1.35)
3.	Income including other income	-	-	-
4.	Profit/ (Loss) after tax	(0.52)	(0.73)	(0.40)
5.	Earnings per share (face value Rs. 10) (in Rs.)	(8.72)	(12.14)	(6.65)
6.	Net asset value per share (in Rs.)	(33.44)	(24.72)	(12.58)

4. Oberoi Consultancy Services Private Limited ("OCSPL")

Corporate Information:

OCSPL was incorporated under the Companies Act on June 6, 1989, in Mumbai. OCSPL is involved in providing various consultancy and support services.

Interest of the Promoter

Vikas Oberoi holds 2,000 equity shares, aggregating to 50% of the issued and paid up equity share capital of OCSPL.

Financial Performance

The summary audited financial information of OCSPL for the last three fiscal years is as follows:

(Rs. in Million, except share data)

Sr. No.	Particulars	For the year ended		
		March 31, 2009	March 31, 2008	March 31, 2007
1.	Equity Capital	0.40	0.40	0.40
2.	Reserves (excluding revaluation reserves) and surplus	(0.88)	(0.87)	(0.86)
3.	Income including other income	-	-	0.01
4.	Profit/ (Loss) after tax	(0.01)	(0.01)	(0.00)
5.	Earnings per share (face value Rs. 100) (in Rs.)	(2.27)	(2.70)	(1.26)
6.	Net asset value per share (in Rs.)	(119.64)	(117.37)	(114.67)

5. Envision Realty Private Limited ("Envision")

Corporate Information:

Envision was incorporated under the Companies Act on May 31, 2008, in Mumbai. Envision is involved in the business of real estate development and related activities.

Interest of the Promoter

Vikas Oberoi holds nil equity shares in Envision. However he was the initial promoter of Envision and currently on the Board of Directors of Envision.

Financial Performance

The summary audited financial information of Envision is as follows:

(Rs. in Million, except share data)

Sr. No.	Particulars	For the year ended March 31, 2009
1.	Equity Capital	0.10
2.	Reserves (excluding revaluation reserves) and surplus	(0.69)
3.	Income including other income	-
4.	Profit/ (Loss) after tax	(0.69)
5.	Earnings per share (face value Rs. 10) (in Rs.)	(69.46)
6.	Net asset value per share (in Rs.)	(59.46)

C. Details of other Group Companies

1. New Dimension Consultants Private Limited ("NDCPL")

Corporate Information:

NDCPL was incorporated under the Companies Act on September 19, 1995, in Mumbai. NDCPL is involved in the business of rendering consultancy, financial and technical services relating to real estate sector and related activities.

Interest of the Promoter

Vikas Oberoi holds 30,000 equity shares, aggregating to 50% of the issued and paid up equity share capital of NDCPL.

2. Oberoi Estates Private Limited ("OEPL")

Corporate Information:

OEPL was incorporated under the Companies Act on November 2, 1993, in Mumbai. OEPL is involved in the business of real estate development and related activities.

Interest of the Promoter

Vikas Oberoi holds 15,000 equity shares, aggregating to 37.5% of the issued and paid up equity share capital of the company.

3. R.S.V. Associates

Corporate Information

R.S.V. Associates is a partnership firm formed under the Indian Partnership Act, 1932 on September 2, 1994. This partnership is engaged in real estate development and other related activities.

Interest of the Promoter

The profit / (loss) sharing ratio of Vikas Oberoi in R.S.V. Associates is 33.33%.

4. Kingston Properties Private Limited Employees' Group Gratuity cum Life Assurance Scheme ("KPPL- Gratuity Scheme")

Corporate Information

KPPL- Gratuity Scheme was formed vide deed dated May 2, 2007 for the purpose of providing gratuity cum life assurance to the employees of the Company subject to the terms and conditions of the Deed.

Interest of the Promoter

Vikas Oberoi is the Trustee of KPPL- Gratuity Scheme.

5. Kingston Property Services Private Limited Employees Group Gratuity cum Life Assurance Scheme

Corporate Information

Kingston Property Services Private Limited Employees Group Gratuity cum Life Assurance Scheme ("KPSPL-Gratuity Scheme") was formed vide deed dated January 1, 2009 for the purpose of providing gratuity cum life assurance to the employees of the Kingston Property Services Private Limited subject to the terms and conditions of the deed.

Interest of the Promoter

Vikas Oberoi is the Trustee of KPSPL- Gratuity Scheme.

6. Oberoi Constructions Private Limited Employees' Group Gratuity Assurance Scheme ("OCPL-Gratuity Scheme")

Corporate Information

OCPL- Gratuity Scheme was formed vide deed dated April 2, 2007 for the purpose of providing gratuity cum life assurance to the employees of OCPL subject to the terms and conditions of the deed.

Interest of the Promoter

Vikas Oberoi is the Trustee of OCPL- Gratuity Scheme.

7. Oberoi Foundation Employees Group Gratuity cum Life Assurance Scheme ("OF- Gratuity Scheme")

Corporate Information

OF- Gratuity Scheme was formed vide deed dated January 1, 2009 for the purpose of providing gratuity cum life assurance to the employees of the Oberoi Foundation subject to the terms and conditions of the deed.

Interest of the Promoter

Vikas Oberoi is the Trustee of KPSPL- Gratuity Scheme.

Nature and Extent of Interest of Group Companies

(a) In the promotion of the Company

None of the Group Companies have any interest in the promotion of the Company.

(b) In the properties acquired in the past two years before filing the Draft Red Herring Prospectus with SEBI or proposed to be acquired by the Company

The Company has not acquired nor does it propose to acquire any properties from its Group Companies.

(c) In transactions for acquisition of land, construction of building and supply of machinery

None of the Group Companies have any interest in any transactions for acquisition of land, construction of building and supply of machinery by the Company.

Common Pursuits amongst the Group Companies with the Company

Several of our Group Companies are in the business of construction and development of residential and commercial projects and have invested in real estate projects. Please see the section entitled "Risk Factors" on page xiii.

Related Business Transactions within the Group Companies and Significance on the Financial Performance of the Company

For details, please see the section entitled "Related Party Transactions" on page 149.

Sale/Purchase between Group Companies and Subsidiaries

For details, please see the section entitled "Related Party Transactions" on page 149.

Business Interest of Group Companies and Subsidiaries in the Company

None of the Group Companies and Subsidiaries has any business interest in the Company.

Companies with which the Promoter has disassociated in the last three years

The Promoter has disassociated from the following companies by way of sale of equity shares during the preceding three years due to a change in business decision:

1. Sunrise Infotainment Private Limited; and
2. Shashbindu Constructions Private Limited.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, please see the sections entitled "Unconsolidated Financial Statements – Related Party Transactions" and "Consolidated Financial Statements – Related Party Transactions" on pages 189 and 242, respectively.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of the Company. The Company has no formal dividend policy. The Board may also from time to time pay interim dividends. The dividends declared by the Company during the last five fiscal years have been presented below:

1. Equity Shares:

Particulars	Fiscal 2009	Fiscal 2008	Fiscal 2007	Fiscal 2006	Fiscal 2005
Face value per Equity Share (Rs.)	10	10	10	10	10
Dividend Paid (Rs. in million)	5.20	5.20	3.54	2.30	1.01
Rate of Dividend (%)	20	20	15*	10	5*

* *Pro rata*

2. Preference Shares:

Particulars	Fiscal 2009	Fiscal 2008	Fiscal 2007
Face value per Preference Share (Rs.)	1,000,000	1,000,000	1,000,000
Dividend Paid (In Rs.)	62,670,168	783	159
Rate of Dividend (%)	0.0001[(1)] 13[(2)]	0.0001	0.0001*

* *Pro rata*
[(1)] *From April 1, 2008 until June 30, 2008*
[(2)] *From July 1, 2008 until March 31, 2009*

The amounts paid as dividends in the past are not necessarily indicative of the Company's dividend policy or dividend amounts, if any, in the future.

FINANCIAL STATEMENTS

To,
The Board of Directors,
Oberoi Realty Limited
"Commerz", 3rd Floor,
International Business Park,
Oberoi Garden City,
Off. Western Express Highway,

Goregaon (East),
Mumbai 400 063.

Dear Sirs,

We have examined the Unconsolidated Financial Information of Oberoi Realty Limited ("formerly known as Kingston Properties Private Limited") ('the Company') described below in A and B and annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"). The Unconsolidated Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, 1956 ('the Act'), The Securities and Exchange Board of India ('SEBI') - Issue of Capital and Disclosure Requirements Regulations, 2009 (the 'ICDR Regulations') notified on August 26, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India ('ICAI') and terms of arrangement agreed upon by us with the Company. The Unconsolidated Financial Information has been prepared by the Company and approved by its Board of Directors.

Company proposes to make an Initial Public Offer (IPO) for the fresh issue of equity shares having a face value Rs 10/- each at a premium arrived at by 100 % book building process as may be decided by the Board of Directors.

A. Unconsolidated Financial Information as per Audited Unconsolidated Financial Statements:

We have examined:

a) the attached Unconsolidated Summary Statement of Assets and Liabilities, as Restated as at year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 (Annexure I);

b) the attached Unconsolidated Summary Statement of Profits and Losses, as Restated for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 (Annexure II);

c) the attached Unconsolidated Statement of Cash Flows, as Restated for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 (Annexure III);

d) the significant accounting policies adopted by the Company as at and for period ended September 30, 2009 and notes to the Restated Unconsolidated Summary Statements along with adjustments on account of audit qualifications/adjustments/regroupings. (Annexure IV);

(Collectively hereinafter referred as "Restated Unconsolidated Summary Statements")

The Restated Unconsolidated Summary Statements have been extracted from audited Unconsolidated Financial Statements of the Company for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009, which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations and terms of arrangement agreed by us with the Company, we state that:

i) the Restated Unconsolidated Summary Statement of Assets and Liabilities of the Company as at March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended as at September 30, 2009, are as set out in Annexure I, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure IV;

ii) the Restated Unconsolidated Summary Statement of Profits and Losses of the Company for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 are as set out in Annexure II, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure IV;

iii) the Restated Unconsolidated Statement of Cash Flows of the Company for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 are as set out in Annexure III after making such material adjustments and regroupings;

iv) Qualifications in the auditor’s report which do not require any corrective adjustments in the Restated Unconsolidated Summary Statements are disclosed in Note No. (a) and (c) of (B) (1) (IV) of Annexure IV.

v) The Unconsolidated Summary Statements have been restated with retrospective effect to reflect the Significant Accounting Policies being adopted by the Company as at September 30, 2009, and after considering the effect of auditor’s observations except as stated as under;

The Company has accounted for its Retirement Benefits Liability based on the actuarial valuation determined based on the Projected Unit Credit method consequent to adoption of AS 15 on Employee Benefits (revised 2005) with effect from April 1, 2007. However necessary adjustments and disclosures for the periods prior to April 1, 2007 have not been done for reasons stated in Note (B) (1) (III) of Annexure – IV.

vi) There are no extraordinary items in any of the financial statements that need to be disclosed separately in the Restated Unconsolidated Summary Statements.

B. Other Unconsolidated Financial Information as per Restated Unconsolidated Summary Statements:

We have also examined the following Unconsolidated Financial Information relating to the Company, which is based on the Restated Unconsolidated Summary Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the DRHP:

1) Unconsolidated Statement of Investments, as Restated (Annexure V)
2) Unconsolidated Statement of Inventories, as Restated (Annexure VI)
3) Unconsolidated Statement of Sundry Debtors, as Restated (Annexure VII)
4) Unconsolidated Statement of Loans and Advances, as Restated (Annexure VIII)
5) Unconsolidated Statement of Secured Loans, as Restated (Annexure IX)
6) Unconsolidated Statement of Unsecured Loans, as Restated (Annexure X)
7) Unconsolidated Statement of Current Liabilities and Provisions, as Restated (Annexure XI)
8) Unconsolidated Statement of Share Capital, as Restated (Annexure XII)
9) Unconsolidated Statement of Reserves and Surplus, as Restated (Annexure XIII)
10) Unconsolidated Statement of Non-operating Income, as Restated (Annexure XIV)
11) Unconsolidated Statement of Employee Cost, as Restated (Annexure XV)
12) Unconsolidated Statement of Accounting Ratios, as Restated (Annexure XVI)
13) Unconsolidated Statement of Capitalisation, as Restated (Annexure XVII)
14) Unconsolidated Statement of Related Party Disclosures, as Restated (Annexure XVIII)
15) Unconsolidated Statement of Dividend (Annexure – XIX)
16) Unconsolidated Statement of Tax Shelter, as Restated (Annexure XX)

Further, in respect of "Promoter and Promoter Group" as defined in the ICDR Regulations and disclosed in Annexures above are based on list of group entities identified by the Management and we have relied upon the same.

In our opinion, the Restated Unconsolidated Financial Information of the Company attached to this report, as mentioned in paragraph (B) above, read with significant accounting policies and notes thereto, and after making such adjustments as are considered appropriate, and subject to our observations as contained in Note No. (B) (1) (III) of Annexure IV above has been prepared in accordance with Part II (B) of Schedule II of the Act and the ICDR Regulations.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the DRHP in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For P. RAJ & CO.
Chartered Accountants

P. S. Shah
Proprietor
Membership No. 44611
Mumbai,
Dated: January 10, 2010.

Oberoi Realty Limited
Annexure I
Unconsolidated Summary Statement of Assets and Liabilities, as Restated

Rs. In Million

Particulars as at		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Fixed Assets							
Gross Block		254.94	256.75	304.44	309.01	1,296.15	1,614.62
Less: Accumulated Depreciation / Amortisation		8.27	13.25	18.02	17.96	46.06	65.86
Net Block		246.67	243.50	286.42	291.05	1,250.09	1,548.76
Capital Work-In-Progress(Including Capital Advances)		191.53	389.91	588.19	2,198.39	3,454.41	3,813.26
Net Block including Capital Work-in-Progress	**A**	**438.20**	**633.41**	**874.61**	**2,489.45**	**4,704.50**	**5,362.02**
Investments	**B**	0.10	0.10	325.54	2,816.04	326.06	325.91
Deferred Tax Asset / (Liabilities) (Net)	**C**	1.39	0.06	0.79	2.54	1.53	(2.80)
Current Assets, Loans and Advances :							
Inventories		720.99	850.41	1,096.82	942.58	1,648.71	1,662.31
Sundry Debtors		32.49	32.97	100.77	5.17	14.87	7.56
Cash and Bank Balances		14.52	4.20	4,139.49	280.62	785.93	495.50
Loans and Advances		135.25	385.53	3,398.06	3,603.55	2,779.82	2,340.20
Other Current Assets		47.67	5.23	5.23	5.23	5.23	5.23
	D	**950.92**	**1,278.35**	**8,740.37**	**4,837.15**	**5,234.55**	**4,510.80**
Liabilities and Provisions:							
Secured Loans		21.09	119.34	-	-	-	-
Unsecured Loans		58.10	396.08	968.86	296.36	107.01	107.01
Current Liabilities		1,079.81	816.30	666.87	628.46	761.91	740.18
Provisions		1.15	3.07	4.16	7.75	29.82	22.23
	E	**1,160.15**	**1,334.79**	**1,639.89**	**932.57**	**898.74**	**869.42**
Net Worth (A+B+C+D-E)		**230.46**	**577.13**	**8,301. 42**	**9,212.60**	**9,367.90**	**9,326.52**
Net Worth Represented By							
Share Capital							
Equity		**23.00**	**23.00**	**26.01**	**26.01**	**26.01**	**26.01**
Preference		**-**	**-**	**783.00**	**783.00**	**571.00**	**465.00**
Reserves and Surplus		207.46	554.13	7,492.42	8,403.59	8,770.90	8,835.51
Less: Revaluation Reserves		-	-	-	-	-	-
Reserves and Surplus (Net of Revaluation Reserves)		**207.46**	**554.13**	**7,492.42**	**8,403.59**	**8,770.90**	**8,835.51**
Net Worth		**230.46**	**577.13**	**8,301.42**	**9,212.60**	**9,367.90**	**9,326.52**

The above Statements should be read with the Significant Accounting Policies and Notes to the Unconsolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV.

Annexure II
Unconsolidated Summary Statement of Profits and Losses, as Restated

Rs. In Million

Particulars	Year Ended On					Period Ended On
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Income **Operating Income**						
Income from Projects	0.83	793.05	990.47	1,388.87	497.74	42.54
Rent	15.79	15.79	23.80	2.14	211.23	131.06
Total	**16.62**	**808.84**	**1,014.27**	**1,391.01**	**708.97**	**173.60**
Non Operating Income	0.22	0.70	81.02	288.53	153.92	28.29
Total	**16.84**	**809.54**	**1,095.29**	**1,679.54**	**862.90**	**201.89**
Expenditure						
Cost of Construction / Development	5.21	446.11	478.77	674.65	266.55	27.32
Employee Cost	2.07	4.11	0.52	27.87	65.81	22.20
Administration Expenses	2.03	1.70	2.80	9.37	10.84	4.44
Interest and Finance Charges	0.02	0.01	0.00	0.04	3.50	0.25
Depreciation / Amortisation	1.42	1.84	9.44	5.39	28.90	21.18
Total	**10.75**	**453.77**	**491.54**	**717.32**	**375.59**	**75.40**
Net Profit before Tax, Prior Period and Extraordinary Items	6.09	355.77	603.75	962.22	487.30	126.49
Less: Extraordinary Items	-	-	-	-	-	-
Net Profit after Extraordinary Items but before Tax and Prior Period Items	6.09	355.77	603.75	962.22	487.30	126.49
Less: Provision for Taxation	1.06	4.68	17.11	35.16	47.71	24.50
Net Profit after Tax and Extraordinary Items but before Prior Period Items	5.03	351.08	586.64	927.07	439.60	102.00
Less: Prior Period Items	-	0.28	-	6.07	0.75	(8.21)
Net Profit after Tax, Extraordinary Items and Prior Period Items	**5.03**	**350.80**	**586.64**	**920.99**	**438.85**	**110.21**
Adjustments on Account of Restatement	(3.11)	(2.85)	9.21	(4.45)	9.75	(5.38)
Tax (Expense) / Savings on Restatement	2.00	1.34	(1.45)	(0.14)	(2.76)	(0.73)
Net Profit after Tax, as Restated	**3.92**	**349.29**	**594.39**	**916.40**	**445.84**	**104.09**
Balance Brought Forward from Previous Year, as Restated	7.70	10.46	357.13	918.05	1,759.23	1,669.53
Profit Available for Appropriation	**11.62**	**359.75**	**951.53**	**1,834.45**	**2,205.07**	**1,773.62**
Appropriations General Reserve	-	-	29.33	70.00	245.00	-
Capital Redemption Reserve	-	-	-	-	212.00	-
Dividend						
Equity Shares	1.01	2.30	3.54	5.20	5.20	-
Preference Shares	-	-	0.00	0.00	62.67	33.74
Corporate Dividend Tax	0.14	0.32	0.60	0.02	10.67	5.73
Balance Carried to Balance Sheet, as Restated	**10.46**	**357.13**	**918.05**	**1,759.23**	**1,669.53**	**1,734.14**

The above Statements should be read with the Significant Accounting Policies and Notes to the Unconsolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV

ANNEXURE III
Unconsolidated Statement of Cash Flows, As Restated

Rs. In Million

	Particulars	Year ended on March 31,					Period ended on September 30,
		2005	2006	2007	2008	2009	2009
A	**Cash Flow From Operating Activities**						
	Net Profit after Prior Period Items and before Tax, as restated	2.98	352.63	612.96	951.70	496.31	129.32
	Adjustments for						
	Depreciation / Amortisation	4.27	4.98	6.22	4.80	28.19	19.84
	Interest Income	(0.20)	(0.33)	(80.52)	(142.32)	(94.60)	(23.10)
	Interest Expenses – Gross	2.38	9.93	8.32	0.06	8.71	1.02
	Net Loss/(Profit) on Sale of Investments	-	-	-	3.91	1.25	-
	Income from Investments	-	-	-	(142.52)	(54.19)	(0.09)
	Dividend From Subsidiary Company	-	-	-	(3.67)	(5.10)	(5.10)
	Net Loss/(Profit) on Sale of Fixed Assets	(0.02)	-	(0.66)	(0.23)	(0.01)	0.01
	Operating Profit/(Loss) before Working Capital Changes	**9.41**	**367.21**	**546.31**	**671.74**	**380.56**	**121.90**
	Adjustments for						
	Trade and Other Payables	678.44	(331.96)	(80.96)	(35.90)	134.10	(20.53)
	Trade and Other Receivables	(119.09)	49.31	(215.73)	266.50	(18.95)	35.12
	Inventory	17.72	(129.42)	(246.41)	154.24	(706.13)	(13.61)
	Cash generated from Operations	**586.48**	**(44.85)**	**3.21**	**1,056.58**	**(210.42)**	**122.88**
	Direct Taxes Paid	1.14	20.96	73.23	128.42	76.62	33.72
	Net Cash Inflow (Outflow) from Operating Activities	**585.35**	**(65.81)**	**(70.03)**	**928.17**	**(287.04)**	**89.16**
B	**Cash Flow From Investing Activities :**						
	Acquisition of Fixed Assets (including Capital Work-In-Progress)	(195.84)	(200.18)	(374.24)	(1,619.76)	(2,243.29)	(677.41)
	Sale / Transfer of Fixed Assets	0.04	-	127.49	0.36	0.06	0.04
	Interest Income	0.20	0.33	21.37	142.32	87.92	0.24
	Dividend Income	-	-	-	146.19	59.29	5.19
	Loans and Advances to Subsidiaries / Joint Ventures	(63.47)	(238.69)	(2,743.80)	(285.02)	866.82	447.49
	Sale / (Acquisition) of Investments (Net)	(0.00)	-	(325.44)	(2,494.41)	2,488.74	0.15
	Net Cash Inflow (Outflow) from Investing Activities	**(259.08)**	**(438.55)**	**(3,294.63)**	**(4,110.33)**	**1,259.53**	**(224.30)**
C	**Cash Flow From Financing Activities**						
	Share Application Money	(14.00)	68.90	(68.90)	-	-	-
	Net Increase / (Decrease) in Secured Loans	(10.89)	98.25	(119.34)	-	-	-
	Increase in Equity Share Capital	3.00	-	3.01	-	-	-
	Increase / (Decrease) in Preference Share Capital	-	-	783.00	-	(212.00)	(106.00)

Particulars	Year ended on March 31,					Period ended on September 30,
	2005	2006	2007	2008	2009	2009
Security Premium on Issue of Shares	53.76	-	6,409.00	-	-	-
Share Issue Expenses	-	-	(68.66)	-	-	-
Net Increase / (Decrease) in Unsecured Loans	(316.54)	337.98	572.78	(672.50)	(189.35)	-
Interest Expenses	(2.38)	(9.93)	(8.32)	(0.06)	(8.71)	(1.02)
Dividend paid including Tax on Dividend Distribution	(0.23)	(1.15)	(2.62)	(4.14)	(57.13)	(48.27)
Net Cash Inflow (Outflow) from Financing Activities	**(287.29)**	**494.04**	**7,499.94**	**(676.71)**	**(467.18)**	**(155.29)**
Net Increase in Cash and Cash Equivalents	38.98	(10.31)	4,135.29	(3,858.87)	505.31	(290.43)
Add: Cash and Cash Equivalents at the beginning of the year / period	(24.47)	14.52	4.20	4,139.49	280.62	785.93
Cash and Cash Equivalents at the end of the year / period	**14.52**	**4.20**	**4,139.49**	**280.62**	**785.93**	**495.50**

Cash and Cash Equivalents consists of:

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Cash on Hand	0.57	0.63	0.69	1.56	2.15	2.16
Balance with Schedule Banks:						
In Current Accounts	13.93	3.57	39.84	45.41	35.92	17.70
In Fixed Deposits with Banks	-	-	4,097.50	-	535.52	162.27
In Fixed Deposits with Banks (Lien Marked)	0.01	0.01	1.46	233.65	212.33	313.36
Cash and Cash Equivalents (closing)	**14.52**	**4.20**	**4,139.49**	**280.62**	**785.93**	**495.50**

NOTES:

1. The cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 - on Cash Flow Statement as issued by ICAI.
2. Amount of Rs. 210.05 million, receivable from its erstwhile joint venture have been shown as part of investing activity, although Company has sold its entire holding of said joint venture, as the said amount is outstanding.

ANNEXURE IV

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE UNCONSOLIDATED SUMMARY STATEMENTS OF ASSETS AND LIABILITIES, PROFITS AND LOSSES AND CASH FLOWS, AS RESTATED

A) SIGNIFICANT ACCOUNTING POLICIES:

1) Basis of Accounting:

The accompanying Restated Unconsolidated Summary Statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified by the Central Government of India under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended. The Restated Unconsolidated Summary Statements have been prepared under the historical cost convention.

These Restated Unconsolidated Summary Statements of the Company have been prepared specifically for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with Securities and Exchange Board of India (SEBI), in connection with it's proposed Initial Public Offering (IPO).

2) 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, disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively when revised.

3) Fixed Assets / Capital Work In Progress:

Fixed assets are stated at cost less accumulated depreciation / amortisation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition / construction of fixed assets 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. The cost also includes direct cost and other related incidental expenses. Capital Work in Progress includes the capital advances, if any.

4) Depreciation / Amortisation:

I) Tangible Assets

Depreciation has been calculated in accordance with Section 205(2) (b) of the Companies Act, 1956, as under:

a) Depreciation is provided from the date the assets were put to use on Straight Line Method, at the rates prescribed under Schedule XIV of the Companies Act, 1956. However, if the rate arrived at after considering the amortisation of the cost (after reducing estimated residual value) over balance useful life of the asset is higher, then the depreciation is provided at that rate. Higher depreciation rates used are as follows:

Temporary Structure	25%
Mobile Handset and Computers	33%
Vehicles	20%

b) Fixed assets with value less than or equal to Rs 5,000 each are fully depreciated, in the year of purchase, as per the provisions of Schedule XIV of the Companies Act, 1956.

II) Intangible Assets

These are amortised over their useful life, not exceeding five years.

III) Leasehold land is amortised on the basis of duration and other terms of lease.

5) Impairment of Fixed Assets

The carrying amount of 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 assets net selling price or value in use.

6) Investments:

Investments are classified into current and long-term investments. Current investments are stated at the lower of cost or fair value. Long term investments are stated at cost less permanent diminution in value, if any.

7) 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 operating assets/liabilities employed/incurred by the segment which are directly attributable to the segment or can be allocated on a reasonable basis. Income/expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses.

8) Valuation of Inventories:

Material and consumables - The materials and consumables purchased for and issued to construction work in progress are treated as consumed and shown as part of work in progress.

Work-in-progress / Projects-in-Progress - Construction work in progress includes cost of land, premium for development rights, construction costs, finance cost and other allocated overheads incidental to the projects undertaken by the Company.

Finished Goods - Inventories of ready units are valued at cost or market value, whichever is less.

9) Revenue Recognition:

I) The Company follows the Percentage of Project Completion Method for its projects. Under this method, the Company recognises revenue in proportion to the actual cost incurred as against the total estimated cost of the project under execution subject to completion of construction work to a certain level depending on the type of the project.

Land and TDR cost is not included in computing the Percentage of Project Completion for recognising revenue.

Revenue is recognised either on execution of an agreement or a letter of allotment.

The estimates relating to percentage of completion, costs to completion, saleable area, etc being of a technical nature are revised periodically by the management and are considered as change in estimates and accordingly, the effect of such changes in estimates is recognised in the period in which such changes are determined

II) Income from operation of commercial complexes is recognised on accrual basis in accordance with the terms of the relevant agreement.

III) Dividend Income is recognised when the right to receive dividend is established.

IV) Income and Expenditure are accounted on accrual basis except, interest on delayed payments made by debtors, which is accounted on acceptance of the Company's claim.

V) Revenue from letting out property and property management services is disclosed net of Service Tax, if any.

10) Foreign Currency Transactions:

Transactions in foreign currency are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

Foreign currency current assets and current liabilities outstanding at year-end are translated at year-end exchange rate and the unrealised exchange gain or loss is recognised in the profit and loss account. Realised gains and losses on foreign exchange transactions during the year are recognised in the Profit and Loss account.

Exchange differences arising on payment of liabilities incurred in relation to purchase / construction of fixed assets and year-end conversion of such liabilities are recognised as income or expenses in the year in which they arise.

11) Lease Rental:

Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating lease. Lease rent under operating lease is charged to Profit and Loss Account 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.

Assets given under operating leases are included in Fixed Assets. Lease income is recognised in the Profit and Loss Account 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.

12) 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.

13) 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

II) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

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.

14) Borrowing Costs

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

Borrowing costs are considered as part of the project cost till the activities that are necessary to prepare the project for sale are in progress.

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

15) Retirement Benefits

Contributions to the Provident Fund and Pension Fund are recognised in the Profit and Loss account.

Contributions to Gratuity Fund and Leave Encashment Schemes are made on the basis of actuarial valuations made at the end of each financial year/period and are charged to the Profit and Loss account during the year. Actuarial gains and losses are recognised immediately in the Profit and Loss account.

16) Earnings Per Share

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

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

B) NOTES TO UNCONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED AND SUMMARY STATEMENT OF PROFITS AND LOSSES, AS RESTATED

1) Material Adjustments

I) Adjustments relating to prior period:

a) Prior Period Items:

Prior period adjustments in respect of items of income and expenditure have been retrospectively adjusted in arriving at the profits of the years/period to which they relate although the event triggering the income or expense may have occurred in the subsequent years, as per SEBI (ICDR) Regulations 2009.

b) Tax relating to prior years :

The 'Restated Unconsolidated Summary Statement of Profits and Losses' has been adjusted for respective years in respect of short/excess provision of Income Tax as per the income tax assessments/ returns filed by the Company for the respective year.

c) Tax Impact of Adjustments :

In the preparation of the Restated Unconsolidated Summary Statements, the Company has made adjustments for the deferred tax impact of the items in the respective year/ period to which the items pertain.

d) Depreciation :

During the year ended March 31, 2007, the Company revised the estimated useful life of certain assets like furniture, building which resulted in accelerated depreciation in respect of such assets.

Also, during the year ended March 31, 2009, the Company revised the estimated useful life of temporary structures, mobile handsets, computers and vehicles. The effect of change in the estimated useful life of these assets has resulted in additional depreciation charge in the respective years.

The effect of the above revisions in the estimated useful life of the above assets has been adjusted to the concerned prior years so as to recompute the profits and losses of those years considering the uniform estimated useful life of the above mentioned assets. Profit/ (loss) on assets sold/discarded has been recomputed to give effect to revision in the estimated life of the above mentioned assets. Further, the opening balance of Profit and Loss account as at April 1, 2004 has been appropriately adjusted to reflect the impact pertaining to prior years.

II) Impact of changes in accounting policies / estimated useful life and prior period adjustments:

Adjustments in the Restated Unconsolidated Summary Statement of Profits and Losses

Rs. In Million

Particulars of Change for the year ended March 31,	**2005**	**2006**	**2007**	**2008**	**2009**	**Period Ended On September 30, 2009**
Net Profit after Tax as per Audited Financial Statements (A)	5.03	350.80	586.64	920.99	438.85	110.21
Adjustments on account of Restatement						
Change in Depreciation Rates / Method	(2.85)	(3.14)	3.22	0.59	1.38	2.16
Change in Loss on sale of Fixed Assets due to Change in Depreciation	0.02	-	0.89	0.13	0.03	-
Change in Net Profit due to Prior Period Expenditure	-	-	5.09	(5.09)	-	-
Prior Period Items						
- Retirement Benefits	-	-	-	(0.06)	7.60	(7.54)
- Rates & Taxes	(0.28)	0.28	-	-	-	-
Capital Work In Progress, Expensed out	-	-	-	(0.02)	0.75	-
Adjustments on account of Restatement (B)	**(3.11)**	**(2.85)**	**9.21**	**(4.45)**	**9.75**	**(5.38)**
Effect of Adjustments on Tax	0.03	0.29	(0.08)	0. 10	(2.51)	-
Effect of Adjustments on Deferred Tax	1.97	1.06	(1.37)	(0.25)	(0.25)	(0.73)
Adjustments on account of Tax Expense / (Savings) (C)	**2.00**	**1.34**	**(1.45)**	**(0.14)**	**(2.76)**	**(0.73)**
Net Profit after Tax as restated (A + B + C)	**3.92**	**349.29**	**594.39**	**916.40**	**445.84**	**104.09**

Adjustments in Restated Unconsolidated Summary Statement of Assets and Liabilities

Rs. In Million

Particulars of Change As at March 31,	**2005**	**2006**	**2007**	**2008**	**2009**	**Period Ended On September 30, 2009**
- Fixed Assets	(5.85)	(8.98)	(4.86)	(4.14)	(3.41)	(1.26)
- Capital Work In Progress (Including Advances)	-	-	-	0.72	1.39	1.39
- Deferred Tax Asset	1.97	3.02	1.65	1.41	(1.02)	(1.75)
- Inventories	-	-	0.58	-	-	-
- Loans and Advances	0.02	0.31	0.23	0.33	0.00	0.00
Total	**(3.86)**	**(5.65)**	**(2.40)**	**(1.68)**	**(3.04)**	**(1.61)**
- Current Liabilities	0.28	-	(4.51)	0.81	(7.54)	-
- Reserves and Surplus	(4.14)	(5.65)	2.11	(2.49)	4.50	(1.61)
Total	**(3.86)**	**(5.65)**	**(2.40)**	**(1.68)**	**(3.04)**	**(1.61)**

III) Non Adjustments

Retirement Benefits

The Company has adopted revised Accounting Standard- 15 “Employee Benefits” with effect from April 1, 2007.Considering that the adoption of Accounting Standard 15 by the Company before April 1, 2007 does not have a material impact on the accumulated balances of Employee Benefits, under the circumstances, the management has not determined the effects on the Assets/Liabilities for the year ended March 31, 2005, March 31, 2006 and March 31, 2007, had the revised standard been adopted by the Company for that year.

IV) Qualifications in Auditor's Report in earlier years

The following qualifications have been reported in the Auditor's Report in the earlier years. Other than the cases specifically mentioned below, there have been no other qualifications:

a) For the year ended March 31, 2005, the Auditors have reported vide their Audit Report dated September 14, 2005, that in respect of change in policy with regard to accounting policy for revenue recognition, which hitherto was accounted on "Project Completion Method" has been accounted on "Percentage Completion Method" of accounting. Due to the change in the Revenue Recognition Policy, there is no impact on Gross Revenue and Profit for the year;"

   For the financial year ended March 31, 2005, Company had projects which were either completed or were below the certain stage of completion and the Company had no sale of units and hence, there was no impact of the change of the accounting method either on the gross revenue or the profit for the year ended March 31, 2005. Accordingly, the same does not require any adjustment in Restated Unconsolidated Summary Statements.

b) For the year ended March 31, 2007, the Auditors have reported vide their Audit Report dated September 21, 2007, that the Company has revised estimated useful life in respect of certain tangible assets which has resulted in additional depreciation of Rs. 6.70 Million and accordingly the profit for the year had been understated to that extent.

   The effect of revision in estimated useful life of the above assets has been adjusted to the concerned prior years so as to recompute the profits and losses of those years considering the uniform estimated useful life of the above mentioned assets in the Restated Unconsolidated Statement of Profits and Losses and Restated Unconsolidated Statement of Assets and Liabilities

c) For the years ended March 31, 2005, March 31, 2006, March 31, 2007 and March 31, 2008, the Auditors have reported that the Company had no formal internal audit system.

   The Company has adopted a formal internal audit system from the year ended March 31, 2009.

V) Material Regroupings

Appropriate adjustments have been made in the Restated Unconsolidated Statement of Profits and Losses and Restated Unconsolidated Statement of Assets and Liabilities, wherever required, by a reclassification of the corresponding items of assets, liabilities and cash flow, in order to bring them in line with the groupings as per the Restated Unconsolidated Summary of Financials of the Company for the period ended September 30, 2009.

2) Nature of some transactions with related parties

I) The Company has entered into an arrangement with its Subsidiary Company namely Oberoi Constructions Private Limited in respect of the following:

   A sum of Rs. 0.60 million (Net of Service Tax) to be recovered by the Company towards Rent and Compensation for the period April 1, 2009 to September 30, 2009. Said Arrangement is subject to review from time to time.

II) In respect of Company's school property at Goregaon, Mumbai, the Company has entered into Leave and Licence agreement with Oberoi Foundation, a Public Charitable Trust. Mr. Vikas Oberoi and Ms. Bindu Oberoi, directors of the Company are also Trustees of Oberoi Foundation.

   As per the Leave and Licence Agreement, the Company is eligible for minimum guaranteed licence fees ("MGLF") and / or percentage sharing of revenue. This arrangement of revenue sharing will come into effect from the academic year of the school commencing after the Company obtaining the full Occupation Certificate in respect of School Building. As on September 30, 2009, the Company has received only partial Occupation Certificate and hence the Company is not entitled to any MGLF or revenue sharing for the period upto September 30, 2009.

III) The Company, it's subsidiaries, their joint ventures and Promoter Group use the Registered Trademark "Oberoi" with the suffix "Constructions" and "Realty" for their Real Estate Business. Oberoi Constructions Private Limited which owns this Registered Trademark, has issued No Objection Certificates to the Company, it's subsidiaries, their joint ventures and Promoter Group for use of the same.

3) Company had issued 783 Redeemable, Non convertible, Cumulative Preference Shares of Rs. 1,000,000 each aggregating to Rs. 783 Million, out of which Company has already redeemed 318 Preference Shares, aggregating to Rs. 318 Million and as at September 30, 2009, 465 Preference Shares aggregating to Rs. 465 Million are outstanding. Outstanding Preference Shares are carrying cumulative dividend rate of 13% per annum, payable on January 1 and July 1.

The terms of redemption of the above mentioned Preference Shares provide that these may either be redeemed at Par in accordance with the Schedule in para 'A' below or then outstanding Preference Shares may be redeemed earlier at Re. 1 in accordance with happening of the event mentioned in para 'B' below:

A) **Redemption Schedule**

i) 106 Preference Shares aggregating to Rs. 106 Million are redeemable at Par on January 1, 2010

ii) 106 Preference Shares aggregating to Rs. 106 Million are redeemable at Par on July 1, 2010

iii) 253 Preference Shares aggregating to Rs. 253 Million are redeemable at Par on January 1, 2011

B) **Redemption Schedule and Event**

i) Redemption Schedule
Outstanding Preference Shares at any point of time, can be redeemed at Re. 1 (Rupee One only) subject to happening of the Redemption Event mentioned below

ii) Redemption Event
There is no pending legislative, judicial or executive action or proceeding pursuant to the Maharashtra Private Forests (Acquisition) Act, 1975 which prohibits or restricts Oberoi Constructions Private Limited (OCPL) from:

a) developing its Mulund Property and / or

b) carrying out any sale or lease of the units developed on the Mulund Property

4) On September 25, 2009, the Company has sold its entire holding in its Joint Venture Shashbindu Constructions Private Limited. Amount of Rs. 210.05 million advanced and outstanding to the said joint venture as at September 30, 2009 has been received on October 20, 2009.

5) **Contingent liabilities not provided for in respect of:**

a).

Rs. In Million

Particulars	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Letter of Credit (net of Margin)	-	30.49	18.67	75.75	8.40	49.04
Corporate Guarantee to Banks	250.00	-	-	-	-	-
Bank Guarantees (Gross)	-	-	8.23	130.71	186.69	224.03
Capital Contracts (Net of Advances)	-	-	408.11	2,328.69	683.05	702.81
Indemnity Bond given in the favour of the Government under Export Promotion Capital Goods Scheme (Net	-	-	10.50	188.06	274.63	333.39

Particulars	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
of Bank Guarantees)						

b) Subsequent to September 30, 2009, Income Tax assessments of the Company, in respect of earlier years has been completed and tax liability of Rs. 78.32 million has been determined over and above the provisions made in the books of accounts. The Income Tax Department has also issued the notice under section 274 of the Income Tax Act, 1961, in respect of the same. The Company has decided to file appeal against the said orders.

6) Claims against Company, not acknowledged as Debt, as at September 30, 2009

(i)	In one of the residential projects, two persons have filed a complaint before the Consumer Dispute Redressal Forum, against the Company for alleged deficiency in services in failure to handover ownership and possession of flat. The Company believes that the aforesaid suits are not prima facie sustainable. The claim if any will be less than Rs. 0.5 Million.
(ii)	In respect of property situated at Mumbai held by one of the subsidiary company, Company is also made a party to the suit filed against subsidiary company, seeking possession of a portion of Land admeasuring 108 Square meters. The Company believes that it is not liable since it is neither the owner nor the developer of the said property nor it has given any guarantees in respect of the same. The matter is pending before Hon'ble Bombay High Court.
(iii)	a. In case of a Slum Rehabilitation Project carried out by Company at Mumbai, a person has filed a suit claiming possession of land admeasuring 750 sq. yards. The suit has been dismissed and plaintiff has preferred an appeal against the said order before the Hon'ble Bombay High Court. The claim amount can not be ascertained. b. In respect of project at Mumbai, two of the customers, have filed a suit claiming possession of two flats without making payment of the amount due and interest thereon. As per the interim order passed by the Hon'ble Bombay High Court, a Court Receiver has been appointed in respect of the said two flats. The Company was directed not to dispose off or create any third party rights in regards to both the flats and the customers were asked to deposit further sum of Rs. 1 Million each in court till disposal of suit. c. In case of a Slum Rehabilitation Project of Company at Mumbai, a person has inter alia claimed alternative accommodation on ownership basis of a flat admeasuring 225 Sq. Feet Carpet Area under the SRA Scheme. The suit has been dismissed and the person has again approached another court on same grounds. The Company believes that the aforesaid suits are not prima facie sustainable and therefore no provision has been made for the same.
(iv)	Claim of US $ 375,000/- (equivalent to Rs. 18.13 Million) made by an individual on the Company in connection with the termination of an agreement. The Company has contended that it is not liable to pay the amount inter alia since the agreement never came into effect. In view of the same, the Company has not made any provision in respect of the same.

7) The Company recognises Revenue on Percentage of Project Completion Method in respect of Projects and has claimed 100% deduction of Profit for computing the tax liability in respect of certain Residential Projects. Provision for Income Tax has been made, keeping in view, the following:

I) The Profits computed on Percentage of Project Completion Method are derived from construction and development Project and are eligible for 100% deduction under section 80IB (10) of the Income Tax Act, 1961 subject to compliance of the conditions enumerated therein.

II) Clarification issued by Central Board of Direct Taxes that the deduction of Profits under section 80IB of the Income Tax Act, 1961, can be claimed on a year to year basis where profits are shown on partial completion of the Project every year.

In the event, the Company is unable to satisfy the conditions enumerated in Section 80IB(10) of the Income Tax Act, 1961, more particularly of completing the project within the specified time period, the deduction shall stand withdrawn for the respective year(s), and the Company would be called upon to pay Income Tax along with Interest / penalties thereon.

8) The Company has raised invoices on various customers for Rent and Service Tax, thereon. The matter of levy of Service Tax on Rent has been the subject matter of litigation in various courts.

The Hon'ble Bombay High Court has granted a stay for the levy of service tax on the renting of immovable property in pursuance of notice of Motion No 173 of 2008 in writ petition no. 1263 of 2008 vide order dated July 30, 2008. Additionally, the High Court of Delhi in a writ petition filed in the case of M/s. Home Solutions Retail India Ltd. v/s. Union of India dated April 18, 2009 has held that renting of immovable property for use in the course or furtherance of business or commerce cannot be regarded as a service and hence would not be eligible to service tax.

In the light of the above, where the Company has received the Service Tax amount on the rentals from the customers, Company has deposited the same with the Government Treasury, in accordance with the provisions of Finance Act, 1994. However, in the cases, where the customers have protested levy of Service Tax and contended that they are covered by aforesaid judgement of Delhi High Court, the Company has not received Service Tax on the rentals from the customers and accordingly, same has not been deposited with Government Treasury.

As at September 30, 2009, the amount of such Service Tax protested by the customers and not received by the Company is Rs. 1.48 Million.

9) Government of Maharashtra has amended the provisions of Maharashtra Value Added Tax Act, 2002 (MVAT Act), and issued a trade circular No. 23T of 2006 dated September 11, 2006. The Sales Tax Department has purported to take stand that the provisions of the MVAT Act have been amended to apply to ruling of the Supreme Court in the case of K. Raheja Development Corporation (141 STC 298). Accordingly, as per the Sales Tax Department, Valued Added Tax (VAT) is leviable under the provisions of MVAT Act on sale of premise under construction by the enterprise engaged in the business of construction.

Maharashtra Chambers of Housing Industries (MCHI) has filed a writ petition, being tax writ petition No. 2022 of 2007, challenging the constitutional validity of the amendment. By the Interim Order dated December 7, 2007, the Hon’ble High Court of Bombay, has directed the members of the MCHI not to register as Dealer under the provisions of MVAT Act and no order of assessment be passed, subject to compliance of certain formalities.

By virtue of the Premises Ownership Agreement / Letter of Allotment entered into by the Company with the purchasers of the premises, the purchaser is liable to pay and Company is entitled to recover any VAT that may be leviable on said transaction.

In view of the above, the Company has not made provision for VAT leviable and collectible from the purchaser of the Premises.

10) Managerial Remuneration:

Rs. In Million

Particulars	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Director’s Remuneration	0.60	0.60	0.40	1.20	10.20	6.10

11) Segment Reporting

Rs. In Million

Particulars	For the year ended on March 31, 2009			For the period ended on September 30, 2009		
	Real Estate	Hospitality	Total	Real Estate	Hospitality	Total
Segment Revenue	707.80	-	707.80	173.00	-	173.00
Segment Result	456.41	(0.75)	455.66	136.25	0.67	136.92
Unallocated Expenses Net of Income	-	-	50.96	-	-	30.45
Operating Profit	-	-	**404.70**	-	-	**106.47**

Particulars	For the year ended on March 31, 2009			For the period ended on September 30, 2009		
	Real Estate	Hospitality	Total	Real Estate	Hospitality	Total
Less : Interest Expenses	-	-	1.74	-	-	0.25
Add : Interest Income	-	-	94.60	-	-	23.10
Less : Deficit on Disposal of Investments	-	-	1.25	-	-	-
Profit Before Tax and Prior Period Adjustment, as restated	**-**	**-**	**496.31**	**-**	**-**	**129.32**
Provision for Taxation (Current tax, Deferred Tax and Fringe Benefit Tax)	-	-	50.47	-	-	25.23
Profit After Tax, as restated	**-**	**-**	**445.84**	**-**	**-**	**104.09**
OTHER INFORMATION						
Segment assets	4,490.64	1,812.15	6,302.79	4,619.30	2,336.87	6,956.17
Unallocated Corporate Assets	-	-	3,963.85	-	-	3,239.76
Total	**-**	**-**	**10,266.64**	**-**	**-**	**10,195.93**
Segment Liabilities	567.39	160.11	727.49	465.14	229.41	694.54
Unallocated Corporate Liabilities	-	-	64.23	-	-	67.86
Total			**791.72**			**762.40**
Capital Expenditure for the period / year	962.30	6.89	969.19	1,704.76	2,346.11	4,050.88
Unallocated Capital Expenditure	-	-	18.09	-	-	79.55
Total	**-**	**-**	**987.28**	**-**	**-**	**4,130.43**
Depreciation for the year / Period	19.56	Note 1	19.56	15.90	Note 2	15.90

Notes:

1) Depreciation Rs. 0.67 Million pertaining to Fixed Assets of Hospitality has been debited to pre-operative Expenditure.
2) Depreciation Rs. 0.82 Million pertaining to Fixed Assets of Hospitality has been debited to pre-operative Expenditure
3) Prior to year ended March 31, 2009, the operations of the Company involved only one reportable segment.

12) Disclosure pursuant to Accounting Standard – 15 (revised) 'Employee Benefits':

Defined Contribution Plans

Rs. In Million

Particulars	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Employer's Contribution to Provident Fund	0.04	2.81	6.70	4.46
Employer's Contribution to Pension Fund	0.03	1.14	1.82	0.62

Defined Benefit Plans

Amount of Rs. 1.39 Million is recognised as expense on account of Gratuity and Rs. 1.12 Million has been recognised as Expense on account of Leave Salary Provision and included in "Employee Cost" in Restated Unconsolidated Statements of Profits and Losses for the period ended September 30, 2009.

Rs. In Million

		Gratuity			Leave encashment		
		March 31, 2008	**March 31, 2009**	**September 30, 2009**	**March 31, 2008**	**March 31, 2009**	**September 30, 2009**
I	**Change in Defined Benefit Obligation(DBO)**						
	Present Value Obligation as on April 1, 2009	0.07	1.98	4.09	0.01	0.65	1.49
	Interest cost for the year on opening DBO	0.01	0.16	0.16	(0.00)	0.01	0.05
	Service cost for the Year	1.92	2.64	1.19	2.39	3.34	2.33
	Benefit Paid	-	-	-	(0.07)	(1.01)	(0.18)
	Actuarial Losses (gains)	(0.01)	(0.69)	0.04	(1.67)	(1.51)	(1.26)
	Closing defined benefit Obligation September 30, 2009	1.98	4.09	5.48	0.65	1.49	2.42
II	**Fair Value of Plan Asset** -						
	Opening fair value of plan assets as on April 1, 2009	-	0.10	2.39	-	-	-
	Expected return on Plan Assets	0.01	0.09	0.12	-	-	-
	Actuarial gains and (losses)	0.00	0.10	(0.12)	-	-	-
	Contribution *(consists of transfer from OCPL)	0.10	2.09	1.13	0.07	1.01	0.18
	Benefit Paid	-	-	-	(0.07)	(1.01)	(0.18)
	Closing balance of fair value of plan assets	0.10	2.39	3.52	-	-	-
III	**Actual Return on Plan Asset** -						
	Expected return on Plan Assets	0.01	0.09	0.12	-	-	-
	Actuarial gains and (losses)	0.00	0.10	(0.12)	1.67	1.51	1.26
	Actual Return on Plan Asset	0.01	0.19	-	-	-	-
IV	**Amount Recognised in Balance Sheet** -						
	Present Value Obligation at the end of period	1.98	4.09	5.48	0.65	1.49	2.42
	Fair Value of Plan Assets at the end of the Year	0.10	2.39	3.52	-	-	-
	Difference	(1.88)	(1.70)	(1.96)	(0.65)	(1.49)	(2.42)
	Unrecognised Past Service Cost	-	-	-	-	-	-

		Gratuity			Leave encashment		
		March 31, 2008	**March 31, 2009**	**September 30, 2009**	**March 31, 2008**	**March 31, 2009**	**September 30, 2009**
	Amount Recognised in Balance Sheet	(1.88)	(1.70)	(1.96)	(0.65)	(1.49)	(2.42)
V	**Amount Recognised in Income Statement -**						
	Current Service Cost	1.92	2.64	1.19	2.39	3.34	2.33
	Interest on Obligation	0.01	0.16	0.16	(0.00)	0.01	0.05
	Expected return on Plan Assets	(0.01)	(0.09)	(0.12)	-	-	-
	Net actuarial losses (gains) recognised	(0.01)	(0.79)	0.16	(1.67)	(1.51)	(1.26)
	Expenses Recognised in Profit and Loss	1.91	1.91	1.39	0.71	1.84	1.12
VI	**Balance Sheet Reconciliation-**						
	Opening Net Liability	0.07	1.88	1.70	0.01	0.65	1.49
	Expenses as Above	1.91	1.91	1.39	0.71	1.84	1.12
	Contribution *(consists of transfer from OCPL)	(0.10)	(2.09)	(1.13)	(0.07)	(1.01)	(0.18)
	Amount Recognised in Balance Sheet	1.88	1.70	1.96	0.65	1.49	2.42
VII	**Actuarial Assumptions: for the Year**						
	Discount Rate	8.00%	8.00%	7.00%	8.00%	7.00% to 8.00%	7.00%
	Expected Return on plan Assets	9.00%	8.00%				
	Annual Increase in Salary Cost	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%

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 and encash leave in month of April of every year during tenure of service & on death, permanent disablement and resignation.

Broad Category of plan assets relating to Gratuity as a percentage of total plan assets

Government of India Securities	NIL
High Quality Corporate bonds	NIL
Equity Shares of Listed Companies	NIL
Property	NIL
Policy of Insurance	100 %
Total	100 %

13) Lease

Assets taken on lease - Operating Lease Expense:
As per the Accounting Policy followed by the Company, Lease Rentals are to be charged to the Profit and Loss Account, 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. The Company has accounted for Lease Rentals on accrual basis as per the terms of the agreement, as it is a more systematic basis and is more representative of the time pattern of the lease.

Future minimum lease payments under non cancellable operating lease:

Rs. In Million

Particulars	March 31, 2008	March 31, 2009	September 30, 2009
Not later than one year	0.31	7.40	6.90
Later than one year and not later than five years	0.52	6.41	3.70
Later than five years	-	-	-
Lease Payment made during the year recognised in the statement of profit and loss account	0.26	5.21	3.64

Assets given on lease - Operating Lease Income:
As per the Accounting Policy followed by the Company, Lease Income is to be recognised in Profit and Loss Account, 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. The Company has accounted for Lease Rentals on accrual basis as per the terms of the agreement, as it is a more systematic basis and is more representative of the time pattern of the lease.

Rs. In Million

Class of Assets	Gross Block As at September 30, 2009	Accumulated Depreciation as at September 30, 2009
Commercial Premises including Amenities	1195.43	35.16

Rs. In Million

Particulars	March 31, 2008	March 31, 2009	September 30, 2009
Not later than one year	-	239.31	276.09
Later than one year and not later than five years	-	859.58	593.24
Later than five years	-	-	-
Lease Income recognised in the statement of profit and loss account during the year	-	207.23	128.76

14) Unhedged Foreign Currency Exposure

Particulars of Unhedged foreign currency exposure as at Balance Sheet Date

Currency In Million.

Nature of Transaction	Currency	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Payable	US$	-	-	0.01	0.01	0.013	0.004

15) Company has given Loans and Advances to it's subsidiaries / joint venture entities for business purposes and which as at September 30, 2009 are outstanding and aggregating to Rs. 1,806.62 million. Such Loans and Advances are unsecured, interest free and repayable on demand.

16) The Company sends regular interest advices to customers where there is any delay in payment of amounts due. As per the terms of the agreement, the customer is liable to pay interest in respect of such delayed payments. As per the Accounting Policy consistently followed in this regard, such interest is accounted only on the acceptance of the Company's Claim by the Customer or on Receipt of the Interest by the Company.

17) Cost of Construction / Development includes allocation of proportionate cost under the head Employee Cost, Administration Expenses and Interest & Finance Charges. Accordingly, Employee Cost, Administration Expenses and Interest & Finance Charges reflecting in summary Statements of Profits and Losses are net of expenses allocated to cost of Construction / Development / Capitalised.

18) The Company is 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, Investment Properties 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' under the head Current Assets.

19) During previous periods, the Company has transferred some of its employees within the group from Holding Company to Subsidiary and vice versa, without affecting continuance of their Employment. In case of such inter company transfers of Employees, the liability for retirement benefits are also adjusted and accounted for, in the respective transferee company.

20) Employee stock option scheme (ESOP 2009), approved by the shareholders on December 4, 2009, for the grant of 1,443,356 options eligible for equivalent number of Equity Shares to eligible employees of the Company / it's subsidiaries as defined in the scheme. Option can be granted in one or more tranches. As on date, the Company has not granted any options.

21) In the opinion of the Board of Directors, all current assets, loans and advances appearing in the balance sheet as at September 30, 2009, 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.

22) The loans and advances include sum of Rs. 141.22 million towards Minimum Alternate Tax which is eligible for set off against future Income Tax liability and is available upto a specific period. In the event of inadequacy of future profits, the same would be written off on expiry of specific period.

23) Balances of sundry debtors, creditors, loans and advances and other balances are as per books of accounts and are subject to confirmation / reconciliation, if any.

24) The name of the Company has changed from "Kingston Properties Private Limited" to "Oberoi Realty Private Limited" and fresh certificate of incorporation dated October 23, 2009 has been received from the Registrar of Companies, Maharashtra.

25) Further, Company has been converted into Public Limited Company and consequently name of the Company has changed to Oberoi Realty Limited. Fresh certificate of incorporation dated December 14, 2009 has been received from the Registrar of Companies, Maharashtra.

26) On December 04, 2009, the Authorised Share Capital of the Company has been increased to Rs. 4,250 million divided into 378,500,000 Equity Shares of the face value of Rs. 10 each and 465 Preference Shares of Rs. 1,000,000 each.

27) On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each.

28) Figures below Rs. 5,000/- are rounded off and represented by "0.00" in the Restated Unconsolidated Summary Statements and Nil balances are represented by "–"

29) Figures of previous years have been regrouped, re-arranged and re-casted wherever necessary to conform to current year / period's classification.

Annexure V
Unconsolidated Statement of Investments, as Restated

Rs. In Million

Particulars as at	March 31,					
	2005	2006	2007	2008	2009	September 30, 2009
Long Term Investments						
Unquoted - Trade (At Cost)						
In Wholly Owned Subsidiaries						
10,000 Equity Shares of Rs.10 each of Oberoi Mall Private Limited (10 Shares held in the name of Nominee)	0.10	0.10	0.10	0.10	0.10	0.10
5,100,000 Equity Shares of Rs.10 each of Oberoi Constructions Private Limited (10 Shares held in the name of Nominee)	-	-	325.31	325.31	325.31	325.31
10,000 Equity Shares of Rs.10 each of Kingston Hospitality and Developers Private Limited (1 Share held in the name of Nominee)	-	-	0.10	0.10	0.10	0.10
10,000 Equity Shares of Rs.10 each of Expressions Realty Private Limited (10 Shares held in the name of Nominee)	-	-	-	0.10	0.10	0.10
10,000 Equity Shares of Rs.10 each of Kingston Property Services Private Limited (10 Shares held in the name of Nominee)	-	-	-	0.10	0.10	0.10
10,000 Equity Shares of Rs.10 each of Triumph Realty Private Limited (10 Shares held in the name of Nominee)	-	-	-	0.10	0.10	0.10
10,000 Equity Shares of Rs.10 each of Perspective Realty Private Limited (10 Shares held in the name of Nominee)	-	-	-	0.10	0.10	-
Investment in Joint Ventures						
4,990 Equity Shares of Rs.10 each of Shashbindu Constructions Private Limited	-	-	-	-	0.05	-
9,500 Equity Shares of Rs.10 each of Sangam City Township Private Limited	-	-	0.03	0.03	0.10	0.10
Current Investments **Non Trade (Quoted) (Lower of Cost or Market Value)**						
Units of Mutual Funds						
48,721,902 Units of Rs.10 each of Kotak Bond(Short Term)-Monthly Dividend	-	-	-	488.50	-	-
54,172,369 Units of Rs.10 each of Lotus India Liquid Plus Fund -Institutional Daily Dividend	-	-	-	542.57	-	-
115,237 Units of Rs.1,000 each of Mirae Asset Liquid Plus Fund Super Inst. Dividend Plan (Daily) (Re-Investment)	-	-	-	115.33	-	-
38,680,620 Units of Rs.10 each of DBS Chola Freedom Income STP-Inst Daily Dividend-Re-Investment Plan	-	-	-	386.84	-	-
42,208,248 Units of Rs. 10 each of ING Liquid Plus Fund Institutional-Daily Dividend	-	-	-	422.22	-	-
232,933 Units of Rs. 1,000 each of Templeton India Short Term Plan	-	-	-	234.15	-	-
177,843 Units of Rs. 1000 each of AIG Short Term Fund Institutional weekly Dividend	-	-	-	178.03	-	-
12,269,283 Units of Rs.10 each of Lotus	-	-	-	122.46	-	-

Particulars as at	March 31,					
	2005	2006	2007	2008	2009	September 30, 2009
India Active Income Fund Institutional Monthly Dividend						
Aggregate Book Value	**0.10**	**0.10**	**325.54**	**2,816.04**	**326.06**	**325.91**
Aggregate Market Value of Quoted Investments	-	-	-	2,491.97	-	-

Note:

1 Nos. of Shares / Units mentioned against each Investments are Nos. which are held as at last day on which they appeared on a relevant reporting date

Annexure VI
Unconsolidated Statement of Inventories, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Inventories						
(As Taken, Valued and Certified by Management)						
Plots of Land	522.28	716.61	62.19	62.19	62.19	37.85
Work in Progress	198.71	133.80	1,034.64	880.39	1,559.16	1,603.18
Finished Goods	-	-	-	-	27.36	21.28
Total	**720.99**	**850.41**	**1,096.82**	**942.58**	**1,648.71**	**1,662.31**

Annexure VII
Unconsolidated Statement of Sundry Debtors, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Unsecured, unless otherwise Stated						
Debtors Outstanding for a period exceeding six months						
- Considered Good	-	16.94	2.15	1.35	0.89	6.32
- Considered Doubtful	-	-	-	-	-	-
Other Debtors						
- Considered Good	32.49	16.03	98.62	3.82	13.99	1.24
- Considered Doubtful	-	-	-	-	-	-
Less: Provision for Doubtful Debtors						
Total	**32.49**	**32.97**	**100.77**	**5.17**	**14.87**	**7.56**
Outstanding from Promoter, Director and Promoter Group	-	**-**	**-**	**-**	**-**	**-**

Annexure VIII
Unconsolidated Statement of Loans and Advances, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Unsecured, unless otherwise Stated						
Advances Recoverable in Cash or in Kind or for Value to be Received	61.12	44.62	212.47	47.29	21.07	256.37
Loans and Advances to Wholly Owned Subsidiaries	63.47	302.17	2,995.97	3,085.09	1,889.12	1,428.75
Loans and Advance to Joint Venture(s)	-	-	50.00	245.90	575.05	377.87
Advance to Vendors	1.64	10.04	10.41	-	1.14	1.99
Share Application Money	-	-	32.50	32.50	32.50	-
Income Tax (Net of Provisions)	6.17	25.11	86.75	178.13	205.29	218.11
Security / Other Deposits	2.84	3.59	9.95	14.65	55.65	57.12
Total	**135.25**	**385.53**	**3,398.06**	**3,603.55**	**2,779.82**	**2,340.20**
Loans and Advances to Promoter, Director and Promoter Group	-	-	-	-	-	0.02

Annexure IX
Unconsolidated Statement of Secured Loans, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Term Loan	20.43	119.20	-	-	-	-
Line of Credit	-	-	-	-	-	-
Vehicle Loan (s)	0.65	0.14	-	-	-	-
Overdraft from Bank	-	-	-	-	-	-
Total	**21.09**	**119.34**	**-**	**-**	**-**	**-**

Notes:

1 Term Loans, Line of Credit and Vehicle Loan(s) mentioned above have been repaid in full as at September 30, 2009 and hence Terms, Conditions and Security extended for such Loans are not given.

2 Overdraft Facility from Bank as at September 30, 2009, is secured by way of pledge of Company's Fixed Deposit Receipts amounting to Rs. 100 Million

Annexure X
Unconsolidated Statement of Unsecured Loans, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
From Promoter and Promoter Group						
Vikas Oberoi	18.62	396.08	968.86	296.36	107.01	107.01
Ranvir Oberoi	35.25	-	-	-	-	-
Santosh Oberoi	4.24	-	-	-	-	-
Others	-	-	-	-	-	-
Total	**58.10**	**396.08**	**968.86**	**296.36**	**107.01**	**107.01**

Note:

1 Unsecured Loans are Interest Free and are Repayable on Demand

Annexure - XI
Unconsolidated Statement of Current Liabilities and Provisions, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Current Liabilities						
Sundry Creditors						
Outstanding Due to Micro, Small and Medium Enterprises	-	-	0.89	-	27.62	19.55
Outstanding Due to other than Micro, Small and Medium Enterprises	16.61	28.51	36.33	168.78	169.74	70.97
Other Liabilities	340.21	31.25	49.19	95.34	302.48	362.14
Book Overdraft	90.34	29.59	1.51	49.19	-	-
Advance against Booking / Billing in excess of Revenue Recognised	586.65	612.04	385.99	152.50	22.88	21.73
Share Application Money	-	68.90	-	-	-	-
Trade Deposits	46.00	46.00	192.95	162.66	239.19	265.79
Total	**1,079.81**	**816.30**	**666.87**	**628.46**	**761.91**	**740.18**
Provisions						
- Retirement Benefits	-	0.45	0.02	2.53	3.19	4.38
- Dividend (Equity / Preference)	1.01	2.30	3.54	5.20	23.50	15.24
- Tax on Dividend	0.14	0.32	0.60	0.02	3.13	2.61
Total	**1.15**	**3.07**	**4.16**	**7.75**	**29.82**	**22.23**
Current Liabilities include advance from Promoter, Director and Promoter Group	0.01	-	-	-	-	-

Annexure - XII
Unconsolidated Statement of Share Capital, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Authorised Share Capital						
3,000,000 Equity Shares of Rs. 10 each	30.00	30.00	30.00	30.00	30.00	30.00
800 Redeemable Non-Convertible Cumulative Preference Shares of Rs.1,000,000 each	-	-	800.00	800.00	800.00	800.00
Total	**30.00**	**30.00**	**830.00**	**830.00**	**830.00**	**830.00**
Issued, Subscribed and Paid-up Share Capital						
2,600,642 Equity Shares of Rupees 10 each	23.00	23.00	26.01	26.01	26.01	26.01
465 Redeemable Non-Convertible Cumulative Preference Shares of Rs. 1,000,000 each. (For Redemption and other Terms and Conditions of Preference Shares refer to Note No. (B) (3) of Annexure IV)	-	-	783.00	783.00	571.00	465.00
Total	**23.00**	**23.00**	**809.01**	**809.01**	**597.01**	**491.01**

Notes:

1 Nos. of Shares mentioned against each item above, are Nos. as at last day on which they appeared on a relevant reporting date

2 On December 04, 2009, the Authorised Share Capital of the Company has been increased to Rs. 4,250 million divided into 378,500,000 Equity Shares of Rs. 10 each and 465 Preference Shares of Rs. 1,000,000 each.

3. On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each.

Annexure - XIII
Unconsolidated Statement of Reserves and Surplus, as Restated

Rs. In Million

Particulars as at		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Capital Redemption Reserve							
Opening Balance		-	-	-	-	-	212.00
Add: Transferred during the Year / period		-	-	-	-	212.00	106.00
	A	**-**	**-**	**-**	**-**	**212.00**	**318.00**
Securities Premium Account							
Opening Balance		20.00	197.00	197.00	6,545.03	6,545.03	6,545.03
Add: Received during the Year / period		177.00	-	6,409.00	-	-	-
		197.00	197.00	6,605.99	6,545.03	6,545.03	6,545.03
Less: Share Issue Expenses (Net of Tax Benefit)		-	-	60.96	-	-	-
	B	**197.00**	**197.00**	**6,545.03**	**6,545.03**	**6,545.03**	**6,545.03**
General Reserve							
Opening Balance		-	-	-	29.33	99.33	344.33
Add: Transferred during the Year / period		-	-	29.33	70.00	245.00	(106.00)
	C	-	-	**29.33**	**99.33**	**344.33**	**238.33**
Surplus							
As per Profit and Loss Account	**D**	10.46	357.13	918.05	1,759.23	1,669.53	1,734.14
Total (A+B+C+D)		**207.46**	**554.13**	**7,492.42**	**8,403.59**	**8,770.90**	**8,835.51**

Notes:

1 On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each.

2 During the period ended September 30, 2009, Company has redeemed 106 Preference Shares of Rs. 1,000,000 each, aggregating to Rs. 106 million. Accordingly, Company has transferred Rs. 106 million from General Reserve to Capital Redemption Reserve.

Annexure XIV
Unconsolidated Statement of Non Operating Income, as Restated

Rs. In Million

Particulars	Year Ended On					Period Ended On
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Non Operating Income	0.22	0.70	81.02	288.53	153.92	28.29
Net Profit Before Tax and after Prior Period Items and Extra Ordinary items, as Restated	6.09	355.48	603.75	956.15	486.56	134.71
Non Operating Income as a Percentage to Net Profit	**3.53%**	**0.20%**	**13.42%**	**30.18%**	**31.63%**	**21.00%**

Sources of Non Operating Income	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Related						
Non Recurring						
Dividend from Subsidiary Company	-	-	-	3.67	5.10	5.10
Non Related						
Non Recurring						
Interest	0.20	0.33	80.52	142.32	94.60	23.10
Dividend	-	-	-	142.52	54.19	0.09
Miscellaneous Income	0.02	0.37	0.50	0.03	0.03	0.00
Total	**0.22**	**0.70**	**81.02**	**288.53**	**153.92**	**28.29**

Note:

1 The Classification of "Non-operating Income" as Recurring/ Non Recurring and Related / not Related to Business Activities is based on the Current Operations and Business Activities of the Company as determined by the Management.

Annexure XV
Unconsolidated Statement of Employee Cost, as Restated

Rs. In Million

Particulars	Year Ended On March 31,					Period Ended On
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Salary, Wages and Bonus	7.72	13.87	1.99	105.63	201.37	82.92
Contribution to Provident Fund & Other Funds	0.31	0.50	0.08	5.86	10.22	4.58
Staff Welfare Expenses	0.29	2.52	0.15	1.05	4.05	1.48
	8.33	**16.89**	**2.21**	**112.54**	**215.64**	**88.98**
Less: Allocated to Projects / Capitalised	6.26	12.78	1.69	84.66	149.83	66.78
Total	**2.07**	**4.11**	**0.52**	**27.87**	**65.81**	**22.20**

Note:

1 Company's Hospitality Project is under Construction. Employee Cost of Rs. 42.93 million and Rs. 48.91 million for the year/period ended March 31, 2009 and September 30, 2009 respectively, in respect of the same is not reflected in above table, as the same is directly capitalised as Pre-operative Cost.

Annexure XVI
Unconsolidated Statement of Accounting Ratios, as Restated

Rs. In Million Except for per share

Particulars	Year ended on March 31,					Period Ended On
	2005	2006	2007	2008	2009	September 30, 2009
Earnings Per Equity Share						
Net Profit after Tax, as Restated	3.92	349.29	594.39	916.40	445.84	104.09
Less: Preference Dividend Including Tax on Distribution	-	-	0.00	0.00	73.32	39.48
Net Profit after Preference Dividend and Tax on Distribution, as restated	3.92	349.29	594.39	916.40	372.52	64.61
Weighted Average Number of Equity Shares Outstanding during the Year/Period for Basic EPS	248,123,717	255,300,000	262,240,733	288,671,262	288,671,262	288,671,262
Weighted Average Number of Equity Shares Outstanding during the Year/Period for Diluted EPS	248,123,717	256,749,806	262,240,733	288,671,262	288,671,262	288,671,262
Basic Earnings Per Equity Share (Rs.)	**0.02**	**1.37**	**2.27**	**3.17**	**1.29**	**0.22**
Diluted Earnings Per Equity Share (Rs.)	**0.02**	**1.36**	**2.27**	**3.17**	**1.29**	**0.22**
Return on Net Worth						
Net Profit After Tax, as Restated	3.92	349.29	594.39	916.40	445.84	104.09
Net Worth	230.46	577.13	8,301.42	9,212.60	9,367.90	9,326.52
Return on Net Worth (%)	**1.70%**	**60.52%**	**7.16%**	**9.95%**	**4.76%**	**1.12%**

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Net Asset Value Per Equity Share						
Net Worth	230.46	577.13	8,301.42	9,212.60	9,367.90	9,326.52
Less: Preference Share Capital	-	-	783.00	783.00	571.00	465.00
Net Worth for Equity Shareholders	230.46	577.13	7,518.42	8,429.60	8,796.90	8,861.52

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Weighted Average Number of Equity Shares Outstanding during the Year/Period	248,123,717	255,300,000	262,240,733	288,671,262	288,671,262	288,671,262
Net Asset Value Per Equity Share (Rs.)	**0.93**	**2.26**	**28.67**	**29.20**	**30.47**	**30.70**
Total Number of Shares Outstanding at the end of the Year/Period	255,300,000	255,300,000	288,671,262	288,671,262	288,671,262	288,671,262

Notes:

1 Earnings per Equity Share = $\frac{\text{Net Profit / (Loss) after tax as restated less Preference Dividend}}{\text{Weighted Average Number of Equity shares outstanding during the year/period}}$

2 Return on Net Worth = $\frac{\text{Net Profit / (Loss) after tax as restated X 100}}{\text{Net Worth as restated at the end of the year/period}}$

3 Net Asset Value (NAV) = $\frac{\text{Net Worth as restated less Preference Share Capital}}{\text{Weighted Average Number of Equity shares outstanding during the year/period}}$

4 On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Number of Equity Shares for calculation of Earnings per Share for all the years/periods have been adjusted for Bonus Equity Shares in line with Accounting Standard 20 "Earnings per share" notified by the Companies (Accounting Standard) Rules 2006. Number of Equity Shares for calculation of NAV for all the years / period have been adjusted for Bonus Equity Shares.

Annexure XVII
Unconsolidated Statement of Capitalisation, as restated

Rs. In Million

Particulars	Pre-Issue as at September 30, 2009	Post Issue (4)
Short Term Debt	107.01	
Long Term Debt	-	
Total Debt	**107.01**	
Shareholders' funds		
- Equity Share Capital	26.01	
- Preference Share Capital	465.00	
- Reserves & Surplus (Excluding Revaluation Reserve)	8,835.51	
Total Shareholders' funds	**9,326.52**	
Short Term Debt / Equity Ratio	**0.01**	
Long Term Debt / Equity Ratio	-	
Total Debt / Equity Ratio	**0.01**	

Notes:

1 Preference Shares amounting to Rs. 465 Million are redeemable, non convertible and are considered as part of Shareholder's Funds

2 Short Term Debt represent Debts which are due within twelve months from September 30, 2009 and includes current portion of Long Term Debt, if any.

3 Long Term Debt represents Debt other than short Term Debt, as defined above.

4 The corresponding Post Issue figures are not determinable at this stage pending the completion of the Book Building Process and hence have not been furnished.

5 Calculations of Ratios

a) The Short Term Debt / Equity ratio has been calculated as per the following formula:-

$$\frac{\text{Short Term Debt}}{\text{Total Shareholders' Funds}}$$

b) The Long Term Debt / Equity ratio has been calculated as per the following formula:-

$$\frac{\text{Long Term Debt}}{\text{Total Shareholders' Funds}}$$

c) The Total Debt / Equity ratio has been calculated as per the following formula: -

$$\frac{\text{Total Debt}}{\text{Total Shareholders' Funds}}$$

6 On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each.

Annexure – XVIII
Statement of Related Party Disclosures, as Restated

	Related Parties (with whom the Company had transactions)
i.	**Key Management Personnel and their Relatives**
	Bindu Oberoi
	Ranvir Oberoi
	Santosh Oberoi
	Vikas Oberoi
ii.	**Subsidiary Companies**
	Expressions Realty Private Limited (ERPL) (with effect from September 12, 2007)
	Kingston Hospitality and Developers Private Limited (KHDPL) (since September 20, 2006)
	Kingston Property Services Private Limited (KPSPL) (Formerly known as Foundation Realty Private Limited) (with effect from November 29, 2007)
	Oberoi Constructions Private Limited (OCPL) (since December 21, 2006)
	Oberoi Mall Private Limited (OMPL)
	Perspective Realty Private Limited (PRPL) (with effect from October 31, 2007 and up to June 20, 2009)
	Splendor Developers Private Limited (up to September 30, 2009)
	Triumph Realty Private Limited (TRPL)(with effect from December 3, 2007)
iii.	**Associates /Entities where Key Management Personnel have Significant Influence:**
	New Dimension Consultants Private Limited (NDCPL)
	Oberoi Constructions Private Limited (OCPL) (till December 20, 2006)
	Oberoi Consultancy Services Private Limited (OCSPL)
	Oberoi Foundation
	R. S. Estate Developers Private Limited (RSEDPL)
	Wellworth Developers (WD)
iv.	**Joint Venture Company**
	Sangam City Township Private Limited(Sangam City) (Formerly known as Dharadhar Developers Private Limited) (since February 16, 2007)
	Shashbindu Constructions Private Limited (SCPL) (till September 25, 2009)

Rs. In Million

	For the year ended on March 31,											
Nature of Transactions	**2005**		**2006**		**2007**		**2008**		**2009**		**For the period ended September 30, 2009**	
Particulars	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**
Key Management Personnel and their relatives												
Consideration towards sale of Flat												
Santosh Oberoi	-	-	-	-	18.30	-	2.17	-	0.58	-	-	-
Vikas Oberoi	-	-	12.30	-	0.06	-	1.46	-	0.34	-	-	-
Dividend Paid												
Ranvir Oberoi	-	-	-	-	-	-	0.00	-	0.00	-	-	-
Santosh Oberoi	-	-	-	-	-	-	0.00	-	0.00	-	-	-
Vikas Oberoi	-	-	-	-	-	-	3.01	-	4.04	-	-	-
Loan Accepted												
Vikas Oberoi	509.53	18.62	847.24	396.08	1,019.98	968.86	30.00	296.36	135.00	107.01	-	107.01
Ranvir Oberoi	3.89	35.25	36.30	-	-	-	-	-	-	-	-	-
Santosh Oberoi	0.15	4.24	25.00	-	-	-	-	-	-	-	-	-
Loan Repaid												
Vikas Oberoi	-	-	-	-	447.20	-	702.50	-	324.35	-	-	-
Ranvir Oberoi	-	-	-	-	-	-	-	-	-	-	-	-
Santosh Oberoi	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of Shares by												
Vikas Oberoi	-	-	-	-	124.98	-	0.00	-	-	-	-	-
Ranvir Oberoi	-	-	-	-	0.01	-	-	-	-	-	-	-
Santosh Oberoi	-	-	-	-	0.01	-	-	-	-	-	-	-
Recovery Of Expenses												
Bindu Oberoi	-	-	-	-	0.04	-	0.13	-	-	-	-	-
Vikas Oberoi	-	-	-	-	-	-	0.03	-	2.41	-	5.94	-
Reimbursement of Expenses												
Ranvir Oberoi	-	-	-	-	0.21	-	-	-	-	-	-	-
Remuneration												
Bindu Oberoi	-	-	0.30	-	0.40	-	1.20	-	1.20	-	0.10	-
Vikas Oberoi	0.60	-	0.60	-	-	-	-	-	9.00	-	6.00	-
Received towards Allotment of												

	For the year ended on March 31,											
Nature of Transactions	2005		2006		2007		2008		2009		For the period ended September 30, 2009	
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
Shares												
Vikas Oberoi	-	-	-	-	445.00	-	-	-	-	-	-	-
Subsidiary Companies												
Transfer of WIP and other Liabilities												
OMPL*	90.83	-	-	-	-	-	-	-	-	-	-	-
Administrative Charges charged to												
OCPL	-	-	-	-	-	-	13.48	-	13.24	-	13.24	-
OMPL	-	-	7.94	-	0.50	-	1.35	-	1.32	-	-	-
Administrative Charges charged from												
OCPL	-	-	-	-	2.50	-	-	-	-	-	-	-
Sale of Investment to												
OCPL	-	-	-	-	-	-	-	-	-	-	0.10	-
Advance Refunded												
OMPL	-	-	-	-	-	-	-	-	-	-	-	-
Advance Received												
OMPL	-	-	12.58	-	-	-	-	-	-	-	-	-
Amt Received On Behalf												
OMPL	-	-	-	-	15.00	-	0.03	-	0.19	-	-	-
Collateral Security Given												
OMPL	400.00	400.00	-	-	-	-	-	-	-	-	-	-
Compensation Received												
OCPL	-	-	-	-	1.20	-	1.20	-	1.32	-	0.66	-
Dividend Received												

	For the year ended on March 31,											
Nature of Transactions	2005		2006		2007		2008		2009		For the period ended September 30, 2009	
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
OCPL	-	-	-	-	-	-	3.67	-	5.10	-	5.10	-
Loan Given												
KHDPL	-	-	-	-	500.05	500.05	1,301.11	1,151.16	310.00	1,305.98	-	1,005.66
KPSPL	-	-	-	-	-	-	-	-	106.80	28.50	24.56	6.86
OCPL	-	-	-	-	2,585.97	1,810.22	5,921.00	1,031.04	2,051.10	4.62	42.50	4.52
OMPL	-	-	251.27	302.17	419.73	685.69	489.40	902.88	198.80	550.02	75.20	411.72
Subsidiary Companies												
Loan Repayment Received												
KHDPL	-	-	-	-	-	-	650.00	-	155.18	-	300.33	-
KPSPL	-	-	-	-	-	-	-	-	78.30	-	46.20	-
OCPL	-	-	-	-	773.24	-	6,712.30	-	3,077.61	-	42.60	-
OMPL	-	-	-	-	36.70	-	273.50	-	551.47	-	213.50	-
Recovery Of Expenses												
KPSPL	-	-	-	-	-	-	-	-	0.03	-	0.02	-
OCPL	-	-	-	-	-	-	-	-	0.19	-	-	-
Reimbursement of Expenses												
ERPL	-	-	-	-	-	-	0.02	-	-	-	-	-
KPSPL	-	-	-	-	-	-	0.02	-	-	-	-	-
OCPL	-	-	-	-	-	-	1.09	-	0.11	-	-	-
PRPL	-	-	-	-	-	-	0.02	-	-	-	-	-
OMPL	-	-	-	-	-	-	-	-	-	-	4.19	-
TRPL	-	-	-	-	-	-	0.02	-	-	-	-	-
Share Investment in												
ERPL	-	-	-	-	-	-	0.10	-	-	-	-	-
KPSPL	-	-	-	-	-	-	0.10	-	-	-	-	-
PRPL	-	-	-	-	-	-	0.10	-	-	-	-	-
TRPL	-	-	-	-	-	-	0.10	-	-	-	-	-
KHDPL	-	-	-	-	0.10	-	-	-	-	-	-	-
OCPL	-	-	-	-	200.00	-	-	-	-	-	-	-
SAP Software												

	For the year ended on March 31,											
Nature of Transactions	2005		2006		2007		2008		2009		For the period ended September 30, 2009	
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
used by												
OCPL	-	-	-	-	-	-	-	-	-	-	-	-
Use of Brand Name Of												
OCPL	-	-	-	-	-	-	-	-	-	-	-	-
Corporate Guarantee Given												
OMPL	-	-	-	-	3.22	-	-	-	-	-	-	-
Flat Advance received on Company's behalf by												
OCPL	-	-	-	-	5.24	-	-	-	-	-	-	-
Limit Utilised												
OMPL	-	-	-	-	62.10	15.70	-	-	-	-	-	-
Associates /Entities where Key Management Personnel have Significant Influence:												
Compensation Received												
OCPL	1.20	-	1.20	-	-	-	-	-	-	-	-	-
Advance Received												
RSEDPL	-	-	32.60	-	-	-	-	-	-	-	-	-
OCPL	-	-	79.61	-	-	-	-	-	-	-	-	-
Compensation Received												
RSEDPL	1.20	-	1.20	-	1.20	-	1.20	-	-	-	-	-
Dividend Paid												
RSEDPL	-	-	0.01	-	-	-	0.45	-	0.60	-	-	-
Reimbursement of Expenses												
OCSPL	0.01	0.01	-	-	-	-	-	-	-	-	-	-
Equity Share Investment by												
RSEDPL	180.00	-	-	-	-	-	-	-	-	-	-	-
Corporate Guarantee Given												
OCPL	150.00	150.00	75.00	-	-	-	-	-	-	-	-	-

	For the year ended on March 31,											
Nature of Transactions	2005		2006		2007		2008		2009		For the period ended September 30, 2009	
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
Corporate Guarantee Taken												
OCPL	20.40	-	175.00	-	-	-	-	-	-	-	-	-
Purchase of TDR												
OCPL	-	-	2.60	-	-	-	-	-	-	-	-	-
Share Application Money Received												
RSEDPL	-	-	68.90	68.90	-	-	-	-	-	-	-	-
Share Application Money Refunded												
RSEDPL	-	-	-	-	68.90	-	-	-	-	-	-	-
NDCPL	14.00	-	-	-	-	-	-	-	-	-	-	-
Repayment of Liability												
OCSPL	0.30											
Business Advance Received												
RSEDPL	5.91	-	-	-	-	-	-	-	-	-	-	-
WD	0.01	-	-	-	-	-	-	-	-	-	-	-
Property Let Out												
OF	-	-	-	-	-	-	-	-	-	-	-	-
Recovery Of Expenses												
OF	-	-	-	-	-	-	0.08	-	6.47	-	0.04	0.02
Joint Venture Company												
Advance Given												
Sangam City	-	-	-	-	50.00	50.00	267.00	245.90	119.10	365.00	12.87	377.87
SCPL	-	-	-	-	-	-	-	-	210.05	210.05	-	-
Advance												

	For the year ended on March 31,											
Nature of Transactions	**2005**		**2006**		**2007**		**2008**		**2009**		**For the period ended September 30, 2009**	
Particulars	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**	**Value of Transactions**	**Closing Balance**
Refunded												
Sangam City	-	-	-	-	-	-	71.10	-	-	-	-	-
Investment in Shares												
Sangam City	-	-	-	-	-	-	-	-	0.07	-	-	-
SCPL	-	-	-	-	-	-	-	-	0.05	-	-	-

Annexure XIX
Unconsolidated Statement of Dividend, as restated

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Equity Shares						
Number of Shares (Note 1)	2,300,000	2,300,000	2,600,642	2,600,642	2,600,642	2,600,642
Face Value per Share Rs.	10	10	10	10	10	10
Paid-up Value per Share Rs.	10	10	10	10	10	10
Rate of Dividend	5%	10%	15%	20%	20%	
Total Dividend (Rs. In Million)	1.01	2.30	3.54	5.20	5.20	
Preference Shares						
Number of Shares	-	-	783	783	571	465
Face Value per Share Rs.	-	-	1,000,000	1,000,000	1,000,000	1,000,000
Paid-up Value per Share Rs.	-	-	1,000,000	1,000,000	1,000,000	1,000,000
Rate of Dividend (%)	-	-	0.0001%	0.0001%	0.0001%	
Rate of Dividend (%)(From July 01, 2008)					13%	13%
Total Dividend (Rs. In Million)	-	-	0.00	0.00	62.67	33.74
Corporate Dividend Tax (Net) (Rs. In Million)	0.14	0.32	0.60	0.02	10.67	5.73

Notes:

1. No. of Equity Shares are as it existed on last date of relevant period, without giving any effect of Bonus Equity Shares allotted on December 30, 2009.

Annexure XX
Unconsolidated Tax Shelter Statement, As Restated

Rs. In Millions

Particulars		Year Ended On					Period Ended On
		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Profit Before Current & Deferred Taxes As Restated	A	2.98	352.91	612.96	957.77	497.06	121.11
Notional Tax Rate @		36.59%	33.66%	33.66%	33.99%	33.99%	33.99%
Minimum Alternate Tax Rates (MAT)		7.84%	8.42%	11.22%	11.33%	11.33%	17.00%
Tax @ Notional Rate		1.09	118.79	206.32	325.55	168.95	41.17
Adjustments							
Permanent Differences							
Deductions U/S 24 (a) Of The Act		(4.71)	(4.70)	(7.08)	(0.58)	(60.50)	(39.06)
Deductions U/S 80IB Of The Act		-	(347.48)	(505.90)	(719.93)	(289.55)	(30.33)
Share Issue Expenses		-	-	(68.66)	-	-	-
Expenses Disallowed		0.46	2.86	2.37	5.60	34.72	7.63
Dividend Income exempt under I. T. Act		-	-	-	(146.19)	(59.29)	(5.19)
Total	**B**	**(4.25)**	**(349.33)**	**(579.27)**	**(861.09)**	**(374.62)**	**(66.95)**
Temporary Differences							
Difference between tax depreciation and book depreciation		(3.00)	(1.34)	5.84	1.41	20.22	11.34
Net Disallowable Expenses under section 43B of Income Tax Act, 1961		-	0.25	0.08	3.38	6.01	1.07
Preliminary Expenses		0.00	(0.00)	(0.00)	(0.00)	(0.00)	-
Loss on Mutual Fund		-	-	-	-	1.25	-
Losses of Earlier Year Adjusted		-	(5.35)	-	-	-	-
Losses Carry Forward		1.16	-	-	-	-	-
Other Adjustments		-	-	-	-	-	-
Loss on Sale of Fixed Assets		-	-	-	-	-	-
Total	**C**	**(1.84)**	**(6.44)**	**5.92**	**4.79**	**27.48**	**12.41**
Net Adjustments		**(6.09)**	**(355.77)**	**(573.36)**	**(856.30)**	**(347.14)**	**54.54**
Taxable Income, as Restated	**D=A+B+C**	(3.11)	(2.85)	39.60	101.47	149.91	66.57
Tax Liability on Income, Restated		(1.14)	(0.96)	13.33	34.49	50.96	22.63

Notes:

1. The aforesaid Statement of Tax Shelter is based on the Profit (Losses) as per the Restated, unconsolidated Summary Statement of Profits and Losses
2. Information pertaining to the period ended September 30, 2009 is as per draft computation prepared.

To,
The Board of Directors,
Oberoi Realty Limited
"Commerz", 3rd Floor,
International Business Park,
Oberoi Garden City,
Off. Western Express Highway,
Goregaon (East),
Mumbai 400 063.

Dear Sirs,

We have examined the Consolidated Financial Information of Oberoi Realty Limited ("formerly known as Kingston Properties Private Limited") ('the Company'), its subsidiaries and it's Joint Ventures (the Company, its subsidiaries and it's Joint Ventures constitute 'the Group') described below in A and B and annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("the DRHP"). The Consolidated Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, 1956 ('the Act'), The Securities and Exchange Board of India ('SEBI') -Issue of Capital and Disclosure Requirements Regulations, 2009 (the ICDR Regulations) notified on August 26, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (the 'ICAI') and terms of arrangement agreed upon by us with the Company. The Consolidated Financial Information has been prepared by the Company and approved by its Board of Directors.

Company proposes to make an Initial Public Offer (IPO) for the fresh issue of equity shares having a face value Rs 10/- each at a premium arrived at by 100 % book building process as may be decided by the Board of Directors.

A. Consolidated Financial Information as per Audited Financial Statements:

We have examined:

a. the attached Consolidated Summary Statement of Assets and Liabilities, as Restated as at year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 (Annexure I);

b. the attached Consolidated Summary Statement of Profits and Losses, as Restated for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 (Annexure II);

c. the attached Consolidated Statement of Cash Flows, as Restated for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 (Annexure III);

d. the significant accounting policies adopted by the Company as at and for period ended September 30, 2009 and notes to the Restated Consolidated Summary Statements along with adjustments on account of audit qualifications/adjustments/regroupings. (Annexure IV);

(Collectively hereinafter referred as "Restated Consolidated Summary Statements").

The Restated Consolidated Summary Statements have been extracted from audited Financial Statements of the Group as at and for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009, which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations and terms of arrangement agreed by us with the Company, we state that:

1) the Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended as at September 30, 2009 are as set out in Annexure I, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting

policies and notes thereon in Annexure IV;

2) the Restated Consolidated Summary Statement of Profits and Losses of the Group for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 are as set out in Annexure II, which have been arrived at, after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure IV;

3) the Restated Consolidated Statement of Cash Flows of the Group for the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 are as set out in Annexure III after making such material adjustments and regroupings;

4) We, for the year ended March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 did not audit the financial statements of Joint Ventures, Sangam City Township Private Limited and Shashbindu Constructions Private Limited, whose financial statements reflect the Group's share of Total Assets and Total Revenues for the year ended March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 as follows:

Rs. In Million

Group's Share as at / for the year / period ended	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Total Assets	40.74	235.46	500.74	365.96
Total Revenue	2.61	0.43	0.84	0.35

And those financial statements and other financial information have been audited by other firm of Chartered Accountants whose reports have been furnished to us by the Management of the Company, and our opinion is based solely on the reports of the other firm of Chartered Accountants.

5) We have been furnished the examination reports of the other firm of Chartered Accountants on the restated financial information of the Joint Ventures for the year ended March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009 as applicable, and in our opinion in so far as it relates to the amounts included in the Restated Consolidated Summary Statement of Assets and Liabilities, Restated Consolidated Summary Statement of Profits and Losses, and Restated Consolidated Statement of Cash Flow, are based solely on the reports of other firm of Chartered Accountants.

6) The other auditors have also confirmed that the restated standalone financial information of the respective Joint Ventures, have been made after incorporating:

(a) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.
(b) Adjustments for the material amounts in the respective financial years to which they relate.

Further they have indicated that there are no extraordinary items that need to be disclosed separately in the accounts and there are no other qualifications in the auditor's reports which require any adjustments to the summary statements.

7) Without qualifying our report, we draw attention to Note No. (C) (6) of Annexure IV in respect of the carrying amount of WIP amounting to Rs. 2,816.86 million in respect of the Mulund Property of the Group.

8) Qualifications in the auditor's reports which do not require any corrective adjustments in the Consolidated Summary Statements are disclosed in Note (a)(i), (a)(iii), (b)(i) and b (iii) of (C) (1) (IV) of Annexure IV.

9) The Restated Consolidated Summary Statements have been restated with retrospective effect to reflect the Significant Accounting Policies being adopted by the Group as at September 30, 2009 and after considering the effect of auditor's observations except as stated as under;

The Group has accounted for its Retirement Benefit Liability based on the actuarial valuation determined based on the Projected Unit Credit method consequent to adoption of AS 15 on Employee Benefits (revised 2005) with effect from April 1, 2007. However necessary adjustments and disclosures for the periods prior to April 1, 2007 have not been done for reasons stated in Note (C) (1) (III) of Annexure – IV.

10) There are no extraordinary items in any of the financial statements that need to be disclosed separately in the Restated Consolidated Summary Statements.

B. Other Consolidated Financial Information as per Restated Consolidated Summary Statements:

We have also examined the following Consolidated Financial Information relating to the Group, which is based on the Restated Consolidated Summary Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the DRHP:

1) Consolidated Statement of Investments, as Restated (Annexure V)
2) Consolidated Statement of Inventories, as Restated (Annexure VI)
3) Consolidated Statement of Sundry Debtors, as Restated (Annexure VII)
4) Consolidated Statement of Loans and Advances, as Restated (Annexure VIII)
5) Consolidated Statement of Secured Loans, as Restated (Annexure IX)
6) Consolidated Statement of Unsecured Loans, as Restated (Annexure X)
7) Consolidated Statement of Current Liabilities and Provisions, as Restated (Annexure XI)
8) Consolidated Statement of Share Capital, as Restated (Annexure XII)
9) Consolidated Statement of Reserves and Surplus, as Restated (Annexure XIII)
10) Consolidated Statement of Non-operating Income, as Restated (Annexure XIV)
11) Consolidated Statement of Employee Cost, as Restated (Annexure XV)
12) Consolidated Statement of Accounting Ratios, as Restated (Annexure XVI)
13) Consolidated Statement of Capitalisation, as Restated (Annexure XVII)
14) Consolidated Statement of Related Party Disclosures, as Restated (Annexure XVIII).
15) Consolidated Statement of Dividend (Annexure – XIX)

In respect of "Other Financial Information" in respect of Joint Ventures as stated above, we have relied upon the audited financial statements for the year ended March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009, which were audited and reported by other Firm of Chartered Accountants as stated above.

Further, in respect of "Promoter and Promoter Group" as defined in the ICDR Regulations and disclosed in Annexures above are based on list of group entities identified by the Management, as applicable and we have relied upon the same.

We report that the Restated Consolidated Financial Information of the Group as at and for each of the year ended March 31, 2005, March 31, 2006, March 31, 2007, March 31, 2008, March 31, 2009 and period ended September 30, 2009, have been prepared by the Group in accordance with the requirements of AS 21 "Consolidated Financial Statements" and AS 27 "Financial Reporting of Interest in Joint Ventures" notified pursuant to the Companies (Accounting Standards) Rules, 2006.

In our opinion, the Restated Consolidated Financial Information of the Group attached to this report, as mentioned in paragraph (B) above, read with significant accounting policies and notes thereto, and after making such adjustments as are considered appropriate, and subject to our observations as contained in (C) (1) (III) of Annexure – IV has been prepared in accordance with Part II (B) of Schedule II of the Act and the ICDR Regulations.

This report should not in any way be construed as a reissuance or redating of the previous audit report nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the DRHP in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For P. RAJ & CO.
Chartered Accountants

P. S. Shah
Proprietor
Membership No. 44611
Mumbai,
Dated: January 10, 2010.

Oberoi Realty Limited
Annexure I

Consolidated Summary Statement of Assets and Liabilities, as Restated

Rs. In Million

Particulars as at		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Fixed Assets:							
Gross Block		254.94	256.75	403.38	476.92	2,836.64	3,174.24
Less: Accumulated Depreciation / Amortisation		8.27	13.25	23.26	30.96	100.78	143.26
Net Block		246.67	243.50	380.12	445.96	2,735.86	3,030.97
Capital Work-in-Progress (Including Capital Advances)		684.25	1,177.60	2,064.46	3,916.54	3,850.59	4,218.16
Net Block including Capital Work-in-Progress	**A**	**930.92**	**1,421.10**	**2,444.58**	**4,362.50**	**6,586.45**	**7,249.13**
Investments	**B**	-	-	-	3,841.56	149.57	241.73
Deferred Tax Asset / (Liabilities) (Net)	**C**	1.39	0.06	0.02	(7.14)	7.01	(2.33)
Current Assets, Loans and Advances :							
Inventories		720.99	850.41	5,756.56	5,498.37	7,122.21	6,168.33
Sundry Debtors		32.49	32.97	197.47	500.62	272.12	410.34
Cash and Bank Balances		14.59	4.31	5,473.48	461.08	1,669.14	3,122.99
Loans and Advances		71.95	84.30	1,258.03	2,525.73	2,724.84	4,416.60
Other Current Assets		47.67	5.23	5.23	5.23	5.23	17.27
	D	**887.69**	**977.22**	**12,690.78**	**8,991.03**	**11,793.52**	**14,135.53**
Liabilities and Provisions :							
Secured Loans		321.09	420.51	2,140.00	1,101.00	0.06	-
Unsecured Loans		171.16	511.53	1,003.38	334.38	107.01	107.01
Current Liabilities		1,096.14	886.14	2,727.52	3,539.69	3,962.16	4,986.32
Provisions		1.15	3.07	5.71	8.64	30.80	23.52
	E	**1,589.55**	**1,821.25**	**5,876.61**	**4,983.71**	**4,100.03**	**5,116.86**
Net Worth (A+B+C+D-E)		**230.46**	**577.13**	**9,258.76**	**12,204.25**	**14,436.53**	**16,507.19**
Net Worth Represented By							
Share Capital							
Equity		**23.00**	**23.00**	**26.01**	**26.01**	**26.01**	**26.01**
Preference		**-**	**-**	**783.00**	**783.00**	**571.00**	**465.00**
Reserves and Surplus		207.46	554.13	8,449.76	11,395.25	13,839.52	16,016.19
Less: Revaluation Reserves		-	-	-	-	-	-
Reserves and Surplus (Net of Revaluation Reserves)		**207.46**	**554.13**	**8,449.76**	**11,395.25**	**13,839.52**	**16,016.19**
Net Worth		**230.46**	**577.13**	**9,258.76**	**12,204.25**	**14,436.53**	**16,507.19**

The above Statements should be read with the Significant Accounting Policies and Notes to the Consolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV

Annexure II
Consolidated Summary Statement of Profits and Losses, as Restated

Rs. In Million

Particulars	Year Ended On					Period Ended On September 30, 2009
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	
Income **Operating Income**						
Income from Projects	0.83	793.05	2,324.79	5,108.57	3,517.93	3,685.15
Rent	15.79	15.79	26.97	3.38	737.41	413.97
Total	**16.62**	**808.84**	**2,351.76**	**5,111.95**	**4,255.33**	**4,099.13**
Non Operating Income	0.22	0.70	122.42	473.68	294.81	63.17
Total	**16.84**	**809.54**	**2,474.18**	**5,585.63**	**4,550.15**	**4,162.30**
Expenditure						
Cost of Construction / Development	5.21	446.11	1,105.01	2,481.44	1,596.06	1,746.01
Employee Cost	2.07	4.11	19.26	32.86	86.76	31.75
Administration Expenses	2.03	1.70	9.61	22.91	98.61	27.98
Interest and Finance Charges	0.02	0.01	3.26	0.21	3.60	0.31
Depreciation / Amortisation	1.42	1.84	15.83	19.43	72.70	43.97
Total	**10.75**	**453.77**	**1,152.97**	**2,556.86**	**1,857.73**	**1,850.02**
Net Profit Before Tax, Prior Period and Extraordinary Items	6.09	355.77	1,321.22	3,028.77	2,692.42	2,312.28
Less: Extraordinary Items	-	-	-	-	-	-
Net Profit after Extraordinary Item but before Tax and Prior Period items	6.09	355.77	1,321.22	3,028.77	2,692.42	2,312.28
Less: Provision for Taxation	1.06	4.68	33.79	69.07	177.29	97.96
Less: Pre-acquisition Profit of a subsidiary	-	-	504.49	-	-	-
Net Profit after Tax and Extraordinary items before Prior Period Items	5.03	351.08	782.93	2,959.70	2,515.13	2,214. 32
Add: Excess Depreciation Reversal due to change in Depreciation Method (Net of Tax)	-	-	-	-	7.94	-
Less: Prior Period Items	-	0.28	0.53	6.05	1.68	(8.62)
Net Profit after Tax, Prior Period and Extraordinary Items	**5.03**	**350.80**	**782.41**	**2,953.66**	**2,521.39**	**2,222.94**
Adjustments on Account of Restatement	(3.11)	(2.85)	12.67	0.63	(0.96)	(5.79)
Tax (Expense) / Savings on Restatement	2.00	1.34	(3.44)	(2.71)	3.07	(0.86)
Net Profit after Tax, as Restated	**3.92**	**349.29**	**791.63**	**2,951.57**	**2,523.50**	**2,216.28**
Balance Brought Forward from Previous Year, as Restated	7.70	10.46	357.13	1,044.77	3,920.25	5,907.35
Profit Available for Appropriation	**11.62**	**359.75**	**1,148.77**	**3,996.34**	**6,443.75**	**8,123.63**
Appropriations						
General Reserve	-	-	99.23	70.00	245.00	-
Capital Redemption Reserve	-	-	-	-	212.00	-
Dividend						
Equity Shares	1.01	2.30	3.54	5.20	5.20	-
Preference Shares	-	-	0.00	0.00	62.67	33.74

Particulars	Year Ended On					Period Ended On September 30, 2009
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	
Corporate Dividend Tax	0.14	0.32	1.23	0.88	11.53	5.73
Balance Carried to Balance Sheet, as Restated	**10.46**	**357.13**	**1,044.77**	**3,920.25**	**5,907.35**	**8,084.15**

The above Statements should be read with the Significant Accounting Policies and Notes to the Consolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, as restated as appearing in Annexure IV

ANNEXURE III
Consolidated Statement of Cash Flows, As Restated

Rs. In Million

	Particulars	Year ended on					Period ended on
		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
A	**Cash Flow From Operating Activities :**						
	Net Profit after Prior Period Items, before Tax, as restated	2.98	352.63	1,333.36	3,023.35	2,689.78	2,315.11
	Adjustments for						
	Pre-acquisition Profit of a subsidiary	-	-	(504.49)	-	-	-
	Depreciation / Amortisation	4.27	4.98	10.01	7.70	77.75	42.35
	Interest Income	(0.20)	(0.33)	(117.93)	(182.72)	(136.28)	(54.77)
	Interest Expenses – Gross	2.38	9.93	215.92	150.60	50.07	1.41
	Net Loss / (Profit) on Sale of Investments	-	-	-	3.91	1.96	-
	Income from Investments	-	-	-	(212.21)	(81.10)	(7.05)
	Net Loss/(Profit) on Sale of Fixed Assets	(0.02)	-	0.78	(78.37)	(76.52)	0.32
	Operating Profit/(Loss) before Working Capital Changes	**9.41**	**367.21**	**937.66**	**2,712.26**	**2,525.66**	**2,297.36**
	Adjustments for						
	Trade and Other Payables	694.77	(278.45)	1,910.78	813.77	423.22	1,025.68
	Trade and Other Receivables	(119.26)	48.41	(936.75)	(991.62)	273.48	(637.72)
	Inventory	17.72	(129.42)	(4,906.16)	258.20	(1,623.84)	953.87
	Cash generated from Operations	**602.64**	**7.75**	**(2,994.47)**	**2,792.61**	**1,598.52**	**3,639.19**
	Direct Taxes Paid	1.14	20.82	155.63	478.94	395.18	406.04
	Net Cash Inflow (Outflow) from Operating Activities	**601.50**	**(13.07)**	**(3,150.10)**	**2,313.67**	**1,203.34**	**3,233.15**
B	**Cash Flow From Investing Activities :**						
	Acquisition of Fixed Assets (Including Capital Work In Progress)	(688.52)	(495.15)	(1,161.77)	(1,950.06)	(2,324.27)	(705. 72)
	Sale / Transfer of Fixed Assets	0.04	-	127.49	102.81	107.02	0.24
	Interest Income	0.20	0.33	39.53	181.55	108.07	24.52
	Dividend Income	-	-	-	212.21	81.10	7.05
	Loans and Advances to Joint Ventures / Association of Persons	-	-	(204.63)	(163.75)	(8.87)	(857.50)
	Sale / (Acquisition) of Investments (Net)	-	-	-	(3,845.48)	3,690.04	(92.16)
	Capital Reserve on	-	-	760.73	-	-	-

	Particulars	Year ended on					Period ended on
		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
	acquisition of subsidiary						
	Net Cash Inflow (Outflow) from Investment activities	**(688. 28)**	**(494.82)**	**(438.66)**	**(5,462.72)**	**1,653.09**	**(1,623.56)**
C.	**Cash Flow From Financing Activities :**						
	Share Application Money	(14.00)	68.90	(68.90)	-	-	-
	Net Increase / (Decrease) in Secured Loans	289.11	99.42	1,719.49	(1,038.99)	(1,100.95)	(0.06)
	Increase in Equity Share Capital	3.00	-	3.01	-	-	-
	Increase / (Decrease) in Preference Share Capital	-	-	783.00	-	(212.00)	(106.00)
	Security Premium on Issue of Shares	53.76	-	6,409.00	-	-	-
	Share Issue Expenses	-	-	(60.96)	-	-	-
	Net Increase / (Decrease) in Unsecured Loans	(203.48)	340.37	491.85	(669.00)	(227.37)	-
	Interest Expenses	(2.38)	(9.93)	(215.92)	(150.60)	(50.07)	(1.41)
	Dividend paid including Tax on Dividend Distribution	(0.23)	(1.15)	(2.62)	(4.77)	(57.99)	(48.27)
	Net Cash Inflow (Outflow) from Financing Activities	**125.77**	**497.60**	**9,057.94**	**(1,863.36)**	**(1,648.37)**	**(155.74)**
	Net Increase in Cash and Cash Equivalents	39.00	(10.29)	5,469.18	(5,012.40)	1,208.05	1,453.85
	Add: Cash and Cash Equivalents at the beginning of the year / period	(24.40)	14.59	4.31	5,473.48	461.08	1,669.14
	Cash and Cash Equivalents at the end of the year / period	**14.59**	**4.31**	**5,473.48**	**461.08**	**1,669.14**	**3,122.99**

Cash and Cash Equivalents consists of:

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Cash on Hand	0.65	0.73	1.00	2.49	3.44	3.44
Balance with Schedule Banks:						
In Current Accounts	13.93	3.57	57.14	84.17	153.42	321.69
In Fixed Deposits with Banks	-	-	5,400.40	127.81	1,295.99	2,480.29
In Fixed Deposits with Banks (Lien Marked)	0.01	0.01	14.95	246.62	216.28	317.57
Cash and Cash Equivalents (closing)	**14.59**	**4.31**	**5,473.48**	**461.08**	**1,669.14**	**3,122.99**

Notes:

1. The cash flow statement has been prepared under the indirect method as set out in the Accounting

Standard 3 - on Cash Flow Statement as issued by ICAI

2. Amount of Rs. 1,215.58 million, receivable from it's erstwhile Joint Ventures have been shown as part of Investing Activity, although Company has sold it's entire holding of said Joint Ventures, as the said amount is outstanding.

ANNEXURE IV

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE CONSOLIDATED SUMMARY STATEMENTS OF ASSETS AND LIABILITIES, PROFITS AND LOSSES AND CASH FLOWS, AS RESTATED

A) Oberoi Realty Limited (formerly known as Kingston Properties Private Limited) ("the Company" / "the Parent" / 'the Holding Company"), it's subsidiaries and their joint ventures (herein after collectively referred to as "the Group") are primarily engaged in the business of development of various classes of Real Estate namely Residential, Office Space, Retail, Social Infrastructure, etc and Hospitality.

B) SIGNIFICANT ACCOUNTING POLICIES:

1) Basis of Accounting:
The accompanying Restated Consolidated Summary Statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified by the Central Government of India under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended. The Restated Consolidated Summary Statements have been prepared under the historical cost convention. The accounts of the Company, the subsidiary companies and the joint venture entities have been prepared in accordance with the Accounting Standard 21 and Accounting Standard 27 issued by the Institute of Chartered Accountants of India.

These Restated Consolidated Summary Statements of the Group have been prepared specifically for inclusion in the Draft Red Herring Prospectus (DRHP) to be filed by the Company with Securities and Exchange Board of India (SEBI), in connection with its proposed Initial Public Offering (IPO).

2) Principles of Consolidation:
The Restated Consolidated Summary Statements have been prepared on the following basis:

I) Subsidiaries

a) The Restated Summary Statements of the Company and its subsidiary companies have been combined 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 and intra-group transactions and resulting unrealised profits and losses, if any.

b) The excess of cost, if any, to the Company of its investments in the subsidiary over the Company's portion of equity of the subsidiary, as at the date of its investment or the date immediately preceding the date of investments is recognised in the Restated Summary Statements as Goodwill, which is amortised over the period of reasonably expected revenue stream from the project, however such period would not exceed ten years.

c) The excess, if any of Company's portion of equity of the subsidiary over the cost to the Company of its investments in the subsidiary as at the date of its investment or the date immediately preceding the date of investments is treated as Capital Reserve.

d) As far as possible, the Restated Consolidated Summary Statements of the Holding Company and its subsidiaries have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner, as the Company's Restated Unconsolidated Summary Statements.

e) Minority interest, if any, in the Net Assets of consolidated subsidiaries consist of:

i) 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

ii) the minority shareholders' share of movements in equity since the date the holding subsidiary relationship came into existence.

II) Investment in joint ventures:
The Restated Summary Statements of entities, where there is a joint control (pursuant to a contractual arrangement), have been combined by using Proportionate Consolidation Method and accordingly, Company's share of each of the assets, liabilities, income and expenses of jointly controlled entity is consolidated as per Accounting Standard (AS- 27) "Financial Reporting of Interests in Joint Ventures".

3) Use of Estimates:
The preparation of Restated Consolidated Summary Statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the Restated Consolidated Summary Statements and reported amounts of revenues and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively when revised.

4) Fixed Assets / Capital Work In Progress:
Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition / construction of fixed assets 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. The cost also includes direct cost and other related incidental expenses. Capital Work in Progress includes the capital advances, if any.

5) Depreciation / Amortisation:
I) Tangible Assets

Depreciation has been calculated in accordance with Section 205(2) (b) of the Companies Act, 1956, as under:

a) Depreciation is provided from the date the assets were put to use on Straight Line Method, at the rates prescribed under Schedule XIV of the Companies Act, 1956. However, if the rate arrived at after considering the amortisation of the cost (after reducing estimated residual value) over balance useful life of the asset is higher, then the depreciation is provided at that rate. Higher depreciation rates used are as follows:

Temporary Structure	25%
Mobile Handset and Computers	33%
Vehicles	20%

b) Fixed assets with value less than or equal to Rs. 5,000 each are fully depreciated, in the year of purchase, as per the provisions of Schedule XIV of the Companies Act, 1956.

II) Intangible Assets
These are amortised over their useful life, not exceeding five years.

III) Leasehold land is amortised on the basis of duration and other terms of lease.

6) Impairment of Fixed Assets
The carrying amount of 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 assets net selling price or value in use.

7) Investments:
Investments are classified into current and long-term investments. Current investments are stated at the lower of cost or fair value. Long term investments are stated at cost less permanent diminution in value,

if any.

8) 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 operating assets/liabilities employed/incurred by the segment which are directly attributable to the segment or can be allocated on a reasonable basis. Income/expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses.

9) Valuation of Inventories:

Material and consumables - The materials and consumables purchased for and issued to construction work in progress are treated as consumed and shown as part of work in progress.

Work-in-progress / Projects-in-Progress - Construction work in progress includes cost of land, premium for development rights, construction costs, finance cost and other allocated overheads incidental to the projects undertaken by the Company.

Finished Goods - Inventories of ready units are valued at cost or market value, whichever is less.

10) Revenue Recognition:

I) The Group follows the Percentage of Project Completion Method for its projects. Under this method, the Group recognises revenue in proportion to the actual cost incurred as against the total estimated cost of the project under execution subject to completion of construction work to a certain level depending on the type of the project.

Land and TDR cost is not included in computing the percentage of completion for recognising revenue.

Revenue is recognised either on execution of an agreement or a letter of allotment.

The estimates relating to percentage of completion, costs to completion, saleable area, etc being of a technical nature are revised periodically by the management and are considered as change in estimates and accordingly, the effect of such changes in estimates is recognised in the period in which such changes are determined

II) Income from operation of commercial complexes is recognised on accrual basis in accordance with the terms of the relevant agreement.

III) Dividend Income is recognised when the right to receive dividend is established.

IV) Income and Expenditure are accounted on accrual basis except, interest on delayed payments made by debtors, which is accounted on acceptance of the Company's claim.

V) Revenue from letting out property and property management services is disclosed net of Service Tax, if any.

11) Foreign Currency Transactions:

Transactions in foreign currency are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

Foreign currency current assets and current liabilities outstanding at year-end are translated at year-end exchange rate and the unrealised exchange gain or loss is recognised in the profit and loss account. Realised gains and losses on foreign exchange transactions during the year are recognised in the Profit and Loss account.

Exchange differences arising on payment of liabilities incurred in relation to purchase / construction of fixed assets and year-end conversion of such liabilities are recognised as income or expenses in the year in which they arise.

12) Lease Rental:

Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating lease. Lease rent under operating lease is charged to Profit and Loss Account 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.

Assets given under operating leases are included in Fixed Assets. Lease income is recognised in the Profit and Loss Account 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.

13) 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.

14) 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

II) A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

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.

15) Borrowing Costs

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

Borrowing costs are considered as part of the project cost till the activities that are necessary to prepare the project for sale are in progress.

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

16) Retirement Benefits

Contributions to the Provident Fund and Pension Fund are recognised in the Profit and Loss account.

Contributions to Gratuity Fund and Leave Encashment Schemes are made on the basis of actuarial valuations made at the end of each financial year/period and are charged to the Profit and Loss account during the year. Actuarial gains and losses are recognised immediately in the Profit and Loss account.

17) Earnings Per Share

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

For the purpose of calculating diluted earnings per share, the net profit or (loss) for the period attributable to equity shareholders and the average number of shares outstanding during the period are adjusted for the effects of all potential dilutive Equity Shares.

C) NOTES TO CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED AND CONSOLIDATED SUMMARY STATEMENT OF PROFITS AND LOSSES, AS RESTATED

1) Material Adjustments

I) Adjustments relating to prior period:

a) Prior Period Items:
Prior period adjustments in respect of items of income and expenditure have been retrospectively adjusted in arriving at the profits of the years/period to which they relate although the event triggering the income or expense may have occurred in the subsequent years, as per SEBI (ICDR) Regulations 2009.

b) Tax relating to prior years :
The 'Restated Consolidated Summary Statement of Profits and Losses' has been adjusted for respective years in respect of short/excess provision of Income Tax as per the income tax assessments/ returns filed by the Group for the respective year.

c) Tax Impact of Adjustments :
In the preparation of the Restated Consolidated Summary Statements, the Group has made adjustments for the deferred tax of the items in the respective year/ period to which the items pertain.

d) Preliminary Expenditure :
Preliminary expenses have been adjusted in Restated Consolidated Summary Statements in the year in which they have been incurred in accordance with provisions of AS-26 and corresponding adjustment have been made in Reserves & Surplus with carrying amount of such expenses.

e) Depreciation :
During the year ended March 31, 2007, the Company revised the estimated useful life of certain assets like furniture, building which resulted in accelerated depreciation in respect of such assets.

Also, during the year ended March 31, 2009, the Company and two of it's subsidiaries revised the estimated useful life of temporary structures, mobile handsets, computers and vehicles which resulted in accelerated depreciation in respect of such assets.

The effect of change in the estimated useful life of such assets has resulted in additional depreciation charge in the respective years. The effect of the above revisions in the estimated useful life of the above assets has been adjusted to the concerned prior years so as to recompute the profits and losses of those years considering the uniform estimated useful life of the above mentioned assets. Profit/ (loss) on assets sold/discarded has been recomputed to give effect to revision in the estimated life of the above mentioned assets. Further, the opening balance of Profit and Loss account of the Group as at April 1, 2004 has been appropriately adjusted to reflect the impact pertaining to prior years.

During the year ended March 31, 2009, one of the subsidiaries changed its accounting policy of depreciation on fixed assets from Written Down Value Method to Straight Line Method. The effect of change in accounting policy of charging depreciation has been adjusted retrospectively to the concerned prior years. Profit/ (loss) on assets sold/discarded has been recomputed to give effect to change in accounting policy of depreciation. Further, the opening balance of Profit and Loss Account of the Group as at April 1, 2004 has been appropriately adjusted to reflect the impact pertaining to prior years.

II) Impact of changes in accounting policies / estimated useful life and prior period adjustments:

Adjustments in the Restated Consolidated Summary Statement of Profits and Losses

Rs. In Million

Particulars of Change for the year ended March 31,	2005	2006	2007	2008	2009	Period Ended On September 30, 2009
Net Profit after Tax as per Audited Financial Statements (A)	**5.03**	**350.80**	**782.41**	**2,953.66**	**2,521.39**	**2,222.94**
Adjustments on account of Restatement						
Change in Depreciation Rates / Method	(2.85)	(3.14)	6.22	6.32	(10.65)	2.16
Change in Loss on sale of Fixed Assets due to Change in Depreciation	0.02	-	0.89	(0.55)	0.03	-
Change in Net Profit due to Prior Period Expenditure	-	-	5.09	(5.09)	-	-
Capital Work In Progress, Expensed out	-	-	-	(0.02)	0.75	-
Capital Asset, charged to Revenue	-	-	(0.09)	-	-	-
Preliminary Expenses	-	-	0.00	0.00	0.00	0.00
Prior Period Items						
- Retirement Benefits	-	-	-	(0.03)	7.98	(7.95)
- Rates & Taxes	(0.28)	0.28	0.57	(0.00)	0.02	-
- Professional Fees	-	-	-	-	0.54	-
- Purchases	-	-	-	-	0.37	-
Adjustments on account of Restatement (B)	**(3.11)**	**(2.85)**	**12.67**	**0.63**	**(0.96)**	**(5.79)**
Effect of Adjustments on Tax	0.03	0.29	(1.06)	(0.51)	1.51	0.01
Effect of Adjustments on Deferred Tax	1.97	1.06	(2.39)	(2.20)	1.56	(0.87)
Adjustments on account of Tax Expense / (Savings) (C)	**2.00**	**1.34**	**(3.44)**	**(2.71)**	**3.07**	**(0.86)**
Net Profit after Tax as restated (A + B + C)	**3.92**	**349.29**	**791.63**	**2,951.57**	**2,523.50**	**2,216.28**

Adjustment in Restated Consolidated Summary Statement of Assets and Liabilities

Rs. In Million

Particulars of Change as at March 31,	2005	2006	2007	2008	2009	Period Ended On September 30, 2009
- Fixed Assets	(5.85)	(8.98)	0.70	6.46	(4.83)	(2.67)
- Capital Work In Progress (Including Advances)	**-**	**-**	0.37	1.10	1.77	1.77
- Deferred Tax Asset	1.97	3.02	(0.22)	(2.42)	(0.86)	(1.73)
- Inventories	-	-	0.58	0.54	0.54	0.54
- Loans and Advances	0.02	0.31	(0.82)	(1.33)	0.18	0.19
Total	**(3.86)**	**(5.65)**	**0.61**	**4.34**	**(3.20)**	**(1.91)**
- Current Liabilities	0.28	-	(4.13)	1.69	(7.95)	-
- Reserves and Surplus	(4.14)	(5.65)	4.74	2.65	4.75	(1.91)
Total	**(3.86)**	**(5.65)**	**0.61**	**4.34**	**(3.20)**	**(1.91)**

III) Non Adjustments

Retirement Benefits

The Group has adopted revised Accounting Standard- 15 “Employee Benefits” with effect from April 1, 2007. Considering that the adoption of Accounting Standard 15 before April 1, 2007 does not have a material impact on the accumulated balances of Employee Benefits, under the circumstances, the management has not determined the effects on the Assets/Liabilities for the year ended March 31, 2005, March 31, 2006 and March 31, 2007, had the revised standard been adopted by the Group for that year.

IV) Qualifications in Auditor’s Report in earlier years

The following qualifications have been reported in the Auditor’s Report in the earlier years. Other than the cases specifically mentioned below, there have been no other qualifications:

a) Oberoi Realty Limited

i) For the year ended March 31, 2005, the Auditors have reported vide their Audit Report dated September 14, 2005, that in respect of change in policy with regard to accounting policy for revenue recognition, which hitherto was accounted on “Project Completion Method” has been accounted on “Percentage Completion Method” of accounting. Due to the change in the Revenue Recognition Policy, there is no impact on Gross Revenue and Profit for the year;

For the financial year ended March 31, 2005, Company had projects which were either completed or were below the certain stage of completion and the Company had no sale of units and hence, there was no impact of the change of the accounting method either on the gross revenue or the profit for the year ended March 31, 2005. Accordingly, the same does not require any adjustment in Restated Consolidated Summary Statements.

ii) For the year ended March 31, 2007, the Auditors have reported vide their Audit Report dated September 21, 2007, that the Company has revised estimated useful life in respect of certain tangible assets which has resulted in additional depreciation of Rs. 6.70 million and accordingly the profit for the year had been understated to that extent.

The effect of revision in estimated useful life of the above assets has been adjusted to the concerned prior years so as to recompute the profits and losses of those years considering the uniform estimated useful life of the above mentioned assets in the Restated Consolidated Statement of Profits and Losses and Restated Consolidated Statement of Assets and Liabilities

iii) For the years ended March 31, 2005, March 31, 2006, March 31, 2007 and March 31, 2008, the Auditors have reported that the Company had no formal internal audit system.

The Company has adopted a formal internal audit system from the year ended March 31, 2009.

b) Oberoi Constructions Private Limited (OCPL)

i) For the year ended March 31, 2005, the Auditors have reported vide their Auditor’s Report dated September 14, 2005, that there was a change in accounting policy with regard to revenue recognition, from “Project Completion Method” to “Percentage Completion Method” of accounting. Due to the change in the Revenue Recognition Policy, there is no impact on Gross Revenue and Profit for the year”

For the financial year ended March 31, 2005, OCPL had projects which were either completed or were below the certain stage of completion and OCPL had no sale of units and hence, there was no impact of the change of the accounting method either on the gross revenue or the profit for the year, as on March 31, 2005. Accordingly, the same does not require any adjustment in Restated Summary Statements.

ii) For the year ended March 31, 2009, the Auditors have reported vide their Auditor's Report dated September 16, 2009, that there was change in accounting policy of depreciation on Fixed Assets, from Written down Value Method to Straight Line Method. Due to this change in accounting policy of Depreciation, the depreciation charge for the year is lower by Rs. 9.92 million and depreciation charge for earlier years amounting to Rs. 7.94 million (net of Tax) has been reversed. Consequently, the profit for the year is overstated by Rs. 9.92 million and reserves is overstated by Rs. 17.86 million".

The effect of change in accounting policy of charging depreciation has been adjusted retrospectively to the concerned prior years. Profit/ (loss) on assets sold/discarded has been recomputed to give effect to change in accounting policy of depreciation.

iii) For the years ended March 31, 2005, March 31, 2006, March 31, 2007 and March 31, 2008, the Auditors have reported that OCPL had no formal internal audit system.

OCPL has adopted a formal internal audit system from the year ended March 31, 2009.

V) Material Regroupings

Appropriate adjustments have been made in the Restated Consolidated Statement of Profits and Losses and Restated Consolidated Statement of Assets and Liabilities, wherever required, by a reclassification of the corresponding items of assets, liabilities and cash flow, in order to bring them in line with the groupings as per the Restated Summary Statements of the Group for the period ended September 30, 2009.

2) Details of entities included in these Restated Consolidated Summary Statements are as under.

Name	% of Ownership Interest as at March 31,					September 30, 2009
	2005	2006	2007	2008	2009	
Wholly owned subsidiaries						
Oberoi Constructions Private Limited	-	-	100%	100%	100%	100%
Oberoi Mall Private Limited	100%	100%	100%	100%	100%	100%
Kingston Hospitality and Developers Private Limited	-	-	100%	100%	100%	100%
Triumph Realty Private Limited	-	-	-	100%	100%	100%
Perspective Realty Private Limited (Note a)	-	-	-	100%	100%	100%
Expressions Realty Private Limited	-	-	-	100%	100%	100%
Kingston Property Services Private Limited	-	-	-	100%	100%	100%
Joint venture entities						
Siddhivinayak Realties Private Limited (Note b)	-	-	50%	50%	50%	50%
Splendor Developers Private Limited (Note c and d)	-	-	50%	50%	50%	Nil (Note d)
Sangam City Township Private Limited	-	-	30%	30%	31.67%	31.67%
Shashbindu Constructions Private Limited	-	-	-	-	49.90%	Nil (Note e)
Oasis Realty						(Note f)

Notes:

a. With effect from June 20, 2009 Perspective Realty Private Limited has ceased to be subsidiary of the Company and has become a wholly owned subsidiary of Oberoi Constructions Private Limited, another wholly owned subsidiary of the Company.

b. Ownership interest in Siddhivinayak Realties Private Limited, is held by Oberoi Constructions Private Limited.

c. Ownership interest in Splendor Developers Private Limited, was held by Kingston Hospitality and Developers Private Limited.

d. On September 30, 2009, Kingston Hospitality and Developers Private Limited has sold its entire holding in its joint venture Splendor Developers Private Limited
e. On September 25, 2009, the Company has sold its entire holding in its joint venture Shashbindu Constructions Private Limited.
f. Interest in said Unincorporated joint venture, "Oasis Realty" is held through Oberoi Constructions Private Limited. (Refer to Note No. 4 given below)
g. All the above entities are incorporated in India.
h. One of the subsidiaries, OCPL holds 25% share in "Zaco Aviation", an unincorporated Association of Persons which was formed in connection with the acquisition of a helicopter on co-ownership basis. Group's share of Assets is accounted on co-ownership basis and the Group's share in Gross Value of Fixed Assets as at September 30, 2009 is Rs. 83.70 million.

3) Nature of some transactions with related parties

I) In respect of Company's school property at Goregaon, Mumbai, the Company has entered into Leave and Licence agreement with Oberoi Foundation, a Public Charitable Trust. Mr. Vikas Oberoi and Ms. Bindu Oberoi, directors of the Company are also Trustees of Oberoi Foundation.

As per the Leave and Licence Agreement, the Company is eligible for minimum guaranteed licence fees ("MGLF") and / or percentage sharing of revenue. This arrangement of revenue sharing will come into effect from the academic year of the school commencing after the Company obtaining the full Occupation Certificate in respect of School Building. As on September 30, 2009, the Company has received only partial Occupation Certificate and hence the Company is not entitled to any MGLF or revenue sharing for the period upto September 30, 2009.

II) The Company, it's subsidiaries, their joint ventures and Promoter Group use the Registered Trademark "Oberoi" with the suffix "Constructions" and "Realty" for their Real Estate Business. Oberoi Constructions Private Limited which owns this Registered Trademark, has issued No Objection Certificates to the Company, it's subsidiaries, their joint ventures and Promoter Group for use of the same.

4) During the period ended September 30, 2009, OCPL, one of the subsidiaries, has entered into an unincorporated joint venture called "Oasis Realty" for development of a plot of land at Worli, Mumbai. The project being a Slum Rehabilitation Project, it comprises of two components:

1. the rehabilitation component – the construction of which is the responsibility of the other JV partners; and
2. the free sale component – the construction of which is the responsibility of OCPL.

The shares of OCPL and the other JV partners in, inter alia, the sale proceeds of free sale component are determined as under:

a) Firstly, a pre-determined amount is deducted from the sale proceeds towards the construction cost of the free-sale component.
b) The balance amount (i.e. the sale proceeds less the pre-determined amount) is allocated between OCPL and the other JV partners in pre-determined ratios depending upon the gross sale price per sq. ft. of premises forming part of the free sale portion. OCPL's gross share of revenue ranges between 25% to 40% of the balance amount, depending upon the gross sale price per sq. ft. of premises forming part of the free sale portion.

The share of profits of the other JV partners is calculated by adjusting, inter alia, the cost of construction of the rehabilitation component against their share of the sale proceeds calculated in accordance with para (b) above.

The actual construction cost incurred for the free sale component is adjusted against the pre-determined amount mentioned in para (a) above and any surplus or deficit thereof would be allocated to OCPL. OCPL would also be entitled to the share of sale proceeds calculated in accordance with para (b) above.

The tax liability of the JV will be allocated to each JV partner in the ratio of their net profits.

In case of a development of a hospitality and / or service project on the property, the same would be undertaken by a SPV wherein OCPL's ownership and income would be 36.25 % and the balance stake would be held by the other JV partners.

OCPL is liable to pay to the other JV partners an interest free adjustable deposit of Rs. 3,000 million, out of which, as at September 30, 2009, OCPL has paid Rs. 1,500 million. Balance Rs. 1,500 million is payable on milestone basis. This balance interest free adjustable deposit can also be paid out of the Sale Proceeds of the free sale component.

5) Company had issued 783 Redeemable, Non convertible, Cumulative Preference Shares of Rs. 1,000,000 each aggregating to Rs. 783 Million, out of which Company has already redeemed 318 Preference Shares, aggregating to Rs. 318 Million and as at September 30, 2009, 465 Preference Shares aggregating to Rs. 465 Million are outstanding. Outstanding Preference Shares are carrying cumulative dividend rate of 13% per annum, payable on January 1 and July 1.

The terms of redemption of the above mentioned Preference Shares provide that these may either be redeemed at Par in accordance with the Schedule in para 'A' below or then outstanding Preference Shares may be redeemed earlier at Re. 1 in accordance with happening of the event mentioned in para 'B' below:

A) **Redemption Schedule**
- i) 106 Preference Shares aggregating to Rs. 106 Million are redeemable at Par on January 1, 2010
- ii) 106 Preference Shares aggregating to Rs. 106 Million are redeemable at Par on July 1, 2010
- iii) 253 Preference Shares aggregating to Rs. 253 Million are redeemable at Par on January 1, 2011

B) **Redemption Schedule and Event**
- i) Redemption Schedule
  Outstanding Preference Shares at any point of time, can be redeemed at Re. 1 (Rupee One only) subject to happening of the Redemption Event mentioned below
- ii) Redemption Event
  There is no pending legislative, judicial or executive action or proceeding pursuant to the Maharashtra Private Forests (Acquisition) Act, 1975 which prohibits or restricts Oberoi Constructions Private Limited (OCPL) from:
  - a) developing its Mulund Property and / or
  - b) carrying out any sale or lease of the units developed on the Mulund Property

6) Work in Progress (WIP) as at September 30, 2009, includes an amount of Rs. 2,816.86 million in respect of OCPL's (a subsidiary of the Company) property at Mulund, Mumbai ('Mulund Property'). The Government of Maharashtra has declared the Mulund Property to be covered by the provisions of the Maharashtra Private Forest (Acquisition) Act, 1975 along with various other properties in Mumbai. OCPL, had filed a writ against the State of Maharashtra challenging the same in the Bombay High Court and subsequent to the judgment of the Bombay High Court, OCPL has filed Special Leave Petition in the Supreme Court.

In the course of hearing of the SLP, the Supreme Court has directed that the status quo be maintained. The Supreme Court has referred the matter to Central Empowered Committee ("CEC") which has recommended that such land be classified into four categories and based on the such classification, the number of times NPV to be paid for regularising the land. Vide another order dated September 30, 2009, the Supreme Court observed that the petitioners who are prepared to pay highest NPV would be at liberty to pay the same to the Forest Department and report the matter to the Court.

The Conservator, Thane Forest Division vide his letter dated December 5, 2009 informed OCPL that the NPV payable is Rs.109.11 million, which OCPL paid.

On December 9, 2009, the Conservator of Forest, Thane issued another letter re-determining the NPV payable by OCPL to Rs. 1,091.14 million and demanded payment of balance amount of Rs.982.03 million. Based on clarification issued by CEC, the Conservator of Forest, vide letter dated January 7, 2010, has withdrawn earlier letter dated December 9, 2009 demanding the balance amount of Rs. 982.03 million and has confirmed that amount payable by OCPL is Rs. 109.11 million.

Considering the facts of the case as well as the legal opinion obtained, the management is of the view that the said issue is of temporary nature and does not require any provision in respect of the carrying amount of WIP amounting to Rs. 2,816.86 million and has not made any provision in respect of the same.

7) Siddhivinayak Realties Private Limited (SRPL), a joint venture of Company's subsidiary, had entered into a Master Asset Purchase Agreement (MAPA) to purchase immovable and movable properties of hotel located at Juhu, Mumbai, for a consideration of Rs. 3,490.60 million. SRPL has paid an advance of Rs 750 million towards the same.

Due to various disputes with the sellers, the said transaction has not been completed. Consequent to Arbitration applications being filed, the Hon'ble Bombay High Court has passed an order directing the parties to maintain the status quo. In the arbitration proceedings, the sellers have lodged various claims against SRPL. The maximum liability claimed under various alternatives is Rs. 2,320 million and interest thereon. Matter being sub judice, in view of the terms and conditions of the Agreement. management is confident that it will succeed in its case against the sellers and others and one of the relief claimed by the sellers being to terminate the agreement and refund the advance paid by SRPL, no amounts would be payable towards the claims filed. Accordingly, no provision has been made in the books of accounts.

Against the orders dated September 21, 2005 and January 13, 2006 passed by the Industrial Court in a complaint filed by the Union of Centaur-Tulip Employees, Tulip Star Hotel and others had filed two writ petitions in the Bombay High Court. Both the writ petitions are currently pending.

8) On September 30, 2009 the Company's subsidiary Kingston Hospitality Developers Private Limited (KHDPL) has sold its entire holding in its joint venture entity Splendor Developers Private Limited (SDPL). As per the agreement, amount of Rs. 1,005.53 million advanced and outstanding to the said joint venture will be repaid interest free on or before July 31, 2011. The management is confident that this advance is good and will be recovered.

9) On September 25, 2009, the Company has sold its entire holding in its joint venture Shashbindu Constructions Private Limited. Amount of Rs. 210.05 million advanced and outstanding to the said joint venture as at September 30, 2009 has been received on October 20, 2009.

10) Contingent liabilities not provided for in respect of:

a)

Rs. In Million

Particulars	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Letter of Credit (net of Margin)	-	30.49	18.67	75.75	8.40	110.46
Corporate Guarantee to Banks	250.00	-	-	-	-	-
Bank Guarantee (Gross)	-	-	43.23	132.83	188.81	226.15
Capital Contracts (Net of Advances)	131.60	178.26	559.73	5625.33	3,819.73	3,842.61
Capital Commitment to joint venture	-	-	33.80	-	-	1,500.00
Indemnity Bond given in the favour of the government under Export Promotion Capital Goods Scheme (Net of Bank Guarantee)	-	-	10.50	188.06	274.63	333.39

b) Subsequent to September 30, 2009, Income Tax assessments of the Group in respect of earlier years has been completed and tax liability of Rs. 140.11 million has been determined over and above the provisions made in the books of accounts. The Income Tax department has also issued the notice under section 274 of the Income Tax Act, 1961, in respect of the same. The Group has decided to file appeal against the said orders.

11) Claims against the Group, not acknowledged as Debt, as at September 30, 2009

(i)	In one of the residential projects, two persons have filed a complaint before the Consumer Redressal Forum against the Company for alleged deficiency in services in failure to handover ownership and possession of flat.. The Company believes that the aforesaid suits are not prima facie sustainable. The claim if any will be less than Rs. 0.5 million.
(ii)	In respect of property situated at Mumbai held by one of the subsidiary Company, Company and another subsidiary are made a party to the suit filed against subsidiary company, seeking possession of a portion of Land admeasuring 108 Square meters.. The matter is pending before Hon'ble Bombay High Court.
(iii)	a. In case of a Slum Rehabilitation Project carried out by Company at Mumbai, a person has filed a suit claiming possession of land admeasuring 750 sq. yards. The suit has been dismissed and plaintiff has preferred an appeal against the said order before the Hon'ble Bombay High Court. The claim amount can not be ascertained. b. In respect of project at Mumbai, two of the customers, have filed a suit claiming possession of two flats without making payment of the amount due and interest thereon. As per the interim order passed by the Hon'ble Bombay High Court, a Court Receiver has been appointed in respect of the said two flats. The Company was directed not to dispose off or create any third party rights in regards to both the flats and the customers were asked to deposit further sum of Rs. 1 million each in court till disposal of suit. c. In case of a Slum Rehabilitation Project of Company at Mumbai, a person has inter alia claimed alternative accommodation on ownership basis of a flat admeasuring 225 Sq. Feet Carpet Area under the SRA Scheme. The suit has been dismissed and the person has again approached another court on same grounds. The Company believes that the aforesaid suits are not prima facie sustainable and therefore no provision has been made for the same.
(iv)	Claim of US $ 375,000/- (equivalent to Rs. 18.13 million) made by an individual on the Company in connection with the termination of an agreement. The Company has contended that it is not liable to pay the amount inter alia since the agreement never came into effect. In view of the same, the Company has not made any provision in respect of the same..
(v)	In relation to one of the flats in residential projects of Company's subsidiary, a person has filed a complaint before the Consumer Dispute Redressal Forum against the subsidiary for alleged failure to execute agreement for sale. The person has claimed execution of agreement of sale or in alternative to buy back of the flat for Rs. 14,000 per sq. ft., Rs.1 million interest on loans availed and Rs.1 million as special damages. There are disputes between the said person and another person regarding ownership of the said flat. In view of such disputes, the subsidiary believes that the claim in the aforesaid proceedings is not sustainable in law and therefore no provision has been made for the same
(vi)	In respect of one of the project of subsidiary, a person (now represented by legal heirs) had filed a suit with a claim to reconstruct a structure admeasuring 10' X 24' on the property which the person claimed had been demolished by the subsidiary. Subsidiary believes that the aforesaid suit is not sustainable. The amount payable, if any, towards this claim is not ascertainable.
(vii)	In respect of premises in the Mall of subsidiary, subsidiary has initiated an arbitration proceeding against a Lessee who has filed counter claim and has sought an order directing the subsidiary to pay an amount of Rs. 2.55 Million being the security deposit which was forfeited with interest at the rate of 24% per annum. Subsidiary believes that claim of the Lessee is not sustainable and therefore no provision in respect of interest has been made.
(viii)	A suit has been filed against two of the subsidiaries in connection with alleged infringement of trademarks, seeking damages of Rs. 2 million. In view of the management, the claim is not maintainable; hence no provision is made for the same in the books of account. On November 27, 2009 an agreement has been entered into between the plaintiff and the subsidiary whereby the plaintiff has agreed to withdraw aforesaid suit

12) Claims by the Group as at September 30, 2009

In respect of premises in the mall situated at Mumbai, arbitration proceedings have been initiated by a subsidiary, before Sole Arbitrator against a lessee for recovery of an amount of Rs. 16.33 million along with interest. The subsidiary has also filed winding up petition against the lessee before Hon'ble Calcutta High Court.

13) On December 12, 2006, one of the subsidiaries of the Company was subjected to a survey under section 133A of the Income Tax Act, 1961. During the course of survey, the Income Tax Authorities have taken custody of certain documents / records and recorded statements of certain officials of the subsidiary of the Company. The tax officials have examined the records / documents taken into their custody and statements recorded during the course of survey and have forwarded their findings to the Assessing Officer, for assessment on the basis of such findings. The Company has received notice under the provisions of section 201 of the Income Tax Act, 1961 for determining Tax Deduction at Source. The assessment proceedings for assessment have commenced, however, the tax liability, if any, which may arise on this account, is presently unascertainable.

14) The Group recognises Revenue on Percentage of Project Completion Method in respect of Projects. The Company and one of it's subsidiary has claimed 100% deduction of Profit for computing the tax liability in respect of certain Residential Projects. Provision for Income Tax has been made, keeping in view, the following:

I) The Profits computed on Percentage Completion Method are derived from construction and development Project and are eligible for 100% deduction under section 80IB (10) of the Income Tax Act, 1961 subject to compliance of the conditions enumerated therein.

II) Clarification issued by Central Board of Direct Taxes that the deduction of Profits under section 80IB of the Income Tax Act, 1961, can be claimed on a year to year basis where profits are shown on partial completion of the Project every year.

In the event, the Company / it's subsidiary is unable to satisfy the conditions enumerated in Section 80IB (10) of the Income Tax Act, 1961, more particularly of completing the Project within the specified time period, the deduction shall stand withdrawn for the respective year(s), and the Company / it's subsidiary would be called upon to pay Income Tax along with Interest / Penalty thereon.

15) The Group has raised invoices on various customers for Rent and Service Tax, thereon. The matter of levy of Service Tax on Rent has been the subject matter of litigation in various courts.

The Hon'ble Bombay High Court has granted a stay for the levy of service tax on the renting of immovable property in pursuance of notice of Motion No 173 of 2008 in writ petition no. 1263 of 2008 vide order dated July 30, 2008. Additionally, the High Court of Delhi in a writ petition filed in the case of M/s. Home Solutions Retail India Ltd. v/s. Union of India dated April 18, 2009 has held that renting of immovable property for use in the course or furtherance of business or commerce cannot be regarded as a service and hence would not be eligible to service tax.

In the light of the above, where the Group has received the Service Tax amount on the rentals from the customers, the Group has deposited the same with the Government Treasury, in accordance with the provisions of Finance Act, 1994. However, in the cases, where the customers have protested levy of Service Tax and contended that they are covered by aforesaid judgement of Delhi High Court, the Group has not received Service Tax on the rentals from the customers and accordingly, same has not been deposited with Government Treasury.

As at September 30, 2009, the amount of such Service Tax protested by the customers and not received by the Group is Rs. 52.14 million.

16) Government of Maharashtra has amended the provisions of Maharashtra Value Added Tax Act, 2002 (MVAT Act), and issued a trade circular No. 23T of 2006 dated September 11, 2006. The Sales Tax Department has purported to take stand that the provisions of the MVAT Act have been amended to apply to ruling of the Supreme Court in the case of K. Raheja Development Corporation (141 STC 298). Accordingly, as per the Sales Tax Department, Valued Added Tax (VAT) is leviable under the provisions of MVAT Act on sale of premise under construction by the enterprise engaged in the business of construction.

Maharashtra Chambers of Housing Industries (MCHI) has filed a writ petition, being tax writ petition No. 2022 of 2007, challenging the constitutional validity of the amendment. By the Interim Order dated December 7, 2007, the Hon'ble High Court of Bombay, has directed the members of the MCHI not to register as Dealer under the provisions of MVAT Act and no order of assessment be passed, subject to compliance of certain formalities.

By virtue of the Premises Ownership Agreement / Letter of Allotment entered into by the Company / its subsidiaries with the purchasers of the premises, the purchaser is liable to pay and Company / its subsidiaries is entitled to recover any VAT that may be leviable on said transaction.

In view of the above, the Company / its subsidiaries has not made provision for VAT leviable and collectible from the purchaser of the Premises.

17) Managerial Remuneration:

Rs. In Million

Particulars	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Director's Remuneration	0.60	0.60	15.20	16.80	19.50	7.20

18) Segment Reporting

Rs. In Million

	For the year ended on March 31, 2009			For the period ended on September 30, 2009		
Particulars	**Real Estate**	**Hospitality**	**Total**	**Real Estate**	**Hospitality**	**Total**
Segment Revenue	4,162.85	-	**4,162.85**	4,018.81	-	**4,018.81**
Segment Result	2,638.13	(0.75)	**2,637.38**	2,305.89	0.67	**2,306.56**
Unallocated Expenses Net of Income		-	72.14		-	45.92
Operating Profit		-	2,565.24		-	2,260.65
Less : Interest Expenses		-	1.84		-	0.31
Add : Interest Income			136.28		-	54.77
Less : Deficit on Disposal of Investments		-	1.96		-	-
Profit Before Tax, As Restated		-	**2,697.72**		-	**2,315.11**
Provision for Taxation (Current tax, Deferred Tax and Fringe Benefit Tax)		-	174.22		-	98.83
Profit After Tax, As Restated		-	**2,523.50**		-	**2,216.28**
OTHER INFORMATION						
Segment Assets	11,712.31	2,207.19	13,919.50	12,792.92	2,735.55	15,528.46
Unallocated Corporate Assets		-	4,617.05		-	6,095.59
Total Assets, As Restated			**18,536.55**			**21,624.05**
Segment Liabilities	3,743.40	160.20	3,903.60	4,697.95	26.99	4,724.94
Unallocated Corporate Liabilities			89.35			284.91
Total Liabilities, As Restated			**3,992.96**			**5,009.84**
Capital Expenditure	2,362.70	6.89	2,369.58	1,722.24	2,346.11	4,068.36

	For the year ended on March 31, 2009			For the period ended on September 30, 2009		
Particulars	**Real Estate**	**Hospitality**	**Total**	**Real Estate**	**Hospitality**	**Total**
for the year / period						
Unallocated Capital Expenditure			20.64			81.62
Total			**2,390.22**			**4,149.98**
Depreciation for the year	52.14	Note 1	52.14	32.96	Note 2	32.96

Notes:
1) Depreciation Rs. 0.67 million pertaining to Fixed Assets of Hospitality Segment has been debited to pre-operative Expenditure.
2) Depreciation Rs. 0.82 million pertaining to Fixed Assets of Hospitality Segment has been debited to pre-operative Expenditure
3) Prior to year ended March 31, 2009, the operations of the Group involved only one reportable segment.

19) Disclosure pursuant to Accounting Standard – 15 (revised) 'Employee Benefits':

Defined Contribution Plans

Rs. In Million

Particulars	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Employer's Contribution to Provident Fund	1.70	2.90	7.29	4.78
Employer's Contribution to Pension Fund	0.94	1.27	2.12	0.78

Defined Benefit Plans

Amount of Rs. 1.54 million is recognised as expense on account of Gratuity and Rs. 1.28 million has been recognised as Expense on account of Leave Salary Provision and included in "Employee Cost" in Restated Consolidated Summary Statement of Profits and Losses for the period ended September 30, 2009.

Rs. In Million

		Gratuity			Leave Encashment		
		March 31, 2008	**March 31, 2009**	**September 30, 2009**	**March 31, 2008**	**March 31, 2009**	**September 30, 2009**
I	**Change in Defined Benefit Obligation(DBO)**						
	Present Value Obligation as on April 1, 2009	1.25	2.09	4.51	0.38	0.67	1.61
	Interest cost for the year on opening DBO	0.10	0.11	0.18	0.03	0.01	0.06
	Service cost for the Year	2.09	3.04	1.44	2.59	3.67	2.62
	Benefit Paid	-	(1.34)	-	(0.12)	(1.04)	(0.18)
	Actuarial Losses (gains)	(1.26)	0.61	(0.08)	(2.19)	(1.70)	(1.40)
	Closing defined benefit Obligation September 30, 2009	2.19	4.51	6.05	0.70	1.61	2.71
II	**Fair Value of Plan Asset-**						
	Opening fair value of plan assets as on April 1, 2009	0.49	1.05	2.81	-	-	-
	Expected return on Plan Assets	0.08	0.14	0.13	-	-	-
	Actuarial gains and	0.00	0.06	(0.13)	-	-	-

		Gratuity			Leave Encashment		
		March 31, 2008	March 31, 2009	September 30, 2009	March 31, 2008	March 31, 2009	September 30, 2009
	(losses)						
	Contribution *(consists of transfer from OCPL)	0.48	2.90	1.14	0.12	1.04	0.18
	Benefit Paid	-	(1.34)	-	(0.12)	(1.04)	(0.18)
	Closing balance of fair value of plan assets	1.05	2.81	3.95	-	-	-
III	**Actual Return on Plan Asset**						
	Expected return on Plan Assets	0.08	0.13	0.13	-	-	-
	Actuarial gains and (losses)	0.00	0.06	(0.13)	2.19	1.70	1.40
	Actual Return on Plan Asset	0.08	0.19	-	-	-	-
IV	**Amount Recognised in Balance Sheet-**						
	Present Value Obligation at the end of period	2.19	4.51	6.05	0.70	1.61	2.71
	Fair Value of Plan Assets at the end of the Year	1.05	2.81	3.95	-	-	-
	Difference	(1.13)	(1.70)	(2.10)	(0.70)	(1.61)	(2.71)
	Unrecognised Past Service Cost	-	-	-	-	-	-
	Amount Recognised in Balance Sheet	(1.13)	(1.70)	(2.10)	(0.70)	(1.61)	(2.71)
V	**Amount Recognised in Income Statement-**						
	Current Service Cost	2.09	3.04	1.44	2.59	3.67	2.62
	Interest on Obligation	0.10	0.11	0.18	0.03	0.01	0.06
	Expected return on Plan Assets	(0.08)	(0.14)	(0.13)	-	-	-
	Net actuarial losses (gains) recognised	(1.26)	0.55	0.04	(2.19)	(1.70)	(1.40)
	Expenses Recognised in Profit and Loss	0.86	3.57	1.54	0.43	1.98	1.28
VI	**Balance Sheet Reconciliation**						
	Opening Net Liability	0.76	1.03	1.70	0.38	0.67	1.61
	Expenses as Above	0.86	3.57	1.54	0.43	1.98	1.28
	Contribution *(consists of transfer from OCPL)	(0.48)	(2.90)	(1.14)	(0.12)	(1.04)	(0.18)
	Amount Recognised in Balance Sheet	1.13	1.70	2.10	0.70	1.61	2.71
VII	**Actuarial Assumptions: for the Year**						
	Discount Rate	8.00%	8.00%	7.00%	8.00%	7.00% to 8.00%	7.00%
	Expected Return on plan Assets	9.00%	8.00%				
	Annual Increase in Salary Cost	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%

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 and encash leave in month of April of every year during tenure of service & on death, permanent disablement and resignation.

Broad Category of plan assets relating to Gratuity as a percentage of total plan assets

Government of India Securities	NIL
High Quality Corporate bonds	NIL
Equity Shares of Listed Companies	NIL
Property	NIL
Policy of Insurance	100 %
Total	100 %

20) Lease

Assets taken on lease - Operating Lease Expense:
As per the Accounting Policy followed by the Group, Lease Rentals are to be charged to the Profit and Loss Account, 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. The Group has accounted for Lease Rentals on accrual basis as per the terms of the agreement, as it is a more systematic basis and is more representative of the time pattern of the lease.

Future minimum lease payments under non cancellable operating lease:

Rs. In Million

Particulars	March 31, 2008	March 31, 2009	September 30, 2009
Not later than one year	0.31	7.40	6.90
Later than one year and not later than five years	0.52	6.41	3.70
Later than five years	-	-	-
Lease Payment made during the year recognised in the statement of profit and loss account	0.26	5.21	3.64

Assets given on lease - Operating Lease Income:
As per the Accounting Policy followed by the Company, Lease Income is to be recognised in Profit and Loss Account, 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. The Group has accounted for Lease Rentals on accrual basis as per the terms of the agreement, as it is a more systematic basis and is more representative of the time pattern of the lease.

Rs. In Million

Class of Assets	Gross Block As at September 30, 2009	Accumulated Depreciation as at September 30, 2009
Commercial Premises including Amenities	2,453.10	82.55

Rs. In Million

Particulars	March 31, 2008	March 31, 2009	September 30, 2009
Not later than one year	-	783.35	886.01
Later than one year and not later than five years	-	2,599.54	1,878.38
Later than five years	-	44.79	79.10
Lease Income recognised in the statement of profit and loss account during the year	-	698.70	387.83

21) Unhedged Foreign Currency Exposure

Particulars of Unhedged foreign currency exposure as at Balance Sheet Date

Currency in Million

Nature of Transaction	Currency	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Payable	US$	-	-	0.010	0.010	0.016	0.004
Payable	SG$	-	-	-	0.002	-	-
Payable	GBP	-	-	-	0.007	-	-

22) Company / it's subsidiaries have given Loans and Advances to it's joint venture entities for business purposes and which as at September 30, 2009 are outstanding and aggregating to Rs. 19.17 million. Such Loans and Advances are unsecured, interest free and repayable on demand.

23) The Group sends regular interest advices to customers where there is any delay in payment of amounts due. As per the terms of the agreement, the customer is liable to pay interest in respect of such delayed payments. As per the Accounting Policy consistently followed in this regard, such interest is accounted only on the acceptance of the Company's Claim by the Customer or on Receipt of the Interest by the Company.

24) Cost of Construction / Development includes allocation of proportionate cost under the head Employee Cost, Administration Expenses and Interest & Finance Charges. Accordingly, Employee Cost, Administration Expenses and Interest & Finance Charges reflecting in Restated Summary Statement of Profits and Losses are net of expenses allocated to cost of Construction / Development / Capitalised.

25) In the financial year ended March 31, 2007, Company's subsidiary, Kingston Hospitality Developers Private Limited acquired a 50% equity stake in Splendor Developers Private Limited. Goodwill of Rs. 0.016 million arising on consolidation, being non material amount, has been fully written off in the same year.

26) In the financial year ended March 31, 2007, Company acquired a 30% equity stake in Sangam City Township Private Limited. Goodwill of Rs. 0.04 million, arising on consolidation, being non material amount, has been fully written off in the same year.

27) During the period ended September 30, 2009, Oberoi Constructions Private Limited acquired 100% equity stake in Perspective Realty Private Limited from the Company. Goodwill of Rs. 0.05 million, arising on consolidation, being non material amount, has been fully written off in the same period.

28) 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, Investment Properties 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' under the head Current Assets.

29) During previous periods, the Company has transferred some of its employees within the group from Holding Company to subsidiary and vice versa, without affecting continuance of their Employment. In case of such inter company transfers of Employees, the liability for retirement benefits are also adjusted and accounted for, in the respective transferee company.

30) Employee stock option scheme (ESOP 2009), approved by the shareholders on December 4, 2009, for the grant of 1,443,356 options eligible for equivalent number of Equity Shares to eligible employees of the Company / it's subsidiaries as defined in the scheme. Option can be granted in one or more tranches. As on date, the Company has not granted any options.

31) In the opinion of the Board of Directors, all current assets, loans and advances appearing in the balance sheet as at September 30, 2009 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.

32) The loans and advances include sum of Rs. 905.82 million towards Minimum Alternate Tax which is eligible for set off against future Income Tax liability and is available upto a specific period. In the event of inadequacy of future profits, the same would be written off on expiry of specific period.

33) Balances of sundry debtors, creditors, loans and advances and other balances are as per books of accounts and are subject to confirmation / reconciliation, if any.

34) Company has been converted into Public Limited Company and name of the Company is changed to "Oberoi Realty Limited" vide fresh certificate of incorporation dated December 14, 2009 issued by the Registrar of Companies, Maharashtra. Earlier, name of the Company had changed to "Oberoi Realty Private Limited" from "Kingston Properties Private Limited" vide certificate of incorporation dated October 23, 2009 issued by the Registrar of Companies, Maharashtra.

35) On December 04, 2009, the Authorised Share Capital of the Company has been increased to Rs. 4,250 million divided into 378,500,000 Equity Shares of the face value of Rs. 10 each and 465 Preference Shares of Rs. 1,000,000 each.

36) On December 30, 2009, the Directors of the Company has allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each..

37) Figures below Rs. 5,000/- are rounded off and represented by "0.00" in the Restated Consolidated Summary Statements and Nil balances are represented by "–"

38) Figures of previous years have been regrouped, re-arranged and re-casted wherever necessary to conform to current year / period's classification.

Annexure V
Consolidated Statement of Investments, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Long Term Investments						
Unquoted - Trade (At Cost)						
Investment						
- Capital Contribution to Avinash Bhosale Group	-	-	-	-	149.57	-
Current Investments Non Trade (Quoted) (Lower of Cost or Market Value)						
Units of Mutual Funds						
48,721,902 units of Rs.10 each of Kotak Bond (Short Term)-Monthly Dividend	-	-	-	488.50	-	-
62,374,452 units of Rs.10 each of Lotus India Liquid Plus Fund - Institutional Daily Dividend	-	-	-	624.72	-	-
19,111,404 units of Rs.10 each of HDFC Cash Management Fund Treasury Advantage Plan Wholesale Daily Dividend option	-	-	-	-	-	191.72
115,237 units of Rs.1000 each of Mirae Asset Liquid Plus Fund Super Inst. Dividend Plan (Daily) (Re-Investment)	-	-	-	115.33	-	-
81,850,177 units of Rs. 10 each of DBS Chola Freedom Income STP Installment- Daily Dividend Reinvestment Plan	-	-	-	818.55	-	-
2,499,941 units of Rs.10 each of ICICI Prudential Floating Rate Plan D Daily Dividend	-	-	-	-	-	25.00
15,757,766 units of Rs. 10 each of ICICI Prudential-Flexible Income Plan Dividend-Daily-Reinvest Dividend	-	-	-	166.61	-	-
42,208,248 units of Rs.10 each of ING Liquid Plus Fund Institutional-Daily Dividend	-	-	-	422.22	-	-
12,532,645 units of Rs. 10 each of AIG India Treasury Plus Fund-Super Institutional Daily Dividend	-	-	-	125.46	-	-
349,332 units of Rs.1000 each of Templeton India Short Term Income Plan Institutional Weekly Dividend Reinvestment	-	-	-	351.15	-	-
536,210 units of Rs. 1000 each of AIG Short Term Fund Institutional weekly Dividend	-	-	-	536.79	-	-
2,499,162 units of Rs.10 each of Birla Sun Life Short Term Fund - Institutional Daily Dividend	-	-	-	-	-	25.01
19,259,583 units of Rs.10 each of	-	-	-	192.23	-	-

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Lotus India Active Income Fund Institutional - Monthly Dividend						
Aggregate Book Value	**-**	**-**	**-**	**3,841.56**	**149.57**	**241.73**
Aggregate Market Value of Quoted Investments				**3,843.60**	**-**	**241.73**

Notes:

1. Nos. of Shares / Units mentioned against each Investments are Nos. which are held as at last day on which they appeared on a relevant reporting date

Annexure VI
Consolidated Statement of Inventories, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Inventories						
(As Taken, Valued and Certified by Management)						
Plots of Land	522.28	716.61	62.19	110.81	110.81	86.47
Work In Progress	198.71	133.80	5,694.38	5,387.56	6,984.04	6,060.58
Finished Goods	-	-	-	-	27.36	21.28
Total	**720.99**	**850.41**	**5,756.56**	**5,498.37**	**7,122.21**	**6,168.33**

Annexure VII
Consolidated Statement of Sundry Debtors, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Unsecured, unless otherwise Stated						
Debtors Outstanding for a period exceeding six months						
- Considered Good	-	16.94	3.70	4.43	15.76	62.19
- Considered Doubtful	-	-	-	-	-	-
Other Debtors						
- Considered Good	32.49	16.03	193.78	496.18	256.36	348.15
- Considered Doubtful	-	-	-	-	-	-
Less: Provision for Doubtful Debtors	-	-	-	-	-	-
Total	**32.49**	**32.97**	**197.47**	**500.62**	**272.12**	**410.34**
Outstanding from Promoter, Director and Promoter Group	-	-	-	-	-	-

Annexure VIII
Consolidated Statement of Loans and Advances, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Unsecured, unless otherwise Stated						
Advances Recoverable in Cash or in Kind or for value to be received	61.12	45.32	802.41	1,306.68	1,385.26	1,642.33
Advance to Joint Venture(s)	-	-	204.63	368.38	377.25	19.17
Advance to Vendors	1.64	10.04	59.04	230.88	82.94	93.44
Share Application Money	-	-	32.50	32.50	32.50	-
Income Tax (Net of Provisions)	6.17	24.97	143.41	557.72	764.55	1,081.10
Security / Other Deposits	3.02	3.97	16.03	29.56	82.34	1,580.56
Total	**71.95**	**84.30**	**1,258.03**	**2,525.73**	**2,724.84**	**4,416.60**
Loans and Advances to Promoter, Director and Promoter Group	-	-	-	-	-	0.02

Annexure IX
Consolidated Statement of Secured Loans, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Term Loans	320.43	420.36	2,136.35	887.25	-	-
Line of Credit	-	-	2.99	213.50	-	-
Vehicle Loan (s)	0.65	0.14	0.66	0.26	0.06	-
Overdraft from Bank	-	-	-	-	-	-
Total	**321.09**	**420.51**	**2,140.00**	**1,101.00**	**0.06**	**-**

Notes:

1. Term Loans, Line of Credit and Vehicle Loan(s) mentioned above have been repaid in full as at September 30, 2009 and hence Terms, Conditions and Security extended for such Loans are not given.
2. In respect of one of the Term Loan, Company had mortgaged its land at Mulund and Andheri and had also given personal guarantee of promoter director. As at September 30, 2009, Company had repaid said loan, however said mortgage and personal guarantee had not been discharged / released. Subsequently, the said mortgage and personal guarantee has been released.
3. Overdraft Facility from Bank as at September 30, 2009, is secured by way of pledge of Company's Fixed Deposit Receipts amounting to Rs. 100 Million

Annexure X
Consolidated Statement of Unsecured Loans, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30,2009
From Promoter and Promoter Group						
Vikas Oberoi	127.68	511.53	968.86	296.36	107.01	107.01
Ranvir Oberoi	39.25	-	-	-	-	-
Santosh Oberoi	4.24	-	-	-	-	-
Others	-	-	34.52	38.02	-	-
Total	**171.16**	**511.53**	**1,003.38**	**334.38**	**107.01**	**107.01**

Notes:
1. Unsecured Loans are Interest Free and are Repayable on Demand

Annexure XI
Consolidated Statement of Current Liabilities and Provisions, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30,2009
Current Liabilities						
Sundry Creditors						
Outstanding Due to Micro, Small and Medium Enterprises	-	-	0.90	-	58.24	28.85
Outstanding Due to other than Micro, Small and Medium Enterprises	20.65	37.81	85.60	281.86	249.77	103.58
Other Liabilities	344.85	46.46	101.28	135.73	541.59	710.80
Book Overdraft	93.40	39.61	6.68	91.80	1.19	4.88
Advance against Booking / Billing in excess of Revenue Recognised	586.65	612.04	2,226.12	2,450.74	2,358.49	3,347.38
Share Application Money	-	68.90	-	-	-	-
Trade Deposits	50.60	81.33	306.96	579.56	752.87	790.82
Total	**1,096.14**	**886.14**	**2,727.52**	**3,539.69**	**3,962.16**	**4,986.32**
Provisions						
- Retirement Benefits	-	0.45	0.95	2.55	3.30	4.81
- Dividend (Equity / Preference)	1.01	2.30	3.54	5.20	23.50	15.24
- Tax on Dividend	0.14	0.32	1.23	0.88	3.99	3.47
Total	**1.15**	**3.07**	**5.71**	**8.64**	**30.80**	**23.52**
Current Liabilities include advance from Promoter, Director and Promoter Group	0.01	-	-	-	-	-

Annexure XII
Consolidated Statement of Share Capital, as Restated

Rs. In Million

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30,2009
Authorised Share Capital						
3,000,000 Equity Shares of Rs. 10 each	30.00	30.00	30.00	30.00	30.00	30.00
800 Redeemable Non-Convertible Cumulative Preference Shares of Rs.1,000,000 each	-	-	800.00	800.00	800.00	800.00
Total	**30.00**	**30.00**	**830.00**	**830.00**	**830.00**	**830.00**
Issued, Subscribed and Paid -up Share Capital						
2,600,642 Equity Shares of Rs. 10 each	23.00	23.00	26.01	26.01	26.01	26.01
465 Redeemable Non-Convertible Cumulative Preference Shares of Rs. 1,000,000 each	-	-	783.00	783.00	571.00	465.00
(For Redemption and other Terms and Conditions of Preference Shares, refer to Note No. (C) (5) of Annexure IV)						
Total	**23.00**	**23.00**	**809.01**	**809.01**	**597.01**	**491.01**

Notes:

1. Nos. of Shares mentioned against each item above, are Nos. as at last day on which they appeared on a relevant reporting date.
2. On December 04, 2009, the Authorised Share Capital of the Company has been increased to Rs. 4,250 million divided into 378,500,000 Equity Shares of Rs. 10 each and 465 Preference Shares of Rs. 1,000,000 each.
3. On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each.

Annexure XIII
Consolidated Statement of Reserves and Surplus, as Restated

Rs. In Million

Particulars as at		March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30,2009
Capital Redemption Reserve							
Opening Balance		-	-	-	-	-	212.00
Add: Transferred during the year / period		-	-	-	-	212.00	106.00
	A	**-**	**-**	**-**	**-**	**212.00**	**318.00**
Securities Premium Account							
Opening Balance		20.00	197.00	197.00	6,545.03	6,545.03	6,545.03
Add: Received during the year / period		177.00	-	6,409.00	-	-	-
		197.00	197.00	6,605.99	6,545.03	6,545.03	6,545.03
Less: Share Issue Expenses (Net of Tax Benefit)		-	-	60.96	-	-	-
	B	**197.00**	**197.00**	**6,545.03**	**6,545.03**	**6,545.03**	**6,545.03**
General Reserve							
Opening Balance		-	-	-	99.23	169.23	414.23
Add: Transferred during the year / period		-	-	99.23	70.00	245.00	(106.00)
	C	**-**	**-**	**99.23**	**169.23**	**414.23**	**308.23**
Capital Reserve on Consolidation							
Opening Balance		-	-	-	760.73	760.73	760.91
Add: For the year ./ period		-	-	760.73	-	0.18	(0.13)
	D	**-**	**-**	**760.73**	**760.73**	**760.91**	**760.77**
Surplus							
As per Profit and Loss Account	**E**	10.46	357.13	1,044.77	3,920.25	5,907.35	8,084.15
Total (A+B+C+D+E)		**207.46**	**554.13**	**8,449.76**	**11,395.25**	**13,839.52**	**16,016.19**

Notes:

1. On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each.

2. During the period ended September 30, 2009, Company has redeemed 106 Preference Shares of Rs. 1,000,000 each, aggregating to Rs. 106 million. Accordingly, Company has transferred Rs. 106 million from General Reserve to Capital Redemption Reserve.

Annexure XIV
Consolidated Statement of Non-Operating Income, as Restated

Rs. In Million

Particulars	Year Ended On					Period Ended On
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30, 2009
Non Operating Income	0.22	0.70	122.42	473.68	294.81	63.17
Net Profit Before Tax and after Prior Period and Extraordinary items, as Restated	6.09	355.48	1,320.69	3,022.72	2,698.68	2,320.90
Non Operating Income as a Percentage to Net Profit	**3.53%**	**0.20%**	**9.27%**	**15.67%**	**10.92%**	**2.72%**

Sources of Non Operating Income	Year ended on					Period ended on
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30,2009
Non Related						
Non Recurring						
Interest	0.20	0.33	117.93	182.72	136.28	54.77
Dividend	-	-	-	212.21	81.10	7.05
Profit / (Loss) on sale of investments	-	-	-	0.25	-	-
Profit / (Loss) on sale of fixed assets	-	-	-	78.46	77.07	-
Miscellaneous Income	0.02	0.37	4.49	0.04	0.36	1.35
Total	**0.22**	**0.70**	**122.42**	**473.68**	**294.81**	**63.17**

Notes:

1. The Classification of “Non-operating Income” as Recurring/ Non Recurring and Related/ not Related to Business Activities is based on the Current Operations and Business Activities of the Group as determined by the Management.

Annexure XV
Consolidated Statement of Employee Cost, as Restated

Rs. In Million

Particulars	Year Ended On					Period Ended On
	March 31, 2005	**March 31, 2006**	**March 31, 2007**	**March 31, 2008**	**March 31, 2009**	**September 30,2009**
Salary, Wages and Bonus	7.72	13.87	70.30	125.38	229.17	93.73
Contribution to Provident Fund & Other Funds	0.31	0.50	2.45	6.07	12.78	5.20
Staff Welfare Expenses	0.29	2.52	5.03	6.31	8.83	3.39
	8.33	**16.89**	**77.78**	**137.77**	**250.78**	**102.32**
Less: Allocated to Projects / Capitalised	6.26	12.78	58.52	104.91	164.02	70.57
Total	**2.07**	**4.11**	**19.26**	**32.86**	**86.76**	**31.75**

Notes:

1. Company's Hospitality Project is under Construction. Employee Cost of Rs. 42.93 million and Rs. 48.91 million for the year/period ended March 31, 2009 and September 30, 2009 respectively, in respect of the same is not reflected in above table, as the same is directly capitalised as Pre-operative Cost

Annexure XVI
Consolidated Statement of Accounting Ratios, as Restated

Rs. In Million Except for per share

Particulars	Year Ended On					Period Ended On September 30,2009
	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	
Earnings Per Equity Share						
Net Profit after Tax, as restated	3.92	349.29	791.63	2,951.57	2,523.50	2,216.28
Less: Preference Dividend including Tax on Distribution	-	-	0.00	0.00	73.32	39.48
Net Profit after Preference Dividend and Tax on Distribution, as restated	3.92	349.29	791.63	2,951.57	2,450.18	2,176.80
Weighted Average Number of Equity Shares Outstanding during the Year /Period for Basic EPS	248,123,717	255,300,000	262,240,733	288,671,262	288,671,262	288,671,262
Weighted Average Number of Equity Shares Outstanding during the Year /Period for Diluted EPS	248,123,717	256,749,806	262,240,733	288,671,262	288,671,262	288,671,262
Basic Earnings Per Equity Share (Rs.)	**0.02**	**1.37**	**3.02**	**10.22**	**8.49**	**7.54**
Diluted Earnings Per Equity Share (Rs.)	**0.02**	**1.36**	**3.02**	**10.22**	**8.49**	**7.54**
Return on Net Worth						
Net Profit After Tax, as Restated	3.92	349.29	791.63	2,951.57	2,523.50	2,216.28
Net Worth	230.46	577.13	9,258.76	12,204.25	14,436.53	16,507.19
Return on Net Worth (%)	**1.70%**	**60.52%**	**8.55%**	**24.18%**	**17.48%**	**13.43%**

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30,2009
Net Asset Value						

Particulars as at	March 31, 2005	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	September 30,2009
Per Equity Share						
Net Worth	230.46	577.13	9,258.76	12,204.25	14,436.53	16,507.19
Less: Preference Share Capital	-	-	783.00	783.00	571.00	465.00
Net Worth for Equity Shareholders	230.46	577.13	8,475.76	11,421.25	13,865.53	16,042.19
Weighted Average Number of Equity Shares Outstanding during the Year /Period	248,123,717	255,300,000	262,240,733	288,671,262	288,671,262	288,671,262
Net Asset Value Per Equity Share (Rs.)	**0.93**	**2.26**	**32.32**	**39.56**	**48.03**	**55.57**
Total Number of Shares Outstanding at the end of the Year /Period	255,300,000	255,300,000	288,671,262	288,671,262	288,671,262	288,671,262

Notes:

1. Earnings per Equity Share= $\frac{\text{Net Profit / (Loss) after tax as restated less Preference Dividend}}{\text{Weighted Average Number of Equity shares outstanding during the year/period}}$

2. Return on Net Worth= $\frac{\text{Net Profit / (Loss) after tax as restated X 100}}{\text{Net Worth as restated at the end of the year/period}}$

3. Net Asset Value (NAV) = $\frac{\text{Net Worth as restated less Preference Share Capital}}{\text{Weighted Average Number of Equity shares outstanding during the year/period}}$

4. On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Number of Equity Shares for calculation of Earnings per Share for all the years/period have been adjusted for Bonus Equity Shares in line with Accounting Standard 20 "Earnings per share" notified by the Companies (Accounting Standard) Rules 2006. Number of Equity Shares for calculation of NAV for all the years / period have been adjusted for Bonus Equity Shares.

Annexure XVII
Consolidated Statement of Capitalisation, as restated

Rs. In Million

Particulars	Pre-Issue as at September 30, 2009	Post Issue (4)
Short Term Debt	107.01	
Long Term Debt	-	
Total Debt	**107.01**	
Shareholders' Funds		
- Equity Share Capital	26.01	
- Preference Share Capital	465.00	
- Reserves & Surplus (Excluding Revaluation Reserve)	16,016.19	
Total Shareholders' Funds	**16,507.19**	
Short Term Debt / Equity Ratio	**0.01**	
Long Term Debt / Equity Ratio	**-**	
Total Debt / Equity Ratio	**0.01**	

Notes:

1. Preference Shares amounting to Rs. 465 Million are redeemable, non convertible and are considered as part of Shareholder's Funds
2. Short Term Debt represent Debts which are due within twelve months from September 30, 2009 and includes current portion of Long Term Debt, if any.
3. Long Term Debt represents Debt other than Short Term Debt, as defined above.
4. The corresponding post issue figures are not determinable at this stage pending the completion of the Book Building Process and hence have not been furnished.
5. Calculation of Ratios

   a) The Short term Debt / Equity ratio has been calculated as per the following formula:-
   $$\frac{\text{Short Term Debt}}{\text{Total Shareholders' Funds}}$$

   b) The Long term Debt / Equity ratio has been calculated as per the following formula:-
   $$\frac{\text{Long Term Debt}}{\text{Total Shareholders' Funds}}$$

   c) The Total Debt / Equity ratio has been calculated as per the following formula:-
   $$\frac{\text{Total Debt}}{\text{Total Shareholders' Funds}}$$

6. On December 30, 2009, the Directors of the Company have allotted 286,070,620 Equity Shares of Rs. 10 each of the Company as bonus by capitalising a sum of Rs. 212 million from Capital Redemption Reserve and Rs. 2,648.70 million from the Securities Premium Account, pursuant to the approval of the shareholders in the Extraordinary General Meeting held on December 04, 2009. Consequently the equity share capital of the Company is increased to Rs. 2,886.71 million consisting of 288,671,262 Equity Shares of Rs. 10 each.

Annexure XVIII
Consolidated Statement of Related Party Disclosures, as Restated

	Related Parties with whom there are transactions
i.	**Key Management Personnel and their Relatives**
	Bindu Oberoi
	Ranvir Oberoi
	Santosh Oberoi
	Vikas Oberoi
ii.	**Associates /Entities where Key Management Personnel have Significant Influence:**
	Beachwood Properties Private Limited (BPPL)
	Envision Realty Private Limited (ERPL)
	I - Ven Realty Private Limited (I-ven Realty)
	New Dimension Consultants Private Limited (NDCPL)
	Oberoi Constructions Private Limited (till December 20, 2006) (OCPL)
	Oberoi Consultancy Services Private Limited (OCSPL)
	Oberoi Estates Private Limited (OEPL)
	Oberoi Foundation (OF)
	R. S. Estate Developers Private Limited (RSEDPL)
	Wellworth Developers (WD)
	Zaco Aviation

Annexure XVIII

Consolidated statement of Related Party Disclosure

Rs. In Million

Nature of Transaction	For the year ended March 31,										For the period ended 30th September 2009	
	2005		2006		2007		2008		2009			
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
Key Management Personnel and their relatives												
Consideration towards sale of Flat												
Santosh Oberoi	-	-	-	-	18.30	-	2.17	-	0.58	-	-	-
Vikas Oberoi	-	-	12.30	-	0.06	-	1.46	-	0.34	-	-	-
Dividend Paid												
Ranvir Oberoi	-	-	-	-	-	-	0.00	-	0.00	-	-	-
Santosh Oberoi	-	-	-	-	-	-	0.00	-	0.00	-	-	-
Vikas Oberoi	-	-	-	-	-	-	3.01	-	4.04	-	-	-
Loan Accepted												
Vikas Oberoi	620.09	127.68	1,005.38	511.53	3,395.75	968.86	30.84	296.36	135.00	107.01	-	107.01
Ranvir Oberoi	7.89	39.25	51.80	-	-	-	-	-	-	-	-	-
Santosh Oberoi	0.15	4.24	31.20	-	-	-	-	-	-	-	-	-
Loan Repaid												
Vikas Oberoi	-	-	-	-	3,963.30	-	703.34	-	324.35	-	-	-
Ranvir Oberoi	-	-	-	-	-	-	-	-	-	-	-	-
Santosh Oberoi	-	-	-	-	10.00	-	-	-	-	-	-	-
Purchase of Shares												
Vikas Oberoi	-	-	-	-	125.07	-	0.00	-	-	-	-	-
Ranvir Oberoi	-	-	-	-	0.01	-	-	-	-	-	-	-
Santosh Oberoi	-	-	-	-	0.02	-	-	-	-	-	-	-
Recovery Of Expenses												
Bindu Oberoi	-	-	-	-	0.04	-	0.13	-	-	-	-	-
Vikas Oberoi	-	-	-	-	-	-	0.03	-	6.58	-	5.94	-
Reimbursement of Expenses												
Ranvir Oberoi	-	-	-	-	0.21	-	-	-	-	-	-	-
Vikas Oberoi	-	-	-	-	0.01	-	2.54	-	-	-	-	-
Remuneration												
Bindu Oberoi	-	-	0.30	-	1.20	-	2.40	-	2.40	-	1.20	-

Nature of Transaction	For the year ended March 31,										For the period ended 30th September 2009	
	2005		2006		2007		2008		2009			
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
Vikas Oberoi	0.60	-	0.60	-	14.40	-	14.40	-	17.10	-	6.00	-
Received towards Allotment of Shares												
Vikas Oberoi	-	-	-	-	445.00	-	-	-	-	-	-	-
Security Deposit towards a Unit												
Santosh Oberoi	-	-	-	-	-	-	0.77	0.77	-	-	-	-
Refund of Security Deposit												
Santosh Oberoi	-	-	-	-	-	-	-	-	0.77	-	-	-
Sale of Equity Shares												
Vikas Oberoi	-	-	-	-	5.00	-	-	-	-	-	-	-
Sale of Preference Shares												
Vikas Oberoi	-	-	-	-	0.50	-	-	-	-	-	-	-
Share Application Money Received												
Vikas Oberoi	-	-	-	-	750.00	-	-	-	-	-	-	-
Share Application Money Refunded												
Vikas Oberoi	-	-	-	-	750.00	-	-	-	-	-	-	-
Share Investment By												
Vikas Oberoi	-	-	-	-	0.00	-	-	-	-	-	-	-
Associates /Entities where Key Management Personnel have Significant Influence:												
Compensation Received												
RSEDPL	1.20	-	1.20	-	1.20	-	1.20	-	-	-	-	-
OCPL	1.20	-	1.20	-	-	-	-	-	-	-	-	-
Advance paid												
I-Ven Realty	-	-	-	-	0.05	-	-	-	-	-	-	-

Nature of Transaction	For the year ended March 31,										For the period ended 30th September 2009	
	2005		2006		2007		2008		2009			
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
Advance Received Back												
I-Ven Realty	-	-	-	-	0.05	-	-	-	-	-	-	-
Accounts Payable												
Zaco Aviation	-	-	-	-	-	-	-	1.29	-	1.09	-	3.27
Dividend Paid												
RSEDPL	-	-	0.01	-	-	-	0.45	-	0.60	-	-	-
Reimbursement of Expenses												
Zaco Aviation	-	-	-	-	-	-	0.10	-	3.82	-	2.18	-
OCSPL	0.01	0.01	-	-	-	-	-	-	-	-	-	-
RSEDPL	0.12	-	-	-	0.05	-	-	-	-	-	-	-
Equity Share Investment by												
RSEDPL	180.00	-	-	-	-	-	-	-	-	-	-	-
Corporate Guarantee Given												
OCPL	1,500.00	1,500.00	97.60	75.00	-	-	-	-	-	-	-	-
Corporate Guarantee Taken												
OCPL	-	-	195.40	195.40	-	-	-	-	-	-	-	-
Purchase of TDR												
OCPL	-	-	2.60	-	-	-	-	-	-	-	-	-
Share Application Money Received												
RSEDPL	-	-	68.90	68.90	-	-	-	-	-	-	-	-
Share Application Money Refunded												
RSEDPL	-	-	-	-	68.90	-	-	-	-	-	-	-
Repayment of Liability												

Nature of Transaction	For the year ended March 31,										For the period ended 30th September 2009	
	2005		2006		2007		2008		2009			
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
OCSPL	0.30	-	-	-	-	-	-	-	-	-	-	-
Business Advance Received												
RSEDPL	5.91	-	32.60	-	-	-	-	-	-	-	-	-
WD	0.01	-	-	-	-	-	-	-	-	-	-	-
Property Let Out												
OF	-	-	-	-	-	-	-	-	-	-	-	-
Recovery Of Expenses												
OF	-	-	-	-	-	-	0.08	-	6.48	-	0.04	0.02
I-Ven Realty	-	-	-	-	0.80	-	0.00	-	-	-	-	-
BPPL	-	-	-	-	0.21	-	-	-	-	-	-	-
NDCPL	-	-	-	-	22.76	-	-	-	-	-	-	-
Debenture Interest												
RSEDPL	-	-	-	-	1.91	-	-	-	-	-	-	-
I-Ven Realty	-	-	-	-	7.05	-	-	-	-	-	-	-
Deposit Paid												
Zaco Aviation	-	-	-	-	-	-	0.44	-	0.27	-	-	-
Purchase of Debentures												
I-Ven Realty	-	-	-	-	58.95	-	-	-	-	-	-	-
Purchase of Fixed Assets												
Zaco Aviation	-	-	-	-	-	-	83.34	-	0.33	-	-	-
Advances Given for Purchase of Fixed Assets												
Zaco Aviation	-	-	-	-	21.50	21.50	-	-	-	-	-	-
Purchase of Project	-	-	-	-	-	-	-	-	-	-	-	-
OEPL	-	-	-	-	2.50	-	-	-	-	-	-	-
Redemption of Debentures												
I-Ven Realty	-	-	-	-	123.30	-	-	-	-	-	-	-

Nature of Transaction	For the year ended March 31,										For the period ended 30th September 2009	
	2005		2006		2007		2008		2009			
Particulars	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance	Value of Transactions	Closing Balance
Repayment of Share Application Money												
NDCPL	14.00	-	-	-	-	-	-	-	-	-	-	-
Sale of Debentures												
RSEDPL	-	-	-	-	63.45	-	-	-	-	-	-	-
Sale of Flat												
Envision	-	-	-	-	-	-	-	-	105.60	-	-	-
Sale of Plot												
BPPL	-	-	-	-	40.40	-	-	-	-	-	-	-
Sale of Preference Shares												
RSEDPL	-	-	-	-	145.00	-	-	-	-	-	-	-
Sale of Project												
BPPL	-	-	-	-	53.46	-	-	-	-	-	-	-
NDCPL	-	-	-	-	2.50	-	-	-	-	-	-	-

Annexure XIX
Consolidated Statement of Dividend, as restated

Particulars	Year Ended On March 31,					Period Ended on September 30, 2009
	2005	2006	2007	2008	2009	
Equity Shares						
Number of Shares (Note 1)	2,300,000	2,300,000	2,600,642	2,600,642	2,600,642	2,600,642
Face Value per Share Rs.	10	10	10	10	10	10
Paid-up Value per Share Rs.	10	10	10	10	10	10
Rate of Dividend	5%	10%	15%	20%	20%	
Total Dividend (Rs. In Million)	1.01	2.30	3.54	5.20	5.20	
Preference Shares						
Number of Shares	-	-	783	783	571	465
Face Value per Share	-	-	1,000,000	1,000,000	1,000,000	1,000,000
Paid-up Value per Share	-	-	1,000,000	1,000,000	1,000,000	1,000,000
Rate of Dividend	-	-	0.0001%	0.0001%	0.0001%	
Rate of Dividend (From July 01, 2008)					13%	13%
Total Dividend (Rs. In Million)	-	-	0.00	0.00	62.67	33.74
Corporate Dividend Tax (Net) (Rs. In Million)	0.14	0.32	0.60	0.02	10.67	5.73

Notes:

1. No. of Equity Shares are as it existed on last date of relevant period, without giving any effect of Bonus Equity Shares allotted on December 30, 2009.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations is based on our restated consolidated financial statements as of and for the years ended March 31, 2006, 2007, 2008 and 2009 and the six months ended September 30, 2009, including the annexures and notes thereto and the reports thereon, which appear elsewhere in this Draft Red Herring Prospectus. Our restated consolidated financial statements are based on our audited unconsolidated financial statements for the corresponding years or periods.

This discussion and analysis contains forward-looking statements that reflect our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of any number of factors, including those set forth in the sections entitled "Risk Factors" and "Forward-Looking Statements" on pages xiii and xi, respectively.

Our restated consolidated financial statements are prepared in conformity with Indian GAAP, which differs in certain significant respects from U.S. GAAP or IFRS and other accounting and auditing standards with which prospective investors may be familiar with in other countries. We do not provide a reconciliation of our restated consolidated financial statements to U.S. GAAP or IFRS and we have not otherwise described, quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated consolidated financial statements. As there are significant differences between Indian GAAP, U.S. GAAP and IFRS, there may be substantial differences in our results of operations, cash flows and financial position if we were to prepare our financial statements in accordance with U.S. GAAP or IFRS instead of Indian GAAP.

Overview

We are a real estate development company operating in Mumbai, focused on premium developments. We believe we have established a strong brand and a successful track record in the real estate industry by developing innovative projects through our emphasis on contemporary architecture, strong project execution and quality construction. While our focus is on residential projects, we have a diversified portfolio of projects covering key segments of the real estate market, which target the upper end of the respective income or market segment. We develop residential, office space, retail, hospitality and social infrastructure projects in mixed use and single-segment developments. By integrating residential projects with office space, retail, hospitality or social infrastructure projects, we seek to create "destination developments", which we believe enhance the desirability of our residential units.

We use a knowledge-based approach from internal and external sources in making land acquisition, development and lease/sales decisions. We also utilise an outsourcing model that emphasises quality design and construction. We work with several reputable international architects and domestic architects and contractors. We believe that this outsourcing model provides us with the scalability required to undertake large developments.

We currently follow a sale model for our residential projects and a lease model for a portion of our office space and retail projects as we believe this provides us with stable cash flows. In our hospitality projects, we currently follow an operating agreement model, whereby the hotel is owned by us and operated by a hotel chain. As of September 30, 2009, we own 976,679 square feet of Saleable Area of our Completed office space and retail projects (including 58,898 square feet of Saleable Area which is occupied by us) which follow the lease model. We currently have eight Ongoing and 19 Planned projects, which we expect to provide a total Saleable Area of approximately 21,316,528 square feet.

In January 2007, SSIII, a company owned by a real estate fund advised by US registered investment advisers which are wholly-owned subsidiaries of Morgan Stanley Inc., invested Rs. 6,750 million in the Company, comprising Rs. 5,967 million by way of equity shares and Rs. 783 million by way of non-convertible preference shares.

Our consolidated total income and consolidated net profit after tax and prior period items as restated were Rs. 809.54 million and Rs. 349.29 million, respectively, for the year ended March 31, 2006, Rs. 2,474.18 million and Rs. 791.63 million, respectively, for the year ended March 31, 2007, Rs. 5,585.63 million and Rs. 2,951.57 million, respectively, for the year ended March 31, 2008, Rs. 4,550.15 million and Rs. 2,523.50 million, respectively, for the year ended March 31, 2009 and Rs. 4,162.30 million and Rs. 2,216.28 million, respectively, for the six months ended September 30, 2009.

Factors Affecting Our Results of Operations

Fluctuations in market prices for our projects

Our total income is affected by the sales and rental prices of our projects which are affected by prevailing market conditions and prices in the real estate sector in Mumbai and in India generally (including market forces of supply and demand), the nature and location of our projects, and other factors such as our brand and reputation and the design of the projects.

Supply and demand market conditions are affected by various factors outside our control, including:

- prevailing local economic, income and demographic conditions;
- availability of consumer financing (interest rates and eligibility criteria for loans);
- availability of and demand for projects comparable to those we develop;
- changes in governmental policies relating to zoning and land use;
- changes in applicable regulatory schemes; and
- competition from other real estate developers.

For instance, the real estate market in Mumbai and in India was significantly affected by the global financial crisis that began in the second half of 2007, although the Mumbai residential sector has recently witnessed some improvement. During times of crisis, buyers may become cautious, rentals of office space may face downward pressure and consumer sentiment and market spending may be adversely affected. Since most of our Ongoing and Planned projects are concentrated in Mumbai, we are particularly affected by changes in real estate market conditions in Mumbai and its surrounding areas.

Sales volume and rate of progress of construction and development

Income from projects, which comprised 97.96% of our total income in the year ended March 31, 2006, 93.96% in the year ended March 31, 2007, 91.46% in the year ended March 31, 2008, 77.31% in the year ended March 31, 2009, and 88.54% in the six months ended September 30, 2009, is recognised in accordance with the percentage of project completion method with respect to that portion relating to the sale of our projects. Please see the section entitled "– Critical Accounting Policies" on page 256. Under the percentage of project completion method of revenue recognition, our income from sales and costs recognised in any particular period depend on the volume of bookings (as compared with the Saleable Area for the respective project) we have been able to obtain, as well as the rate of progress of construction of our projects. We do not include cost of land or land development rights and TDRs in calculating actual or estimated construction cost for purposes of our percentage of project completion method of revenue recognition.

The volume of bookings depends on our ability to design projects that will meet customer preferences and market trends, and to timely market and pre-sell our projects, the willingness of customers to pay for the projects or enter into sale agreements well in advance of receiving possession of the projects and general market conditions. We market and pre-sell our projects in phases from the time we launch the project, which is typically after we have procured the land or land development rights and when are in the process of planning and designing the project, up until the time we complete our project, depending on market conditions.

Construction progress depends on various factors, including the availability of labour and raw materials, the actual cost of construction (which is particularly affected by fluctuations in the market price for steel and cement) and changes to the estimated total construction cost, the competence of and priority given to our projects by our contractors, the receipt of approvals and regulatory clearances, access to utilities such as electricity and water, and the absence of contingencies such as litigation and adverse weather conditions. We generally do not recognise income for our residential projects until the construction work reaches a certain level depending on the type of project and the percentage of completion over the course of construction is not distributed equally through the period as it depends on the actual cost incurred during any particular period as well as the amount of estimated total construction cost which may vary during the period of development.

During the years ended March 31, 2006, 2007, 2008 and 2009 and the six months ended September 30, 2009, the following residential projects affected our revenue recognition on the percentage of project completion method:

	Year ended March 31,				Six Months ended September 30, 2009
	2006	2007	2008	2009	
Oberoi Woods [(1)]	Under construction; Commenced revenue recognition	Under construction	Under construction	Completed construction in May 2008	-
Oberoi Splendor [(1)]		Commenced construction; OCPL became a subsidiary in December 2006	Commenced revenue recognition	Under construction	Under construction
Oberoi Springs [(1)]	(Please see Note 2)	Under construction; OCPL became a subsidiary in 2006	Under construction	Under construction	Under construction

(1) Commencement and completion of construction in the table above is defined from a revenue recognition perspective and does not take into account approvals and regulatory clearances for legal completion.

(2) Construction commenced in 2006 and OCPL commenced revenue recognition in 2006, prior to our acquisition in 2007. We did not consolidate OCPL's financial statements with ours until December 2006 when OCPL became a subsidiary.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS, from as early as the fiscal period beginning April 1, 2011. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. IFRS may not permit us to recognise revenues on a percentage of project completion method; accordingly, if this remains the case in 2011, we may be required to restate our historical financial information and commence recognising revenues from 2011 only when construction is completed and the unit is sold. This may have a material adverse effect on the amount of income recognised during that period and in the corresponding period in the comparative fiscal year/period. Please see the section entitled "Risk Factors – Our Transition to IFRS reporting by April 2011 could have a material adverse effect on our reported results of operations or financial condition and could have a material adverse effect on our reported results of operations or financial condition" on page xxiv.

Occupancy Levels of our leased office space, retail and social infrastructure projects and the rental rates charged

We receive lease income from rentals of our Completed office space project, "Commerz I," and our Completed retail project, "Oberoi Mall." In addition, we expect to retain two of our Ongoing office space projects for lease. The amount that we receive in rental income is based upon the amount of space we have leased and the rate per square foot we charge for that leased space. The occupancy and rates we charge per square foot depend on various factors including the location and design of the project, the tenant mix (this is relevant in the case of shopping malls), prevailing economic conditions and competition. As of September 30, 2009, the Occupancy Level for our office space project was 46.32 % and for our shopping mall was 87.62%.

We lease retail space in our shopping mall either on a fixed rental, variable (revenue-based) rental, fixed plus variable or fixed or variable (whichever is higher) basis. We estimate that rental income from lease agreements for which the rent is fixed (including the fixed or guaranteed portion of agreements which contain variable rental) constituted 97.52% of our rental income from Oberoi Mall in the year ended March 31, 2009 and 95.24% in the six months ended September 30, 2009. The more consumers spend at stores for which the rent contains a variable component, the more lease income we will receive. The amount of money spent by consumers at these stores is dependent on numerous factors including prevailing economic conditions and competition from other shopping malls and stores. In addition, the fixed portion of monthly rent generally increases at certain stages over the lease term by an agreed amount.

We also intend to lease space in our Ongoing and Planned social infrastructure projects, either on fixed rental or fixed plus variable (revenue based) basis. Social infrastructure projects, such as schools, hospitals and education complexes are essential services and are not dependent on economic cycles. We have entered into an arrangement with Oberoi Foundation, for Oberoi International School on a fixed plus variable (share of revenue) basis. However, we have not received any rental income in respect of such project as of September 30, 2009, as this project is still under construction. For our Planned social infrastructure projects, we currently plan to lease the land for development and operation by third parties.

Cost and availability of land and TDRs

The cost of land, which includes the amounts paid for freehold rights, leasehold rights, construction cost of area given to landlords in consideration for joint development rights, cost of registration and stamp duty, may represent a substantial part of our project cost, particularly in Mumbai. We acquire land and land development rights from the government and private parties. We acquire land or enter into arrangements to develop land in advance of planning and designing our projects. Please see the section entitled "Our Business – Key Business Processes" on page 98. The profitability of our business is dependent on our land acquisition costs and our growth is dependent on the availability of land for our future development. We compete with other developers to identify and acquire land of suitable size and location for the development of our projects.

We acquired a substantial portion of the land for our currently Completed, Ongoing and Planned projects between 2002 and 2005 when land prices were generally lower than prevailing market prices. Land costs have generally increased in the past four years (although the recent economic downturn had an impact on the real estate sector generally) and we expect that this trend will continue subject to general economic conditions and other factors. In addition, our land acquisition costs may increase as a result of our preference for larger parcels of land being available for development. In addition to direct purchases from land owners, we expect that future sources of land parcels include slum rehabilitation schemes, infrastructure development projects, cluster redevelopment projects or the sale of former textile mills. Our ability to maintain or improve on our profit margin (which we define as Net Profit Before Tax and Prior Period Items as a percentage of Total Income) will depend on our ability to sell or rent our projects at corresponding prices that reflect the increased cost of land.

Land in Mumbai is subject to developable plot ratios determined by the state government. In certain parts of Mumbai, the developable plot ratios may be increased up to a maximum limit by the use of TDRs. Transferable Development Rights ("TDRs"), in the form of a Development Rights Certificate granted by the relevant statutory authority (the Municipal Corporation of Greater Mumbai (the "MCGM") in Mumbai), provide a mechanism by which a person, who is unable to use the available floor space index (the ratio of the combined gross floor area of all floors to the total area of the plot land) ("FSI") of his/her plot for various reasons, is permitted to use the unused FSI on other properties or transfer the unused FSI to a third party.

We acquire TDRs to increase the Saleable Area of our developments and, to the extent we generate TDRs from reservations on land we own, we generally retain these TDRs, although we may liquidate a portion of these TDRs for short-term cash flows. There is an active market for the purchase and sale of TDRs which is affected by a number of factors, including prevailing conditions of demand and supply in the real estate market, timing of completion of projects which generate TDRs, the extent to which increase in developable plot ratio may be allowed by making payment to the state government and changes in the TDR regulatory regime in Mumbai. The cost of TDRs as a proportion of project costs depends upon the quantum of TDR utilised in the project and the cost of acquisition of TDRs.

From time to time, we seek to acquire land or land development rights through a competitive bidding process. We are typically required to enter into a deed of conveyance, a lease deed or a deed for development rights transferring title or leasehold rights or development rights in our favour. The registration charges and stamp duty are also typically payable by us. Additional costs include those incurred in complying with regulatory formalities, such as fees paid for change of land use.

We also acquire the right to develop projects through arrangements with other entities, which own the land or land development rights. The other party is typically given the option, as consideration, to either share the sale proceeds in a pre-determined proportion depending upon the nature of the project and the location of the land or to receive a pre-determined portion of the developed area which such party may market at its expense. As of September 30, 2009 we had interest in seven projects through such arrangements, namely: Oasis Residential, Oasis Commercial, Oasis Retail, Oasis Hotel, Sangam City Residential, Sangam City Commercial and Sangam City Retail. Please see the sections entitled "Our Business – Our Real Estate Developments – Oasis Realty - Worli, Mumbai" and "Our Business – Our Real Estate Developments – Sangam City – Sangamwadi, Pune" on pages 90 and 92, respectively.

Cost of construction/development

In addition to the cost of land and TDRs described above, our cost of construction/development comprises primarily the cost of raw materials (in particular cement and steel), contractors, architects and other consultants, and construction materials and finishings.

Cost of third party contractors, architects and consultants

We outsource the design and construction of our projects. We engage international and domestic architects under fixed price contracts and third-party contractors under item rate contracts which specify a fixed contract price, which includes all materials and labour costs, other than cement and steel, which are provided by us. Certain of our contracts with our contractors also provide for an incentive bonus to be paid if the project is completed within a specified time frame. Other variable costs comprise indirect taxes in connection with the contract. We typically engage contractors through a competitive bidding process.

The progress and quality of construction of the projects we develop depends on the availability and skill of our contractors and consultants, as well as contingencies affecting them, including labour and industrial actions such as strikes and lockouts. Such labour and industrial actions may cause significant delays to the construction timetables for our projects, and we may therefore be required to find replacement contractors and consultants at higher cost. As a result, any increase in prices resulting from higher construction costs could adversely affect our profit margins, demand for our projects and the relative affordability of our projects as compared to our competitors' products.

During the recent economic downturn, our suppliers and contractors were also adversely affected. To ensure that our business progressed on schedule, we ensured prompt payment cycles and increased our monitoring of the projects.

Cost of raw materials, construction materials and finishings

Our cost of construction/development is affected by price fluctuations in raw materials (in particular cement and steel), electrical accessories, plumbing materials, flooring (tiles), painting, lifts and escalators. These and other construction materials and finishings form a significant portion of our cost of construction. Raw materials prices may be affected by shortages in supply and price volatility caused by various factors beyond our control, including general economic conditions, competition, production levels, transportation costs and changes in import restrictions. In addition, our supply chain may be periodically interrupted by circumstances beyond our control, including work stoppages and labour disputes affecting our suppliers, their distributors, or the transporters of our supplies.

In the past, we generally outsourced the construction of our projects to third party contractors under fixed price contracts which cover the cost of raw materials except cement and steel. However, in the future, we intend to award contracts which provide that the contractor will also provide cement and steel although we may allow the contractor to vary the contract price depending on the actual prices of cement and steel. We are therefore directly affected by any price increases of these raw materials. If there are extraordinary price increases in construction materials due to increase in demand, or shortages in supply, the contractors we hire for construction or development work may be unable to fulfil their contractual obligations and we may have to engage another contractor at a higher cost, or we may end up doing the work ourselves or we may face delay in the construction of our projects. Prices for steel and cement in particular fluctuated significantly during the last five fiscal years. In addition, during periods of volatility in the price of building materials, where prices have increased significantly or unexpectedly, we may not be able to pass price increases through to our customers, particularly as we generally aim to pre-sell a significant portion of our residential units prior to project completion, which could reduce or eliminate the profits we attain with regard to our projects, or even result in losses. As a result, increases in costs for any construction materials may impact our construction costs, and consequently our profitability.

If the actual cost of a project increases so that the total cost of the project exceeds or is estimated to exceed total income, we recognise the loss immediately.

Mix of residential, office space, retail and other projects developed and mix of projects developed for lease and for sale

Our total income is derived primarily from the development of residential projects for sale and the leasing of office space and retail projects. The decision to sell or lease a project depends upon the nature of the development and its location. Generally, we develop our residential projects for sale, office space and retail projects for sale and/or lease, hospitality projects for ownership (and outsource operations pursuant to an operating management agreement) and social infrastructure projects for lease, and intend to continue to do so in the future. As of September 30, 2009, we have retained three projects, Oberoi Mall, Commerz I and the Oberoi International School for lease.

We started recognising rental income from Oberoi Mall and Commerz I in the year ended March 31, 2009 as we commenced operations in April 2008. Rental income comprised 16.21% of our total income in the year ended March 31, 2009 and 9.95% in the six months ended September 30, 2009. Our rental income depends on the mix of office space and retail space available for lease and factors that affect the rental rates we charge.

As of September 30, 2009, we had lease agreements for 46.32% of our leasable office space and 87.62% of our leasable retail space. These agreements generally provide for an initial term that is not subject to early termination at the option of the tenant, followed by a subsequent term whereby the tenant is permitted to terminate upon a prescribed notice period.

Inclusion of operating results of our hospitality segment from year ended March 31, 2010

Historically, we have not recognised any income from our hospitality business. We expect that the Westin Mumbai- Garden City will commence operations in early calendar year 2010. This will be our first exposure to hotel operations and a new income stream for us.

We expect to achieve five-star accreditation and primarily target business travellers. We expect that our operating results will be affected by the average Occupancy Level of our hotel and room rates charged which is in turn affected by a number of factors, including:

- *the state of the Indian economy*, which will affect the number of business travellers generally to Mumbai;
- *proximity to offices, corporates and convention centres*, as business travellers to Mumbai generally select hotels on the basis of proximity to meeting or conference venues;
- *outbreak of Avian Flu, H1N1 and other epidemics* in Asia in general or India in particular which would affect our customers' decision to travel to Mumbai;
- *terrorist attacks and other significant events*: the terrorist attacks on two major hotels in Mumbai in November 2008 significantly affected the hospitality and leisure industry in Mumbai and any actual or threatened attacks in the future (including accompanied by travel advisories from various countries) will likely have an adverse effect on our operating results;
- *pricing of rooms*: our room rates may be set at the high end of the market and value perception may be created through the Westin brand and the use of promotional packages. However, we do not have any historical experience on which to rely and may adjust our pricing strategies during the initial period of our operations which may have an adverse effect on our margins, and accordingly, our income and profitability;
- *competition*: the hospitality and leisure industry in Mumbai is highly competitive and we expect competitive factors to include room rates, quality of accommodation and service, brand recognition, convenience of location and, to a lesser extent, scope of other amenities. We intend to rely on the Westin brand to attract customers, as there are currently no other Westin brand hotels in Mumbai. We expect that our ability to compete for customers will have a significant effect on our operating results;
- *seasonality*, in particular we expect that our business will be adversely affected by the monsoon period in India during June to September and positively affected by typical periods of high occupancy during October to February; and

- *staff costs and operating expenses*: we expect that the largest component of operating expenses for our hospitality segment will be salaries and related expenses. Attracting competent, highly qualified employees is important to the success of our hospitality business as our employees will have extensive contact with our customers and the positive influence of customer relations will positively affect our ability to attract repeat customers to our hotels. We intend to source our employees primarily from Mumbai and other parts of India, but may also hire expatriates because local candidates may not be sufficiently qualified, which will increase our operating expenses.

Financing cost

The acquisition of land and the development of real estate projects require substantial capital expenditure. As of September 30, 2009, we did not have any secured or unsecured loans from unrelated third parties. We have in the past, and may in the future, incur debt financing to fund our business and operations. Our ability to obtain financing, as well as the cost of such financing, affects our business and operations. In 2008 and 2009, the global liquidity crisis severely affected the availability of debt financing internationally and in India. Banks in India became and continue to be particularly cautious about lending to the real estate sector, which may adversely affect the real estate market generally and us in particular.

In addition, interest rates in India have fluctuated over the last few years. The SBI Prime Lending Rate was 10.25% as of January 3, 2005, as compared to 12.75% as of April 9, 2007, 13.75% as of August 12, 2008 and 11.75% as of June 29, 2009. These changes in interest rates affect the ability and willingness of prospective customers of our residential projects, and other projects for sale, to obtain financing to purchase our projects, and hence the demand for such projects.

Industry factors

Regulatory framework

The real estate sector in India is highly regulated. Regulations applicable to our operations include standards regarding land acquisition, the ratio of built-up area to land area, land usage, the suitability of building sites, road access, necessary community facilities, open spaces, water supply, sewage disposal systems, electricity supply, environmental suitability and size of the project. Approval of development plans is conditioned on, among other things, completion of the acquisition of the project site and the developer's administrative capabilities. Approvals must be obtained at both the national and local levels, and our results of operations are expected to continue to be affected by the nature and extent of the regulation of our business, including the relative time and cost involved in procuring approvals for each new project, which can vary from project to project.

Tax policies and benefits for real estate development

Certain of our real estate projects qualify for tax benefits that affect our results of operations. In particular, the following tax benefits have a positive impact on our results of operations:

- Under Section 80-IB (10) of the Income Tax Act 1961 and subject to certain conditions, we are eligible for a 100% deduction from our taxable income of the profits we earn from the development and construction of housing projects approved before March 31, 2008.

- We are nonetheless subject to a minimum alternate tax (MAT) of 15% (plus applicable surcharge and cess) on our book profits. Amounts paid as MAT may be credited against future income taxes for up to ten years from the year in which the MAT credited was paid.

Indian tax policies also make some of our projects more affordable to customers by allowing for a deduction of principal payments and interest payments on mortgage loan up to specific amounts. The continuation of these tax benefits cannot be assured and if they are disputed or terminated, there would be a material adverse effect on our results of operations.

Critical Accounting Policies

We prepare our financial statements in conformity with Indian GAAP. In applying these accounting policies, we are required to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities and reported amounts of revenues and expenses as of and during the reporting period and that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that we consider to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Revenue recognition

Income from project development sales is recognised on the percentage of project completion method. Under this method, income is recognised in proportion to the actual construction cost incurred as against the total estimated construction cost of the project under execution (excluding the cost of land or land development rights and TDRs), subject to completion of construction work to a certain level depending on the type of project being developed and the proportion of area sold (or booked for sale) against the total Saleable Area. Our management exercises judgment in determining when to commence revenue recognition – for example, we generally do not begin to recognise income until the construction work reaches a certain level depending on the type of project and we only recognise income for sales of units where a letter of allotment or agreement has been executed – and total construction cost at the beginning of the project based on prior experience for similar projects as well as contracted costs for construction, architects and consultants' fees and projections of cost of certain raw materials. During the course of the project, our estimate of total construction costs may be revised, for example, due to higher than estimated cost of raw materials. Estimates of Saleable Area and costs are reviewed and revised if appropriate periodically by our management. The effect of such changes to estimates is recognised in the period such changes are determined. However, when the total project cost is estimated to exceed total income from the project, the loss is recognised immediately.

Our management also exercises judgment in determining the nature of costs to be included in determining construction cost for percentage of project completion. We do not include the cost of land acquisition and TDRs in calculating actual or estimated total construction cost for the purposes of determining percentage of completion.

Lease rentals

Our rental agreements for tenants in our office space and retail projects are generally considered operating leases as the risk and rewards incidental to ownership of the projects remains substantially vested in us as landlord. Under Indian GAAP, rent under operating leases is charged to our profit and loss account on a straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease. Consequently, instead of recognising rental on a straight line basis, our management has determined that the rental income be recognised following the amount due under the rental agreement during the reporting period as we believe it is more representative of the time pattern of the lease.

Inventories

Our inventories include land and TDRs, construction work-in-progress, building materials and completed (or ready) units. Work-in-progress includes costs of projects which have not been offered for sale, unsold units in projects that have been offered for sale and units where the customer has given an advance towards purchase of the unit but the threshold for recognising income under the percentage of project completion method, has not been achieved. Our inventories of ready units are valued at cost or net realisable value, whichever is lower. Our management estimates net realisable value of our inventories of ready units, including market value of inventories of completed units, to determine which value to assign to these inventories.

Impairment of assets

We periodically assess whether there is any indication that an asset may be impaired based on internal or external factors. We recognise an impairment loss when the carrying amount of an asset exceeds its recoverable amount (which is the greater of the asset's net selling price and value in use). On the balance sheet date, if there is any indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount, subject to maximum depreciated historical cost, and accordingly reversed in the profit and loss account.

Our management's significant judgments and estimates related to impairment include the determination if an event has occurred to warrant an impairment test. If a test is required, other significant judgments and estimates include their expectations of future cash flows, and the calculation of the fair value of the assets impaired.

Depreciation

We calculate depreciation in accordance with Section 205(2)(b) of the Companies Act, 1956, from the date the assets were put to use on a straight line basis at the rate prescribed in the Act. However, our management exercises judgment for certain of our assets and accelerates the depreciation schedule/rate based on the estimated useful life of the asset. These items include temporary structure, mobile handsets and computers and vehicles.

Contingent liabilities and provisions

We make provisions when we have a present obligation as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Accordingly, our management is required to make judgments on the probability that an outflow or economic resources is required and that a reliable estimate can be made to estimate the amount to provision.

Retirement benefits

We make contributions to the Gratuity Fund and make provision for leave encashment schemes for our employees on the basis of actuarial valuations made at the end of the fiscal period and these are recognised in our profit and loss account. We engage third party consultants to provide the actuarial valuations and these are based on actuarial estimates. Our management reviews these valuations in each fiscal period and any actuarial gains and losses are recognised immediately in the profit and loss account.

Results of Operations

The following table presents a summary of our consolidated statement of profits and losses, as restated, by amount and as a percentage of our total income during the periods indicated. Our historical results presented below are not necessarily indicative of the results that may be expected for any other future period.

(*Rs. in million, except for percentages*)

	Year ended March 31,								**Six months ended September 30,**	
	2006		**2007**		**2008**		**2009**		**2009**	
	Rs.	**% of Total Income**	**Rs.**	**% of Total Income**	**Rs.**	**% of Total Income**	**Rs.**	**% of Total Income**	**Rs.**	**% of Total Income**
Income										
Operating Income										
Income from Project	793.05	97.96	2,324.79	93.96	5,108.57	91.46	3,517.93	77.31	3,685.15	88.54
Rent	15.79	1.95	26.97	1.09	3.38	0.06	737.41	16.21	413.97	9.95
Total	**808.84**	**99.91**	**2,351.76**	**95.05**	**5,111.95**	**91.52**	**4,255.33**	**93.52**	**4,099.13**	**98.48**
Non Operating Income	0.70	0.09	122.42	4.95	473.68	8.48	294.81	6.48	63.17	1.52
Total	**809.54**	**100.00**	**2,474.18**	**100.00**	**5,585.63**	**100.00**	**4,550.15**	**100.00**	**4,162.30**	**100.00**
Expenditure										
Cost of Construction / Development	446.11	55.11	1,105.01	44.66	2,481.44	44.43	1,596.06	35.08	1,746.01	41.95
Employee Cost	4.11	0.51	19.26	0.78	32.86	0.59	86.76	1.91	31.75	0.76
Administration Expenses	1.70	0.21	9.61	0.39	22.91	0.41	98.61	2.17	27.98	0.67
Interest and Finance Charges	0.01	0.00	3.26	0.13	0.21	0.00	3.60	0.08	0.31	0.01

	Year ended March 31,								Six months ended September 30,	
	2006		2007		2008		2009		2009	
	Rs.	% of Total Income	Rs.	% of Total Income	Rs.	% of Total Income	Rs.	% of Total Income	Rs.	% of Total Income
Depreciation / Amortisation	1.84	0.23	15.83	0.64	19.43	0.35	72.70	1.60	43.97	1.06
Total	**453.77**	**56.05**	**1,152.97**	**46.60**	**2,556.86**	**45.78**	**1,857.73**	**40.83**	**1,850.02**	**44.45**
Net Profit before Tax Prior Period Items and Extraordinary Items	355.77	43.95	1,321.22	53.40	3,028.77	54.22	2,692.42	59.17	2,312.28	55.55
Less: Extraordinary Items	-	-	-	-	-	-	-	-	-	-
Net Profit after Extraordinary Items but before tax and Prior Period items	355.77	43.95	1,321.22	53.40	3,028.77	54.22	2,692.42	59.17	2,312.28	55.55
Less: Provision for Taxation	4.68	0.58	33.79	1.37	69.07	1.24	177.29	3.90	97.96	2.35
Less: Pre acquisition profit of a Subsidiary			504.49	20.39						
Net Profit after Tax Extraordinary Items and before Prior Period Items	351.08	43.37	782.93	31.64	2,959.70	52.99	2,515.13	55.28	2,214.32	53.20
Add: Excess Depreciation Reversal due to change in Depreciation Method (Net of Tax)	-	-	-	-	-	-	7.94	0.17	-	-
Less: Prior Period Items	0.28	0.03	0.53	0.02	6.05	0.11	1.68	0.04	(8.62)	(0.21)
Net Profit after Tax, Prior Period and Extraordinary Items	**350.80**	**43.33**	**782.41**	**31.62**	**2,953.66**	**52.88**	**2,521.39**	**55.41**	**2,222.94**	**53.41**
Adjustments on Account of Restatement	(2.85)	(0.35)	12.67	0.51	0.63	0.01	(0.96)	(0.02)	(5.79)	(0.14)
Tax (Expense)/ Savings on Restatement	1.34	0.17	(3.44)	(0.14)	(2.71)	(0.05)	3.07	0.07	(0.86)	(0.02)
Net Profit after Tax, as Restated	**349.29**	**43.15**	**791.63**	**32.00**	**2,951.57**	**52.84**	**2,523.50**	**55.46**	**2,216.28**	**53.25**

Income

Our total income consists of income from projects, rent and non operating income. Income from projects comprises primarily income from sales of our residential projects and other projects developed for sale, recognised under the percentage of project completion method for our Ongoing projects, reflecting progress in the construction of such projects and the number of units sold. Rent comprises rental income from our leased projects. Non operating income comprises primarily income from investments (interest and dividend income).

Expenditure

Our total expenditure consists of cost of construction/development, employee cost, administration expenses, interest and finance charges and depreciation/amortisation. Cost of construction/development comprises primarily land and TDRs, architect and contractor fees, the cost of raw materials (such as steel and cement) procured by us, the cost of construction materials and finishings and fees and taxes paid to regulatory authorities, recognised under the percentage of project completion method for our Ongoing projects, reflecting progress in the construction of such projects and the number of units sold. Employee cost comprises primarily payments to employees, including salaries and payments to the Provident Fund and Gratuity Fund. Administration expenses comprise primarily sales and marketing expenses, utility charges and general administrative costs such as printing and stationery, travel, office maintenance and legal and professional expenses. Interest and finance charges comprise primarily expenses incurred with respect to any interest on loans and bank charges paid for letters of credit and bank guarantees.

Employee, administration and interest and finance expenses

We incur expenses relating to employees, administration (sales and marketing, utilities expenditure and other corporate overheads) and interest and finance (letters of credit, bank guarantees and other indebtedness). These expenses are allocated to project work in progress, capital work in progress or debited to the profit and loss statement. Our expense booking practice is to identify those expenses which are attributable to a particular project and to debit such expenses to those projects as project work in progress or capital work in progress, as applicable. Expenses which are not attributable to a particular project are considered to be common costs. We charge a percentage of common costs to the profit and loss statement of the financial year or period in which such costs were incurred as a period cost. The remaining portion of common costs are allocated to our ongoing projects as project work in progress or capital work in progress, as applicable, on the basis of the incremental cost incurred in that particular financial year or period. The percentage of common costs that we treat as a period cost may change in future periods.

Six Months Ended September 30, 2009

Income

Our total income consists of income from projects, rent and non operating income. Total income was Rs. 4,162.30 million for the six months ended September 30, 2009.

Income from Projects. Income from projects was Rs. 3,685.15 million for the six months ended September 30, 2009, which constituted 88.54% of our total income. This comprised primarily income recognised under the percentage of project completion method for Oberoi Splendor and Oberoi Springs, reflecting progress in construction of these projects and 389 new units recognised as sold (net of any cancellations) during the period.

Rent. Income from rent was Rs. 413.97 million for the six months ended September 30, 2009, which constituted 9.95% of our total income. This comprised primarily rental income for Oberoi Mall and Commerz I which amounted to Rs. 282.91 million and Rs. 130.13 million, respectively, during the period. The Occupancy Level for Oberoi Mall was 87.62% as of September 30, 2009. The Occupancy Level for Commerz I was 46.32 % as of September 30, 2009.

Non operating Income. Non operating income was Rs. 63.17 million for the six months ended September 30, 2009, which constituted 1.52% of our total income. This comprised primarily income from investments in fixed deposits and mutual funds.

Expenditure

Our total expenditure consists of cost of construction/development, employee cost, administration expenses, interest and finance charges and depreciation and amortisation. Total expenditure was Rs. 1,850.02 million for the six months ended September 30, 2009.

Cost of Construction/Development. Cost of construction/development was Rs. 1,746.01 million for the six months ended September 30, 2009, which constituted 94.38% of our total expenditure. This comprised primarily cost of construction/development recognised under the percentage of project completion method for Oberoi Splendor and Oberoi Springs, reflecting progress in construction of these projects and 389 new units recognised as sold (net of any cancellations) during the period.

Employee Cost. Employee cost was Rs. 31.75 million for the six months ended September 30, 2009, which constituted 1.72% of our total expenditure. We had 489 employees as of September 30, 2009 (including 150 employees for our Ongoing hospitality project, The Westin Mumbai - Garden City, the costs of which were charged to capital work in progress).

Administration Expenses. Administration expenses were Rs. 27.98 million for the six months ended September 30, 2009, which constituted 1.51% of our total expenditure. This comprised primarily expenditure on general administrative costs, such as printing and stationery, travel, office maintenance and legal and professional expenses.

Interest and Finance Charges. Interest and finance charges were Rs. 0.31 million for the six months ended September 30, 2009, which constituted 0.02% of our total expenditure. We did not have any long-term loans during the period. Interest and finance charges comprised overdraft and letter of credit charges and bank guarantee commissions, among others.

Depreciation/Amortisation. Depreciation/amortisation was Rs. 43.97 million for the six months ended September 30, 2009, which constituted 2.38% of our total expenditure. This primarily constituted depreciation of Oberoi Mall, Commerz I and Oberoi International School.

Provision for Taxation

Provision for taxation was Rs. 97.96 million for the six months ended September 30, 2009.

Net Profit After Tax, as Restated

Net profit after tax, as restated was Rs. 2,216.28 million for the six months ended September 30, 2009.

Year Ended March 31, 2009 Compared with Year Ended March 31, 2008

Income

Total income decreased 18.54% from Rs. 5,585.63 million in the year ended March 31, 2008 to Rs. 4,550.15 million in the year ended March 31, 2009 as a result of decline in income from projects and non operating income, partially offset by an increase in rental income.

Income from Projects. Income from projects decreased 31.14% from Rs. 5,108.57 million in the year ended March 31, 2008 to Rs. 3,517.93 million in the year ended March 31, 2009, primarily due to a decline in the number of additional units recognised as sold (net of any cancellations) from 709 units in the year ended March 31, 2008 to 103 units in the year ended March 31, 2009 as a result of the economic downturn. In the year ended March 31, 2008, we recognised as sold (net of any cancellations) 82 units in Oberoi Woods, 79 units in Oberoi Springs and 548 units in Oberoi Splendor compared to only 12 units in Oberoi Woods, five units in Oberoi Springs and 86 units in Oberoi Splendor in the year ended March 31, 2009. In addition, as Oberoi Woods was nearing completion, we had recognised substantially all the income in the year ended March 31, 2008 for all the units sold in Oberoi Woods through March 31, 2008; accordingly, only a small percentage of the income for the units sold in Oberoi Woods was recognised in the year ended March 31, 2009. We also recognised a lower percentage of the income for the units sold for each of Oberoi Springs and Oberoi Splendor in the year ended March 31, 2009 compared to the year ended March 31, 2008 as a result of a lower percentage of completion in the year ended March 31, 2009 for each of these projects.

Rent. Income from rent increased from Rs. 3.38 million in the year ended March 31, 2008 to Rs. 737.41 million in the year ended March 31, 2009. Our rental income in the year ended March 31, 2009 was due to the commencement of operations of Oberoi Mall and Commerz I in April 2008 and amounted to Rs. 526.17 million and Rs. 209.43 million respectively in the year ended March 31, 2009. The Occupancy Level for Oberoi Mall was 68.63% as of May 21, 2008 (when we generally started collecting rent) and 92.26% as of March 31, 2009. The Occupancy Level for Commerz I was 25.31% as of April 15, 2008 (when we started collecting rent) and 37.37% as of March 31, 2009.

Non operating Income. Non operating income decreased 37.76% from Rs. 473.68 million in the year ended March 31, 2008 to Rs. 294.81 million in the year ended March 31, 2009, primarily due to lower dividends resulting from the sale of investments, the net proceeds of which was used primarily for capital expenditure.

Expenditure

Total expenditure decreased 27.34% from Rs. 2,556.86 million in the year ended March 31, 2008 to Rs. 1,857.73 million in the year ended March 31, 2009, as a result of a decrease in cost of construction/development, partially offset by increases in employee cost, administration expenses, interest and finance charges and depreciation/amortisation.

Cost of Construction/Development. Cost of construction/development decreased 35.68% from Rs. 2,481.44 million in the year ended March 31, 2008 to Rs. 1,596.06 million in the year ended March 31, 2009, primarily as a result of the effects of a reduction of units sold in the year ended March 31, 2009 (which resulted in a lower percentage of cost recognised). In addition, the decline in the cost of construction/development was due to the advanced stage of completion of Oberoi Woods (which was completed in the year ended March 31, 2009) and an increase in the size of the Oberoi Splendor project. We also experienced a decline in the average cost of steel due to a decline in market prices for steel and certain other raw materials costs.

Employee Cost. Employee cost increased 164.01% from Rs. 32.86 million in the year ended March 31, 2008 to Rs. 86.76 million in the year ended March 31, 2009, primarily as a result of an increase in the number of employees hired for new projects, for Oberoi Mall, and the engagement of senior level resources, resulting in an increase in salaries.

Administration Expenses. Administration expenses increased 330.48% from Rs. 22.91 million in the year ended March 31, 2008 to Rs. 98.61 million in the year ended March 31, 2009, primarily as a result of an increase in expenditure on electricity, sales and marketing (for rental agents' commissions relating to Oberoi Mall and Commerz I).

Interest and Finance Charges. Interest and finance charges increased from Rs. 0.21 million in the year ended March 31, 2008 to Rs. 3.60 million in the year ended March 31, 2009, primarily as a result of commission paid to obtain a bank guarantee in respect of a bid for land acquisition.

Depreciation/Amortisation. Depreciation/amortisation increased 274.09% from Rs. 19.43 million in the year ended March 31, 2008 to Rs. 72.70 million in the year ended March 31, 2009, primarily as a result of depreciation arising from capitalisation of Oberoi Mall and Commerz I.

Provision for Taxation

Provision for taxation increased 156.69% from Rs. 69.07 million in the year ended March 31, 2008 to Rs. 177.29 million in the year ended March 31, 2009, primarily as a result of rental income from Oberoi Mall recognised in the year ended March 31, 2009, partially offset by a reduction of provisions for taxation on account of lower income from activities other than rent.

Net Profit After Tax, as Restated

As a result of the above, net profit after tax, as restated decreased 14.50% from Rs. 2,951.57 million in the year ended March 31, 2008 to Rs. 2,523.50 million in the year ended March 31, 2009.

Year Ended March 31, 2008 Compared with Year Ended March 31, 2007

Income

Total income increased 125.76% from Rs. 2,474.18 million in the year ended March 31, 2007 to Rs. 5,585.63 million in the year ended March 31, 2008, as a result of an increase in income from projects and non operating income, partially offset by a decrease in rental income.

Income from Projects. Income from projects increased 119.74% from Rs. 2,324.79 million for the year ended March 31, 2007 to Rs. 5,108.57 million in the year ended March 31, 2008, primarily as a result of income recognition for Oberoi Splendor which commenced in the year ended March 31, 2008 for 548 units sold prior to and in the year ended March 31, 2008. In addition, the income recognised for Oberoi Woods and Oberoi Springs increased in the year ended March 31, 2008 as a result of the additional sale and recognition (net of any cancellations) of 82 units for Oberoi Woods and 79 units for Oberoi Springs in the year ended March 31, 2008 compared to the sale and recognition (net of any cancellations) of 46 units and 205 units, respectively, in the year ended March 31, 2007. In the year ended March 31, 2008, we also recognised a higher percentage of the income for the units sold for each of Oberoi Woods and Oberoi Springs as a result of a higher percentage of completion being recognised in the year ended March 31, 2008 for each of these projects.

Rent. Income from rent decreased 87.47% from Rs. 26.97 million in the year ended March 31, 2007 to Rs. 3.38 million in the year ended March 31, 2008, primarily as a result of expiration of the lease of a building.

Non operating Income. Non operating income increased 286.92% from Rs. 122.42 million in the year ended March 31, 2007 to Rs. 473.68 million in the year ended March 31, 2008, primarily as a result of an increase in funds available for investment after the Rs. 6,750 million investment (comprising Rs. 5,967 million in equity plus premium and Rs. 783 million in Preference Shares) in the Company by SSIII, a company owned by a real estate fund advised by US registered investment advisers which are wholly-owned subsidiaries of Morgan Stanley Inc., in January 2007, for which treasury income was accrued only for two months for the year ended March 31, 2007 as compared to 12 months for year ended March 31, 2008. A portion of the funds received from SSIII was utilised towards advances for the purchase of land parcels and the balance was invested in mutual funds and fixed deposits.

Expenditure

Total expenditure increased 121.76% from Rs. 1,152.97 million in the year ended March 31, 2007 to Rs. 2,556.86 million in the year ended March 31, 2008, as a result of an increase in cost of construction/development, employee cost, administration expenses and depreciation/amortisation, partially offset by a decrease in interest and finance charges.

Cost of Construction/Development. Cost of construction/development increased 124.56% from Rs. 1,105.01 million in the year ended March 31, 2007 to Rs. 2,481.44 million in the year ended March 31, 2008, primarily as a result of cost recognition for Oberoi Splendor which commenced in the year ended March 31, 2008 for units sold prior to and in that year and increases in the cost of steel and cement due to increases in market prices.

Employee Cost. Employee cost increased 70.62% from Rs. 19.26 million in the year ended March 31, 2007 to Rs. 32.86 million in the year ended March 31, 2008, as a result of an increase in the number of employees from 243 as of March 31, 2007 to 331 as of March 31, 2008.

Administration Expenses. Administration expenses increased 138.25% from Rs. 9.61 million in the year ended March 31, 2007 to Rs. 22.91 million in the year ended March 31, 2008, primarily as a result of an increase in expenditure on electricity and insurance.

Interest and Finance Charges. Interest and finance charges decreased 93.55% from Rs. 3.26 million in the year ended March 31, 2007 to Rs. 0.21 million in the year ended March 31, 2008, primarily as a result of significantly lower draw-down under our line of credit resulting from increased liquidity following the investment by SSIII.

Depreciation/Amortisation. Depreciation/amortisation increased 22.78% from Rs. 15.83 million in the year ended March 31, 2007 to Rs. 19.43 million in the year ended March 31, 2008, primarily as a result of the acquisition of a helicopter, of which we are co-owners.

Provision for Taxation

Provision for taxation increased 104.37% from Rs. 33.79 million in the year ended March 31, 2007 to Rs. 69.07 million in the year ended March 31, 2008, primarily as a result of a corresponding increase in profit.

Net Profit After Tax, as Restated

As a result of the above, net profit after tax, as restated increased 272.85% from Rs. 791.63 million in the year ended March 31, 2007 to Rs. 2,951.57 million in the year ended March 31, 2008.

Year Ended March 31, 2007 Compared with Year Ended March 31, 2006

Income

Total income increased 205.63% from Rs. 809.54 million in the year ended March 31, 2006 to Rs. 2,474.18 million in the year ended March 31, 2007, as a result of an increase in income from projects, rent and non operating income.

Income from Projects. Income from projects increased 193.15% from Rs. 793.05 million in the year ended March 31, 2006 to Rs. 2,324.79 million in the year ended March 31, 2007, primarily as a result of the inclusion of income attributable to Oberoi Springs of Rs. 1,205.61 million and to the sale of flats in Beachwood House and the transfer of work-in-progress of Rs. 122 million resulting from the consolidation of income of OCPL upon our acquisition effective December 2006. In addition, we recognised a higher percentage of the income for the units sold for each of Oberoi Woods and Oberoi Springs in the year ended March 31, 2007 compared to the year ended March 31, 2006 as a result of a higher percentage of completion being recognised in the year ended March 31, 2007 for each of these projects.

Rent. Income from rent increased 70.82% from Rs. 15.79 million in the year ended March 31, 2006 to Rs. 26.97 million in the year ended March 31, 2007, primarily as a result of the increase in rent following a review of the terms of an existing lease.

Non operating Income. Non operating income increased from Rs. 0.70 million in the year ended March 31, 2006 to Rs. 122.42 million in the year ended March 31, 2007, primarily as a result of SSIII's Rs. 6,750 million investment in the Company in January 2007, for which treasury income was accrued only for two months in the year ended March 31, 2007.

Expenditure

Total expenditure increased 154.09% from Rs. 453.77 million in the year ended March 31, 2006 to Rs. 1,152.97 million in the year ended March 31, 2007, as a result of an increase in cost of construction/development, employee cost, administration expenses, interest and finance charges and depreciation/amortisation.

Cost of Construction/Development. Cost of construction/development increased 147.70% from Rs. 446.11 million in the year ended March 31, 2006 to Rs. 1,105.01 million in the year ended March 31, 2007, primarily as a result of the inclusion of cost attributable to Oberoi Springs of Rs. 540.07 million resulting from the consolidation of cost of OCPL upon our acquisition effective December 2006 and increases in the cost of steel and cement due to increases in market prices.

Employee Cost. Employee cost increased by 368.13% from Rs. 4.11 million in the year ended March 31, 2006 to Rs. 19.26 million in the year ended March 31, 2007, primarily as a result of an increase in the number of employees, due to the consolidation of OCPL upon our acquisition effective December 2006.

Administration Expenses. Administration expenses increased by 465.74% from Rs. 1.70 million in the year ended March 31, 2006 to Rs. 9.61 million in the year ended March 31, 2007, primarily as a result of the consolidation of OCPL upon our acquisition effective December 2006.

Interest and Finance Charges. Interest and finance charges increased from Rs. 0.01 million in the year ended March 31, 2006 to Rs. 3.26 million in the year ended March 31, 2007, as a result of the consolidation of interest and finance charges relating to the utilisation of a line of credit of OCPL upon our acquisition effective December 2006.

Depreciation/Amortisation. Depreciation/amortisation increased from Rs. 1.84 million in the year ended March 31, 2006 to Rs. 15.83 million in the year ended March 31, 2007, as a result of the consolidation of OCPL upon our acquisition effective December 2006 and purchase of vehicles for use by the Company and its Subsidiaries.

Provision for Taxation

Provision for taxation increased from Rs. 4.68 million in the year ended March 31, 2006 to Rs. 33.79 million in the year ended March 31, 2007, primarily as a result of the consolidation of provision for taxation of OCPL upon our acquisition effective December 2006 and an increase in the rate of MAT.

Net Profit After Tax, as Restated

As a result of the above, net profit after tax, as restated increased 126.64% from Rs. 349.29 million in the year ended March 31, 2006 to Rs. 791.63 million in the year ended March 31, 2007.

Liquidity and Capital Resources

Our principal sources of liquidity have been cash flow from operating activities and cash flow from financing activities. Cash generated from operating activities comprise primarily sales of our residential projects and rental income (particularly from the year ended March 31, 2009 with the commencement of operations of Oberoi Mall and Commerz I).

Cash Flows

The following table sets forth our consolidated cash flows for the years ended March 31, 2006, 2007, 2008 and 2009, and for the six months ended September 30, 2009:

(*Rs. in million*)

	For the year ended March 31,				For the six months ended September 30, 2009
	2006	**2007**	**2008**	**2009**	
Net Cash generated from/(used in) Operating Activities	(13.07)	(3.150.10)	2,313.67	1,203.34	3,233.15
Net Cash generated from/(used in) Investing Activities	(494.82)	(438.66)	(5,462.72)	1,653.09	(1,623.56)
Net Cash generated from/(used in) Financing Activities	497.60	9,057.94	(1,863.36)	(1,648.37)	(155.74)
Net increase/(decrease) in Cash and Cash Equivalents	(10.29)	5,469.18	(5,012.40)	1,208.05	1,453.85

Cash Flows from Operating Activities

Net cash generated from operating activities for the six months ended September 30, 2009 was Rs. 3,233.15 million. Adjustments to reconcile Operating Profit before Working Capital Changes of Rs. 2,297.36 million to net cash generated from operating activities was primarily for Trade and Other Payables of Rs. 1,025.68 million, Inventory of Rs 953.87 million and Trade and Other Receivables of Rs. (637.72) million. Trade and Other Payables increased primarily due to increases in advances from customers and other liabilities partially offset by a decline in sundry creditors. Inventory decreased primarily due to decline in work in progress (which was principally due to units sold and recognised in the period). Trade and Other Receivables increased primarily due to the payment of a deposit in respect of the Oasis Realty development site and advances recoverable from Splendor Developers Private Limited ("SDPL") and sundry debtors, partially offset by a decrease in the sale of our interests in SDPL and Shashbindu Construction Private Limited ("SCPL").

Net cash generated from operating activities for the year ended March 31, 2009 was Rs. 1,203.34 million. Adjustments to reconcile Operating Profit before Working Capital Changes of Rs. 2,525.66 million to net cash generated from operating activities was primarily for Trade and Other Payables of Rs. 423.22 million and Trade and Other Receivables of Rs. 273.48 million, partially offset by Inventory of Rs. (1,623.84) million. Inventory increased primarily due to increase in work in progress and finished goods as we continued construction on our projects but fewer units sold and recognised during the period. Trade and Other Payables increased primarily due to increases in other liabilities, comprising provision for expenses and receipts from Starwood as provided for in the Operating Services Agreement for The Westin Mumbai - Garden City, and trade deposits, partially offset by a decrease in advance from customers principally due to income recognised under the percentage of project completion method for Oberoi Splendor and Oberoi Springs. Trade and Other Receivables decreased primarily due to decreases in sundry debtors and advance to vendors partially offset by increases in advances recoverable and other deposits.

Net cash generated from operating activities for the year ended March 31, 2008 was Rs. 2,313.67 million. Adjustments to reconcile Operating Profit before Working Capital Changes of Rs. 2,712.26 million to net cash generated from operating activities was primarily for Trade and Other Receivables of Rs. (991.62) million, Trade and Other Payables of Rs. 813.77 million and Inventory of Rs. 258.20 million. Trade and Other Receivables increased primarily due to increases in advances recoverable, sundry debtors and advances to vendors. Trade and Other Payables increased primarily due to increases in trade deposits, advance from customers and sundry creditors, in part reflecting the consolidation of OCPL. Inventory decreased primarily due to decreases in work in progress (which was principally due to income recognised under the percentage of project completion method for Oberoi Woods, Oberoi Splendor and Oberoi Springs).

Net cash used in operating activities for the year ended March 31, 2007 was Rs. 3,150.10 million. Adjustments to reconcile Operating Profit before Working Capital Changes of Rs. 937.66 million to net cash generated from operating activities was primarily for Inventory of Rs. (4,906.16) million and Trade and Other Receivables of Rs. (936.75) million, partially offset by Trade and Other Payables of Rs. 1,910.78 million. Inventory increased primarily due to increase in work in progress (which was principally due to consolidation of work in progress of OCPL upon our acquisition effective December 2006) and further increase in work in progress of Oberoi Woods, partially offset by a decrease in plot of land as a result of the reclassification of a parcel of land as work in progress. Trade and Other Payables increased primarily due to increases in advance from customers and trade deposits. Trade and Other Receivables increased primarily due to increases in advances recoverable and sundry debtors.

Net cash used in operating activities for the year ended March 31, 2006 was Rs. 13.07 million. Adjustments to reconcile Operating Profit before Working Capital Changes of Rs. 367.21 million to net cash generated from operating activities was primarily for Trade and Other Payables of Rs. (278.45) million and Inventory of Rs. (129.42) million, partially offset by Trade and Other Receivables of Rs. 48.41 million. Trade and Other Payables decreased primarily due to decrease in other liabilities as a result of the repayment of advances. Inventory increased primarily due to increase in plots of land due to additional land acquisitions partially offset by a decrease in work in progress. Trade and Other Receivables decreased primarily due to decrease in other current assets as a result of handing over a road reservation to the MCGM and a decrease in advances recoverable.

Cash Flows from Investing Activities

Net cash used in investing activities for the six months ended September 30, 2009 was Rs. 1,623.56 million, primarily consisting of loans and advances to then joint ventures SDPL and SCPL of Rs. 1,215.58 million primarily offset by refund of excess advance in joint ventures SDPL of Rs. 300.27 million and SCPL of Rs. 49.82 million and the netting off of an advance to Sangam City Township Private Limited ("STPL") of Rs. 7.99 million, acquisition of fixed assets/capital work-in-progress (primarily our Commerz II and Westin Mumbai - Garden City projects) of Rs. 705.72 million and acquisition of investments (net) (primarily mutual funds) of Rs. 92.16 million.

Net cash generated from investing activities for the year ended March 31, 2009 was Rs. 1,653.09 million, primarily consisting of sale of investments (net) (redemption of mutual funds) of Rs. 3,690.04 million which were further placed in fixed deposits with banks, partially offset by acquisition of fixed assets/capital work in progress (primarily our Commerz I, Commerz II, Oberoi Mall, Westin Mumbai - Garden City and Oberoi International School projects) of Rs. 2,324.27 million.

Net cash used in investing activities for the year ended March 31, 2008 was Rs. 5,462.72 million, primarily consisting of acquisition of investments (net) (primarily mutual funds) of Rs. 3,845.48 million, acquisition of fixed assets/capital work in progress (primarily our Commerz I, Commerz II, Oberoi Mall, Westin Mumbai - Garden City and Oberoi International School projects) of Rs. 1,950.06 million and advances to joint ventures, SDPL and STPL, of Rs. 163.75 million, partially offset by interest income of Rs. 181.55 million and dividend income of Rs. 212.21 million.

Net cash used in investing activities for the year ended March 31, 2007 was Rs. 438.66 million, primarily consisting of acquisition of fixed assets/capital work in progress (primarily our Commerz I, Oberoi Mall and Oberoi International School projects) of Rs. 1,161.77 million and loans and advances, primarily to SDPL and Siddhivinayak Realties Private Limited ("SRPL"), of Rs. 204.63 million, partially offset by a capital reserve created upon our acquisition of OCPL effective December 2006 of Rs. 760.73 million and the reclassification of a parcel of land from fixed asset to current asset upon a change of usage of Rs. 127.49 million.

Net cash used in investing activities for the year ended March 31, 2006 was Rs. 494.82 million, consisting of acquisition of fixed assets/capital work in progress (primarily our Commerz I and Oberoi Mall projects) of Rs. 495.15 million, offset by interest income of Rs. 0.33 million.

Cash Flows from Financing Activities

Net cash used in financing activities for the six months ended September 30, 2009 was Rs. 155.74 million, primarily consisting of a decrease in preference share capital (due to the redemption of Preference Shares held by SSIII) of Rs. 106.00 million and dividend paid including tax on distribution of Rs. 48.27 million.

Net cash used in financing activities for the year ended March 31, 2009 was Rs. 1,648.37 million, primarily consisting of net decrease in secured loans of Rs. 1,100.95 million and unsecured loans of Rs. 227.37 million as a result of repayment of a portion of long-term borrowings, and a decrease in preference share capital (due to the redemption of Preference Shares held by SSIII) of Rs. 212.00 million.

Net cash used in financing activities for the year ended March 31, 2008 was Rs. 1,863.36 million, primarily consisting of net decrease in secured loans of Rs. 1,038.99 million and unsecured loans of Rs. 669.00 million as a result of repayment of a portion of long-term borrowings, and interest expense of Rs. 150.60 million.

Net cash generated from financing activities for the year ended March 31, 2007 was Rs. 9,057.94 million, primarily consisting of net increase in secured loans of Rs. 1,719.49 million primarily due to consolidation of borrowings of OCPL upon our acquisition effective December 2006, increase in preference share capital of Rs. 783.00 million, increase in equity share capital of Rs. 3.01 million and securities premium on issue of equity shares Rs. 6,409.00 million due to the investment by SSIII and the Promoter in our Company and the subscription by our Company to a rights issue of equity shares of OCPL at a premium, a net increase in unsecured loans of Rs. 491.85 million from our Promoter, partially offset by interest expenses of Rs. 215.92 million.

Net cash generated from financing activities for the year ended March 31, 2006 was Rs. 497.60 million, primarily consisting of net increase in unsecured loans of Rs. 340.37 million from our Promoter, partially offset by interest expenses of Rs. 9.93 million.

Sufficiency of Capital Resources

We believe that available funds from existing cash and cash equivalents, together with expected cash flows generated by operations and financing activities, will be sufficient to fund our working capital and capital expenditure requirements for the next 12 months.

Capital Expenditures

Except as described below, we did not have, for the years ended March 31, 2006, 2007, 2008 and 2009, and the six months ended September 30, 2009, and do not have, as of September 30, 2009, any material expenditure on, or divestment of, capital investments (including any interests in another corporation) nor any material commitments for capital expenditures. We do not have any material capital investment which is being made or divested.

Our capital expenditures were Rs. 495.15 million, Rs. 1,161.77 million, Rs. 1,950.06 million and Rs. 2,324.27 million in each of the years ended March 31, 2006, 2007, 2008 and 2009, respectively, and Rs. 705.72 million in the six months ended September 30, 2009. These were used primarily for our Commerz I and Oberoi Mall projects in the year ended March 31, 2006, our Commerz I, Oberoi Mall and Oberoi International School projects in the year ended March 31, 2007, our Commerz I, Westin Mumbai - Garden City, Commerz II, Oberoi Mall and Oberoi International School projects in the year ended March 31, 2008, our Commerz I, Westin Mumbai - Garden City, Commerz II, Oberoi Mall and Oberoi International School projects in the year ended March 31, 2009 and our Westin Mumbai - Garden City, Commerz II, Oberoi Mall and Oberoi International School projects in the six months ended September 30, 2009.

Our currently budgeted capital expenditure for the year ended March 31, 2010 is Rs. 1,902.00 million which we intend to use primarily for Commerz I and II, Oberoi International School and Westin Mumbai - Garden City. We intend to finance these capital expenditures primarily from cash flows from operations and financing activities. Our actual capital expenditures may differ from the amounts set out above due to various factors, including our future cash flows, results of operations and financial condition, our ability to obtain financing in the future to fund capital expenditures, acquisitions and other general corporate activities, our ability to implement any of our strategies and general domestic and international political conditions, changes in governmental rules and regulations or actions taken by regulatory authorities.

Contractual Obligations

Our future aggregate cash payment obligations under our contractual obligations on a consolidated basis as of September 30, 2009 are listed below.

(Rs. in million)

	Payments due by period				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Operating Lease Obligations	10.60	6.90	3.70	-	-
Purchase Obligations					
- Project work in progress[(1)]	1,395.18	1,341.41	53.77	-	-
- Capital work in progress	3,842.61	3,667.49	175.12		
Total	5,248.39	5,015.80	232.59	-	-

[(1)]*For the Company and the Subsidiaries only.*

Off-Balance Sheet Arrangements

Except for the contingent liabilities set forth below, we have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any transactions with unconsolidated entities, derivative contracts that are indexed to our shares and classified as shareholders' equity, or that are not reflected in our consolidated financial statements.

Contingent Liabilities

As of September 30, 2009 we had contingent liabilities, which primarily consisted of capital commitment, as follows:

(Rs. in million)

	As of September 30, 2009
Capital Commitment	3,842.61
Capital Commitment to joint venture	1,500.00
Letters of Credit & Bank Guarantee	336.61
Indemnity Bond given in the favour of the government under Export Promotion Capital Goods Scheme (Net of Bank Guarantee)	333.39
Total	6,012.61

Letters of credit and Bank Guarantees are secured against Fixed Deposits and/or Counter Guarantees by the Company or our Subsidiaries. The principal components of our contingent liabilities as of September 30, 2009 were capital commitments, primarily comprising payment for the acquisition of the Tulip Star Hotel (Juhu Centaur) and construction costs of Commerz II, Oberoi International School and The Westin Mumbai - Garden City.

Effect of Restatement Adjustments

Our financial statements for the years ended March 31, 2005, 2006, 2007, 2008 and 2009 and for the six months ended September 30, 2009 have been restated in accordance with the ICDR Regulations.

For a description of the impact of adjustments to our financial statements on account of such restatement, including on account of changes in accounting policies and estimates, please see the section entitled "Financial Statements" on page 151.

Quantitative and Qualitative Disclosure of Market Risk

Market risk is the risk of loss related to adverse changes in market prices. We are exposed to various types of market risks, in the normal course of business. We have not in the past used derivatives to manage our exposure to market interest rate risk or foreign exchange risk. The following discussion and analysis, which constitute "forward-looking" statements that involve risk and uncertainties, summarise our exposure to different market risks.

Credit Risk

We are exposed to credit risk from our buyers paying in instalments or from the tenants who pay rent. Credit risk is the risk of loss that may occur from the failure of a customer to abide by the terms of conditions of its financial contract with us, principally the failure to make required payments on amounts due to us. We allow customers to pay in instalments for projects during the construction period. The credit risk we face is mitigated by the terms of the standard agreement with our buyers whereby we may not hand over physical possession of the project until we have received the amounts due and the project may be returned to us in the event of a customer's failure to pay its instalment obligations.

In the case of our lease arrangements, we generally obtain a security deposit of between six and 12 months' rent from our tenants which can be used to set-off any amounts owed to us by our tenants at the termination or expiration of the lease.

In addition, in our hospitality business segment, we will be exposed to credit risk, which we expect will largely stem from receivables due to us from corporate clients and travel agents.

Commodity Price Risk

As a project developer, we are exposed to the risk that prices for certain construction materials used to build our projects (including timber, cement and steel) will increase. These materials are global commodities whose prices are cyclical in nature and fluctuate in accordance with global market conditions. We are exposed to the risk that we may not be able to pass increased commodities costs to our customers, which would lower our margins. Please see the section entitled "- Factors Affecting Our Results of Operations – Cost of Construction/Development" on page 250.

We are also exposed to price fluctuations in TDRs, which we acquire to increase the Saleable Area of our projects. TDRs are generally purchased through brokers and the trading market for TDRs are affected by a number of factors, including prevailing conditions of demand and supply in the real estate market, timing of completion of projects which generate TDRs, the extent to which increase in developable plot ratio may be allowed by making payment to the state government and changes in the TDR regulatory regime in Mumbai. Please see the section entitled "Risk Factors – Our operations could be adversely affected by changes to the FSI/TDR regime in Mumbai" on page xviii.

Additional Information

Known trends or uncertainties

Other than as described in "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Draft Red Herring Prospectus, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our income or income from continuing operations.

Future relationship between costs and income

Other than as described in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Draft Red Herring Prospectus, to our knowledge there are no known factors which will have a material adverse impact on our operation and finances.

Competitive conditions

For details, please see the section entitled "Our Business – Our Competitors" on page 102.

Seasonality of business

While bookings for our residential units are spread through the year, we typically experience an increased number of bookings for our residential units during certain festive periods every year. In addition, our operations may be adversely affected by difficult working conditions during the monsoon season from June to September that may restrict our ability to commence construction activities and fully utilise our resources. We also expect that our hospitality business will be positively affected by typical periods of high occupancy during October to February. Our business is also cyclical and fluctuates in line with the general economic and real estate industry cycles.

Significant Developments after September 30, 2009

Except as stated elsewhere in this Draft Red Herring Prospectus, to our knowledge no circumstances have arisen since the date of the last financial statements as disclosed in the Draft Red Herring Prospectus which materially and adversely affects or is likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigation, suits, criminal or civil prosecutions, proceedings or tax liabilities against the Company, its Subsidiaries, Directors, Promoter and the Group Companies and there are no defaults, non payment of statutory dues, over-dues to banks/financial institutions, defaults against banks / financial institutions, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issue by the Company and its Subsidiaries, defaults in creation of full security as per terms of issue/other liabilities, proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (I) of Part 1 of Schedule XIII of the Companies Act) other than unclaimed liabilities of the Company and the Subsidiaries and no disciplinary action has been taken by SEBI or any stock exchanges against the Company, its Subsidiaries, the Promoter, Group Companies and Directors.

Litigation against the Company

Criminal Proceedings

1. Narayan Prasad Goenka and others filed a complaint against the Company, Oberoi Constructions and Vikas Oberoi before the Additional Chief Metropolitan Magistrate, 24th Court, Borivali, Mumbai (C.C. No. 168 / I & R / 05) on October 29, 2005 alleging criminal breach of trust and cheating. On December 7, 2005 summons were issued by Kurar Police Station, Mumbai to the Company, Oberoi Constructions and Vikas Oberoi. The statements of the concerned persons were recorded. There have been no further developments in this matter.

Civil Proceedings

1. Vanita Sopan Dhende has filed a suit (no. 1660 of 2008) before the City Civil Court, Mumbai against the Company, the Deputy District Collector, Slum Rehabilitation Authority and the State of Maharashtra (the "Defendants"). Vanita Sopan Dhende has sought a declaration that she is entitled to alternative permanent accommodation on ownership basis in the building newly constructed by the Company under the sanction of the Deputy District Collector and Slum Rehabilitation Authority at the compound of CIBA company gate no. 1, CTS No. 592, village Goregaon, Mumbai as she has been residing in a hut in the Nav Bharat Seva Mandal, Goregaon (East), Mumbai for more than 20 years. The court by an order dated September 1, 2008 dismissed the suit as Vanita Sopan Dhende did not appear for prosecution. Vanita Sopan Dhende has filed a notice of motion seeking restoration of the matter. The Company has filed an affidavit opposing the application. The matter is currently pending.

2. Neeta Dedhia and Dilip Dedhia (the "Plaintiffs") have filed two suits (nos. 1619 of 2007 and 1620 of 2007) before the City Civil Court, Mumbai against the Company. The Plaintiffs claims to the court include that a declaration and order be passed to the effect that the Company execute agreements for sale and hand over the possession of these flats. The Company has taken out two notices of motion in the City Civil Court, Mumbai for condonation of delay in filing written statements. By two orders dated June 17, 2009 the City Civil Court, Mumbai refused the appointment of a court receiver. By two orders dated October 5, 2009 the Bombay High Court admitted the appeals filed by the Plaintiffs against these orders of the City Civil Court, Mumbai and pending disposal of the same, directed that a court receiver be appointed for these flats. The matters are currently pending.

3. Lalta Prasad Yadav (the "Plaintiff") has filed a case (no. 2055 of 2002) before the City Civil Court, Mumbai against the Company, Novartis India Limited (formerly known as Hindustan Ciba Geigy Limited) and Nav Bharat Sahayog Co-operative Society Limited. Lalta Prasad Yadav has claimed possession of 750 sq. yards situated at CTS no. 592/9, 592/11 and 592/12 at Aarey Colony, Goregaon, Mumbai. The Plaintiff has sought a permanent injunction restraining the Company and other defendants from carrying out any demolition of structures and from carrying out any construction activities on any part of the 22,551.2 Sq. Mtrs. at Aarey Colony, Goregaon, Mumbai. The court by an order dated September 12, 2006 dismissed the matter. The Plaintiff has filed an appeal (no. 180 of 2006) before the Bombay High Court challenging the order of dismissal. The matter is currently pending. Novartis India Limited has also instituted a case (no. 3718 of 1995) on September 21, 1995 against certain defendants (including Lalta Prasad Yadav) claiming possession of land trespassed by the defendants at Aarey Colony, Goregaon, Mumbai and seeking an order directing them to vacate the trespassed property. By a power of attorney from Novartis India Limited, the Company has been

granted the power to prosecute this matter for them. The matter is currently pending.

4. New Padmavati Co-operative Housing Society Limited (the "Plaintiff") filed a suit (no. 70 of 2006) against the Company, OCPL, OMPL and others (the "Defendants"). The properties of the Plaintiff and Defendant were redefined in accordance with the collector's order dated November 22, 2005 (the "Order") with 108 Sq. Mtrs. of land belonging to OMPL being included in the Plaintiffs' property and 108 Sq. Mtrs. from the Plaintiffs' property being included in OMPL's property. The Plaintiff claims to the court include an order directing the Defendants to remove themselves from the Plaintiff's land and an order to reconstruct the compound wall. The Plaintiff also sought certain interim relief. By an order dated October 25, 2007, with the consent of parties, the District Inspector of Land Records and City Survey Officer, Malad, Mumbai was appointed as commissioner to construct the boundary wall in accordance with the Order. The commissioner has submitted its report to the court and the Plaintiff has filed an application for modification of order dated October 25, 2007 along with objections to the commissioner's report. The Company, OCPL and OMPL have filed an affidavit opposing the application for modification of the Plaintiff. The matter is currently pending.

Consumer Cases

1. Narayan Prasad Goenka and Meena Devi Goenka (the "Complainants") have filed a complaint (no. 144 of 2005) before the Consumer Dispute Redressal Forum, Mumbai against the Company, Vikas Oberoi and others for its alleged deficiency in services and unfair trade services in failure to hand over ownership and possession of a flat in Oberoi Woods, Goregaon, Mumbai. The Complainants have prayed among other things that the Company be directed (i) to hand over the possession of this flat and enter into a duly registered and stamped agreement in respect of the same; (ii) to pay the interest at 21% p.a. on Rs. 191,600 being the payment already made by the Complainant from date of payment till the date of handing over the possession of the flat; and (iii) to pay Rs. 200,000 towards compensation, mental agony and cost of the complaint and Rs. 50,000 towards incidental expenses incurred by the Complainants. The Company, Vikas Oberoi and others have filed their written statement on August 23, 2005 praying that the complaint be dismissed. The matter is currently pending.

Tax Proceedings

1. The Deputy Commissioner of Income - Tax, Mumbai has passed seven assessment orders dated December 24, 2009 determining the total income of the Company for the assessment years 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-2008 and 2008-2009 and issued seven demand notices dated December 24, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 70,479,237 is payable by the Company and a refund of Rs. 38,264,616 is due to the Company.

Litigation by the Company

Service Tax Proceedings

1. The Company has filed an appeal (no. V(2)A/183/MUM-II/2009 of 2009) before the Commissioner (Appeals) on April 3, 2009 against the order (no. ST/DIV.V/R48/HGP/2009-09) of the Assistant Commissioner of Service Tax dated December 31, 2008. The Company had filed a refund claim before the Assistant Commissioner of Service Tax, Mumbai on February 29, 2008 for refund of Rs. 2,617,911 paid as service tax in relation to construction work for Oberoi International School. By a show cause notice dated July 21, 2008 the Assistant Commissioner of Service Tax called upon the Company to show cause why the claim should not be rejected. The Assistant Commissioner had by its order dated December 31, 2008 granted refund of Rs. 2,617,451 without interest. The Company has filed the appeal against the order dated December 31, 2008 to the extent that it did not grant interest on the amount of refund from date of application of refund till the payment of the same. The matter is currently pending.

2. The Company has filed an appeal (no. V(2)A/STC/77/08 of 2008) before the Commissioner (Appeals) on July 21, 2008 against the order (no. ST/DIV.IV/45/08) of the Assistant Commissioner of Service Tax, Div - IV dated June 18, 2008 whereby the Company's claim for refund of Rs. 591,174 was rejected. The Company had filed a refund claim before the Assistant Commissioner of Service Tax, Mumbai on March 10, 2008 for refund of Rs. 591,174 paid as service tax in relation to excavation work

for constructing Oberoi International School and by a show cause notice dated April 1, 2008 the Assistant Commissioner of Service Tax called upon the Company to show cause why the claim should not be rejected. By the order dated June 18, 2008, the claim for refund was rejected and the Company has filed the appeal against this order. The matter is currently pending.

3. The Company has filed an appeal (no. C/320/09/MUM of 2009) before CESTAT on July 28, 2009 against an order (no. 122/08-09) dated January 21, 2009 issued by the Commissioner of Customs (EP), Mumbai. By the aforementioned order the Commissioner of Customs (Import), Mumbai confiscated the imported goods and imposed a penalty of Rs. 400,000 and a redemption fine of Rs. 1,300,000. The Company by this appeal has sought that the original order be set aside or in the alternative, a duty on invoice value and reduction of the penalty and redemption fine. The matter is currently pending.

4. The Company has filed an appeal (no. C/694/09/MUM of 2009) before CESTAT on September 10, 2009 against an order (no. 71/2009) dated April 9, 2009 issued by the Commissioner of Customs (EP), Mumbai. By the aforementioned order the Commissioner of Customs (Import), Mumbai confiscated the imported goods and imposed a redemption fine of Rs. 2,200,000 along with penalty of Rs. 5,000,000 on the Company. The Company by this appeal has sought that the original order be set aside or in the alternative a duty on invoice value and reduction of the penalty and redemption fine. The matter is currently pending.

Notices issued to the Company

1. The Deputy Commissioner of Income - Tax, Mumbai has issued six notices dated December 24, 2009 to the Company under section 274 read with section 271 of the IT Act for the assessment years 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-2007 and 2007-2008. The Company is required to show cause as to why a penalty should not be imposed under Section 271 of the IT Act. The matter is currently pending.

2. The Commissioner of Service Tax, Mumbai has issued a show cause cum demand notice dated May 6, 2009 to the Company. The Company is required to show cause as to why it should not be denied cenvat credit amounting to Rs. 8,588,423 availed on various input services for the construction and setting up of immovable property during the period April 2008 to March 2009 and levy of interest and penalty as prescribed under the Cenvat Credit Rules, 2004. The Company has filed its reply on August 26, 2009. The matter is currently pending.

3. A notice dated October 3, 2009 has been issued to the Company on behalf of Ashutosh Pandey, the Chairman and Managing Director of Ashutosh Legend Multi Media Private Limited claiming Rs. 756,240 being the amounts due in relation to the advertisements issued on the instructions of the Company. The allegations have been denied by a letter dated October 23, 2009. No proceedings have been initiated in this regard.

Litigation involving the Subsidiaries

Litigation against OCPL

Criminal Proceedings

1. Pawan Drolia (the "Complainant") has filed a criminal case (no. 1438/SW/2004) before the LD Metropolitan Magistrate, at Andheri against Vivek Oberio, Oberoi Construction and others (the "Accused"). The Complainant claims that he had booked a flat in a building being constructed by the Accused. The Complainant states that upon realisation that the construction would not be completed on time, he sought cancellation of the booking which was refused. The Complainant have sought, amongst other claims, that the Accused be dealt with for criminal breach of trust and cheating. The Complainant had filed an application for issuance of fresh summons against Vikas Oberoi. By an order dated January 11, 2005 the court passed orders as prayed. Vikas Oberoi has filed a criminal revision application (no. 154 of 2005) praying that the order dated January 11, 2005 be set aside. By an order dated February 3, 2007 the order dated January 11, 2005 was quashed. The criminal case is currently pending.

2. Narayan Prasad Goenka and others filed a complaint against the Company, Oberoi Constructions and

Vikas Oberoi before the Additional Chief Metropolitan Magistrate, 24th Court, Borivali, Mumbai (C.C. No. 168 / I & R / 05) on October 29, 2005 for alleging criminal breach of trust and cheating. For further details, please see "Litigation against the Company – Criminal Proceedings – case no. 1".

Civil Proceedings

1. EIH Limited and Oberoi Hotels Private Limited (the "Plaintiffs") have filed a suit (no. 892 of 2005) before the High Court of Delhi against Vikas Oberoi, OCPL, OMPL and others (the "Defendants"). The Plaintiffs have alleged that the use of "Oberoi", "Oberoi Spas" and "Oberoi Group" by the Defendants in relation to their business raises a risk of their services being passed off as those of the Plaintiffs. The Plaintiffs amongst other claims have sought for a permanent injunction restraining the defendants from advertising or carrying on business of real estate, construction, hotels, spas or allied business under Oberoi, Oberoi Spas and Oberoi group. On September 15, 2005, the application for interim relief filed by the Plaintiffs was disposed off by consent of the parties on terms which provides that the Defendants (i) shall not use "Oberoi" or "Oberoi Group" in relation to hotels or spa business; (ii) shall not use "Oberoi", "Oberoi Group" in relation to hotel or spa or "Villas" along with "Oberoi"; and (iii) shall be at liberty to use the word "Oberoi" for real estate and construction business and the related corporate name. The Defendants have filed their written statement on December 8, 2005 denying the allegations of the Plaintiffs.

   Oberoi Hotels Private Limited and OCPL have entered into an agreement dated November 27, 2009 in terms of which Oberoi Hotels Private Limited has agreed to withdraw this suit. For further details, please see section entitled, "History and Certain Corporate Maters" on page 111. As on date, the suit has not been withdrawn.

2. Jaya Kadya Pujari (since deceased) had filed a suit (no. 1514 of 2004) before the City Civil Court, Mumbai against OCPL. Jaya Kadya Pujari had claimed that OCPL demolished his tea stall at Daliya Industries Estate, Andheri, Mumbai. He had prayed for a declaration that the demolition of the tea stall was illegal and seeks a direction to OCPL to reconstruct the same or in the alternate he be allowed to reconstruct the tea stall at the cost of OCPL. Since the demise of Jaya Kadya Pujari, by an order dated November 25, 2008, his children, Ravi Jaya Pujari and Kavita Jaya Pujari have been substituted as plaintiff. OCPL has taken out a notice of motion praying for condonation of delay and sought that the order dated November 25, 2008 be reviewed and set aside. The notice of motion and the suit are currently pending.

3. New Padmavati Co-operative Housing Society Limited has filed a suit (no. 70 of 2006) against OCPL, the Company, OMPL and others. For further details, please refer "Litigation against the Company – Civil Proceedings – case no. 4".

4. Niloufer Kapadia, Jimmy Naval Tata and others have filed a suit (no. 345 of 2003) before the Bombay High Court against OCPL and others (the "Defendants"). The Plaintiffs reside at Jassawala Wadi on Juhu Road, Mumbai and the Defendant has purchased certain sub-divided plots in the same land. The Plaintiffs seek a declaration that the Defendants are not entitled to interfere with the easementary rights on the private common access path and an order, amongst other claims, restraining the Defendants from (i) altering the width or constructing on the private common area access path; and (ii) interfering with the right of the Plaintiffs from using the private common access road and interim reliefs for the same. The suit was initially filed by 12 parties. The Defendants and all plaintiffs except Jimmy Naval Tata have filed consent terms with the court and the matter is currently pending between the Defendants and Jimmy Naval Tata.

Consumer Cases

1. Shaila Pathak (the "Complainant") has filed a complaint (no. 707 of 2008) before the Consumer Dispute Redressal Forum, Bandra against OCPL, Vikas Oberoi and others (the "Opposite Parties") for alleged failure to execute agreement for sale in relation to a flat in Oberoi Splendor, Andheri, Mumbai. The Complainant has prayed among other things that OCPL be directed (i) to execute an agreement for sale or in the alternative to buy back the flat for Rs. 14,000 per Sq. Ft.; (ii) to jointly and severally pay Rs. 1 million towards interest paid on loans availed by her and interest at 24% p.a. till payment or realisation; (iii) to jointly and severally pay Rs. 1 million as special damages towards mental tension and trauma at the rate of 24% p.a.. The Opposite Parties have filed their written statements. The matter

is currently pending.

Tax proceedings

1. The Deputy Commissioner of Income - Tax, Mumbai has passed seven assessment orders dated December 24, 2009 determining the total income of the Company for the assessment years 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-2008 and 2008-2009 and issued seven demand notices dated December 24, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 7,806,275 is payable by OCPL and a refund of Rs. 121,428,927 is due to OCPL.

2. Summons (No. V/ST/HQ/AE/B/15/07/4128) were issued to OCPL by the Commissioner, Service Tax, Mumbai on July 24, 2008 to appear before the Commissioner, Service Tax, Mumbai and provide information and documents required for investigation. The Commissioner, Service Tax, Mumbai had issued an authorisation for search on January 16, 2007 and a search of the office premises was conducted on January 18, 2007 to probe the matter of applicability of service tax under the category of "club and association" and "maintenance / management of immovable property". Pursuant to the same OCPL had by its letter dated August 13, 2008 submitted documents as required for the ongoing investigation. The matter is currently pending.

Litigation by OCPL

Civil Proceedings

1. OCPL and others had filed a writ petition (no. 1957 of 2006) on July 27, 2006 before the Bombay High Court against the State of Maharashtra and others, amongst other claims challenging the communication dated December 20, 2005, mutation entry no. 5079 and mutation entry no. 993 and pencil entries made in 7/12 extracts to the effect that the property of OCPL bearing CTS no. 546, 546/1 and 2 of village Nahur, CTS no. 545 of village Nahur and CTS no. 475, 475/1 to 11 of village Mulund is a private forest. This writ petition was dismissed by an order dated March 24, 2008. OCPL and others have filed a special leave petition (no. 11398 of 2008) before the Supreme Court challenging an order of the Bombay High Court dated March 24, 2008 whereby the above writ petition filed by them had been dismissed. OCPL had sought interim reliefs including an order staying the order dated March 24, 2008, an order staying the operation of the mutation entries made and an order directing the relevant authorities of the State of Maharashtra to sanction all building plans, layouts and issue IOD and CC provided that OCPL has complied with requisite formalities. By an order dated May 5, 2008 the Supreme Court directed that status quo be maintained till the next hearing. By an order dated August 29, 2008 the matter was referred to the central empowered committee which submitted its report to the Supreme Court. The said report *inter alia* provides that the categorisation of land falling under private forest and classification for payment to be made by companies, including OCPL, for regularising the land depending on the fulfilment of certain conditions. By an order dated September 30, 2009 the Supreme Court has held that the Forest Department and the State Government shall decide the classification to determine the rates for payments to be made by various petitioner companies and petitioners who are willing to pay the maximum net present value are at a liberty to pay the same to the Forest Department. By a letter dated December 5, 2009 the Conservator of Forest quantified the net present value of Rs. 109,114,706 payable by OCPL and OCPL has issued a pay order on December 5, 2009 for that amount. OCPL has filed a further additional affidavit before the Supreme Court on December 6, 2009 intimating that the aforementioned payment has been made by OCPL and seeking relief under the petition. The State of Maharashtra has filed an intervention application on December 8, 2009 seeking a direction that the petitioners pay the net present value as per the categorisation made by the State Government. By a letter dated December 9, 2009, the Conservator of Forest has intimated OCPL that based on the government resolution dated November 11, 2008, the net present value to be paid by OCPL has been reconsidered to be Rs. 1,091,147,060. OCPL has filed a further additional affidavit before the Supreme Court on December 11, 2009 submitting that the re - determination of the net present value is incorrect. By a letter dated January 8, 2010 the Conservator of Forest revoked the letter dated December 9, 2009 and intimated OCPL that no additional amount is to be paid by OCPL. The matter is currently pending.

Notices issued to OCPL

1. The Deputy Commissioner of Income – Tax, Mumbai has issued a notice dated December 24, 2009 to OCPL under section 271AAA of the IT Act for the assessment year 2008-2009. OCPL is required to show cause as to why a penalty should not be imposed under Section 271 of the IT Act. The matter is currently pending.

2. A notice dated July 28, 2009 has been issued against OCPL on behalf of A. K. Goyal claiming possession of a flat in Oberoi Springs, Andheri (West), Mumbai and payment of Rs. 2.2 million as actual financial burden incurred by A. K. Goyal due to the delay in handing over the premises along with interest at 24% p.a. from July 1, 2008 till possession is handed over on the amount paid. By a letter dated September 4, 2009 OCPL has responded to this notice denying its allegations. No proceedings have been initiated in this regard.

3. A notice dated July 4, 2009 has been issued on behalf of Anand Raj Anand to Kukesh Devji Chawda and others with a copy marked to OCPL intimating that he shall initiate criminal proceedings against them as they had allegedly agreed to sell him two flats in Oberoi Springs, Andheri for which he has paid earnest money of Rs. 3 million and sought that they execute a conveyance deed for the same. OCPL has vide letters dated September 18, 2009 intimated Anand Raj Anand that it has entered into premises ownership agreement with respect to those flats with other parties and the possession of the same will be handed over unless injunction is obtained on or before October 5, 2009. No proceedings have been initiated against OCPL.

4. OCPL has received notices on behalf of Pulin Malhotra and Tripta Shahani in relation to possession of a flat no. 2403, 24^{th} floor, Tower – A, Oberoi Springs, Andheri (East), Mumbai. The Family Court, Mumbai has passed an order restraining Pulin Malhotra from dealing with flat no. 403. OCPL has intimated Tripta Malhotra that the divorce decree does not mention the car parks sold along with the flat and mentions erroneous flat number. No proceedings have been initiated in this regard.

Litigation against OMPL

Civil Proceedings

1. New Padmavati Co-operative Housing Society Limited has filed a suit (no. 70 of 2006) against OCPL, the Company, OMPL and others. For further details, please refer "Litigation against the Company – Civil Proceedings – case no. 4".

2. New Padmavati Nagar Co-operative Housing Society (the "Petitioner") filed a writ petition (no. 2106 of 2009) before the Bombay High Court against the Divisional Joint Registrar, C.S Mumbai, Deputy Registrar Co-operative Societies and OMPL. The Petitioner has challenged the order dated September 26, 2008 passed by the Divisional Joint Registrar confirming the order dated August 16, 2007 whereby the Deputy Registrar, Co-operative Societies had directed the Petitioner to grant membership to OMPL in the New Padmavati Nagar Co-operative Housing Society and transfer share certificates. The petition has been admitted by an order dated March 17, 2009 and no interim reliefs have been granted. The matter is currently pending.

3. EIH Limited and Oberoi Hotels Private Limited have filed a suit (no. 892 of 2005) before the High Court of Delhi against Vikas Oberoi, OCPL, OMPL and others. For further details, please refer "Litigation involving Subsidiaries - Litigation against OCPL – Civil Proceedings – case no. 1".

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed three assessment orders dated December 17, 2009 determining the total income of OMPL for the assessment years 2006-2007, 2007-2008 and 2008-2009 and issued three demand notices dated December 24, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 538,293 is payable by OMPL.

Litigation by OMPL

Company petition

1. OMPL has filed a petition (no. 199 of 2009) before the High Court of Calcutta against ITC Limited ("ITC"). OMPL had entered into a lease deed and amenities agreement both dated February 27, 2008 and alleges that ITC has defaulted in payments under these agreements post December 2008. OMPL has prayed that ITC be wound up and an official liquidator be appointed by the High Court of Calcutta in this regard. ITC has filed its opposition on July 16, 2009 seeking dismissal of the petition claiming that the matter has been referred to arbitration. OMPL has filed its affidavit in reply to the opposition on August 19, 2009 praying that the winding up petition be made absolute. The matter is currently pending.

Arbitration

1. Arbitration has been initiated by OMPL against ITC Limited ("ITC") before Shaunak J. Thacker for settling the disputes between them under the lease agreement and amenities agreement dated February 27, 2008. OMPL has sought an order directing (i) ITC to pay Rs. 16,331,326 along with interest at 24% p.a. on Rs. 15,138,061 from date of filing arbitration proceeding till payment and / or realisation; and (ii) ITC to furnish details of revenues and certificate of statutory auditors to the arbitrator and on the basis of the net revenue disclosed, ITC be ordered to pay OMPL variable rent at 0.1% p.a. of such net revenue and / or minimum revenue whichever is higher, from May 2008 to January 17, 2009 with interest at 24% p.a. till payment / realisation. By its reply dated August 24, 2009 ITC has prayed for dismissal of the claim and by its counter claim dated August 24, 2009 sought an order directing OMPL is to pay an amount of Rs. 2,545,368 being the security deposit which was forfeited with interest at 24% p.a. from the date when the security was deposited till realisation. The claim and counter claim are currently pending.

2. Arbitration has been initiated by OMPL against ITC Limited ("ITC") before Shaunak J. Thacker for settling the disputes between them under the lease agreement and amenities agreement dated December 27, 2007. The matter is currently pending.

Notices issued to OMPL

1. A notice dated December 29, 2009 has been issued to OMPL on behalf of Biba Apparels Private Limited intimating OMPL that it shall not pay service tax on amenity fees under the lease and amenities agreement between the parties and requesting OMPL to bear the same. OMPL has by a letter dated January 7, 2010 called upon Biba Apparels Private Limited to pay the outstanding amount towards service tax. No proceedings have been initiated in this regard.

Litigation against Expression Realty Private Limited

Nil

Litigation by Expression Realty Private Limited

Nil

Litigation against Kingston Hospitality and Developers Private Limited

Nil

Litigation by Kingston Hospitality and Developers Private Limited

Nil

Litigation against Kingston Property Services Private Limited

Nil

Litigation by Kingston Property Services Private Limited

Nil

Litigation against Perspective Realty Private Limited

Nil

Litigation by Perspective Realty Private Limited

Nil

Litigation against Triumph Realty Private Limited

Nil

Litigation by Triumph Realty Private Limited

Nil

Litigation involving Joint Venture Companies

Litigation against Sangam City Township Private Limited

Civil Proceedings

1. Chetan Kaluram Nikam and others (the "Plaintiffs") have filed R.S.C. No. 1758 of 2006 in the Civil Court at Pune agasint Babanrao Sadashiv Nikam, Vinod Goenka and others for an order of declaration that they are entitled to the suit property which has been purchased by Sangam City Township Private Limited. An interim stay order was passed by the Civil Court denying the relief claimed by the Plaintiffs. The Plaintiffs have filed Civil Appeal No. 168 of 2007 against the interim order. These matters are currently pending.

Litigation by Sangam City Township Private Limited

Nil

Litigation against Siddhivinayak Realties Private Limited

Arbitration Proceedings

1. V Hotels Limited (formerly known as Tulip Hospitality Services Limited) and others (the "Claimants") have filed a statement of claim before Justice S.N. Variava (Retired) against SRPL (the "Respondent"). A master asset purchase agreement (the "Agreement") was executed between the disputing parties on March 31, 2005 where under the Respondent agreed to purchase a certain hotel property, namely, Centaur Hotel, Juhu beach, Mumbai, together with eleven flats in Mumbai from Tulip Star Hotels Limited for the consideration mentioned therein. The Claimants sought, amongst other things, for a declaration that the Agreement stands terminated pursuant to the repudiatory breaches committed by the Respondent and for recovery of damages for the said breach in the amount of Rs. 1,800 million. The Respondents have filed their written statement and a counter claim, both on September 30, 2006 claiming, amongst other things, that the Agreement is in force and seeking order restraining the Claimants from forfeiting the payments already made under the Agreement. The Claimants have filed their reply to the counter claim of the Respondents. The Claimants and the Respondents have submitted affidavits of witnesses. The Respondents have filed an application seeking certain interim reliefs and by an order dated November 23, 2009 passed by Justice S.N. Variava (Retired) the Claimants have been directed to give prior intimation to the Respondents in the event of the Claimants arriving at an agreement with Asset Reconstruction Company India Limited to sell or transfer its properties. The Respondents have filed an appeal against this order. The matter is currently pending.

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed two assessment orders dated December 24, 2009 determining the total income of SRPL for the assessment years 2006-2007 and 2007 – 2008 and issued two demand notices dated December 24, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 109,797,318 is payable by SRPL.

Litigation by Siddhivinayak Realties Private Limited

Civil Proceedings

1. SRPL (the "Claimant") has filed arbitration petition (no. 434 of 2005) before the Bombay High Court against Tulip Hospitality Services Limited and others (the "Respondents"). A master asset purchase agreement (the "Agreement") was executed between the disputing parties on dated March 31, 2005 whereunder the Claimant has agreed to purchase certain hotel property namely, Centaur Hotel, Juhu beach, Mumbai together with eleven flats in Mumbai from Tulip Star Hotels Limited for the consideration mentioned therein. Under the Agreement, the joint escrow agents were to adjudicate upon any dispute arising between the Claimant and Respondents under the Agreement. The Claimant has prayed for injunction restraining the Respondents from obstructing the joint escrow agents from acting in accordance with the terms of the Agreement and seeking the appointment of a receiver for the assets under the Agreement. On January 24, 2006 the court passed an interim order restraining the Respondents from obstructing the joint escrow agents from acting in accordance with the Agreement. The Respondents have filed an appeal (no. 108 of 2006) with certain claims which includes a prayer for an order dated January 24, 2006 be set aside. By an order dated March 8, 2006 the arbitration petition was disposed off with a direction with the consent of the parties that the order dated January 24, 2006 shall be the final order with liberty to both parties to apply before the arbitrator for modification of order. The appeal against the interim order has not been withdrawn. The matter is currently pending.

Notices issued to Siddhivinayak Realties Private Limited

1. The Deputy Commissioner of Income – Tax has issued two notices dated December 24, 2009 to SRPL under section 274 read with section 271 of the IT Act for the assessment years 2006-2007 and 2007-2008. SRPL is required to show cause as to why a penalty should not be imposed under Section 271 of the IT Act.

Litigation involving the Directors

A. Vikas Oberoi

Litigation against Vikas Oberoi

Criminal Proceedings

1. Narayan Prasad Goenka and others filed a complaint against the Company, Oberoi Constructions and Vikas Oberoi before the Additional Chief Metropolitan Magistrate, 24th Court, Borivali, Mumbai being C.C. No. 168 / I & R / 05 on October 29, 2005 for alleging criminal breach of trust and cheating. For further details, please see "Litigation against the Company – Criminal Proceedings – case no. 1".

Civil Proceedings

1. EIH Limited and Oberoi Hotels Private Limited have filed a suit (no. 892 of 2005) before the High Court of Delhi against Vikas Oberoi, OCPL, OMPL and others. For further details, please refer "Litigation involving Subsidiaries - Litigation against OCPL – Civil Proceedings – case no. 1".

2. Tulip Star Hotel and others (the "Petitioners") had filed a writ petition (no. 3112 of 2005) before the Bombay High Court against Union of Centaur-Tulip Employees, Vikas Oberoi and others (the "Respondents") challenging the order dated September 21, 2005 passed by the Industrial Court in a complaint filed by the respondent union (no. 338 of 2005) (the "Complaint"). The Petitioners have filed another writ petition (no. 796 of 2006) before the Bombay High Court against Union of Centaur-Tulip

Employees, Vikas Oberoi and others challenging the order dated January 13, 2006 passed by the Industrial Court. The Respondents have also moved a notice of motion seeking an amendment to the order dated April 3, 2006 disposing the writ petition (no. 796 of 2006). The writ petition (no. 3112 of 2005) was dismissed on November 30, 2005 and the Petitioners filed an appeal (no. 1 of 2006) which was dismissed by the Bombay High Court by an order dated January 10, 2006. The Petitioners filed a special leave petition (no. 6787 of 2006) before the Supreme Court challenging this order and seeking a stay on the order dated September 21, 2005. The Supreme Court by its order dated May 10, 2007 has set aside the orders of the Bombay High Court in the writ petitions and the orders of the Industrial Court and directed that the writ petitions be reconsidered by a single bench of the Bombay High Court. The Bombay High Court by an order dated June 18, 2007 has permitted certain amendments to the submission of the Petitioners in this matter. The writ petitions and the notice of motion are currently pending.

3. Beachwood Tower Co-operative Society Limited (the "Plaintiff") has filed a suit (no. 2688 of 2003) before the City Civil Court, Mumbai against Vikas Oberoi and others (the "Defendants"). The Plaintiff claimed that its members have purchased flats constructed by Defendants on Yari Road, Andheri, Mumbai. The Plaintiff prayed amongst others for: (i) a declaration that the Plaintiff is entitled to a conveyance of the said property; (ii) a direction to the Defendants to execute a legal conveyance; (iii) an order restraining the Defendants from selling, parting with possession or creating third party rights in respect of the said property; (iv) pending the final disposal of the suit, a temporary injunction against the Defendants carrying out any further construction on the plot of the Plaintiff or creating any third party interest. The Defendants have filed their written statement on July 4, 2004 praying that the suit be dismissed. The matter is currently pending.

4. Viloma Nagindas Vora and others (the "Plaintiffs") have instituted a suit (no. 2812 of 2005) against Vikas Oberoi, Oberoi Estate Private Limited and others (the "Defendants") before the Bombay High Court. The Plaintiffs allege that under the deed dated April 7, 2003 between the Plaintiffs and Vikas Oberoi and others, the Plaintiffs are entitled to car parking space being stilt bearing no. 10 situated at plot no. 58, JVPD scheme, 12th North South Road, Juhu, Vile Parle (West), Mumbai. The Plaintiffs claims to the court include a declaration that they are the owners of the said car park and sought a permanent injunction restraining the Defendants from using it. Vikas Oberoi and Oberoi Estate Private Limited have filed a written statement on March 4, 2009. The matter is currently pending.

5. Ashok K. Shah and Asha Ashok Shah (the "Plaintiffs") have filed a suit (no. 2441 of 2005) before the Bombay High Court against Suresh B. Patel, Vikas Oberoi, Oberoi Estate Private Limited and others. The Plaintiffs have, amongst other claims, sought a declaration that they are the owners of stilt car parking space no. 2 and no. 18 respectively situated at Plot no. 58, JVPD Scheme, Juhu, Vile Parle, Mumbai. Vikas Oberoi and Oberoi Estate Private Limited have filed their written statement on October 16, 2008. The Plaintiffs filed a notice of motion for injunction on September 8, 2006 prohibiting the defendants from preventing the Plaintiff from installing a closed circuit TV camera in the Plaintiffs garage. By an order dated November 27, 2009 the Plaintiffs have been granted an injunction as prayed with a clarification that entry of the visitors into the flats of the defendants shall not be projected on the close circuit TV. The matter is currently pending.

6. Krishnabai Kadam (since deceased) and others ("Plaintiffs") filed a suit (no. 441 of 2000) against Wellworth Developers, Vikas Oberoi and others (the "Defendants") before the Bombay High Court amongst other claims for a declaration that the memorandum of understanding ("MOU") dated October 7, 1992 and the deed of partnership dated October 9, 1992 both between Chanda Kadam, Vikas Oberoi, Ranvir Oberoi and Santosh Oberoi are void, illegal and inoperative, and alternatively assuming that the MOU and deed of partnership are enforceable, the same be specifically performed. The Defendants have filed chamber summons (no. 394 of 2000) and sought that the prayers of the Plaintiff in relation to claim for specific performance and the consequential prayers be struck out. By an order dated April 27, 2000 the Bombay High Court dismissed the said chamber summons. The Defendants have preferred an appeal (no. 482 of 2000) against the said order. By an order dated April 7, 2003, the Bombay High Court set aside the order dated April 27, 2000 and directed that the Plaintiffs strike out the prayers in relation to specific performance and elect between the claims and amend the plaint accordingly. Against this order, the Plaintiffs filed a petition for special leave to appeal (no. 11104 of 2003) before the Supreme Court of India. By orders dated July 18, 2003 and September 15, 2003, notice has been issued. The above suit and petition for special leave to appeal are pending.

7. Pradip Desai and others (the "Applicants") have filed a revision application before the Divisional Joint Registrar, C.S. (Appeal and Revision), Mumbai Division, Mumbai against the Deputy Registrar, Co-operative Society K/west, ward, Vikas Oberoi, Vithal Nagar Co-operative Housing Society and others (the "Respondents") seeking an order amongst other claims for quashing and setting aside the order dated October 7, 2008 of Deputy Registrar, Co-operative Society K/west, Ward. By the order dated October 7, 2008 the Vithal Nagar Co-operative Housing Society was directed to refund balance deposit of Rs. 754,530. The Applicants have also applied for interim reliefs. The matter is currently pending.

Consumer Cases

1. Narayan Prasad Goenka and Meena Devi Goenka have filed a complaint (no. 144 of 2005) before the Consumer Dispute Redressal Forum, Mumbai against the Company, Vikas Oberoi and others for its alleged deficiency in services and unfair trade services in failure to hand over ownership and possession of a flat in Oberoi Woods, Goregaon, Mumbai. For further details, please refer, "Litigation against the Company – Consumer Cases – case no. 1".

2. Shaila Pathak has filed a complaint (no. 707 of 2008) on December 5, 2008 before the Consumer Dispute Redressal Forum, Bandra, Mumbai against OCPL, Vikas Oberoi and others for alleged failure to execute agreement for sale in relation to a flat in Oberoi Splendor, Andheri, Mumbai. For further details, please refer – "Litigation involving Subsidiaries - Litigation against OCPL – Consumer Cases – case no. 1".

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed seven assessment orders dated December 24, 2009 determining the total income of Vikas Oberoi for the assessment years 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-2008 and 2008-2009 and issued seven demand notices dated December 24, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 214,052,604 is payable by Vikas Oberoi. This demand includes certain substantial amounts which have been raised in the hands of certain other companies.

Arbitration Proceedings

1. Ho Kiam Kheong has served a notice dated December 31, 2008 on Vikas Oberoi, Managing Director of the Company claiming that Ho Kiam Kheong has entered into an employment agreement dated June 1, 2008 with the Company and that the Company has not fulfilled its obligations there under. Ho Kiam Kheong has claimed (i) US$ 375,000 being the balance sign on fee; (ii) Singapore $1,386,000 being the 12 month base salary; (iii) Singapore $346,500 being the annual bonus; (iv) Singapore $600,000 for miscellaneous expenses; and (v) Singapore $5,000,000 as compensation for mental agony, from the Company to be paid within seven days of the notice failing which arbitration proceedings may be invoked under the employment agreement. The Company has by two letters dated January 12, 2009 and one letter dated February 24, 2009 refuted the claim of Ho Kiam Kheong. There have been no further proceedings.

Litigation by Vikas Oberoi

Nil

Notices issued to Vikas Oberoi

1. The Deputy Commissioner of Income – Tax has issued one notice dated December 24, 2009 to Vikas Oberoi under section 274 read with section 271 of the IT Act for the assessment year 2006-2007 and one notice dated December 24, 2009 under section 271AAA of the IT Act for the assessment year 2008-2009. Vikas Oberoi is required to show cause as to why a penalty should not be imposed under the aforesaid sections of the IT Act.

B. Bindu Oberoi

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed three assessment orders dated December 17, 2009 determining the total income of Bindu Oberoi for the assessment years 2005-2006, 2006-2007 and 2007-2008 and issued three demand notices dated December 17, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 986,691 is payable by Bindu Oberoi.

Notices issued to Bindu Oberoi

1. The Deputy Commissioner of Income – Tax has issued a notice dated December17, 2009 to Bindu Oberoi under section 274 read with section 271 of the IT Act for the assessment years 2005-2006. Bindu Oberoi is required to show cause as to why a penalty should not be imposed under Section 271 of the IT Act. The matter is currently pending.

C. Kavin C. Bloomer

Nil

D. Naresh Naik

Nil

E. Tilokchand P. Ostwal

Litigation against Tilokchand P. Ostwal

Company petition

1. A company application has been filed on May 11, 2009 before the Calcutta High Court in company petition (no. 170 of 2003) by the official liquidator of Millennium Information System Limited ("Millennium") against Tilokchand P. Ostwal and others (the "Respondents") under section 543 of the Companies Act seeking a declaration that the Respondents, the ex-directors/officers of Millennium allegedly misappropriated and misapplied Millennium's funds and has sought other reliefs. Tilokchand P. Ostwal resigned from the board of directors of Millennium on April 24, 2001. The matter is currently pending.

Litigation by Tilokchand P. Ostwal

Nil

F. Jimmy Bilimoria

Nil

G. Anil Harish

Litigation against Anil Harish

Criminal proceedings

1. The Local Health Authority, Municipal Corporation of Indore has filed a criminal case (no. 20668 of 2008) before the First Class Judicial Magistrate, Indore against all the directors of Pantaloon Retail (India) Limited ("PRIL"), including Anil Harish. The sample of a product namely "N-Joi", seized by the Municipal Corporation of Indore, from a store of PRIL was found to contain a synthetic food colour on a test conducted by the public analyst that was not declared on the label of the sample pack. It is alleged that there was violation of provisions of the Prevention of Food Adulteration Act, 1954. PRIL has filed a criminal miscellaneous petition before the High Court of Madhya Pradesh for quashing the

complaint and the High Court of Madhya Pradesh has granted exemption to all the directors of PRIL until the final disposal of the case in the lower court. The matter is currently pending.

2. The Local Health Authority, Municipal Corporation of Indore has filed a criminal case (no. 28669 of 2008) before the Special Judicial Magistrate, Indore against all the directors of PRIL, including Anil Harish. The samples seized by the Municipal Corporation of Indore, from a store of PRIL were found to be misbranded on a test conducted by the public analyst and a criminal complaint has been lodged. PRIL has filed a criminal miscellaneous petition before the High Court of Madhya Pradesh for quashing this complaint and the High Court of Madhya Pradesh has granted exemption to all the directors of PRIL until the final disposal of the case in the lower court. The matter is currently pending.

3. The Municipal Authority of Delhi filed a case (no. 220 of 2007) before the Metropolitan Magistrate, Karkardooma, New Delhi, against PRIL and all its directors, including Anil Harish in relation to carrying on business at a Food Bazaar store in New Delhi without a health trade license. PRIL has submitted that the business was commenced after an application was made but pending issuance of the license. The matter is currently pending.

4. The Local Health Authority, Municipal Corporation of Kamrup, Guwahati has filed a criminal case (no. 4557 of 2008) before the Chief Judicial Magistrate, Kamrup, Guwahati against all the directors of the PRIL, including Anil Harish in relation to adulteration of food products. The sample of a product seized by the Municipal Corporation of Kamrup, Guwahati from a Big Bazaar store was found to be polished with hydrocarbon oil. It is alleged that there is violation of the provisions of the Prevention of Food Adulteration Act, 1948. The matter is currently pending.

5. The Local Health Authority, Municipal Corporation of Kamrup, Guwahati has filed a criminal case (no. 4556 of 2008) before the Chief Judicial Magistrate, Kamrup, Guwahati against all the directors of PRIL, including Anil Harish, in relation to adulteration of food products. The sample of a product collected by the Municipal Corporation of Kamrup, Guwahati from Pantaloons was found to be artificially coloured and contained live insects. It has been alleged that there has been a violation of the Prevention of Food Adulteration Act, 1954 and rules there under. The matter is currently pending.

6. The Local Health Authority, Government of NCT of Delhi has filed a criminal case (no. 94/PFA/DA/09) before the Additional Chief Metropolitan Magistrate, Patiala House, New Delhi against all the directors of PRIL, including Anil Harish. The sample of a product seized by the Municipal Corporation of Delhi, from a store of PRIL was found to be misbranded as the best before date was not mentioned. A report of the public analyst states that the mixture is not adulterated. Summons was issued against all the directors in the said matter on August 10, 2009. PRIL has filed a writ petition before the High Court of Delhi. The High Court of Delhi has stayed the summoning order. The matter is currently pending.

Civil Proceedings

1. Shivnath Ganpat Patil and others (the "Plaintiffs"), as representatives of certain villagers have filed a suit (no.112 of 2003) before the Civil Judge, Senior Division at Alibaug challenging a deed of right of way executed between Abdul Hamid Kasam Mujawar, Anil Harish and others. The Plaintiffs are challenging the right of way of Anil Harish and others over a piece of land adjacent to the land of Anil Harish and others. The matter is currently pending.

Anil Harish is also aware of a certain other litigation in his capacity as a director of Unitech Limited and not in his individual capacity.

Litigation by Anil Harish

Nil

Litigation involving the Promoter

For details of litigation involving Vikas Oberoi, please refer to the section entitled "Litigation involving the Directors – Vikas Oberoi" on page 278.

Litigation involving Group Companies

Except for the litigation in which the Company is also a party, none of the litigation against the Group Companies is likely to have any adverse effect on the financial performance of the Company.

Litigation against R. S. Estate Developers Private Limited

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed six assessment orders dated December 17, 2009 determining the total income of R.S. Estate Developers Private Limited for the assessment years 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-2008 and 2008-2009 and issued six demand notices dated December 17, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 1,863,301 is payable by R.S. Estate Developers Private Limited and a refund of Rs. 12,197,918 is due to R.S. Estate Developers Private Limited.

Litigation by R. S. Estate Developers Private Limited

Nil

Notices issued to R. S Estate Developers Private Limited

1. The Deputy Commissioner of Income – Tax has issued four notices dated December 17, 2009 to R.S. Estate Developers Private Limited under section 274 read with section 271 of the IT Act for the assessment years 2005-2006, 2006-2007, 2007-2008 and 2008-2009. R.S. Estate Developers Private Limited is required to show cause as to why a penalty should not be imposed under Section 271 of the IT Act. The matter is currently pending.

2. Two notices dated August 6, 2009 and December 20, 2009 have been issued to R.S. Estate Developers Private Limited on behalf of Oberoi Sky Garden C.H.S Ltd. Oberoi Sky Garden C.H.S Ltd. have called upon R. S. Estate Developers Private Limited to do certain acts which include providing an audited statement of accounts along with receipt of payments made till September 3, 2006 and execution of a conveyance deed. No proceedings have been initiated in this regard.

Litigation against Beachwood Properties Private Limited

Nil

Litigation by Beachwood Properties Private Limited

Civil Proceedings

1. Jerbanoo J. Jussawalla (the "Original Plaintiff") has filed a suit being (no. 126/235 of 1997) before the Small Causes Court at Bandra, Mumbai against Niloufer Kapadia (the "Defendant") amongst other claims, for recovery of possession of a flat in Al Beher, Jussawala Wadi, Juhu Road, Mumbai. After the demise of the Original Plaintiff, Beachwood Properties Private Limited (the "Plaintiffs") took out an interim application (no. 429 of 2007) for setting aside the abatement and permitting the Plaintiffs to continue the suit after deleting the name of the Original Plaintiff and substituting the name of the Plaintiffs in the place of Original Plaintiff. By an order dated November 5, 2009 the above application has been allowed. The Defendant has filed an appeal in the Small Causes Court, Mumbai against the order dated November 5, 2009. The suit and the appeal are currently pending.

2. Beachwood Properties Private Limited (the "Plaintiffs") filed a suit (no. 217/446 of 2007) before the Small Causes Court at Bombay against Niloufer Darius Kapadia (the "Defendant"). The Plaintiffs claims to the court include an order for a decree of eviction directing the Defendant to hand over vacant and peaceful possession of the suit premises being a flat in Al Beher, Jussawala Wadi, Juhu Road, Mumbai. The Plaintiff has also filed an interim application and sought an injunction restraining the Defendant from sub letting, assigning, inducting or parting with possession of the suit premises. The Defendant filed an interim application for an injunction restraining the Plaintiffs from disturbing the

Defendant's exclusive possession of the said flat. By an interim order dated June 30, 2007 the Small Causes Court at Bombay directed the parties to maintain status quo in terms of possession of the suit premises and directed the Plaintiff not to construct anything on the terrace except with the permission of the Bombay Municipal Corporation. By an order dated October 5, 2009, the earlier interim order was continued and both the aforesaid interim applications are disposed off. The matter is currently pending.

3. Beachwood Properties Private Limited (the "Plaintiff") filed suit being (no. 1999 of 2007) against Niloufer Darius Kapadia (the "Defendant") with claims to the court which include a declaration that the action of the Defendant and any persons claiming through the Defendant of attempting to park their vehicles in city survey no 907/4, 5, 6 and 7 of Village Juhu, Taluka Andheri, Mumbai, is illegal. The Plaintiff has also filed a notice of motion for an injunction restraining the Defendant from parking vehicles in the said land. The Defendant filed a reply praying that the said suit and notice of motion be dismissed. The matter is currently pending.

Litigation against Oberoi Consultancy Services Private Limited

Nil

Litigation by Oberoi Consultancy Services Private Limited

Nil

Litigation against Oberoi Estate Private Limited

Civil Proceedings

1. Viloma Nagindas Vora and others have instituted a suit (no. 2812 of 2005) against Vikas Oberoi, Oberoi Estate Private Limited and others before the Bombay High Court. For further details, please see, "Litigation against Promoter – Civil Proceedings – case no. 4".

2. Ashok K. Shah and Asha Ashok Shah have filed a suit (no. 2441 of 2005) before the Bombay High Court against Suresh B. Patel, Vikas Oberoi, Oberoi Estate Private Limited and others. For further details, please see, "Litigation against Promoter – Civil Proceedings – case no. 5".

Litigation by Oberoi Estate Private Limited

Nil

Litigation against New Dimension Consultants Private Limited

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed a assessment order dated December 8, 2009 determining the total income of New Dimension Consultants Private Limited for the assessment year 2005-2006 and issued a demand notice dated December 8, 2009 under section 156 of the IT Act for assessment year 2005-06 intimating that an amount aggregating to Rs. 7,161 is payable by New Dimension Consultants Private Limited.

Litigation by New Dimension Consultants Private Limited

Nil

Litigation against I-Ven Realty Limited

Nil

Litigation by I-Ven Realty Limited

Nil

Show Cause Notice issued to I-Ven Realty Limited

1. The Municipal Commissioner issued a show cause notice dated December 19, 2008 to GlaxoSmithKline Limited and I-Ven Realty Limited questioning as to why permission granted for sub-division on November 20, 2004 should not be revoked and subsequent approval granted (for change in user granted on October 21, 2005 and IOD issued on April 24, 2007 for plot no. 217 and 217A) be treated null and void and the sub division approved by the Estate Department dated December 23, 2004 not declared void *ab initio* as these permissions were issued by officers not authorised under the Mumbai Municipal Corporation Act, 1888 (the "MMC Act") and were not prima facie under the Development Control Regulations Act. I-Ven Realty Limited has submitted its reply on January 20, 2009 denying all allegations including violations of the MMC Act. By an order dated October 21, 2009 the Municipal Commissioner has revoked the license to mortgage, the license to assign, order sub-dividing the plot nos. 217, 217(A) and 252, change of user permission and the IOD dated April 2, 2007. Further the articles of agreement and the deed of assignment were treated as invalid as prior approval was not obtained and a clause of the lease deed has been violated, the transfer of the lease to I-Ven Realty Limited is treated as invalid.

Litigation against Envision Realty Private Limited

Nil

Litigation by Envision Realty Private Limited

Nil

Litigation against R.S. Associates

Nil

Litigation by R.S. Associates

Nil

Litigation against R.S.V. Associates

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed an assessment order dated December 8, 2009 determining the total income of R.S.V Associates for the assessment year 2003-2004 and issued a demand notice dated December 8, 2009 under section 156 of the IT Act for the assessment year intimating that an amount of Rs. 182,280 is payable by R.S.V Associates.

Litigation by R.S.V. Associates

Nil

Litigation against Wellworth Developers

Civil Proceedings

1. Krishnabai Kadam (since deceased) and others ("Plaintiffs") filed a suit (no. 441 of 2000) against Wellworth Developers, Vikas Oberoi and others (the "Defendants") before the Bombay High Court. For further details, please refer "Litigation against the Promoter – Civil Proceedings – case no. 6".

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed five assessment orders dated December 17, 2009 determining the total income of Wellworth Developers for the assessment years

2004-2005, 2005-2006, 2006-2007, 2007-2008 and 2008-2009 and issued five demand notices dated December 17, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 1,220,776 is payable by Wellworth Developers and a refund of Rs. 11,290,785 is due to Wellworth Developers.

Litigation by Wellworth Developers

Nil

Litigation against Oberoi Associates

Tax Proceedings

1. The Deputy Commissioner of Income – Tax, Mumbai has passed five assessment orders dated December 23, 2009 determining the total income of Oberoi Associates for the assessment years 2003-2004, 2004-2005, 2005-2006, 2007-2008 and 2008-2009 and issued five demand notices dated December 23, 2009 under section 156 of the IT Act for these assessment years intimating that an amount aggregating to Rs. 1,475,420 is payable by Oberoi Associates and a refund of Rs. 1,205,313 is due to Oberoi Associates.

Litigation by Oberoi Associates

Nil

Litigation against Oberoi Foundation

Nil

Litigation by Oberoi Foundation

Nil

Litigation against Kingston Properties Private Limited Employees' Group Gratuity cum Life Assurance Scheme

Nil

Litigation by Kingston Properties Private Limited Employees' Group Gratuity cum Life Assurance Scheme

Nil

Litigation against Oberoi Constructions Private Limited Employees' Group Gratuity Assurance Scheme

Nil

Litigation by Oberoi Constructions Private Limited Employees' Group Gratuity Assurance Scheme

Nil

Litigation against Kingston Property Services Private Limited Employees Group Gratuity cum Life Assurance Scheme

Nil

Litigation by Kingston Property Services Private Limited Employees Group Gratuity cum Life Assurance Scheme

Nil

Litigation against Oberoi Foundation Employees Group Gratuity cum Life Assurance Scheme

Nil

Litigation by Oberoi Foundation Employees Group Gratuity cum Life Assurance Scheme

Nil

In addition to the legal notices received by us, due to the nature of our business we may also receive correspondences from our customers in the normal course of business.

GOVERNMENT APPROVALS

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

APPROVALS TO CARRY ON THE BUSINESS

(a) Described below are the permanent account number ("**PAN**"), tax deduction account number ("**TAN**") and profession tax certificate number obtained by the Company and its Subsidiaries.

Company name	PAN	TAN	Professional Tax Employer certificate no.	Professional Tax Employee certificate no.
Oberoi Realty Limited	AABCK0235H	MUMK07606E	PT/E/1/1/33/18/2273	PT/R/1/1/33/14557
Oberoi Constructions Private Limited	AAACO1805E	MUMO01873E	PT/E/1/1/33/18/2276	PT/R/1/1/33/14556
Oberoi Mall Private Limited	AAACO6944Q	MUMO03461D	PT/E/1/1/33/18/2279	-
Kingston Property Services Private Limited	AABCF1616P	MUMF05155D	99281615305P	27365207195P
Expression Realty Private Limited	AABCE8413H	MUME07088E	99371615304P	-
Kingston Hospitality and Developers Private Limited	AACCK8742L	MUMK16041E	PT/E/1/1/33/3452	-
Triumph Realty Private Limited	AACCT8092L	MUMT14354E		
Perspective Realty Private Limited	AAECP4305N	MUMP24387G		-

(b) Described below are the central sales tax ("**CST**") numbers, tax payer identification numbers ("**TIN**") and service tax numbers obtained by the Company and its Subsidiaries.

Company name	CST no.	TIN	Effective date	Service tax no.	Effective date
Oberoi Realty Limited	27600666784C	27600666784V	July 16, 2008	AABCK0235HSD002	November 24, 2009
Oberoi Constructio	-	-	-	AAACO1805EST001	October 6, 2008

Company name	CST no.	TIN	Effective date	Service tax no.	Effective date
ns Private Limited					
Oberoi Mall Private Limited	-	-	-	AAACO6944QST001	January 15, 2009
Kingston Property Services Private Limited	-	-	-	AABCF1616PST001	May 21, 2008

(c) Certificates of Registration under the Bombay Shops And Establishments Act, 1948

Company name	Registration Number	Date of Issue	Validity
Oberoi Realty Limited	PS009976	August 16, 2003	December 31, 2011
Oberoi Constructions Private Limited	PS009957	August 14, 2003	December 31, 2010
Oberoi Mall Private Limited	PS009952	August 16, 2003	December 31, 2010
Kingston Property Services Private Limited	760036314	January 29, 2008	December 31, 2010
Expression Realty Private Limited	760036334	January 29, 2008	December 31, 2010
Kingston Hospitality and Developers Private Limited	PS013840	March 13, 2007	December 31, 2010
Triumph Realty Private Limited	760036311	January 29, 2008	December 31, 2010
Perspective Realty Private Limited	760036237	January 29, 2008	December 31, 2010

APPROVALS FOR PROJECTS

We require various approvals to carry on our construction and development activities. We have undertaken and/or are in the process of developing various projects, which can be divided into the following segments:

A. Residential;
B. Office spaces;
C. Retail;
D. Hospitality; and
E. Social infrastructure.

The projects are primarily being developed on freehold land owned by us or on leasehold land in respect of which leasehold rights are held by us. Also, some of our projects are being developed under development and/or joint development agreements.

In relation to the projects undertaken, the Company has obtained and in some cases are in the process of obtaining the following government approvals:

- Lay out plan approval: This is required for projects having more than 1 building. This gives approval to layout of design and zoning of various areas on plot i.e.-roads, recreation areas, sale buildings etc.
- Building plan approval.
- IOD - This is given for each individual building on any plot. This gives approval to a detailed plan for that building thereby finalizing all the detail parameters of that particular building.
- CC - This gives permission to commence the work on site.
- Further Commencement Certificate - This is issued after completion of the plinth of any building or Stilt slab where the building comprises Stilt and upper floors. This permits commencement of work on the upper floors to the terrace of the building unless specified otherwise.
- NOC granted by the Chief Fire Officer. This NOC is granted in respect of buildings which would

exceed 24 metres of height.

- OC - This is issued after the entire construction work on site is completed and the structure is fit for occupancy by complying with all the conditions.
- NA Order / Change of Land Use Permission/Conversion order (nomenclature changes in accordance with the city in which the project is based).
- Environmental clearance from State Environment Impact Assessment Authority constituted by Government of India is required for projects with built-up area of 20,000 Sq. Mtrs. or more (but less than 150,000 Sq. Mtrs.).
- In addition, the Company may require certain project specific approvals on the basis of location and specific parameters of the project such as a NOC from the AAI in respect of development of buildings which exceed a certain height or are in the vicinity of any airport.

Typically, an IOD is granted in the initial stages of a project and is valid for a period of one year. However, as we commence construction or are granted other approvals such as the CC for an ongoing project, the IOD becomes redundant. If during this period a CC is obtained or construction has started the expiry of the IOD does not affect the development of the project. Although some of the approvals disclosed in the DRHP are shown to have been expired, these approvals have been superseded by fresh / amended approvals disclosed in the same section. In respect of some of the buildings, occupation certificates have also been issued. In such an event, the expiry of validity of IODs / CCs is of no relevance.

I. Common approvals for projects in Goregaon (East), Mumbai

The common approvals mentioned below are in relation to our projects in Goregaon (East) Mumbai. These include Commerz (I and II); The Westin Mumbai - Garden City; Municipal Staff Quarters; Oberoi Woods; Club House - Oberoi Woods; Oberoi Townhouse; Oberoi International School; Oberoi Mall and Oberoi Exquisite (I - III).

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Order under the Urban Land (Ceiling and Regulation) Act, 1976 stating that there is no surplus vacant land	C/ULC/6(I)/SR- IV-453/D-IV	Additional Collector and C.A, ULC, Greater Bombay	March 8, 2001	-
2.	Approval of layout / subdivision of land bearing CTS no. 95 to 97, 98A and 100A of village Dindoshi and CTS no. 590, 590/1 to 58, 593/A-1, 594, 594/A-1 and 595 of village Pahadi, Goregaon (East), Mumbai	CE/102/ LOP	Deputy Chief Engineer, Building Proposal, (Western Suburbs), MCGM	June 12, 2001	-
3.	Approval for layout / subdivision of land bearing CTS no. 95/1 to 11 of village Dindoshi and CTS no. 590/A to C, 690/C-1 to 22, 590/D to F, 590/F-1 to 56, 592/ - 58a, 592/ - 59a of village Pahadi, Goregaon (East), Mumbai	CE/102/BP(WS)/LOP	Deputy Chief Engineer, Building Proposal, (Western Suburbs), MCGM	October 25, 2001	-
4.	Approval for layout/ subdivision/ amalgamation on plot bearing CTS no. 95/1 to 3, 95/4A to 4D, 95/5, 95/6, 95/8 of village Dindoshi, 690/A/A to 590/A/C, 590/A/C/1 to 22, 590/A/D, 590A/E, 592/58A, 592/59A, 596	CHE/102/BPLOP	Deputy Chief Engineer, Building Proposal, (Western Suburbs), MCGM	August 18, 2005	Valid for one year from date of issue and to be revalidated thereafter

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	(pt), 596/12, 596/58 of village Pahadi, 128, 128/1, 128/2, 128/8 of village Pahadi Eksar, Goregaon (East), Mumbai				
5.	Consent to establish for construction on land bearing CTS No. 95/ 1 to 3, 95/4A to 4D 95/5, 95/6, 95/8 of village Dindoshi and CTS No. 590 /A/A, 590 /AC, 590/A/C/1 of 22, 590 /A/C/1 to 22, 590/A/D, 596 (p), 596/12, 596/58 of village Pahadi-Goregaon, and 128, 128/1, 128/2, 128/6 of village-Pahadi Eksar, Goregaon (E), Mumbai	Bo/Ro (P&P) 4/3	Member Secretary, Maharashtra Pollution Control Board	April 28, 2006	-
6.	Approval for the amended lay out / subdivision/ amalgamation on plot bearing land bearing CTS No. 95/ 1 to 3, 99 (pt) 95/4A to 4D 95/5, 95/6, 95/8 of village Dindoshi and CTS No. 590A to C, 590/C-1 to 22, 590/A/D, 590 A/E, 592/58A, 592/59A of village Eksar, 596 (pt), 596/12, 596/58 of village Pahadi-Goregaon, and 128, 128/1, 128/2, 128/6 of village-Pahadi Eksar, Goregaon (East), Mumbai	CHE/102/LOP	Building Proposals, (WS) R&P Ward, Kandivali/ West	December 19, 2006	One year from date of approval unless amended
7.	Environmental clearance for construction of commercial cum residential complex at land bearing CTS No. 95/4/B (pt), 95/5, 95/6(pt), 95/8, 95/4/C(pt), 95/4/D of village Dindoshi and CTS No. 590 /A/A, 590 /A/B, 590 /A/C of village Pahadi at Ciba layout, off Western Express Highway, Goregaon (E), Mumbai-63. This environmental clearance is for a project involving construction of 2850 flats, commercial area for 31 units, 800 beds, 240 rooms hotel and educational complex for 10,100 students.	21-189/2006-IA.III	Additional Director (IA), MoEF	January 15, 2007	-
8.	NOC for height clearance	AAI/20012/1037/06-	AAI	March 25,	Three

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	up to 206.60 Mts. from ground level granted for property at CTS No. CTS No. 95/ 1 to 3, 99 (pt) 95/4A to 4D, 95/5, 95/6, 95/8 of village Dindoshi and 590A/A to 590/a/C, 590A/C/1 to 22, 590/A/D, 590/A/E, 592/58A, 592/59A, 596(pt), 596/12, 596/58 of village Pahadi Goregaon, Goregaon (E), Mumbai-63.	ARI (NOC)		2008	years from the date of issue
9.	NOC for height clearance up to 213.23 Mts. from ground level granted for property at CTS No. CTS No. 95/ 1 to 3, 99 (pt) 95/4A to 4D, 95/5, 95/6, 95/8 of village Dindoshi and 590A/A to 590/a/C, 590A/C/1 to 22, 590/A/D, 590/A/E, 592/58A, 592/59A, 596(pt), 596/12, 596/58 of village Pahadi Goregaon, and 128, 128/1, 128/2, 128/8 village Pahadi, Goregaon (East), Mumbai	AAI/20012/1037/06-ARI (NOC)	Senior Manager, (ATC), AAI	August 22, 2008	August 21, 2013
10.	Approval for amended layout on plot bearing CTS no. 95/1 to 3, 95/4/A, 95/4/B/1, 95/4/B/2, 95/4/B/3, 95/4/B/4, 99 (pt) of village Dindoshi and CTS no. 128/A, 128/B, 128/C of village Pahadi Eksar and CTS no. 590/A/A/1, 590/A/A/2, 590/A/E/1/1, 590/A/E/1/2, 590/A/E/1/3, 590/A/E/1/4, 590/A/D, 596/B, 596/C, 596/D, 596/E, 596/F, 596/58 of village Pahadi, Goregaon (East), Mumbai	CHE/102 /LOP/AP	Deputy Chief Engineer, Building Proposal, (Western Suburbs), MCGM	January 31, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application submitting certain documents for approval of amended plan	Executive Engineer (P Ward), Building Proposal, (Western Suburbs), MCGM	December 11, 2009

II. **(a)** **Oberoi Woods, Goregaon (East), Mumbai**

This project has been developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD for proposed towers A, B and C	CHE/8841/BP (WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), 'P' ward, MCGM	September 4, 2004	Septembe r 3, 2005
2.	NOC for construction of proposed three high rise residential buildings	FBM/S/504/346	Chief Fire Officer, Mumbai Fire Brigade	September 9, 2004	-
3.	CC for construction of proposed tower A, B and C	CHE/8841/BP(WS)/AP	Assistant Engineer Building Proposals, (Western Suburbs), 'P' ward, MCGM	Issued on October 14, 2004 and re-endorsed on May 9, 2005	The C.C. is valid for a period of one year from date of issue and for re-endorsem ent
			Assistant Engineer Building Proposals, (Western Suburbs), 'P' Ward, MCGM	Re-endorsed on June 15, 2005	-
			Executive Engineer, Building Proposal, (Western Suburbs), 'P' ward, MCGM	Re-endorsed on June 6, 2006, December 19, 2006 and on March 21, 2007	-
4.	Approval of amended plan for high-rise buildings A, B and C	CHE/8841/BP (WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), 'P' and K/W ward, MCGM	May 24, 2005	-
5.	Non agricultural permission	C/Desk-VII-A/ LND/NAP/SR-7731	Collector, Mumbai Suburban District	October 19, 2005	-
6.	NOC for amendments in relation to construction of proposed three high rise residential buildings	FBM/S/505/1013	Chief Fire Officer, Mumbai Fire Brigade	February 3, 2006	-
7.	Acceptance by High Rise Committee of the proposal for development of high rise building	CHE/HRB-02/DPC/ Gen	Chief Engineer, Development Plan, Member Secretary, Technical Committee, MCGM	February 15, 2006	-
8.	Approval of amended plan for high-rise buildings A, B and C	CHE/8841/BP (WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), 'P'	April 18, 2006	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
			and K/W ward, MCGM		
9.	Approval of amended plan for high-rise buildings A, B and C	CHE/8841/BP (WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P and K/W, MCGM	March 1, 2007	-
10.	NOC for occupation	FBM/S/507/945	Chief Fire Officer, Mumbai Fire Brigade	February 22, 2008	-
11.	Full Occupation	CHE/8841/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P and K/ West ward, MCGM	May 3, 2008	-
12.	Building completion certificate for residential building wings A, B and C	CHE/8841/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	March 20, 2009	-

(b) Club House - Oberoi Woods, Goregaon (East), Mumbai

This is developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD for the proposed club house	EB/CE/9110/BS/AP	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	March 18, 2009	March 17, 2010
2.	CC for construction of the proposed clubhouse	CHE/9110/BP(WS)/AP/ AR	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	August 20, 2009	Valid for a period of one year from the date of issue and renewable every year
3.	Full occupation certificate	CHE/9110/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	August 20, 2009	-

III. Oberoi Townhouse, Goregaon (East), Mumbai

This project is being developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD for proposed building no. 2 (wings 1 to 7)	CHE/9109/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	October 17, 2008	October 16, 2009
2.	CC for construction of building no.2 (wings 1 to 7)	CHE/9109/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P and R ward, MCGM	November 20, 2008 and re-endorsed on	Valid for a period of one year from

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
				December 26, 2008 and May 21, 2009	the date of issue and renewable very year
3.	Approval for the amended plan for construction of building no. 2	CHE/9109/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	August 20, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application for OC for proposed building no. 2 (wings 1 to 7)	Executive Engineer, Building Proposals, P and R Ward, (Western Suburbs), MCGM	October 29, 2009

IV. (a) Oberoi Exquisite - I, Goregaon (East), Mumbai

This project is being developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD	CHE/9105/BP(WS)/AP/BS /AP	Executive Engineer, Building Proposal, (Western Suburbs) P/S ward, MCGM	March 29, 2007	March 28, 2008
2.	NOC for construction of proposed high rise building	FBM/S/507/573	Chief Fire Officer, Mumbai Fire Brigade, MCGM	November 7, 2007	-
3.	Commencement certificate for proposed building no. 1	CHE/9105/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), P and R ward, MCGM	February 26, 2008	Valid for one year from date of issue and renewable every year
4.	Approval of the amended plan for the proposed construction	CHE/9105/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs) K/West and P ward, MCGM	May 13, 2008	-
5.	Approval of the amended plan for the proposed construction	CHE/9105/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), 'P' ward, MCGM	April 18, 2009	-
6.	Excavation permit for extraction and removal of minor mineral to the extent of 5,000 brass	C/Desk-IV/MNL/ SR-104/2009-2010	Collector, Mumbai Suburban	September 1, 2009	Novembe r 30, 2009

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application under sub section (1) of section 44 of Maharashtra Land Revenue Code, 1966 for non agricultural use of land bearing CTS no. 590/A/A, 590/A/B, 590/A/C, 590/A/C 1 to 22 of village Pahadi, Goregaon (East), Mumbai	Collector, Mumbai Suburban District	November 19, 2007
2.	Application for High Rise NOC for proposed residential building no. 1 along with documents required	The Secretary, High Rise Committee	July 24, 2009
3.	Application for approval of the amended plan for the proposed residential building no. 1 Tower A, B and C	The Executive Engineer, Building Proposals (Western Suburbs), P Ward, MCGM	November 25, 2009

(b) Oberoi Exquisite - II, Goregaon (East), Mumbai

This project is being developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD	CHE/9106/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs) P and K/W ward, MCGM	March 29, 2007	March 28, 2008
2.	NOC for construction of proposed high rise building	FBM/S/507/573	Chief Fire Officer, Mumbai Fire Brigade, MCGM	November 7, 2007	-
3.	Approval of the amended plan for the proposed construction	CHE/9106/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs) K/West and P ward, MCGM	May 13, 2008	-
4.	Approval of the amended plan for the proposed construction	CHE/9106/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs) K/West and P ward, MCGM	April 18, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application under sub section (1) of section 44 of Maharashtra Land Revenue Code, 1966 for non agricultural use of land bearing CTS no. 590/A/A, 590/A/B, 590/A/C, 590/A/C 1 to 22 of village Pahadi, Goregaon (East), Mumbai	Collector, Mumbai Suburban District	November 19, 2007
2.	Application for High Rise NOC for proposed residential building no. 2 along with documents required	The Secretary, High Rise Committee	August 17, 2009

(c) Oberoi Exquisite - III, Goregaon (East), Mumbai

This project is being developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD	CHE/9107/BP(WS)/AP and CHE/9108/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs) P and K/W ward, MCGM	March 29, 2007	March 28, 2008
2.	NOC for construction of proposed high rise building	FBM/S/507/573	Chief Fire Officer Mumbai, Fire Brigade, MCGM	November 7, 2007	-
3.	Approval of the amended plan for the proposed construction	CHE/9107/BP(WS)/AP and CHE/9108/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), K/West and P ward, MCGM	May 13, 2008	-
4.	Approval of the amended plan for the proposed construction	CHE/9107/BP(WS)/AP and CHE/9108/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), 'P' ward, MCGM	April 18, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application under sub section (1) of section 44 of Maharashtra Land Revenue Code, 1966 for non agricultural use of land bearing CTS no. 95/4/B/4 of village Pahadi, Goregaon (East), Mumbai	Collector, Mumbai Suburban District	November 19, 2007
2.	Application for NOC High Rise for proposed residential building along with documents required	The Secretary, High Rise Committee	August 17, 2009

V. Approvals for Commerz – I, Goregaon (East), Mumbai

This project has been developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD for proposed office building on CTS no. 95/4/B of Village Dindoshi in Ciba layout, Off. Western Express Highway, Goregaon (East), Mumbai	CHE/8933/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), P and K/W ward, MCGM	January 27, 2005	January 26, 2006
2.	CC for proposed office building	CHE/8933/BP(WS)/AP	Assistant Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	March 15, 2005 and endorsed on March 21, 2006, April 13, 2006,	Valid for one year from the date of issue and renewable every year

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
				May 2, 2006, September 26, 2006, October 6, 2007 and June 2, 2009	
3.	Approval for the amended plan for construction of commercial building	CHE/8933/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), P and K/W ward, MCGM	August 25, 2005	-
4.	Grant of non agricultural permission	C/Desk/VII-A/LND/NAP/ SRA-7850	Collector, Mumbai Suburban District	October 19, 2005	-
5.	NOC for construction of high rise commercial building stipulating fire fighting / safety requirements	FBM/S/505/950	Chief Fire Officer, Mumbai Fire Brigade	March 13, 2006	-
6.	Revised order with change in rates applicable	C/Desk-VII-A/LND/ NAP/SR-7850	Collector, Mumbai Suburban District	May 3, 2006	-
7.	NOC for amendments in the construction plan of the high rise commercial building	FBM/S/506/841	Chief Fire Officer, Mumbai Fire Brigade	December 26, 2006	-
8.	Acceptance by the High Rise Committee of the amended proposal for the development of high rise building	Ch.E/HRB-60/ DPWS	Chief Engineer, Development Plan, Member Secretary, Technical Committee	August 6, 2007	-
9.	Approval for the amended plan for construction of commercial building	CHE/8933/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), P and K/W ward, MCGM	October 4, 2007	-
10.	NOC for part occupation of a wing of the high rise office – cum – hotel building	FBM/S/507/1063	Chief Fire Officer, Mumbai Fire Brigade	March 24, 2008	-
11.	Part occupation permission for proposed hotel cum office building no. 1, wing 'A'	FB/8933/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), K/W and P ward	March 31, 2008	-
12.	NOC for proposed amendments to proposed office cum hotel building	FBM/S/508/1364	Chief Fire Officer, Mumbai Fire Brigade	January 30, 2009	-
13.	Approval for the amended plan for construction of commercial building	CHE/8933/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), 'P' ward, MCGM	May 30, 2009	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
14.	NOC for full occupation of office cum hotel building	FB/HR/WS/88	Deputy Chief Fire Officer, Mumbai Fire Brigade, MCGM	June 30, 2009	-
15.	Full OC for proposed hotel cum office building no. 1, wing 'A'	FB/8933/BP(WS)/AP	Executive Engineer, Building Proposal, (Western Suburbs), P ward	June 30, 2009	-

VI. Approvals for Commerz - II, Goregaon (East), Mumbai

This project is being developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD for proposed office building	EB/CE/9114/BS/AP	Executive Engineer, Building Proposals, (Western Suburbs), P and K/W ward, MCGM	May 10, 2007	May 9, 2008
2.	Excavation permit for extraction and removal of minor mineral to the extent of 10,000 brass	C/DESK-IV/MNL/SR-72/2007-08	Collector, Municipal Suburban District	July 24, 2007	November 23, 2007 or till dispatch of excavated material
3.	CC for construction of proposed office building	CHE/9114/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	October 1, 2007 and endorsed on January 27, 2008 and September 9, 2009	Valid for one year from date of issue and renewable every year
4.	Approval for the amended plan for construction of commercial building no. 2	CHE/9114/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), K/West and P ward, MCGM	May 13, 2008	-
5.	NOC for proposed high rise office-cum-hotel building no. 2	FBM/S/508/939	Chief Fire Officer, Mumbai Fire Brigade	May 15, 2008	-
6.	Approval for the amended plan for construction of commercial building no. 2	CHE/9114/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), P ward, MCGM	December 5, 2008	-
7.	No objection for amended pans for construction of proposed high rise commercial building	FB/HR/WS/144	Chief Fire Officer, Mumbai Fire Brigade	August 5, 2009	-
8.	Acceptance of the proposal for the development of high rise office building	Ch.E/HRB-99/DPWS	Chief Engineer, (Development Plan), Member Secretary, Technical Committee for High Rise Buildings	August 24, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application under sub section (1) of section 44 of Maharashtra Land Revenue Code, 1966 for non agricultural use of land bearing CTS no. 95/4B/3 of village Dindoshi, Taluka Borivali, Mumbai	The Collector, Mumbai Suburban District	May 21, 2007

VII. Oberoi Mall, Goregaon (East), Mumbai

This project has been developed by OMPL.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	NOC for construction of proposed building comprising of multiplex cinema theatre and commercial users	FBM/S/504/04	Chief Fire Officer, Mumbai Fire Brigade, MCGM	April 5, 2004	-
2.	IOD to the Company for the proposed family entertainment centre	EB/CE/7679/BS/AP	Executive Engineer Building Proposals, (Western Suburbs) P and K/West, MCGM	April 6, 2004	April 5, 2005
3.	CC for construction of proposed family entertainment centre to the Company	CHE/7679/BP(WS)/AP	Assistant Engineer, Building Proposals, (Western Suburbs) 'P' ward, MCGM	April 23, 2004 revalidated on November 20, 2004, May 9, 2005 November 24, 2005 and January 3, 2006	Valid for a period of one year from the date of issue and renewable every year and the extended period shall not exceed three years
4.	Approval of proposed family entertainment centre as per the amended plan	CHE/7679/BP(WS)/AP	Executive Engineer Building Proposals, (Western Suburbs) 'R' Ward, MCGM	September 9, 2004	-
5.	Non agricultural permission in respect of land bearing CTS no. 95/1, village Dindoshi, Taluka Borivali, Mumbai Suburban District	C/Desk-VII-A/LND/ NAP/SR-7730	Collector, Mumbai Suburban District	October 19, 2005	-
6.	NOC from the Commissioner of Police for construction of proposed multiplex	O.W.No.08/D-X/Thr.Br./2005	Commissioner of Police Brihanmumbai	November 19, 2005	Valid for two years from date of issue

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	theatre				
7.	Approval for construction of proposed family entertainment centre as per the amended plan	CHE/7679/BP(WS)/AP	Executive Engineer Building Proposals, (Western Suburbs) 'P and K/W' ward, MCGM	December 29, 2005	-
8.	NOC for part occupation	FBM/S/507/221	Chief Fire Officer, Mumbai Fire Brigade, MCGM	June 29, 2007	-
9.	NOC for amended plans for the multiplex cinema theatre building	FBM/S/507/714	Chief Fire Officer, Mumbai Fire Brigade, MCGM	December 13, 2007	-
10.	NOC for full occupation of multiplex cinema theatre building	FBM/S/507/1069	Chief Fire Officer, Mumbai Fire Brigade, MCGM	March 5, 2008	-
11.	Occupation certificate	CHE/7679/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs) K/ West and P ward, MCGM	March 14, 2008	-
12.	Licence for commercial non-temporary illuminated advertising board on business premises	761210872	Senior Inspector, License P/S Ward, MCGM	January 3, 2009	March 31, 2010
13.	Licence for commercial non-temporary illuminated advertising board on business premises	761210848	Senior Inspector, License P/S Ward, MCGM	January 3, 2009	March 31, 2010
14.	Licence for commercial non-temporary illuminated advertising board on business premises	761210847	Senior Inspector, License P/S Ward, MCGM	January 3, 2009	March 31, 2010
15.	Licence for commercial non-temporary illuminated advertising board on business premises	761210830	Senior Inspector, License P/S Ward, MCGM	January 3, 2009	March 31, 2010
16.	Licence for commercial non-temporary illuminated advertising board on business premises	761223061	Senior Inspector, License P/S Ward	March 31, 2009	March 31, 2010
17.	Licence for commercial non-temporary illuminated advertising board on business premises	761223076	Senior Inspector, License P/S Ward, MCGM	March 31, 2009	March 31, 2010

VIII. Approvals related to The Westin Mumbai - Garden City, Goregaon (East), Mumbai

This project is being developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Consent to establish	BO/RO/P&P/67	Member Secretary, Maharashtra Pollution Control Board	December 20, 2005	-
2.	Approval for setting up of hotel of five star category	5/TH-I/(61)/06	Assistant Director, (H R), Ministry of Tourism, Government of India	December 8, 2006	Valid for five years from date of issue
3.	NOC for proposed construction of hotel / service apartment	O.W.No.1/D-X/ (Th.Br)/F-45/2007	Deputy Commissioner of Police (HQ 1)	January 11, 2007	-
4.	NOC for setting up Star Hotel Project	MTDC/Incentive/ NOC/ 142/2008	Managing Director, Maharashtra Tourism Development Corporation	October 6, 2008	Valid for one year from date of issue
5.	NOC for chimney	MPCB/SROM II/-TB/1818	Sub Regional Officer, Mumbai II, MPCB	June 1, 2009	-
6.	License for eating house grade – III	887354313	MOH, PS ward	July 6, 2009	July 5, 2010
7.	License for eating house grade - III – executive lounge	887354343	MOH, PS ward	July 7, 2009	July 6, 2010
8.	License for lodging house	887354345	MOH, PS ward	July 7, 2009	July 6, 2010
9.	License for eating house grade – III	887354366	MOH, PS ward	July 7, 2009	July 6, 2010
10.	License for laundry shop	887354371	MOH, PS ward	July 7, 2009	July 6, 2010
11.	License for cold drink shop – Kangan	887354374	MOH, PS ward	July 7, 2009	July 6, 2010
12.	License for eating house grade – III – Eighteen bar	887354377	MOH, PS ward	July 7, 2009	July 6, 2010
13.	License for eating house grade - III	887354385	MOH, PS ward	July 7, 2009	July 6, 2010
14.	License for eating house grade – III	887354386	MOH, PS ward	July 7, 2009	July 6, 2010
15.	Registration of certificate of establishment	760106033 / Residential hotel Ward PS III	Inspector under Bombay Shops and Establishments Act, 1948	July 29, 2009	-
16.	License for hair dressing saloon	887355479	MOH, PS ward	August 4, 2009	August 3, 2010
17.	NOC for trade of 'Eating House Banquet Hall'	FBL/S/109/594	Deputy Chief Fire Officer, Mumbai Fire Brigade	August 13, 2009	-
18.	NOC for trade of 'Eating House - Taste Coffee Shop'	FBL/S/109/595	Deputy Chief Fire Officer, Mumbai Fire Brigade	August 17, 2009	-
19.	NOC for trade of 'Eating House - Kangan Indian	FBL/S/109/600	Deputy Chief Fire Officer, Mumbai Fire Brigade	August 17, 2009	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	Restaurant’				
20.	NOC for trade of ‘Eating House - Splash bar’	FBL/S/109/597	Deputy Chief Fire Officer, Mumbai Fire Brigade	August 17, 2009	-
21.	NOC for trade of ‘Eating House - Prego Indian Restaurant’	FBL/S/109/598	Deputy Chief Fire Officer, Mumbai Fire Brigade	August 17, 2009	-
22.	NOC for trade of ‘Eating House - Westin Executive Longue’	FBL/S/109/596	Deputy Chief Fire Officer, Mumbai Fire Brigade	August 17, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application for consent under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and authorisation / renewal of authorisation under Hazardous Wastes (Management and Handling) Rules, 1989	Sub- Regional Office, Maharashtra Pollution Control Board	July 3, 2009
2.	Application seeking exemption under certain sections of the Shops and Establishment Act, 1948	The Secretary, Ministry of Industries, Labour and Energy, Government of Maharashtra	August 4, 2009
3.	Application for bakery licence	Executive Engineer, MCGM, Environment Section	September 8, 2009
4.	Application for grade – I certification	Medical Officer of Health, P/South ward, Mumbai	October 9, 2009
5.	Application under the Maharashtra Prevention of Food Adulteration Act and Rules there under	Brihanmumbai Mahanagarpalika	October 6, 2009
6.	Application for license for sale of liquor	Superintendent of State Excise, Mumbai Suburban District	October 6, 2009

IX. Oberoi International School, Goregaon (East), Mumbai

This project is being developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Development permission for secondary school	CHE/491/DPWS/P&R	Executive Engineer, (Development Plan) (Western Suburbs), P and R ward, MCGM	July 1, 2006	Constructi on to be completed within a period of two years from issue of permissio n
2.	IOD for proposed	EB/CHE/9235/BS/AP	Executive Engineer,	October 27,	October

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	school building		Building Proposals, (Western Suburbs) 'P' ward, MCGM	2006	26, 2007
3.	NOC for construction of a high rise primary and secondary school building	FBM/S/506/664	Chief Fire Officer, Mumbai Fire Brigade	November 3, 2006	-
4.	CC for construction of school building up to top basement	CHE/9235/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs) P ward, MCGM	February 3, 2007	Valid for a period of one year from the date of issue and is renewable every year
5.	Excavation permit for extraction and removal of minor mineral	C/Desk-IV/MNL/SR 148/2006-07	Collector, Mumbai Suburban District	March 15, 2007	June 14, 2007
6.	NOC for starting school affiliated to International Baccalacurate curriculum	NOC/2007/387/2007 SE – 1	Under Secretary, Government of Maharashtra	April 13, 2007	-
7.	Order regularising the non agricultural permission to use the land bearing CTS no. 596/12, Village Pahadi Eskar, Taluka Borivali	C/Desk7A/LND/NAP/SR 8258	Collector, Mumbai Suburban District	August 13, 2007	-
8.	Letter of intent intimation of payments for grant of additional FSI	TPB 4308/97/ CR-45/08/UD-11	Under Secretary to Government, Government of Maharashtra	April 10, 2008	Valid for six months
9.	Grant of additional FSI	TPB 4308/97/CR-45/08/UD-11	Under Secretary to Government, Government of Maharashtra	April 11, 2008	-
10.	IOD for proposed school building	CHE/9235/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs) P and K/W ward, MCGM	May 20, 2008	May 19, 2009
11.	Further CC for construction of proposed school building	CHE/9235/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs), 'P' ward, MCGM	July 14, 2008	Valid for a period of one year from the date of issue and renewable every

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
					year
12.	Part OC for construction of the proposed school building	CHE/9235/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs) 'P' Ward, MCGM	August 27, 2008	-
13.	Revised NOC for school building	FBM/S/508/1420	Chief Fire Officer, Mumbai Fire Brigade	February 16, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application for additional FSI on plot bearing CTS no. 128A of village Pahadi Eskar and CTS no. 596/C of village Pahadi, Goregaon (East), Mumbai	The Municipal Commissioner, MCGM	February 6, 2009

X. Municipal Staff Quarters, Goregaon (East), Mumbai

This has been developed by the Company.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD for municipal staff quarters	CHE/9234/BS/AP	Executive Engineer, Building Proposals, (Western Suburbs), P and K/W ward, MCGM	October 7, 2006	October 6, 2007
2.	Permission for development of land under accommodation reservation	Ch.E./3059/DPWS/ P&R	Executive Engineer (Development Plan) (Western Suburbs), P and R ward	February 24, 2006	-
3.	CC for construction of the municipal staff quarters	CHE/9234/BP(WS)/AP	Executive Engineer, (Building Proposals), (Western Suburbs), P ward, MCGM	December 19, 2006 endorsed on February 3, 2007	Valid for a period of one year from the date of issue and renewable every year
4.	Full Occupation certificate	CHE/9234/BP(WS)/AP	Executive Engineer, Building Proposals, (Western Suburbs) K/West and P ward	April 19, 2008	-
5.	Possession receipt for handing over of built-up accommodation reservation of municipal staff quarters	AC/Estates/4927/ AR/WS/LB-V	Assistant Engineer, (Imp-II) (Estates), MCGM	September 20, 2008	-

XI. (a) Common approvals for Splendor, Andheri (East), Mumbai

The following common approvals are in relation to Splendor I and Splendor II. This project is being developed by OCPL.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Consent to establish for construction at CTS no. 1 at Village Majas, Jogeshwari (East), Mumbai	BO/RO(P&P)/153	Member Secretary, Maharashtra Pollution Control Board	January 17, 2006	Valid up to completion of construction
2.	Approval for layout cum natural subdivision of plots approval	CE/1758/BSII/LOKEN	Executive Engineer, Building Proposals, (H and K/E) ward, MCGM	January 27, 2006	-
3.	Permission for redevelopment of property bearing CTS no.1 of village Majas, Andheri, Mumbai	C/ULC/D-III/22/8150	Additional collector and CA, (ULC), Greater Mumbai	July 6, 2006	July 5, 2011
4.	Environmental clearance for construction of residential project	J/12011/57/2006-IA (CIE)	Additional Director, (IA), MoEF	November 16, 2006	-
5.	Approval for amended plan for layout cum sub division	CE/1758/BSII/LOKEN	Executive Engineer, Building Proposals, (Western Suburbs), H and K/E ward, MCGM	July 24, 2007	-
6.	Letter intimating that CTS no. 1 of village Majas, Andheri, Mumbai is outside the purview of the ULC Act and the conditions of redevelopment will not be applicable and the company will be entitled to free development of land as per DC regulations and development plan	C/ULC/D-XV/WS-66/08	Deputy Collector and CA ULC	March 10, 2008	-
7.	Approval for amended plan for layout cum sub division	CE/1758/BSII/LOKEN	Executive Engineer, Building Proposals, (Western Suburbs) H and K/E ward, MCGM	June 26, 2008	-
8.	Possession Receipt for handing over the land new CTS no. 1D of Village Majas reserved	001090	Assistant Engineer (Development Plan) K/E ward,	December 20, 2008	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	for public purpose (reservation)		MCGM		
9.	Development permission for primary and secondary school at Jogeshwari (East), Mumbai	CHE.460/DPWS/H&K	Executive Engineer, (Development Plan) H and K, MCGM	May 25, 2009	Construction to be completed within 2 years of date of issue of permission May 24, 2011

(b) Oberoi Splendor - I, Andheri (East), Mumbai

This project is being developed by OCPL.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	IOD for building no. 1	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/East ward, MCGM	June 7, 2006	June 6, 2007
2.	IOD for building no. 2*	E.B/CE/8856/WS/AKBS /A	Executive Engineer, Building Proposals, (Western Suburbs) K/East ward, MCGM	June 22, 2006	June 21, 2007
3.	IOD for building no. 3*	CE/8857/BPWS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/East ward, MCGM	June 22, 2006	June 21, 2007
4.	NOC for construction of high rise building	FBM/S/506/926	Chief Fire Officer, Mumbai Fire Brigade, E ward, MCGM	December 26, 2006	-
5.	Excavation permit for excavation and removal of minor mineral to the extent of 20,000 brass	C/Desk/IV/MNL/SR-90 2006-07	Collector, Mumbai Suburban District	January 5, 2007	May 4, 2007
6.	CC for development of building no. 1	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) H and K ward, MCGM	February 27, 2007 endorsed on September 10, 2007, April 15, 2008, June 12, 2008, November 20, 2008, March 07, 2009 and May 19, 2009	February 26, 2008 February 26, 2008, February 26, 2009 February 26, 2009 February 26, 2009 February 26, 2010 February 26, 2010
7.	Excavation permit for excavation and removal of minor mineral to the extent of 15,000 brass	C/Desk-IV/MNL/SR-140 2006-07	Collector, Mumbai Suburban District	March 6, 2007	July 5, 2007

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
8.	CC for development work for building no. 2*	CE/8856/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs), K/East ward, MCGM	March 12, 2007 endorsed on September 10, 2007	March 11, 2008
9.	CC for development work for building no. 3*	CE/8857/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/East ward, MCGM	March 12, 2007 endorsed on September 10, 2007	March 11, 2008
10.	Approval of amended plan for building no. 1	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs), H and K/E ward, MCGM	August 10, 2007	-
11.	Approval of amended plan for building no. 2*	CE/8856/BPWS/AK	Executive Engineer, Building Proposals, (Western Suburbs) H and K/E ward, MCGM	August 10, 2007	-
12.	Approval of amended plan for building no. 3*	CE/8857/BPWS/AK	Executive Engineer, Building Proposals, (Western Suburbs) H and K/E ward, MCGM	August 10, 2007	Not provided for
13.	Order regularising the non-agricultural use of land for building no. 1	No.C/Desk-III-C/LND/NAP/SRA-1177	Collector, Mumbai Suburban District	December 18, 2007	-
14.	Order regularising the non-agricultural use of land for building no. 2	No.C/Desk-III-C/LND/NAP/SRA-1219	Collector, Mumbai Suburban District	December 18, 2007	-
15.	Order regularising the non-agricultural use of land for building no. 3	No.C/Desk-III-C/LND/NAP/SRA-1218	Collector, Mumbai Suburban District	December 18, 2007	-
16.	NOC for height clearance	AAI/20012/952/06-ARI(NOC)	Senior Manager, (ATC), AAI	March 25, 2008	Three years from date of issue
17.	Approval of amended plan for building no. 1	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) H and K/E ward, MCGM	March 29, 2008	-
18.	Approval of amended plan for building no.1	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) H and K/E ward, MCGM	May 27, 2008	-
19.	NOC for amendments in the construction of high rise building	FBM/S/508/437	Chief Fire Officer, Mumbai Fire Brigade	August 30, 2008	-
20.	IOD for parking lot	EB/CE/9235/WS/AK/BS/A	Executive Engineer, Building Proposals, (Western Suburbs) K/East/West ward, MCGM	September 23, 2008	September 22, 2009

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
21.	Approval of amended layout plan	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K ward, MCGM	November 5, 2008	-
22.	Revised NOC for construction of high rise building	FBM/S/508/1211	Chief Fire Officer, Mumbai Fire Brigade	January 27, 2009	-
23.	Approval of amended plan for building no. 1	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K ward, MCGM	February 13, 2009	-
24.	Approval of amended plan for building no. 1	CE/8712/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K ward, MCGM	March 31, 2009	-
25.	Approval by the Technical Committee for High Rise Buildings Proposals for development of CTS no. 1/B of village Majas, JVLR, Jogeshwari (East), Mumbai	Ch.E/HRB-144/DPWS	Chief Engineer, Development Plan, Member Secretary, Technical Committee for High Rise Buildings	March 31, 2009	-
26.	IOD for clubhouse and swimming pool	EB/CE/9620/WS/AK/BS /A	Executive Engineer, Building Proposals, WS K/East Ward, MCGM	July 8, 2009	July 7, 2010
27.	Excavation permit for extraction and removal of minor mineral to the extent of 3,000 brass	C/DESK-IV/MNL/SR-183/2009-2010	Collector, Mumbai Suburban District	November 12, 2009	February 11, 2010
28.	Commencement certificate for clubhouse and swimming pool	CE/9620/WS/AK	Executive Engineer, Building Proposals, WS K/East Ward, K/West Ward, MCGM	November 26, 2009	November 25, 2010

* Due to change in planning, buildings no. 2 and 3 mentioned in these approvals have been reclassified as building no. 1.

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application submitting certain documents for the proposed hotel cum commercial building on CTS no. 1/B of Village Majas, JVLR, Jogeshwari (East), Mumbai	Executive Engineer, Building Proposals,(Western Suburbs) H and K ward, MCGM	June 25, 2008
2.	Letter giving clarifications and requesting grant of IOD	The Assistant Engineer (K/East), Building Proposals, Western Suburbs, MCGM	September 15, 2008
3.	Application for NOC for proposed commercial building CTS no. 1/B of Village Majas, JVLR, Jogeshwari (East), Mumbai	The Chief Fire Officer, Mumbai Fire Brigade	September 15, 2008

(b) Oberoi Splendor - II, Andheri (East), Mumbai

This project is to be developed by OCPL.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	CC for parking lot on open space at JVLR Road, village Majas, Jogeshwari (East), Mumbai	CHE/9235/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs), K/East, K/West Wards MCGM	December 22, 2009	September 22, 2010
2.	IOD for the construction of building no. 2	CE/9719/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs), K/East Ward MCGM	January 8, 2010	January 7, 2011

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application for clearance from High Rise Committee for the proposed building no. 2	The Secretary, High Rise Committee, MCGM	November 30, 2009

XII. Oberoi Springs, Andheri (West), Mumbai

This project has been developed by OCPL.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	NOC under the ULC Act stating that there is no surplus non vacant land	C/ULC/6(1)/SR-VI-150	Additional Collector and Competent Authority (ULC), Greater Mumbai	November 12, 1999	-
2.	Redevelopment permission	C/ULC/6(1)/SR-VI-150	Additional Collector and Competent Authority(ULC), Greater Mumbai	November 28, 1999	-
3.	Approval for amalgamation and sub division of property bearing CTS no. 705, 705/1 to 5, 706, 706/1 to 14, 707, 707/1 to 3, 709, 713 and 714, Village Oshiwara, Andheri (West), Mumbai	CE/1751/BSII/LOKWN	Executive Engineer, Building Proposals, (Western Suburbs), MCGM	March 30,2005	-
4.	Permission for allowing change if user from special industrial zone to residential zone except for shopping and commercial use	CHE/912/DPWS H&K	Executive Engineer (Development Plan), Western Suburbs, (H and K)	June 20, 2005	-
5.	Approval of the amended plan for the proposed construction	CE/8497/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/W and P ward,	July 18, 2005	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
			MCGM		
6.	Approval of the amended plan for the proposed construction	CE/8497/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/W and P ward, MCGM	November 11, 2005	-
7.	CC for development work for a residential building	EB/CE/8497/WS/AK	Assistant Engineer, Building Proposals, (Western Suburbs) 'P' ward, MCGM	November 16, 2005 endorsed on April 13, 2006, August 30, 2006, May 3, 2007 and July 2, 2008	November 15, 2006 November 15, 2006, November 15, 2006, November 18, 2007 and November 18, 2008
8.	Approval of the amended plan for the proposed construction	CE/8497/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/W and P ward, MCGM	March 31, 2006	-
9.	Consent to establish on land bearing CTS No. 750, 705/1-5, 706, 706/1-14, 707/1-3, 709, 713 and 714 of village Oshiwara, Andheri (West), Mumbai	Maharashtra Pollution Control Board, Mumbai	BO/RO(P&P)/ 65	April 28, 2006	Up to completion of the constructio n of the project
10.	Environmental clearance for construction of residential complex	21-3/2006-IA-III	Director, (IA), Ministry of Environment and Forest	May 17, 2006	-
11.	Approval of the amended plan for the proposed construction	CE/8497/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/W and P ward, MCGM	May 31, 2006	-
12.	Order regularising the non-agricultural use and the non – agricultural permission	C/Desk-IIIC/LND/ NAP/SRA-1062	Collector, Mumbai Suburban District	June 8, 2006	-
13.	Approval of proposal for development of high rise building	Ch.E/HRB-12/DPC/Gen	Chief Engineer, Development Plan, MCGM	July 26, 2006	-
14.	NOC for construction of high rise residential building	FBM/S/506/283	Chief Fire Officer, Mumbai Fire Brigade, MCGM	August 4, - 2006	-
15.	NOC for height clearance	AAI/20012/609/2005-ARI (NOC)	Deputy General Manager (NOC), AAI	October 10, 2006	October 10, 2009
16.	Development permission for 7.5% amenity space as parking lot and to	CHE/2190/DPWS/H&K	Executive Engineer, (Development Plan) Western Suburbs, H and K, MCGM	March 22, 2007	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	allow development accommodation reservation concept				
17.	Approval of the amended plan for the proposed construction	CE/8497/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs) K/W and P ward, MCGM	March 30, 2007	-
18.	IOD for proposed development of parking lot in amenity space	CE/9102/WS/AKBS/A	Executive Engineer, Building Proposals, (Western Suburbs), K/West ward, MCGM	August 1, 2007	July 31, 2008
19.	CC for development of parking lot on designated 7.5% amenity open space	CE/9102/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs), H and K ward, MCGM	December 19, 2007	December 18, 2008
20.	OC for development of parking lot on designated 7.5% amenity open space	CE/9102/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs), K/West and P, MCGM	May 9, 2008	-
21.	Approval of the amended plan for the proposed construction	CE/8497/WS/AK	Executive Engineer, Building Proposals, (Western Suburbs), K ward, MCGM	April 8, 2009	-
22.	NOC from Labour Commissioner	Lc/NOC/CSNO.56/ 2005/DESK-7/7714 TO 7715	Labour Commissioner, Mumbai	June 3, 2009	-
23.	NOC for Occupation from fire safety perspective	FB/HR/WS/215	Chief Fire Officer, Mumbai Fire Brigade, MCGM	July 20, 2009	-
24.	OC for towers A, B and C	CE/8497/WS/AK	Executive Engineer, Building Proposals (Western Suburbs), K Ward	October 28, 2009	-
25.	Possession receipt for handing over built-up amenity car park	SC/Estates/3006/AE(i) II	Assistant Engineer, (Impt-I), Estates	October 28, 2009	-

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application for taking possession of 7.5% amenity space designated as parking lot	Assistant Commissioner (Estates)	September 8, 2009

XIII. Oasis Realty, Worli, Mumbai

This project is being developed by Oasis Realty.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Approval of proposed amalgamation / layout	SRA/Eng/288/GS/ML/LAY	Executive Engineer – III,	August 8, 2006	

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	/ sub division of the slum rehabilitation scheme on the plot bearing F.P. No. 1076, 1078 of TPS-IV of Mahim Division and CTS no. 286 (pt) of Lower Parel Division		Slum Rehabilitation Authority		
2.	NOC stipulating fire protection and fire fighting requirements for the construction of the proposed residential sale building no.2 on CS. No. 286 (pt) of Lower Parel Division, F. P. No. 1078, TPS IV, Mahim at S. H.Tandel Marg, Prabha Devi, Mumbai	FBM/506/420	Chief Fire Officer, Mumbai Fire Brigade	December 29, 2006	-
3.	NOC stipulating fire protection and fire fighting requirements for the construction of the proposed residential sale building no.1 on CS. No. 286 (pt) of Lower Parel Division, F. P. No. 1078, TPS IV, Mahim at S. H.Tandel Marg, Prabha Devi, Mumbai	FBM/506/419	Chief Fire Officer, Mumbai Fire Brigade	December 29, 2006	-
4.	Intimation of approval for construction of commercial sale building on plot no. CS. No. 286 (pt) of Lower Parel Division and F. P. No. 1076 and 1078 of TPS IV of Mahim Division	SRA/ENG/1292/GS/ML/AP	Executive Engineer III, SRA	May 25, 2007	May 24, 2008
5.	Intimation of approval for construction of residential sale building on plot no. CS. No. 286 (pt) of Lower Parel Division and F. P. No. 1076 and 1078 of TPS IV of Mahim Division	SRA/ENG/1293/GS/ML/AP	Executive Engineer, SRA	May 25, 2007	May 24, 2008
6.	Environmental clearance for amalgamated SRA scheme at CS No. 286 (pt) F.P. No. 1076 and	MoEF-21-72/2008-IA-III/TC1	Secretary (Environment), Environment Department, Government of	March 23, 2009	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	1078 of TRS IV of Mahim Division, Worli, Mumbai		Maharashtra		
7.	Consent to (amalgamated slum rehabilitation scheme) for construction of slum residential buildings on plot bearing CS no. 286 (pt), FP No. 1076 and 1078 of TPS IV of Mahim Division, Worli, Mumbai	BO/RO/(P&P)EIC No. MU-1067-08/E/CC-169	Maharashtra Pollution Control Board	May 3, 2009	The consent is valid upto the commissioning of the project
8.	Approval of amended plans for the proposed commercial sale building under amalgamation of slum rehabilitation scheme of Phase – II	SRA/ENG/1292/GS/ML/AP	Executive Engineer II, Slum Rehabilitation Authority	August 17, 2009	-
9.	CC for the construction of the proposed commercial sale building no.2 on CS. No. 286 (pt) of Lower Parel Division, F. P. No. 1078, TPS IV, of TPS IV of Mahim Division for construction upto plinth level and top of upper basement slab	SRA/ENG/1292/GS/ML/AP	Executive Engineer (SRA) – II for Chief Executive Officer, Slum Rehabilitation Authority	August 20, 2009	-
10.	Revised letter of intent for proposed amalgamation of S.R. Scheme	SRA/ENG/219/GS/ML/LOI	Deputy Chief Engineer, Slum Rehabilitation Authority	August 25, 2009	Three years from date of issue. If an intimation of approval or CC is obtained for one building then the LOI will remain valid till the completion of the estimated project period

Approvals in respect of which applications have been made and are pending

Sr. No.	Description	Authority	Date of Application
1.	Application for NOC for the proposed commercial sale building under the amalgamation of slum rehabilitation scheme phase – II	The Secretary, High Rise Committee	November 30, 2009

XIV. (a) Oberoi Exotica I, Mulund, Mumbai

This project is to be developed by OCPL.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Permission for residential development on CTS no. 543 of village Nahur situated in general industrial zone	CHE/975/ ITOR/DPES	Executive Engineer, Development Plan, (Eastern Suburbs), MCGM	August 22, 2005	-
2.	NOC for transfer of land under ULC Act	C/ULC/D-V/WS-377/2005	Additional Collector and CA (ULC) Greater Mumbai	August 25, 2005	-
3.	Letter of intent intimating that the permission to redevelop land is granted with respect to vacant land and permission for redevelopment can be granted only when land becomes vacant. Permission is operative for redeveloping the property. Permission granted to the landowner to hold the vacant land for redevelopment purpose after demolition of the structures	C/ULC/D-III/22/8093	Additional Collector and CA, (ULC), Greater Mumbai	October 31, 2005	Letter of intent is valid for five years from the date of issue
4.	Approval of amalgamation / layout / subdivision of CTS no. 543 of village Nahur, Mulund	CE/580/BPES/LOT	Executive Engineer, Building Proposals, (Eastern Suburbs), MCGM	November 21, 2005	-
5.	IOD for proposed building on CTS no. 543 of village Nahur, Mulund, Mumbai	CE/4853/BPES/AT	Executive Engineer, Building Proposals, (Eastern Suburbs), MCGM	December 22, 2005	December 21, 2006
6.	NOC for height clearance	BT-/NOC/CS/MUMBAI/06/156/415-17	Senior Manager, AAI	July 3, 2006	July 2, 2009
7.	Environmental clearance for construction of residential complex	21-133/2006-IA.III	Additional Collector, (IA), MoEF	November 16, 2006	-
8.	Consent to establish on land bearing CTS no. 543 of Village Nahur at Mulund (West), Mumbai	BO/RO(P&P)/283	Member Secretary, Maharashtra Pollution Control Board	December 8, 2006	-
9.	Permission for residential development on CTS no. 543 of village Nahur situated	CHE/1025/DPES	Executive Engineer Development Plan, (Eastern Suburbs), MCGM	December 19, 2009	August 21, 2011

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	in general industrial zone revalidated from August 22, 2007				

(b) Oberoi Exotica II, Mulund, Mumbai

This project is to be developed by OCPL.

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Permission to allow residential development on land bearing CTS no. 475, 475/1 to 11 of Village Mulund and CTS no. 545, 546/1 and 2 of Village Nahur, Mulund (West) located in general industrial zone	CHE/974/ ITOR/DPES	Executive Engineer, Development Plan (Eastern Suburbs), MCGM	August 22, 2005	-
2.	NOC under the ULC Act for the transfer of land	C/ULC/D-V/WS/376/2005	Additional Collector and CA, (ULC), Greater Mumbai	August 31, 2005	-
3.	Letter of intent intimating that the permission to redevelop land is granted with respect to vacant land and permission for redevelopment can be granted only when land becomes vacant. Permission is operative for redeveloping the property. Permission granted to the landowner to hold the vacant land for redevelopment purpose after demolition of the structures	C/ULC/D-III/22/8092	Additional Collector and CA (ULC) Greater Mumbai	October 31, 2005	Letter of intent is valid for five years from the date of issue
4.	Approval of amalgamation / layout / subdivision of CTS no. 475, 475/1 to 11 of Village Mulund, Mumbai and CTS no. 545, 540, 546/1 to 2 of Village Nahur, Mulund, Mumbai	CE/581/BP(ES)/LOT	Executive Engineer, Building Proposals, (Eastern Suburbs), MCGM	January 6, 2006	-
5.	NOC for height clearance	NBT-1/NOC/CS/MUMBAI/06/155/418-20	Senior Manager, AAI	July 3, 2006	July 2, 2009
6.	Environmental	21-132/2006-IA.III	Additional	November	-

Sr. No.	Description	Reference No.	Issuing Authority	Date of Issue	Date of Expiry
	clearance for construction of residential projects		Collector, (IA), MoEF	16, 2006	
7.	Consent to establish on land bearing CTS No. 475, 475/1 to 11 and Village Mulund and CTS no. 545, 546, 546/1 to 2, Village Nahur, at Mulund (West), Mumbai	BO/RO (P&P)/282	Member Secretary, Maharashtra Pollution Control Board	December 8, 2006	-
8.	Permission to allow residential development on land bearing CTS no. 475, 475/1 to 11 of Village Mulund and CTS no. 545, 546/1 and 2 of Village Nahur, Mulund (West) located in general industrial zone revalidated from August 22, 2007	CHE/1026/DPES	Executive Engineer, Development Plan, (Eastern Suburbs), MCGM	December 19, 2009	August 21, 2011

Approvals to be applied for at various stages of the projects

We will require certain additional approvals from various governmental and local bodies in relation to all the projects executed or to be executed by us. We will apply for necessary approvals when required at various stages of construction. These approvals will be granted by the relevant authorities subject to the compliance with the requirements of the local laws. These approvals, *inter alia*, include no objection certificates from various government agencies, sanction of plans, commencement certificates and occupancy certificates from the relevant sanctioning/ local authorities. Additionally, we may also require approvals under various environmental legislations for some of our projects and shall apply for these at the relevant stages of the construction. We may also apply for renewal of various operational permissions, approvals and licenses from time to time for the completed projects from appropriate statutory and governmental authorities.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The issue of Equity Shares in the Issue by the Company has been authorised by the resolution of the Board of Directors passed at their meeting held on December 4, 2009, subject to the approval of shareholders through a special resolution to be passed pursuant to section 81 (1A) of the Companies Act.

The shareholders have authorised the Issue by a special resolution in accordance with Section 81(1A) of the Companies Act, passed at the Extra-Ordinary General Meeting of the Company held on December 4, 2009, at Mumbai.

The Company will file an application with the RBI seeking confirmation that FIIs are permitted to subscribe to Equity Shares in the Issue under the portfolio investment scheme and that Press Note 2 (2005 Series) is not applicable to investments by FIIs in initial public offerings.

Prohibition by SEBI

The Company, Promoter, Directors, Promoter Group entities and Group Companies have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

The companies, with which Promoter, Directors or persons in control of the Company are associated as promoters, directors or persons in control have been have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI.

Details of the entities that the Directors are associated with, which are engaged in securities market related business and are registered with SEBI for the same have been provided to SEBI.

Prohibition by RBI

Neither the Company, Promoter, the relatives of Promoter (as defined under the Companies Act) and Group Companies have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or are pending against them.

Eligibility for the Issue

The Company is eligible for the Issue in accordance with Regulation 26(1) of the SEBI Regulations as explained under the eligibility criteria calculated in accordance with financial statements under Indian GAAP:

- The Company has net tangible assets of at least Rs. 30 million in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- The Company has a track record of distributable profits in accordance with Section 205 of the Companies Act, for at least three out of the immediately preceding five years;

- The Company has a net worth of at least Rs. 10 million in each of the three preceding full years (of 12 months each);

- The aggregate of the proposed Issue and all previous issues made in the same financial years in terms of the issue size is not expected to exceed five times the pre-Issue net worth of the Company; and

- The Company was incorporated as Kingston Properties Private Limited on May 8, 1998 under the Companies Act. The name of the Company was changed to Oberoi Realty Private Limited on October 23, 2009. The Company was converted into a public limited company on December 14, 2009 and consequently, the name was changed to Oberoi Realty Limited. For details of changes in the name and registered office of the Company, please see the section entitled "History and Certain Corporate Matters" on page 111. However, there has not been any corresponding change in the business activities of the Company and more than 50% of the revenue for the preceding full one year has been earned by the Company from the activity indicated by the new name.

The Company's net profit, dividend, net worth, net tangible assets and monetary assets derived from the Auditor's Report included in this Draft Red Herring Prospectus as at, and for the last five years ended Fiscal 2009 are set forth below:

(In Rs. million)

Particulars	Fiscal 2009	Fiscal 2008	Fiscal 2007	Fiscal 2006	Fiscal 2005
Distributable Profits[(1)]	438.85	920.99	586.64	350.80	5.03
Net Worth[(2)]	9,362.68	9,215.09	8,299.31	582.78	234.60
Net Tangible assets[(3)]	9,362.68	9,215.09	8,299.31	582.78	234.60
Monetary assets[(4)]	785.93	2,770.72	4,139.49	4.20	14.52
Monetary assets as a percentage of the net tangible assets (In %)	8.39	30.07	49.88	0.72	6.19

[(1)] *'Distributable profits' have been defined in terms of Section 205 of the Companies Act.*
[(2)] *'Net worth' has been defined as the aggregate of equity share capital and reserves, excluding preference share redemption reserve and miscellaneous expenditures, if any.*
[(3)] *'Net tangible assets' means the sum of all net assets of the Company excluding intangible assets as defined in Accounting Standard 26 issued by Institute of Chartered Accountants of India.*
[(4)] *Monetary assets comprise of cash and bank balances and public deposit accounts with the Government, including investments in mutual funds.*

Further, as the Issue size is proposed to be more than 10% and less than 25%, we shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted shall not be less than 1,000; otherwise the entire application money will be refunded forthwith. In case of delay, if any, in refund the Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

Further, the Issue is subject to the fulfillment of the following conditions as required by Rule 19(2)(b) SCRR:

- A minimum 2,000,000 Equity Shares (excluding reservations, firm Allotments and promoters contribution) are offered to the public;
- The Issue size, which is the Issue Price multiplied by the number of Equity Shares offered to the public, is a minimum of Rs. 1,000 million; and
- The Issue is made through the Book Building method with 60% of the Issue size allocated to QIBs as specified by SEBI.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JANUARY 18, 2010 WHICH READS AS FOLLOWS:

WE, THE LEAD MERCHANT BANKER(S) TO THE ABOVE MENTIONED FORTHCOMING ISSUE,

STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   (A) **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   (B) **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   (C) **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS/DRAFT PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT**

ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SECURITIES AND EXCHANGE BOARD OF INDIA. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. NOT APPLICABLE.

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. NOTED FOR COMPLIANCE.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. NOT APPLICABLE.**

    AS THE OFFER SIZE IS MORE THAN RS. 10 CRORES, HENCE UNDER SECTION 68B OF THE COMPANIES ACT, 1956, THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT ONLY.

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    (A) **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
    (B) **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF**

INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

The filing of the Draft Red Herring Prospectus does not, however, absolve the Company from any liabilities under Section 63 or Section 68 of the Companies Act or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Managers, any irregularities or lapses in the Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 60B of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 56, 60 and 60B of the Companies Act.

Caution - Disclaimer from the Company and the BRLMs

The Company, the Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at the Company's instance and anyone placing reliance on any other source of information, including the Company's web site www.oberoiconstructions.com, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the MoU entered into between the BRLMs and the Company and the Underwriting Agreement to be entered into between the Underwriter and the Company.

All information shall be made available by the Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Neither the Company nor the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to the Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares of the Company and will not Issue, sell, pledge, or transfer the Equity Shares of the Company to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares of the Company. The Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of the Company.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds) and to FIIs and eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate courts in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations and SEBI shall give its observations in due course. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are being offered and sold in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transactions exempt from, or not subject to the registration requirements of the Securities Act and outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Prospective purchasers are hereby notified that sellers of the Equity Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A under the Securities Act.

Disclaimer Clause of the BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The Disclaimer Clause as intimated by BSE to the Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to NSE. The Disclaimer Clause as intimated by NSE to the Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at Corporation Finance Department, Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 60B of the Companies Act, would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 60 of the Companies Act would be delivered for registration with RoC at the Office of the Registrar of Companies, Everest 5th Floor, 100, Marine Drive, Mumbai 400 002.

Listing

Applications will made to the BSE and NSE for permission to deal in and for an official quotation of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by either of the Stock Exchanges mentioned above, the Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within eight days after the Company becomes liable to repay it, i.e. from the date of refusal or within seven days from the Bid/Issue Closing Date, whichever is earlier, then the Company and every Director of the Company who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest at the rate of 15% p.a. on application money, as prescribed under Section 73 of the Companies Act.

The Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above are taken within seven working days of finalisation of the Basis of Allotment for the Issue.

Consents

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, the auditors, the legal advisors, the Bankers to the Issue, the Bankers to the Company; and (b) the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Banks and the Registrar to the Issue to act in their respective capacities, have been obtained and would be filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 60 and 60B of the Companies Act and such consents have not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI Regulations, P. Raj & Co., Chartered Accountants, the Company's Statutory Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the Draft Red Herring Prospectus and such consent and report has not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus for registration with the RoC.

Expert Opinion

Except as stated below, the Company has not obtained any expert opinions:

The Company has obtained a master title certificate dated January 14, 2010 from IC Legal, Advocates and Solicitors in relation to land held by us. IC Legal, Advocates and Solicitors have given his written consent to be named as an expert to the Company for the Issue in relation to the land and/or rights in respect thereof that we own and such consent has not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus.

The Company has obtained an architect's certificate dated January 13, 2010 from Doultani & Associates, Civil Engineers and Architects in relation to projects developed/ to be developed by us. Doultani & Associates, Civil Engineers and Architects have given his written consent to be named as an expert to the Company for the Issue in relation to the land and/or rights in respect thereof that we own and such consent has not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus.

The Company has obtained an architect's certificate dated January 13, 2010 from Parag Nandrekar & Associates, Architects, Interior & Landscape Designers in relation to projects developed/ to be developed by us. Parag Nandrekar & Associates, Architects, Interior & Landscape Designers have given his written consent to be named as an expert to the Company for the Issue in relation to the land and/or rights in respect thereof that we own and such consent has not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus.

The Issue has been graded by [●]. The report of [●] in respect of the IPO Grading of the Issue has been annexed with the Draft Red Herring Prospectus.

Issue Related Expenses

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For further details of Issue related expenses, please see the section entitled "Objects of the Issue" on page 37.

The listing fee and all expenses with respect to the Issue will be borne by the Company.

Fees Payable to the Book Running Lead Managers, and Syndicate Members

The total fees payable to the BRLMs and the Syndicate Members (including underwriting commission and selling commission) will be as stated in the engagement letter with the BRLMs, a copy of which is available for inspection at the Registered Office of the Company.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the MoU signed with the Company, a copy of which is available for inspection at the Registered Office of the Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or allotment advice by registered post/speed post/under certificate of posting.

Particulars regarding Public or Rights Issues during the last Five Years

The Company has not made any public or rights issues during the last five years.

Previous issues of Equity Shares otherwise than for cash

Except as stated in the sections entitled "Capital Structure" on page 28 and "History and Corporate Matters" on page 111, the Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since the Company's inception.

Previous capital issue during the previous three years by listed Group Companies, Subsidiaries and associates of the Company

None of the Group Companies, associates and Subsidiaries of the Company is listed on any stock exchange.

Promise vis-à-vis objects – Public/ Rights Issue of the Company and/ or listed Group Companies, Subsidiaries and associates of the Company

The Company has not undertaken any previous public or rights issue.

None of the Group Companies, associates and Subsidiaries of the Company is listed on any stock exchange.

Outstanding Debentures or Bonds

The Company does not have any outstanding debentures or bonds as of the date of filing this Draft Red Herring Prospectus.

Outstanding Preference Shares

The Company does not have any outstanding Preference Shares other than those mentioned in the section entitled "Capital Structure" beginning on page 28.

Stock Market Data of Equity Shares

This being an initial public issue of the Company, the Equity Shares are not listed on any stock exchange.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue, and the Company will provide for retention of records with the Registrar to the Issue for a period of at least six months from the last date of dispatch of letters of allotment, demat credit, refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the ASBA Bid cum Application Form was submitted by the ASBA Bidders.

Disposal of Investor Grievances by the Company

The Company estimates that the average time required by the Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders for the redressal of routine investor grievances shall be 10 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, the Company will seek to redress these complaints as expeditiously as possible.

The Company has appointed Bhaskar Kshirsagar, Company Secretary as the Compliance Officer and he may be contacted in case of any pre-Issue or post-Issue-related problems. He can be contacted at the following address:

Oberoi Realty Limited
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
Email: cs@oberoiconstructions.com

Changes in Auditors

There has been no change in the auditors of the Company during the last three years.

Capitalisation of Reserves or Profits

Except as disclosed in this Draft Red Herring Prospectus, we have not capitalised our reserves or profits at any time during the last five years.

Revaluation of Assets

The Company has not re-valued its assets in the last five years.

TERMS OF THE ISSUE

The Issue shall be subject to the provisions of the Companies Act, the SCRR, the Memorandum and the Articles, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, Bid cum Application Form, the Revision Form, the CAN and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, Stock Exchanges, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Memorandum and the Articles and shall rank pari-passu with the existing Equity Shares of the Company including rights in respect of dividend. The Allotees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see the section entitled "Main Provisions of the Articles of Association" on page 366.

Mode of Payment of Dividend

The Company shall pay dividends to the shareholders in accordance with the provisions of the Companies Act, the Articles and the provision of the Listing Agreements.

Face Value and Issue Price

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. [•] per Equity Share. The Anchor Investor Issue Price is Rs. [●] per Equity Share.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with SEBI Regulations

We shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, the equity shareholders shall *inter alia* have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the listing agreement executed with the Stock Exchanges, and the Company's Memorandum and Articles.

For a detailed description of the main provisions of the Articles relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please see the section entitled "Main Provisions of the Articles of Association" on page 366.

Market Lot and Trading Lot

In terms of Section 68B of the Companies Act, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [•] Equity Shares.

The Price Band and the minimum Bid lot size for the Issue will be decided by the Company in consultation with the BRLMs and advertised in [●] edition of [●] in the English language, [●] edition of [●] in the Hindi language and [●] edition of [●] in the Marathi language at least two days prior to the Bid/ Issue Opening Date.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

Nomination Facility to Investor

In accordance with Section 109A of the Companies Act, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office/ Corporate Office of the Company or to the Registrar and Transfer Agents of the Company.

In accordance with Section 109B of the Companies Act, any Person who becomes a nominee by virtue of Section 109A of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or

- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised form, there is no need to make a separate nomination with the Company. Nominations registered with respective depository participant of the applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective depository participant.

Minimum Subscription

If the Company does not receive the minimum subscription of 90% of the Issue, including devolvement of underwriters within 60 days from the Bid/Issue Closing Date, the Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Company becomes liable to pay the amount, the Company shall pay interest prescribed under Section 73 of the Companies Act.

If at least 60% of the Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith.

Further, we shall ensure that the number of prospective allotees to whom Equity Shares will be allotted shall not be less than 1,000.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction.

Arrangement for disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on transfer of shares

Except for lock-in of the pre-Issue Equity Shares, Promoters' minimum contribution and Anchor Investor lock-in in the Issue as detailed in the section entitled "Capital Structure" on page 28, and except as provided in the Articles, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfers of debentures except as provided in the Articles. There are no restrictions on transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles. Please see the section entitled "Main Provisions of the Articles of Association" on page 366.

ISSUE STRUCTURE

Issue of 39,562,000 Equity Shares for cash at a price of Rs. [●] per Equity Share (including share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] million. The Issue will constitute 12.00% of the post-Issue paid-up equity capital of the Company.

The Company is considering a Pre-IPO Placement of Equity Shares with various investors. The Pre-IPO Placement will be at the discretion of the Company and at a price to be decided by the Company. The Company will complete the issuance and allotment of Equity Shares pursuant to the Pre-IPO Placement prior to filing the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is completed, the Issue size offered to the public would be reduced to the extent of such Pre-IPO Placement, subject to a minimum Issue size of 10% of the post-Issue paid-up equity share capital being offered to the public.

The Issue is being made through the 100% Book Building Process.

	QIBs#	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares*	At least 23,737,200 Equity Shares	Not less than 3,956,200 Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 11,868,600 Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Issue Size available for Allotment/allocation	At least 60% of the Issue Size being allocated. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only.	Not less than 10% of Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 30% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate as follows: (a) 1,186,860 Equity Shares shall be allocated on a proportionate basis to Mutual Funds only; and (b) 22,550,340 Equity Shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above.	Proportionate	Proportionate
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds Rs. 100,000 and in multiples of [•] Equity Shares thereafter.	Such number of Equity Shares that the Bid Amount exceeds Rs. 100,000 and in multiples of [•] Equity Shares thereafter.	[•] Equity Shares
Maximum Bid	Such number of Equity Shares not exceeding the Issue, subject to applicable limits.	Such number of Equity Shares not exceeding the Issue subject to applicable limits.	Such number of Equity Shares whereby the Bid Amount does not exceed Rs. 100,000.
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.

	QIBs#	Non-Institutional Bidders	Retail Individual Bidders
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter
Trading Lot	One Equity Share	One Equity Share	One Equity Share
Who can Apply **	Public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, venture capital fund registered with SEBI, state industrial development corporation, insurance company registered with IRDA, provident fund with minimum corpus of Rs. 250 million, pension fund with minimum corpus of Rs. 250 million and National Investment Fund set up by Government of India and insurance funds set up and managed by army, navy or air force of the Union of India.	Resident Indian individuals, Eligible NRIs, HUF (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals.	Retail Individual Bidders
Terms of Payment	Margin Amount shall be payable at the time of submission of Bid cum Application Form to the Syndicate Members. (except for Anchor Investors)	Amount shall be payable at the time of submission of Bid cum Application Form. ##	Amount shall be payable at the time of submission of Bid cum Application Form. ##
Margin Amount	Not less than 10% of Bid Amount	Full Bid Amount on bidding	Full Bid Amount on bidding

The Company may allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. For further details, please see the section entitled "Issue Procedure" on page 334.

In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the ASBA Bidder that are specified in the ASBA Bid cum Application Form.

* Subject to valid Bids being received at or above the Issue Price. In accordance with Rule 19(2)(b) of the

SCRR, this being an Issue for less than 25% of the post–Issue capital, the Issue is being made through the 100% Book Building Process wherein at least 60% of the Issue will be allocated on a proportionate basis to QIBs, out of the QIB Portion (excluding the Anchor Investor Portion), 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. If at least 60% of the Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. Further, not less than 10% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 30% of the Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category except in the QIB category would be met with spill-over from other categories at the discretion of the Company in consultation with the BRLMs and the Designated Stock Exchange.

If at least 60% of the Issue is not allocated to the QIBs, the entire subscription monies shall be refunded.

** In case the Bid cum Application Form is submitted in joint names, the Bidders should ensure that the demat account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form.

*** After the Bid/ Issue Closing Date, depending on the level of subscription, additional Margin Amount, if any, may be called for from the QIB Bidders.

Withdrawal of the Issue

The Company, in consultation with the BRLMs, reserves the right not to proceed with the Issue anytime after the Bid/Issue Opening Date but before the Allotment of Equity Shares. In such an event the Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue. The Company shall also inform the same to Stock Exchanges on which the Equity Shares are proposed to be listed.

Any further issue of Equity Shares by the Company shall be in compliance with applicable laws.

Bid/ Issue Programme

BID/ISSUE OPENS ON	**[●]***
BID/ISSUE CLOSES ON	**[●]**

** The Company may consider participation by Anchor Investors. The Anchor Investor Bid/ Issue Period shall be one working day prior to the Bid/ Issue Opening Date.*

Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m**. (Indian Standard Time, "IST") during the Bidding/ Issue Period as mentioned above at the bidding centres mentioned on the Bid cum Application Form. On the Bid / Issue Closing Date, the Bids (excluding the ASBA Bidders) shall be accepted only between 10.00 p.m. and 3.00 p.m. (IST) and uploaded until (i) 4.00 p.m. (IST) in case of Bids by QIB Bidders and Non-Institutional Bidders, and (ii) until 5.00 p.m. (IST) or such extended time as permitted by the BSE and the NSE, in case of Bids by Retail Individual Bidders. It is clarified that the Bids not uploaded in the book would be rejected. Bids by the ASBA Bidders shall be uploaded by the SCSB in the electronic system to be provided by the BSE and the NSE.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the physical Bid cum Application Form of the Bidder may be taken as the final data for the purpose of allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask for rectified data from the SCSB.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date and, in any case, no later than 3.00

p.m. (IST) on the Bid/ Issue Closing Date. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday).

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of time period for acceptance of Bid cum Application Forms as stated herein and reported by the BRLMs to the Stock Exchange within half an hour of such closure.

The Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bidding/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed at least two days prior to the Bid/ Issue Opening Date and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Issue Period will be extended for three additional working days after revision of Price Band subject to the Bidding / Issue Period not exceeding 10 days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, by issuing a press release and also by indicating the changes on the web site of the BRLMs and at the terminals of the Syndicate.

ISSUE PROCEDURE

This section applies to all Bidders. Please note that all Bidders other than QIBs can participate in the Issue through the ASBA process. ASBA Bidders should note that the ASBA process involves application procedures that are different from the procedure applicable to Bidders other than the ASBA Bidders. Bidders applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process.

Book Building Procedure

The Issue is being made through the 100% Book Building Process wherein at least 60% of the Issue shall be allocated to QIBs on a proportionate basis. Out of the QIB Portion (excluding Anchor Investor Portion), 5% shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. If at least 60% of the Issue cannot be allocated to QIBs, then the entire application money will be refunded forthwith. Further, not less than 10% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 30% of the Issue will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. Allocation to Anchor Investors shall be on a discretionary basis and not on a proportionate basis.

Bidders are required to submit their Bids through the Syndicate. ASBA Bidders are required to submit their Bids to SCSBs.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account shall be treated as incomplete and rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FIIs or Foreign Venture Capital Funds, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis	[●]
ASBA Bidders	[●]
Anchor Investors*	[●]

**Bid cum Application forms for Anchor Investors have been made available at the office of the BRLMs.*

Bidders are required to submit their Bids through the Syndicate. Bidders shall only use the specified Bid cum Application Form bearing the stamp of a member of the Syndicate for the purpose of making a Bid in terms of the Red Herring Prospectus. The Bidder shall have the option to make a maximum of three Bids in the Bid cum Application Form and such options shall not be considered as multiple Bids. Upon the allocation of Equity Shares, dispatch of the CAN, and filing of the Prospectus with the RoC, the Bid cum Application Form shall be considered as the Application Form. Upon completing and submitting the Bid cum Application Form to a member of the Syndicate, the Bidder is deemed to have authorised the Company to make the necessary changes in the Red Herring Prospectus as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Bidder.

ASBA Bidders shall submit a Bid cum Application Form either in physical or electronic form to the SCSB authorising blocking of funds that are available in the bank account specified in the Bid cum Application Form used by ASBA Bidders.

- Only Bidders other than QIBs can participate by way of ASBA process.

- Only QIBs can participate in the Anchor Investor Portion.

Who can Bid?

- Indian nationals resident in India who are not minors in single or joint names (not more than three);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of Sole or First bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non repatriation basis subject to applicable laws. NRIs other than eligible NRIs are not eligible to participate in this issue;
- Indian financial institutions, commercial banks (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Bidders category.
- Venture Capital Funds registered with SEBI;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorised under their constitution to hold and invest in equity shares;
- Scientific and/or industrial research organisations authorised to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority;
- Provident Funds with minimum corpus of Rs. 250 million and who are authorised under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 250 million and who are authorised under their constitution to hold and invest in equity shares;
- National Investment Fund; and
- Insurance funds set up and managed by army, navy or air force of the Union of India.

As per the existing regulations, OCBs cannot participate in this Issue.

Participation by Associates of BRLMs and Syndicate Members

The BRLMs and Syndicate Members shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLMs and Syndicate Members may subscribe to or purchase Equity Shares in the Issue, either in the QIB Portion or in Non-Institutional Portion as may be applicable to such investors, where the allocation is on a proportionate basis.

The BRLMs, and any persons related to the BRLMs, the Promoter and the Promoter Group cannot apply in the Issue under the Anchor Investor Portion.

Bids by Mutual Funds

An eligible Bid by a Mutual Fund shall first be considered for allocation proportionately in the Mutual Fund Portion. In the event that the demand is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the QIB Portion, after excluding the allocation in the Mutual Fund Portion.

One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

1. Bid cum Application Forms have been made available for Eligible NRIs at the Registered Office of the Company and with members of the Syndicate.

2. Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Bids by FIIs

As per the current regulations, the following restrictions are applicable for investments by FIIs:

The issue of Equity Shares to a single FII should not exceed 10% of our post-issue issued capital (i.e. 10% of [●] Equity Shares). In respect of an FII investing in our equity shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub-account is a foreign corporate or an individual. As of now, the aggregate FII holding in us cannot exceed 24% of our total issued capital. With the approval of the board and the shareholders by way of a special resolution, the aggregate FII holding can go up to 100%. The Board of Directors and shareholders of the Company through resolutions dated December 4, 2009 have increased the limit for FII shareholding in the Company to up to 30% of the total issued capital.

Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended (the "SEBI FII Regulations"), an FII, as defined in the SEBI FII Regulations, or its sub-account may issue, deal or hold, off shore derivative instruments (defined under the SEBI FII Regulations as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. The FII or sub-account is also required to ensure that no further issue or transfer of any Offshore Derivative Instrument issued by it is made to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI Regulations. Associates and affiliates of the underwriters including the BRLMs and the Syndicate Members that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue.

Bids by SEBI registered Venture Capital Funds

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds and Foreign Venture Capital Investors:

The SEBI (Venture Capital) Regulations, 1996 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI.

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund. Further, Venture Capital Funds can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

Maximum and Minimum Bid Size

(a) **For Retail Individual Bidders:** The Bid must be for a minimum of [•] Equity Shares and in multiples of [•] Equity Share thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs. 100,000. In case of revision of Bids, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 100,000. In case the Bid Amount is over Rs. 100,000 due to revision of the Bid or revision of the Price Band or on exercise of Cut-off option, the Bid would be considered for allocation under the Non-Institutional Portion. The Cut-off option is an option given only to the Retail Individual Bidders indicating their agreement to Bid and purchase at the final Issue Price as determined at the end of the Book Building Process.

(b) **For Other Bidders (Non-Institutional Bidders and QIBs):** The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 100,000 and in multiples of [•] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB Bidder cannot withdraw its Bid after the Bid/Issue Closing Date and is required to pay QIB Margin upon submission of Bid.**

    In case of revision in Bids, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs. 100,000 for being considered for allocation in the Non-Institutional Portion. In case the Bid Amount reduces to Rs. 100,000 or less due to a revision in Bids or revision of the Price Band, Bids by Non-Institutional Bidders who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off'.

(c) **For Bidders in the Anchor Investor Portion:** The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs. 100 million and in multiples of [•] Equity Shares thereafter. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids. A Bid cannot be submitted for more than 30% of the QIB Portion. **Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Issue Period.**

Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

Information for the Bidders:

(a) The Company and the BRLMs shall declare the Bid/Issue Opening Date, Bid/Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one Marathi newspaper with wide circulation. This advertisement shall be in the prescribed format.

(b) The Company will file the Red Herring Prospectus with the RoC at least three days before the Bid/Issue Opening Date.

(c) Copies of the Bid cum Application Form and, at the request of potential investors, copies of the Red Herring Prospectus will be available with the Syndicate and the SCSBs.

(d) Any investor (who is eligible to invest in the Equity Shares) who would like to obtain the Red Herring Prospectus and/ or the Bid cum Application Form can obtain the same from the Registered Office.

(e) Eligible investors who are interested in subscribing for the Equity Shares should approach any of the BRLMs or Syndicate Members or their authorised agent(s) to register their Bids.

(f) The Bids should be submitted on the prescribed Bid cum Application Form only. Bid cum Application Forms (other than ASBA Bid cum Application Forms) should bear the stamp of the members of the Syndicate, otherwise they will be rejected. Bids by ASBA Bidders shall be accepted by the Designated Branches in accordance with the SEBI Regulations and any circulars issued by SEBI in this regard.

Method and Process of Bidding

(a) The Company in consultation with the BRLMs will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in [●] edition of [●] in the English language, [●] edition of [●] in the Hindi language and [●] edition of [●] in the Marathi language at least two working days prior to the Bid/ Issue Opening Date. The Syndicate and the SCSBs shall accept Bids from the Bidders during the Issue Period.

(b) The Bid/Issue Period shall be for a minimum of three working days and shall not exceed 10 working days. The Bid/ Issue Period maybe extended, if required, by an additional three working days, subject to the total Bid/Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in two national newspapers (one each in English and Hindi) and one Marathi newspaper with wide circulation and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

(c) During the Bid/Issue Period, eligible investors, other than QIBs, who are interested in subscribing for the Equity Shares should approach Syndicate or their authorised agents to register their Bid. The Syndicate shall accept Bids from all other Bidders and have the right to vet the Bids during the Bidding/ Issue Period in accordance with the terms of the Red Herring Prospectus.

(d) Each Bid cum Application Form will give the Bidder the choice to bid for up to three optional prices (for details refer to the paragraph entitled "Bids at Different Price Levels" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

(e) The Bidder cannot bid on another Bid cum Application Form after Bids on one Bid cum Application Form have been submitted to any member of the Syndicate or SCSBs. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate or SCBS will be treated as multiple Bids and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph entitled "Build up of the Book and Revision of Bids".

(f) Except in relation to Bids received from the Anchor Investors, the members of the Syndicate will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

(g) The BRLMs shall accept Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

(h) Along with the Bid cum Application Form, all Bidders (other than ASBA Bidders) will make payment in the manner described in the section entitled "- Escrow Mechanism - Terms of payment and payment into the Escrow Accounts" on page 339.

(i) Upon receipt of the ASBA Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the ASBA Bid cum Application Form, prior to uploading such Bids with the Stock Exchanges.

(j) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchanges.

(k) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the ASBA Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

Bids at Different Price Levels and Revision of Bids

(a) The Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed at least two days prior to the Bid/ Issue Opening Date and the Cap Price will be revised accordingly.

(b) The Company, in consultation with the BRLMs will finalise the Issue Price within the Price Band in accordance with this clause, without the prior approval of, or intimation, to the Bidders.

(c) The Company, in consultation with the BRLMs, can finalise the Anchor Investor Issue Price within the Price Band in accordance with this clause, without the prior approval of, or intimation, to the Anchor Investors.

(d) The Bidders can bid at any price within the Price Band. The Bidder has to bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

(e) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the cap of the Price Band with the members of the Syndicate. In case of ASBA Bidders bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block amount based on the cap of the Price Band.

Escrow mechanism, terms of payment and payment into the Escrow Accounts

For details of the escrow mechanism and payment instructions, please refer to the section entitled "Issue Procedure - Payment Instructions" on page 348.

Electronic Registration of Bids

(a) The members of the Syndicate and SCSBs will register the Bids using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Bids are being accepted. The BRLMs, the Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the Syndicate Members and the SCSBs, (ii) the Bids uploaded by the Syndicate Members and the SCSBs, (iii) the Bids accepted but not uploaded by the Syndicate Members and the SCSBs or (iv) with respect to ASBA Bids, Bids accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant ASBA Account.

(b) The Stock Exchanges will offer an electronic facility for registering Bids for the Issue. This facility will be available with the Syndicate and their authorised agents and the SCSBs during the Bidding/ Issue Period. The Syndicate Members and the Designated Branches can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for book building on a regular basis. On the Bid/ Issue Closing Date, the members of the Syndicate and the Designated Branches shall upload the Bids till such time as may be permitted by the Stock Exchanges. This information will be available with the BRLMs on a regular basis.

(c) Based on the aggregate demand and price for Bids registered on the electronic facilities of the BSE and the NSE, a graphical representation of consolidated demand and price would be made available at the bidding centres during the Bidding Period.

(d) At the time of registering each Bid, the members of the Syndicate shall enter the following details of the investor in the on-line system:

- Name of the investor: Bidders should ensure that the name given in the Bid cum Application Form is exactly the same as the name in which the Depositary Account is held. In case the Bid cum Application Form is submitted in joint names, Bidders should ensure that the Depository Account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form.

- Investor Category – Individual, Corporate, FII, NRI, Mutual Fund, etc.
- Numbers of Equity Shares bid for.
- Bid Amount.
- Bid cum Application Form number.
- Whether Margin Amount has been paid upon submission of Bid cum Application Form.
- Depository Participant Identification Number and Client Identification Number of the beneficiary account of the Bidder.

With respect to ASBA Bids, at the time of registering each Bid, the Designated Branches of the SCSBs shall enter the following information pertaining to the Bidder into the electronic bidding system:

- Name of the Bidder(s).
- Application Number.
- PAN.
- Number of Equity Shares Bid for.
- Depository Participant Identification Number and Client Identification Number of the beneficiary account of the Bidder.

(e) A system generated TRS will be given to the Bidder as a proof of the registration of each of the bidding options. It is the Bidder's responsibility to obtain the TRS from the members of the Syndicate or the Designated Branches. The registration of the Bid by the member of the Syndicate or the Designated Branches does not guarantee that the Equity Shares shall be allocated/Allotment either by the members of the Syndicate or the Company.

(f) Such TRS will be non-negotiable and by itself will not create any obligation of any kind.

(g) In case of QIB Bidders, members of the Syndicate have the right to accept the bid or reject it. However, such rejection should be made at the time of receiving the bid and only after assigning a reason for such rejection in writing. In case of Non-Institutional Bidders and Retail Individual Bidders, Bids would not be rejected except on the technical grounds listed on page 351.

(h) The permission given by BSE and NSE to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by the Company and/or the BRLMs are cleared or approved by BSE and NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the Company, the Promoter, the management or any scheme or project of the Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

(i) Only Bids that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/ Allotment. In case of discrepancy of data between the BSE or the NSE and the members of the Syndicate or the Designated Branches, the decision of the Company, in consultation with the BRLMs and the Registrar, based on the physical records of Bid Application Forms shall be final and binding on all concerned.

(j) Details of Bids in the Anchor Investor Portion will not be registered on the on-line facilities of electronic facilities of BSE and NSE.

Build up of the book and revision of Bids

(a) Bids received from various Bidders through the members of the Syndicate and the SCSBs shall be electronically uploaded to the Stock Exchanges' mainframe on a regular basis.

(b) The book gets built up at various price levels. This information will be available with the BRLMs on a regular basis.

(c) During the Bidding/Issue Period, any Bidder who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the printed Revision Form, which is a part of the Bid cum Application Form.

(d) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form. Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the options in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, he must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate and the Designated Branches will not accept incomplete or inaccurate Revision Forms.

(e) The Bidder can make this revision any number of times during the Bidding Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same member of the Syndicate or the SCSB through whom such Bidder had placed the original Bid. Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form or copies thereof.

(f) In case of an upward revision in the Price Band announced as above, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed Rs. 100,000 if the Bidder wants to continue to Bid at Cut-off Price), with the members of the Syndicate to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 100,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of this Red Herring Prospectus. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Bidder and the Bidder is deemed to have approved such revised Bid at Cut-off Price.

(g) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders, who have bid at Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the Escrow Account.

(h) The Company, in consultation with the BRLMs, shall decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 5,000 to Rs. 7,000.

(i) Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. With respect to the ASBA Bids, if revision of the Bids results in an incremental amount, the SCSB shall block the additional Bid amount. In case of QIB Bidders, the members of the Syndicate shall collect the payment in the form of cheque or demand draft if any, to be paid on account of the upward revision of the Bid at the time of one or more revisions by the QIB Bidders.

(j) When a Bidder revises his or her Bid, he or she shall surrender the earlier TRS and may get a revised TRS from the members of the Syndicate or the SCSB, as applicable. It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.

Price Discovery and Allocation

(a) Based on the demand generated at various price levels, the Company in consultation with the BRLMs shall finalise the Issue Price.

(b) Under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories at the sole discretion of the Company in consultation with the BRLMs. If at least 60% of the Issue is not allocated to the QIBs, the entire subscription monies shall be refunded.

(c) Allocation to Non-Residents, including Eligible NRIs and FIIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

(d) The BRLMs, in consultation with the Company, shall notify the members of the Syndicate of the Issue Price and allocations to their respective Bidders, where the full Bid Amount has not been collected from the Bidders.

(e) QIB Bidders shall not be allowed to withdraw their Bid after the Bid/Issue Closing Date.

(f) The Basis of Allotment shall be put on the website of the Registrar to the Issue.

Signing of Underwriting Agreement and RoC Filing

(a) The Company, the BRLMs and the Syndicate Members shall enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price.

(b) After signing the Underwriting Agreement, the Company will update and file the updated Red Herring Prospectus with the RoC in accordance with the applicable law, which then would be termed 'Prospectus'. The Prospectus would have details of the Issue Price, Issue size, underwriting arrangements and would be complete in all material respects.

Pre-Issue Advertisement

Subject to Section 66 of the Companies Act, the Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one Marathi language daily newspaper, each with wide circulation.

Advertisement regarding Issue Price and Prospectus

The Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price and the Anchor Investor Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

Issuance of Confirmation of Allocation Note ("CAN")

(a) Upon approval of the basis of Allotment by the Designated Stock Exchange, the BRLMs or the Registrar to the Issue shall send to the members of the Syndicate a list of their Bidders who have been allocated/allotted Equity Shares in the Issue. The approval of the basis of Allotment by the Designated Stock Exchange for QIB Bidders may be done simultaneously with or prior to the approval of the basis of allocation for the Retail and Non-Institutional Bidders. However, investors should note that the Company shall ensure that the date of Allotment of the Equity Shares to all investors in this Issue shall be done on the same date.

(b) The BRLMs or members of the Syndicate or the Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder to pay the entire Issue Price for all the Equity Shares allocated to such Bidder. Those Bidders who have not paid the entire Bid Amount into the Escrow Account at the time of bidding shall pay in full the amount payable into the Escrow Account by the Pay-in Date specified in the CAN.

(c) The approval of the basis of Allotment by the Designated Stock Exchange for QIB Bidders may be done simultaneously with or prior to the approval of the basis of allocation for the Retail and Non-Institutional Bidders. However, investors should note that the Company shall ensure that the instructions by the Company for the demat credit of the Equity Shares to all investors in the Issue shall be given on the same date.

(d) Bidders who have been allocated Equity Shares and who have already paid the Bid Amount into the Escrow Account at the time of bidding shall directly receive the CAN from the Registrar to the Issue subject, however, to realisation of his or her cheque or demand draft paid into the Escrow Account. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder to pay the entire Issue Price for the Allotment to such Bidder.

(e) The Issuance of CAN is subject to "Notice to Anchor Investors - Allotment Reconciliation and Revised CANs" and "Notice to QIBs - Allotment Reconciliation and Revised CANs" as set forth under the section "Issue Procedure" on page 334.

Notice to Anchor Investors: Allotment Reconciliation and Revised CANs

A physical book will be prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Company and the BRLMs, select Anchor Investors may be sent a CAN, within two working days of the Anchor Investor Bid/ Issue Period, indicating the number of Equity Shares that may be allocated to them. The provisional CAN shall constitute the valid, binding and irrevocable contract (subject only to the issue of a revised CAN) for the Anchor Investors to pay the entire Anchor Investor Issue Price for all the Equity Shares allocated to such Anchor Investor. This provisional CAN and the final allocation is subject to the physical application being valid in all respect along with receipt of stipulated documents, the Issue Price being finalised at a price not higher than the Anchor Investor Issue Price and allotment by the Board of Directors. In the event that the Issue Price is higher than the Anchor Investor Issue Price, a revised CAN will be sent to Anchor Investors. The price of Equity Shares in such revised CAN may be different from that specified in the earlier CAN. Anchor Investors should note that they may be required to pay additional amounts, if any, by the Pay-in Date specified in the revised CAN, for any increased allocation of Equity Shares or increased price of Equity Shares. The Pay-in Date in the revised CAN shall not be later than two working days after the Bid/ Issue Closing Date. Any revised CAN, if issued, will supersede in entirety the earlier CAN.

Notice to QIBs: Allotment Reconciliation and Revised CANs

After the Bid/Issue Closing Date, an electronic book will be prepared by the Registrar on the basis of Bids uploaded on the BSE/NSE system. This shall be followed by a physical book prepared by the Registrar on the basis of Bid cum Application Forms received. Based on the electronic book or the physical book, as the case may be, QIBs may be sent a CAN, indicating the number of Equity Shares that may be allocated to them. This CAN is subject to the basis of final Allotment, which will be approved by the Designated Stock Exchange and reflected in the reconciled book prepared by the Registrar. Subject to SEBI Regulations, certain Bids may be rejected due to technical reasons, non-receipt of funds, insufficient funds, incorrect details, etc., and these rejected applications will be reflected in the reconciliation and basis of Allotment as approved by the Designated Stock Exchange. As a result, a revised CAN may be sent to QIBs and the allocation of Equity Shares in such revised CAN may be different from that specified in the earlier CAN. QIBs should note that they may be required to pay additional amounts, if any, by the Pay-in Date specified in the revised CAN, for any increased allocation of Equity Shares. The CAN will constitute the valid, binding and irrevocable contract (subject only to the issue of a revised CAN) for the QIB to pay the entire Issue Price for all the Equity Shares allocated to such QIB. The revised CAN, if issued, will supersede in entirety the earlier CAN.

Designated Date and Allotment of Equity Shares

(a). The Company will ensure that the Allotment of Equity Shares is done within 15 days of the Bid/Issue Closing Date. After the funds are transferred to the Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Bidders depository account within two working days of the date of allotment.

(b). In accordance with the SEBI Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.

(c). Allottees will have the option to re-materialise the Equity Shares so Allotted as per the provisions of the Companies Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ allotted to them pursuant to this Issue.

GENERAL INSTRUCTIONS

Do's:

(a). Check if you are eligible to apply;

(b). Ensure that you have Bid within the Price Band;

(c). Read all the instructions carefully and complete the Bid cum Application Form;

(d). Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialised form only;

(e). Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of a member of the Syndicate or with respect to ASBA Bidders ensure that your Bid is submitted at a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for Bidding has a bank account;

(f). With respect to ASBA Bids ensure that the ASBA Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the ASBA Bid cum Application Form;

(g). Ensure that you have been given a TRS for all your Bid options;

(h). Ensure that you have funds equal to the Bid Amount in your bank account maintained with the SCSB before submitting the ASBA Bid cum Application Form to the respective Designated Branch of the SCSB;

(i). Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;

(j). Submit revised Bids to the same member of the Syndicate through whom the original Bid was placed and obtain a revised TRS;

(k). Except for Bids submitted on behalf of the Central Government or the State Government and officials appointed by a court, all Bidders should mention their Permanent Account Number (PAN) allotted under the IT Act;

(l). Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;

(m). Ensure that the name(s) given in the Bid cum Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form.

Don'ts:

(a). Do not Bid for lower than the minimum Bid size;

(b). Do not submit a Bid through the ASBA process if you are a QIB;

(c). Do not Bid/ revise Bid Amount to less than the lower end of the Price Band or higher than the higher end of the Price Band;

(d). Do not Bid on another Bid cum Application Form after you have submitted a Bid to the members of the Syndicate or the SCSB;

(e). Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;

(f). Do not send Bid cum Application Forms by post; instead submit the same to a member of the Syndicate or the SCSBs only;

(g). Do not bid at Cut-off Price (for QIB Bidders and Non-Institutional Bidders, for bid amount in excess of Rs. 100,000);

(h). Do not Bid for a Bid Amount exceeding Rs. 100,000 (for Bids by Retail Individual Bidders);

(i). Do not fill up the Bid cum Application Form such that the Equity Shares bid for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;

(j). Do not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground; and

(k). Do not submit the Bid without the QIB Margin Amount in case of Bids by a QIB.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

Bids must be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form, as applicable.

(b) Completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained herein, in the Bid cum Application Form or in the Revision Form. Incomplete Bid cum Application Forms or Revision Forms are liable to be rejected.

(c) For Retail Individual Bidders, the Bid must be for a minimum of [•] Equity Shares and in multiples of [•] thereafter subject to a maximum Bid Amount of Rs. 100,000.

(d) For Non-Institutional Bidders and QIB Bidders, Bids must be for a minimum of such number of Equity Shares that the Bid Amount exceeds or equal to Rs. 100,000 and in multiples of [•] Equity Shares thereafter. Bids cannot be made for more than the Issue. Bidders are advised to ensure that a single Bid from them should not exceed the investment limits or maximum number of Equity Shares that can be held by them under the applicable laws or regulations.

(e) For Anchor Investors, Bids must be for a minimum of such number of Equity Shares that the Bid Amount exceeds or equal to Rs. 100 million and in multiples of [•] Equity Shares thereafter.

(f) In single name or in joint names (not more than three, and in the same order as their Depository Participant details).

(g) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.

Bidder's Depository Account and Bank Account Details

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant-Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as "Demographic Details"). These Bank Account details would be used for giving refunds (including through physical refund warrants, direct credit, ECS, NEFT and RTGS) to the Bidders. Hence, Bidders are advised to immediately update their Bank Account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/ credit of refunds to Bidders at the Bidders sole risk and neither the BRLMs or the Registrar to the Issue or the Escrow Collection Banks or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

IT IS MANDATORY FOR ALL THE BIDDERS TO GET THEIR EQUITY SHARES IN DEMATERIALISED FORM. ALL BIDDERS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE BID CUM APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE BID CUM APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE BID CUM APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE BID CUM APPLICATION FORM.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs/Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Bidders in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid cum Application Form, the Bidder would be deemed to have authorised the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Refund Orders/Allocation Advice/CANs would be mailed at the address of the Bidder as per the Demographic Details received from the Depositories. Bidders may note that delivery of refund orders/allocation advice/CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Bidder in the Bid cum Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Bidders sole risk and neither the Company, Escrow Collection Banks nor the BRLMs shall be liable to compensate the Bidder for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches the three parameters, namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Bids are liable to be rejected.

The Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/CANs/allocation advice or refunds through electronic transfer of funds, the Demographic Details given on the Bid cum Application Form should be used (and not those obtained from the Depository of the Bidder). In such cases, the Registrar shall use Demographic Details as given in the Bid cum Application Form instead of those obtained from the depositories.

Bids by Non Residents including NRIs, FIIs and Foreign Venture Capital Funds registered with SEBI on a repatriation basis

Bids and revision to Bids must be made in the following manner:

1. On the Bid cum Application Form or the Revision Form, as applicable (blue in colour), and completed in full in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein.

2. In a single name or joint names (not more than three and in the same order as their Depositary Participant Details).

3. Bids on a repatriation basis shall be in the names of individuals, or in the name of FIIs but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees.

Bids by Eligible NRIs for a Bid Amount of up to Rs. 100,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than Rs. 100,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. The Company will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

As per the existing policy of the Government of India, OCBs are not permitted to participate in the Issue.

There is no reservation for Eligible NRIs and FIIs and all applicants will be treated on the same basis with other categories for the purpose of allocation.

Bids under Power of Attorney

In case of Bids (including ASBA Bids) made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 250 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250 million a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason therefor.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a). With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.

(b). With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.

(c). With respect to Bids made by provident funds with minimum corpus of Rs. 250 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that the Company and the BRLMs may deem fit.

PAYMENT INSTRUCTIONS

Escrow Mechanism for Bidders other than ASBA Bidders

The Company and the Syndicate shall open Escrow Accounts with one or more Escrow Collection Bank(s) in whose favour the Bidders shall make out the cheque or demand draft in respect of his or her Bid and/or revision of the Bid. Cheques or demand drafts received for the full Bid Amount from Bidders in a certain category would be deposited in the Escrow Account.

The Escrow Collection Banks will act in terms of the Draft Red Herring Prospectus and the Escrow Agreement. The Escrow Collection Banks for and on behalf of the Bidders shall maintain the monies in the Escrow Account until the Designated Date. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Bidders. On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account are per the terms of the Escrow Agreement and the Draft Red Herring Prospectus.

The Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between the Company, the Syndicate, the Escrow Collection Banks and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for ASBA Bidders

The ASBA Bidders shall specify the bank account number in the ASBA Bid cum Application Form and the SCSB shall block an amount equivalent to the application money in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Bid or receipt of instructions from the Registrar to unblock the Bid Amount. In the event of withdrawal or rejection of Bid cum Application Form or for unsuccessful Bid cum Application Forms, the Registrar shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the ASBA Bid, as the case may be.

Payment into Escrow Account for Bidders other than ASBA Bidders

Each Bidder shall draw a cheque or demand draft or remit the funds electronically through the RTGS mechanism for the amount payable on the Bid and/or on allocation/Allotment as per the following terms:

1. QIB Bidders, Non-Institutional Bidders and Retail Individual Bidders would be required to pay their applicable Margin Amount at the time of the submission of the Bid cum Application Form. The Margin Amount payable by each category of Bidders is mentioned under the section entitled "Issue Structure" on page 330.

2. The Bidders for whom the applicable Margin Amount is equal to 100%, shall, with the submission of the Bid cum Application Form, draw a payment instrument for the Bid Amount in favour of the Escrow Account and submit the same to the members of the Syndicate.

3. In case the above Margin Amount paid by the Bidders during the Bidding Period is less than the Issue Price multiplied by the Equity Shares allocated to the Bidder, the balance amount shall be paid by the Bidders into the Escrow Account within the period specified in the CAN which shall be subject to a minimum period of two days from the date of communication of the allocation list to the members of the Syndicate by the BRLMs. If the payment is not made favouring the Escrow Account within the time stipulated above, the Bid of the Bidder is liable to be cancelled.

4. The payment instruments for payment into the Escrow Account should be drawn in favour of:

   (a) In case of Resident QIB Bidders: "[●]"

   (b) In case of Non Resident QIB Bidders: "[●]"

   (c) In case of Resident Retail and Non-Institutional Bidders: "[●]"

   (d) In case of Non-Resident Retail and Non-Institutional Bidders: "[●]"

5. Anchor Investors would be required to pay the Anchor Investor Margin Amount at the time of submission of the application form and the balance shall be payable within two working days of the Bid/ Issue Closing Date. In the event of Issue Price being higher than the price at which allocation is made to Anchor Investors, the Anchor Investors shall be required to pay such additional amount to the extent of shortfall between the price at which allocation is made to them and the Issue Price. If the Issue Price is lower than the price at which allocation is made to Anchor Investors, the amount in excess of the Issue Price paid by Anchor Investors shall not be refunded to them.

6. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

   (a) In case of resident Anchor Investors: "[●]"

   (b) In case of non-resident Anchor Investors: "[●]"

7. In case of Bids by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non-Resident Ordinary (NRO) Account of Non-Resident Bidder bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.

8. In case of Bids by NRIs applying on non-repatriation basis, the payments must be made through Indian Rupee Drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non-Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance or out of a Non-Resident Ordinary (NRO) Account of a Non-Resident Bidder bidding on a non-repatriation basis. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.

9. In case of Bids by FIIs, the payment should be made out of funds held in a Special Rupee Account along with documentary evidence in support of the remittance. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting the Special Rupee Account.

10. The monies deposited in the Escrow Account will be held for the benefit of the Bidders till the Designated Date.

11. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement into the Public Issue Account with the Bankers to the Issue.

12. On the Designated Date and no later than 15 days from the Bid/Issue Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Bidders and also the excess amount paid on Bidding, if any, after adjusting for allocation/Allotment to the Bidders.

13. Payments should be made by cheque, or demand draft drawn on any Bank (including a Co-operative Bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected. Cash/ Stockinvest/Money Orders/ Postal orders will not be accepted.

Payment by cash/ stockinvest/ money order

Payment through cash/ stockinvest/ money order shall not be accepted in this Issue.

Submission of Bid cum Application Form

All Bid cum Application Forms or Revision Forms duly completed and accompanied by account payee cheques or drafts shall be submitted to the members of the Syndicate at the time of submission of the Bid. With respect to ASBA Bidders, the ASBA Bid cum Application Form or the ASBA Revision Form shall be submitted to the Designated Branches.

No separate receipts shall be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection centre of the members of the Syndicate will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder.

OTHER INSTRUCTIONS

Joint Bids in the case of Individuals

Bids may be made in single or joint names (not more than three). In the case of joint Bids, all payments will be made out in favour of the Bidder whose name appears first in the Bid cum Application Form or Revision Form. All communications will be addressed to the First Bidder and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

A Bidder should submit only one Bid (and not more than one) for the total number of Equity Shares required. Two or more Bids will be deemed to be multiple Bids if the sole or First Bidder is one and the same.

In case of a mutual fund, a separate Bid can be made in respect of each scheme of the mutual fund registered with SEBI and such Bids in respect of more than one scheme of the mutual fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made. Bids by QIBs under the Anchor Investor Portion and QIB Portion (excluding Anchor Investor Portion) will not be considered as multiple Bids.

The Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All applications with the same name and age will be accumulated and taken to a separate process file which would serve as a multiple master.

2. In this master, a check will be carried out for the same PAN. In cases where the PAN is different, the same will be deleted from this master.

3. The Registrar to the Issue will obtain, from the depositories, details of the applicant's address based on the DP ID and Beneficiary Account Number provided in the Bid cum Application Form and create an address master.

4. The addresses of all the applications in the multiple master will be strung from the address master. This involves putting the addresses in a single line after deleting non-alpha and non-numeric characters i.e.

commas, full stops, hash etc. Sometimes, the name, the first line of address and pin code will be converted into a string for each application received and a photo match will be carried out amongst all the applications processed. A print-out of the addresses will be taken to check for common names. The applications with same name and same address will be treated as multiple applications.

5. The applications will be scrutinised for DP ID and Beneficiary Account Numbers. In case applications bear the same DP ID and Beneficiary Account Numbers, these will be treated as multiple applications.

6. Subsequent to the aforesaid procedures, a print out of the multiple master will be taken and the applications (other than ASBA Bids) will be physically verified to tally signatures as also father's/ husband's names. On completion of this, the applications with same signatures and father's/ husband's names will be identified as multiple applications.

Permanent Account Number or PAN

The Bidders, or in the case of a Bid in joint names, each of the Bidders, should mention his/ her Permanent Account Number (PAN) allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. **Any Bid cum Application Form without the PAN is liable to be rejected. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground**.

REJECTION OF BIDS

In case of QIB Bidders, the Company in consultation with the BRLMs may reject Bids provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders, the Company has a right to reject Bids based on technical grounds. Consequent refunds shall be made by cheque or pay order or draft and will be sent to the Bidder's address at the Bidder's risk. With respect to ASBA Bids, the Designated Branches of the SCSBs shall have the right to reject ASBA Bids if at the time of blocking the Bid Amount in the Bidder's bank account, the respective Designated Branch ascertains that sufficient funds are not available in the Bidder's bank account maintained with the SCSB. Subsequent to the acceptance of the ASBA Bid by the SCSB, the Company would have a right to reject the ASBA Bids only on technical grounds.

Grounds for Technical Rejections

Bidders are advised to note that Bids are liable to be rejected *inter alia* on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares bid for. With respect to ASBA Bids, the amounts mentioned in the ASBA Bid cum Application Form does not tally with the amount payable for the value of the Equity Shares Bid for;
- Age of First Bidder not given;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- GIR number furnished instead of PAN;
- Bids for lower number of Equity Shares than specified for that category of investors;
- Bids at a price less than lower end of the Price Band;
- Bids at a price more than the higher end of the Price Band;

- Submission of more than five ASBA Bid cum Application Forms per bank account;
- Bids at Cut-off Price by Non-Institutional and QIB Bidders.
- Bids for number of Equity Shares which are not in multiples of [•];
- Category not ticked;
- Multiple Bids as defined in this Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;
- Bids accompanied by Stockinvest/money order/postal order/cash;
- Signature of sole and / or joint Bidders missing. With respect to ASBA Bids, the Bid cum Application form not being signed by the account holders, if the account holder is different from the Bidder;
- Bid cum Application Forms does not have the stamp of the BRLMs or Syndicate Members or the SCSB;
- Bid cum Application Forms does not have Bidder's depository account details;
- Bid cum Application Forms are not delivered by the Bidders within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depositary Participant's identity (DP ID) and the beneficiary's account number;
- With respect to ASBA Bids, inadequate funds in the bank account to block the Bid Amount specified in the ASBA Bid cum Application Form at the time of blocking such Bid Amount in the bank account;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bids in respect whereof the Bid cum Application Form do not reach the Registrar to the Issue prior to the finalisation of the Basis of Allotment;
- Bids where clear funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- Bids by QIBs not submitted through members of the Syndicate;
- Bids by persons in the United States excluding U.S. QIBs as defined in Rule 144A of the Securities Act;
- Bids by FVCIs;
- Bids by multilateral and bilateral development institutions;
- Bids by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Bids not uploaded on the terminals of the Stock Exchanges; and
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

As per the provisions of Section 68B of the Companies Act, the Allotment of Equity Shares in this Issue shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

In this context, two agreements have been signed among the Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated March 12, 2007, between NSDL, the Company and the Registrar to the Issue;

- Agreement dated **[●]**, between CDSL, the Company and the Registrar to the Issue.

All Bidders can seek allotment only in dematerialised mode. Bids from any Bidder without relevant details of his or her depository account are liable to be rejected.

(a) A Bidder applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Bid.

(b) The Bidder must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Bid cum Application Form or Revision Form.

(c) Allotment to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder

(d) Names in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.

(e) If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid cum Application Form or Revision Form, it is liable to be rejected.

(f) The Bidder is responsible for the correctness of his or her Demographic Details given in the Bid cum Application Form vis-à-vis those with his or her Depository Participant.

(g) Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. All the Stock Exchanges where the Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.

(h) The trading of the Equity Shares of the Company would be in dematerialised form only for all investors in the demat segment of the respective Stock Exchanges.

Communications

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of bid form, name and address of the member of the Syndicate or the Designated Branch where the Bid was submitted and cheque or draft number and issuing bank thereof or with respect to ASBA Bids, bank account number in which the amount equivalent to the Bid Amount was blocked.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.

PAYMENT OF REFUND

Bidders other than ASBA Bidders must note that on the basis of the names of the Bidders, Depository

Participant's name, DP ID, Beneficiary Account number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain, from the Depositories, the Bidders' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Bidders' sole risk and neither the Company, the Registrar to the Issue, Escrow Collection Bank(s), Bankers to the Issue nor the BRLMs shall be liable to compensate the Bidders for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, for Bidders other than ASBA Bidders would be done through various modes in the following order of preference:

1. ECS – Payment of refund would be done through ECS for applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for applicants having a bank account at any of the abovementioned centres, except where the applicant, being eligible, opts to receive refund through direct credit or RTGS.

2. Direct Credit – Applicants having bank accounts with the Refund Bank (s), as mentioned in the Bid cum Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.

3. RTGS – Applicants having a bank account at any of the abovementioned centres and whose refund amount exceeds Rs. 5 million, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the Bid cum Application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.

4. NEFT – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. The process flow in respect of refunds by way of NEFT is at an evolving stage, hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment of refunds would be made through any one of the other modes as discussed in the sections.

5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be despatched under certificate of posting for value upto Rs. 1,500 and through Speed Post/ Registered Post for refund orders of Rs. 1,500 and above. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

With respect to Bidders other than ASBA Bidders, the Company shall ensure dispatch of Allotment advice, refund orders (except for Bidders who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchanges within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through ECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 days from the Bid/ Issue Closing Date. A suitable communication shall be sent to the bidders receiving refunds through this mode within 15 days of Bid/ Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed, are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchanges and the SEBI Regulations, the Company further undertakes that:

- Allotment of Equity Shares shall be made only in dematerialised form within 15 days of the Bid/Issue Closing Date;

- With respect to Bidders other than ASBA Bidders, dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 15 days of the Bid/Issue Closing Date would be ensured. With respect to the ASBA Bidders' instructions for unblocking of the ASBA Bidder's Bank Account shall be made within 15 days from the Bid/Issue Closing Date; and

The Company shall pay interest at 15% per annum for any delay beyond the 15 day time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to investors within the 15 day time prescribed above as per the guidelines issued by the Government of India, Ministry of Finance.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:

"*Any person who:*

(a) makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or

(b) otherwise induces a company to allot, or register any transfer of shares, therein to him, or any other person in a fictitious name,

shall be punishable with imprisonment for a term which may extend to five years."

BASIS OF ALLOTMENT

A. For Retail Individual Bidders

- Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

- The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.

- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

- If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares. For the method of proportionate basis of Allotment, refer below.

B. For Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Issue Price.

- The Issue size less Allotment to QIBs and Retail Portion shall be available for Allotment to Non-Institutional Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.

- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

- In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [•] Equity Shares. For the method of proportionate basis of Allotment refer below.

C. For QIBs

- Bids received from the QIB Bidders at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Allotment to all the QIB Bidders will be made at the Issue Price.

- The QIB Portion shall be available for Allotment to QIB Bidders who have bid in the Issue at a price that is equal to or greater than the Issue Price.

- Allotment shall be undertaken in the following manner:

  (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion (excluding Anchor Investor Portion) shall be determined as follows:

    (i) In the event that Mutual Fund Bids exceeds 5% of the QIB Portion (excluding Anchor Investor Portion), allocation to Mutual Funds shall be done on a proportionate basis for up to 5% of the QIB Portion (excluding Anchor Investor Portion).

    (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion (excluding Anchor Investor Portion) then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

    (iii) Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

  (b) In the second instance Allotment to all QIBs shall be determined as follows:

    (i) In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion.

    (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIB Bidders.

    (iii) Under-subscription below 5% of the QIB Portion (excluding Anchor

Investor Portion), if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.

- The aggregate Allotment to QIB Bidders shall not be less than [●] Equity Shares

D. For Anchor Investor Portion

- Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the Company, in consultation with the BRLMs, subject to compliance with the following requirements:

  (a). not more than 30% of the QIB Portion will be allocated to Anchor Investors;

  (b). one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors;

  (c). allocation to Anchor Investors shall be on a discretionary basis and subject to a minimum number of two Anchor Investors for allocation upto Rs. 2,500 million and minimum number of five Anchor Investors for allocation more than Rs. 2,500 million.

- The number of Equity Shares Allotted to Anchor Investors and the Anchor Investor Issue Price, shall be made available in the public domain by the BRLMs before the Bid/ Issue Opening Date by intimating the Stock Exchanges.

Method of Proportionate Basis of Allotment in the Issue

In the event of the Issue being over-subscribed, the Company shall finalise the basis of Allotment in consultation with the Designated Stock Exchange. The Executive Director (or any other senior official nominated by them) of the Designated Stock Exchange along with the BRLMs and the Registrar to the Issue shall be responsible for ensuring that the basis of Allotment is finalised in a fair and proper manner.

The Allotment shall be made in marketable lots, on a proportionate basis as explained below:

a) Bidders will be categorised according to the number of Equity Shares applied for.

b) The total number of Equity Shares to be allotted to each category as a whole shall be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio.

c) Number of Equity Shares to be allotted to the successful Bidders will be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio.

d) In all Bids where the proportionate Allotment is less than [●] Equity Shares per Bidder, the Allotment shall be made as follows:

   - The successful Bidders out of the total Bidders for a category shall be determined by draw of lots in a manner such that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and

   - Each successful Bidder shall be allotted a minimum of [●] Equity Shares.

e) If the proportionate Allotment to a Bidder is a number that is more than [●] but is not a multiple of one (which is the marketable lot), the decimal would be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it would be rounded off to the lower whole number. Allotment to all in such categories would be arrived at after such rounding off.

f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares allotted to the Bidders in that category, the remaining Equity Shares available for Allotment shall be first adjusted against any other category, where the allotted shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidders applying for minimum number of Equity Shares.

g) Subject to valid Bids being received, allocation of Equity Shares to Anchor Investors shall be at the sole discretion of the Company, in consultation with the BRLMs.

Illustration of Allotment to QIBs and Mutual Funds ("MF")

A. Issue Details

Sr. No.	Particulars	Issue details
1.	Issue size	200 million equity shares
2.	Allocation to QIB (60%)	120 million equity shares
3.	Anchor Investor Portion	36 million equity shares
4.	Portion available to QIBs other than Anchor Investors [(2) minus (3)]	84 million equity shares
	Of which:	
	a. Allocation to MF (5%)	4.20 million equity shares
	b. Balance for all QIBs including MFs	79.8 million equity shares
3	No. of QIB applicants	10
4	No. of shares applied for	500 million equity shares

B. Details of QIB Bids

Sr. No.	Type of QIB bidders#	No. of shares bid for (in million)
1	A1	50
2	A2	20
3	A3	130
4	A4	50
5	A5	50
6	MF1	40
7	MF2	40
8	MF3	80
9	MF4	20
10	MF5	20
	Total	**500**

A1-A5: (QIB bidders other than MFs), MF1-MF5 (QIB bidders which are Mutual Funds)

C. Details of Allotment to QIB Bidders/ Applicants

(Number of equity shares in million)

Type of QIB bidders	Shares bid for	Allocation of 4.20 million Equity Shares to MF proportionately (please see note 2 below)	Allocation of balance 79.80 million Equity Shares to QIBs proportionately (please see note 4 below)	Aggregate allocation to MFs
(I)	**(II)**	**(III)**	**(IV)**	**(V)**
A1	50	0	8.05	0
A2	20	0	3.22	0
A3	130	0	20.92	0
A4	50	0	8.05	0
A5	50	0	8.05	0
MF1	40	0.84	6.30	7.14
MF2	40	0.84	6.30	7.14

Type of QIB bidders	Shares bid for	Allocation of 4.20 million Equity Shares to MF proportionately (please see note 2 below)	Allocation of balance 79.80 million Equity Shares to QIBs proportionately (please see note 4 below)	Aggregate allocation to MFs
MF3	80	1.68	12.61	14.29
MF4	20	0.42	3.15	3.57
MF5	20	0.42	3.15	3.57
	500	**4.20**	**79.80**	**35.71**

Please note:

1. The illustration presumes compliance with the requirements specified in this Draft Red Herring Prospectus in the section entitled "Issue Structure" on page 330.

2. Out of 84 million equity shares allocated to QIBs, 4.2 million (i.e. 5%) will be allocated on proportionate basis among five Mutual Fund applicants who applied for 200 million equity shares in QIB category.

3. The balance 79.80 million equity shares (i.e. 84 - 4.2 (available for MFs)) will be allocated on proportionate basis among 10 QIB applicants who applied for 500 million equity shares (including five MF applicants who applied for 200 million equity shares).

4. The figures in the fourth column entitled "Allocation of balance 79.80 million Equity Shares to QIBs proportionately" in the above illustration are arrived as under:

   - For QIBs other than Mutual Funds (A1 to A5)= No. of shares bid for (i.e. in column II) X 79.80 / 495.80.

   - For Mutual Funds (MF1 to MF5)= [(No. of shares bid for (i.e. in column II of the table above) less Equity Shares allotted (i.e., column III of the table above)] X 79.80 / 495.80.

   - The numerator and denominator for arriving at allocation of 84 million shares to the 10 QIBs are reduced by 4.2 million shares, which have already been allotted to Mutual Funds in the manner specified in column III of the table above.

Letters of Allotment or Refund Orders or instructions to the SCSBs

The Company shall give credit to the beneficiary account with depository participants within two working days from the date of the finalisation of basis of allotment. Applicants residing at the centres where clearing houses are managed by the RBI, will get refunds through ECS only except where applicant is otherwise disclosed as eligible to get refunds through direct credit and RTGS. The Company shall ensure dispatch of refund orders, if any, of value up to Rs. 1,500, by "Under Certificate of Posting", and shall dispatch refund orders above Rs. 1,500, if any, by registered post or speed post at the sole or first Bidder's sole risk within 15 days of the Bid/Issue Closing Date. Applicants to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post, intimating them about the mode of credit of refund within 15 days of closure of Bid / Issue. In case of ASBA Bidders, the Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the ASBA Bid cum Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 15 days of the Bid/Offer Closing Date.

Interest in case of delay in despatch of Allotment Letters or Refund Orders/ instruction to SCSB by the Registrar

The Company agrees that the allotment of Equity Shares in the Issue shall be made not later than 15 days of the Bid/ Issue Closing Date. The Company further agrees that it shall pay interest at the rate of 15% p.a. if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given in the disclosed manner within 15 days from the Bid/ Issue Closing Date.

The Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay-orders or demand drafts drawn on a bank appointed by the Company as a Refund Bank and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

UNDERTAKINGS BY THE COMPANY

The Company undertakes the following:

- That the complaints received in respect of this Issue shall be attended to by the Company expeditiously and satisfactorily;

- That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within seven working days of finalisation of the basis of Allotment;

- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;

- That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of the Bid/ Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- That the Promoters' contribution in full has already been brought in;

- That the certificates of the securities/ refund orders to the non-resident Indians shall be despatched within specified time;

- That no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription etc.; and

- That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.

The Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Withdrawal of the Issue

The Company, in consultation with the BRLMs, reserves the right not to proceed with the Issue anytime after the Bid/Issue Opening Date but before the Allotment of Equity Shares. In such an event the Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue. The Company shall also inform the same to Stock Exchanges on which the Equity Shares are proposed to be listed.

Any further issue of Equity Shares by the Company shall be in compliance with applicable laws.

Utilisation of Issue proceeds

The Board of Directors certify that:

- All monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 73 of the Companies Act;

- Details of all monies utilised out of Issue shall be disclosed, and continue to be disclosed till the time any part of the issue proceeds remains unutilised, under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilised;

- Details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;

- the utilisation of monies received under Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of the Company indicating the purpose for which such monies have been utilised; and

- the details of all unutilised monies out of the funds received under Promoters' contribution shall be disclosed under a separate head in the balance sheet of the issuer indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment limit is allowed up to 100% under automatic route in the Company.

FIIs are permitted to subscribe to shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

Foreign Investment in the Real Estate Sector

Foreign investment in the real estate sector is regulated by the relevant provisions of the FDI Manual dated November 2005, FEMA Regulations**,** and the relevant Press Notes issued by the Secretariat for Industrial Assistance, GoI.

Investments by NRIs

FDI Manual

Item No. 9 of Annexure II to the said FDI Manual outlines the sectoral caps in relation to 'Housing and Real Estate'. Annexure II specifies the following as activities under the automatic route in which investment is permitted only by NRIs:

(a). Development of serviced plots and construction of built up residential premises;

(b). Investment in real estate covering construction of residential and commercial premises including business centres and offices;

(c). Development of townships;

(d). City and regional level urban infrastructure facilities, including both roads and bridges;

(e). Investment in manufacture of building materials, which is also open to FDI;

(f). Investment in participatory ventures in (a) to (e) above;

(g). Investment in housing finance institutions, which is also open to FDI as an NBFC.

FEMA Regulations

The FEMA Regulations, state that the investment cap in the real estate on the activities in the 'Housing and Real Estate' is permit investment to the extent of 100% only by NRIs in the following specified areas:

I. Development of serviced plots and construction of built up residential premises;

II. Investment in real estate covering construction of residential and commercial premises including business centres and offices;

III. Development of townships;

IV. City and regional level urban infrastructure facilities, including both roads and bridges;

V. Investment in manufacture of building materials, which is also open to FDI;

VI. Investment in participatory ventures in (a) to (c) above;

VII. Investment in housing finance institutions, which is also open to FDI as an NBFC.

However, all other forms of FDI are prohibited in relation to Housing and Real Estate Business.

Press Note 2 of 2005

The law in relation to investment in the real estate sector has further been modified vide press note 2 of 2005, bearing No. 5(6)/2000-FC dated March 3, 2005. The said press note has also amended certain press notes which have been issued earlier, in the same field.

Under the said press note 2, FDI up to 100% under the automatic route is allowed in 'townships, housing, built-up infrastructure and construction-development projects (which would include, but not be restricted to, housing, commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure)', subject to the compliance with the following requirements.

(a). Minimum area to be developed under each project is as under:

  (i). In case of development of serviced housing plots, a minimum land area of 10 hectares;

  (ii). In case of construction-development projects, a minimum built up area of 50,000 square metres;

  (iii). In case of a combination project, anyone of the above two conditions would suffice.

(b). Minimum capitalisation of US$ 10 million for wholly owned subsidiaries and US$ 5 million for joint ventures with Indian partners. The funds are to be brought in within six months of commencement of business of the Company.

(c). Original investment is not to be repatriated before a period of three years from completion of minimum capitalization. The investor is to be permitted to exit earlier with prior approval of the Government through the FIPB.

(d). At least 50% of the project must be developed within a period of five years from the date of obtaining all statutory clearances. The investor would not be permitted to sell undeveloped plots. "Underdeveloped plots" will mean where roads, water supply, street lighting, drainage, sewerage and other conveniences as applicable under prescribed regulations have not been made available.

(e). The State Government/Municipal Local Body concerned, which approves the building/development plans, would monitor compliance of the above conditions by the developer.

Therefore applicable law only permits investment by an NRI under the automatic route in the 'Housing and Real Estate' sector up to 100% in relation to townships, housing, built-up infrastructure and construction-development projects (which would include, but not be restricted to, housing, commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure) and additionally permits up to 100% FDI in the 'Housing and Real Estate' subject to compliance with the terms provided in press note 2 of 2005.

Investments by FIIs

FIIs including institutions such as pension funds, investment trusts, asset management companies, nominee companies and incorporated, institutional portfolio managers can invest in all the securities traded on the primary and secondary markets in India. FIIs are required to obtain an initial registration from SEBI and a general permission from the RBI to engage in transactions regulated under FEMA. FIIs must also comply with the provisions of the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time. The initial registration and the RBI's general permission together enable the registered FII to buy (subject to the ownership restrictions discussed below) and sell freely securities issued by Indian companies, to realise capital gains or investments made through the initial amount invested in India, to subscribe or renounce rights issues for shares, to appoint a domestic custodian for custody of investments held and to repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received towards sale or renunciation of rights issues of shares.

By way of Circular No. 53 dated December 17, 2003, the RBI has permitted FIIs to subscribe to shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents.

Transfers of equity shares previously required the prior approval of the FIPB. However, vide a RBI circular dated October 4, 2004 issued by the RBI, the transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (FDI) Policy and transfer does not attract the provisions of the Takeover Code (ii) the non-resident shareholding is within the sectoral limits under the FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Press Note 2 and Press Note 4 (2006 series) are not applicable to foreign investment under the portfolio investment scheme by FIIs under Schedule II of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended from time to time. The Company is eligible to issue Shares to FIIs under the portfolio investment scheme, covered under notification FEMA No. 20/2000-RB dated May 3, 2000 and subsequent amendments thereto.

Pursuant to the Portfolio Investment Scheme, FII registered with the SEBI may buy or sell securities of Indian companies on stock exchanges in India through registered stock brokers. FIIs are also permitted to purchase shares and convertible debentures of an Indian company, subject to the specified percentage limits.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are being offered and sold in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs do not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") in transaction exempt from, or not subject to the registration requirements of the Securities Act and outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Prospective purchasers are hereby notified that sellers of the Equity Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A under the Securities Act.

The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of the Company. Pursuant to Schedule II of the Companies Act and the SEBI Regulations, the main provisions of the Articles of Association of the Company are detailed below:

Amount of Capital

Article 3.1 provides that "the authorised share capital of the Company is Rs. 425,00,00,000 (Rupees 425 Crores only) comprising of 37,85,00,000 Equity Shares of a face value of Rs. 10/- (Rupees Ten only) each and 465 Preference Shares of the Company of a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only)

Article 3.9 provides that: "Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered as part of the existing Share Capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, Transfer and transmission, voting and otherwise."

Preference Shares

Article 3.3 provides that: "The Board shall subject to the provisions of the Act and the consent of the Company, have power to issue on a cumulative or non-cumulative basis, convertible or non-convertible, participative or non participative Preference Shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such Shares on such terms including the right to redeem at a premium or otherwise and /or conversion of such Shares into such securities on such terms as they deem fit."

Buy Back of shares

Article 3.10 provides that: "Subject to the provisions of these Articles, in accordance with the provisions of Sections 77A, 77AA and 77B of the Act or any statutory modification thereto and such other regulations and guidelines as may be issued in this regard by the relevant authorities, the Board may, if and when deem fit, buy back such of the Company's own Shares, stocks or securities, whether or not they are redeemable, as it may decide, subject to such limits, upon such terms and conditions, and subject to such approval, as are specified in this regard."

Increase of Capital by the Company and how carried into effect

Article 3.5 provides that: "The Company at the Shareholders Meeting may, from time to time, increase the capital by creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any Share of the original or increased Share Capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Shareholders Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine, and in particular, such Shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with, and if the Act allows without, a right of voting at a Shareholders Meeting of the Company in conformity with Section 87 and other applicable provisions of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 97 and other applicable provisions of the Act."

Reduction of Capital

Article 3.11 provides that: "The Company may (subject to the provisions of Sections 78, 80 and 100 to 105 of the Act) from time to time by special resolution, reduce its Share Capital"

Sub-division consolidation and cancellation of Shares

Article 3.6 provides that: "Subject to these Articles, the Board of Directors or any committee thereof shall be empowered to sub-divide shares into denominations of less than the prevailing face value of shares or consolidate shares into denominations of more than the prevailing face value of the shares pursuant to a statutory order or an order or a decree of a competent court of law or as per the resolutions passed by the shareholders of the Company in this regard subject to completion of relevant statutory and procedural formalities for the said purpose"

Article 3.7 provides that: "Subject to these Articles, the Board shall have the power to cancel Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the Shares so cancelled. A cancellation of Shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act."

Further Issue of Capital

Article 3.5 provides that: "The Company at the Shareholders Meeting may, from time to time, increase the capital by creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any Share of the original or increased Share Capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Shareholders Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine, and in particular, such Shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with, and if the Act allows without, a right of voting at a Shareholders Meeting of the Company in conformity with Section 87 and other applicable provisions of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 97 and other applicable provisions of the Act."

Commission and brokerage may be paid

Article 7.1 provides that: "Subject to Section 76 of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription (whether absolutely or conditionally), for any Shares or other Securities in the Company. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid Shares or partly in one way and partly in the other. Commission shall however be payable to any Person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares or Securities of the Company, in accordance with the provisions of the Act."

Article 7.2 provides that: "The Company may also, on any issue of Shares, pay such brokerage as may be lawful."

Board may make calls

Article 9 provides that: "Subject to the provisions of Section 91 of the Act, the Board may from time to time, subject to the terms on which any Shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Members in respect of all moneys unpaid on the Shares held by them respectively and each Member shall pay the amount of every call so made on him to the Person or Persons and at the time and places appointed by the Board. A call may be made payable by installments."

Call may be extended

Article 9.5 provides that: "The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time."

Amount payable at fixed time or by instalments as calls

Article 9.7 provides that: "Any sum, which by the terms of issue of a Share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the Share or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified."

When interest on call or instalment payable

Article 9.6 provides that: "If any Member or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board."

Payment in anticipation of calls may carry interest

Article 9.10 provides that: "The Board may, if it thinks fit (subject to the provisions of Section 92 of the Act) agree to and receive from any Member willing to advance the same, the whole or any part of the amounts due upon the Shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or upon so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the Shares in respect of which such advance has been made, the Company may pay interest, as the Member paying such sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three (3) months notice in writing. Provided that the money paid-up in advance of calls on any Share may carry interest but shall not entitle the holder of the share to participate in respect thereof in profits or dividend subsequently declared. The Company may at any time, as may be decided by the Board, repay the amount so advanced. No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same become presently payable."

Board to have right to forfeit shares

Article 11.1 provides that: "If any Member fails to pay any call or installment or any part thereof or any money due in respect of any Shares either by way of principal or interest on or before the day appointed for the payment of the same or any extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remain unsatisfied, give notice to him or his Legal Representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment."

Forfeited shares to be property of the Company and may be sold etc.

Article 11.5 provides that: "Any Share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed off either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit subject to the Applicable laws."

Board may cancel forfeiture

Articl1 11.10 provides that: "The Board may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof upon such conditions as it thinks fit."

Company's lien on Shares / Debentures

Article 10.1 provides that: "The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid-up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the condition that this Article will have full effect, and such lien shall extend to all Dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien, if any, on such Shares/ Debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause."

Enforcement of lien by sale

Article 10.2 provides that: "For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorize any of the directors to execute a transfer thereof on behalf of and in the name of such Member. No sale shall be made until such period as aforesaid shall have elapsed and until notice in writing of the intention to sell shall have been served on such Member or his Legal Representative, and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice."

Instrument of Transfer

Article 12.2 provides that: "Every instrument of transfer of Shares shall be in writing as may be prescribed under Section 108 of the Act and shall be delivered to the Company within such time as may be prescribed under the Act. The Company shall use a common form of transfer."

Directors May Refuse to Register Transfer

Article 12.6 provides that: "Subject to the provisions of Section 111A of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse, whether in pursuance of any power of the Company under these Articles or otherwise to register or acknowledge the transfer of or transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares."

Nomination of Shares

Article 14.1 provides that: "Every holder of Shares in the Company may, at any time, nominate, in the manner prescribed under the Act, a Person to whom his Shares in the Company shall vest in the event of his death."

Article 14.2 provides that: "Where the Shares in the Company are held by more than one person jointly, the joint holders may together nominate, in the manner prescribed under the Act, a Person to whom all the rights in the Shares of the Company shall vest in the event of death of all the joint holders."

Article 14.3 provides "Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such Shares in the Company, where a nomination made in the manner prescribed under the Act, purports to confer on any Person the right to vest the Shares in the Company, the nominee shall, on the death of the Member of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Shares of the Company or, as the case may be, all the joint holders, in relation to such Shares of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the Act."

Article 14.4 provides that: "Where the nominee is a minor, the holder of the Shares concerned, can make the nomination to appoint in prescribed manner under the Act, any Person to become entitled to the Shares of the Company in the event of his death, during the minority."

Article 15.1 provides that: "Notwithstanding anything contained in other Articles, any Person who becomes a nominee by virtue of the provisions of Section 109A of the Companies Act, 1956 upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect either:-

a) to be registered himself as holder of the Shares or;
b) to make such transfer of the Shares as the deceased member could have made."

Article 15.2 provides that: "If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share himself, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased Member."

Article 15.3 provides that: "All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfer of Shares shall be applicable to any such notice or transfer as aforesaid as if the death of the Member had not occurred and the notice of transfer where a transfer instrument signed by that

Member."

Article 15.4 provides that: "A Person, being a nominee, becoming entitled to a Share by reason of the death of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Share except that he shall not, before being registered a Member in respect of his Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share or Debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all Dividends, bonuses or other moneys payable in respect of the Share or Debenture until the requirements of the notice have been complied with."

Registration of persons entitled to shares otherwise than by transfer (transmission clause)

Article 12.11 provides that: "A Person becoming entitled to a Share by reason of the death or insolvency of a Member shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Shares, except that he shall not, before being registered as a Member in respect of the Shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company; PROVIDED THAT the Board shall, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Shares until the of the have complied with."

Article 12.13 provides that: "Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity."

Power to Borrow

Article 20.1 provides that: "Subject to the provisions of Section 58A, 292 and 293 of the Act the Board may, from time to time at its discretion by resolution passed at a meeting of the Board:

(a) accept or renew deposits from Directors, their relatives, Members or the public;
(b) borrow moneys otherwise than on Debentures;
(c) accept deposits from Members either in advance of call or otherwise; and
(d) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such moneys without the consent of the Company in General Meeting."

Article 20.2 provides that: "Subject to the provisions of these Articles and the Act, the payment or repayment of moneys borrowed or other monies in relation thereto, as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present or future. Provided however that the Board shall not, except with the consent of the Company in General Meeting mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any encumbrances between the Company and the Person to whom the same may be issued."

Shares may be converted into stock

Article 22.1 provides that: "The Company in General Meeting may convert any Paid-up Shares into stock and when any Shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which Shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may at any time reconvert any stock into Paid-up shares of any denomination."

Annual General Meeting

Article 44 provides that: "The Company shall in each year hold a General Meeting specified as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

Calling of Extraordinary General Meeting on requisition

Article 45.1 provides that: "The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of such of the Paid-up Share Capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made, and such meeting shall be held at the Office of the Company or at such place and at such time as the Board thinks fit"

Postal Ballot

Article 47.1 provides that: "Notwithstanding anything contained elsewhere in these Articles, the Board of Directors may and in the case of resolutions relating to such business as the Central Government may by notification under the provisions of Section 192A of the Companies Act, 1956, declare to be conducted only by the postal ballot, shall get the resolution passed by means of a postal ballot instead of transacting the business in the General Meeting of the Company."

Presence of Quorum

Article 46.9 provides that: "Five Members present in person shall be the quorum. No business shall be transacted in a General Meeting if the requisite quorum is not present at such meeting."

Voting to be by show of hands

Article 46.12(a) provides that: "At any General Meeting, a resolution put to the vote of the Meeting shall, unless a poll is demanded, be decided on a show of hands. Before or on the declaration of the result of voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the Meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or in which an aggregate sum of not less than fifty thousand rupees has been Paid-up. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution."

Casting vote of Chairman

Article 46.12(b) provides that: "In the case of an equality of votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Member."

Indebted members not to vote

Article 46.13(a) provides that: "No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of Members either upon a show of hands or upon a poll in respect of any Shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien."

Instrument of proxy to be in Writing

Article 46.13(h) provides that: "Every proxy (whether a Member or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation, under the Common Seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a Meeting."

Article 46.13(k) provides that: "An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any) under which it is signed or a notarized copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the Meeting at which the Person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarized copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office of the Company not less than forty-eight hours before the time fixed for such Meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Member or the attorney, given at least 48 hours before the Meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the Meeting, the attorney shall not be entitled to vote at such Meeting unless the Board in their absolute discretion excuse such non-production and deposit. In case of the Shareholder being a Body Corporate, the provisions of Section 187 of the Act shall apply."

Number of Directors

Article 24 provides that: "Unless otherwise determined by the Company in the General Meeting, the number of Directors shall not be less than three and not more than such number as may be stipulated by the Act for the time being in force."

Appointment of Nominee Director

Article 24.5 provides that: "The Company shall from time to time have the power of appointing directors in the capacity of Nominee Directors, whether or not by way of nomination by any financial institution, debenture holders, any placement of securities/ any other instrument of the company or lenders/ investors of any kind."

Appointment of Alternate Director

Article 24.3 provides that: "The Board may appoint an alternate director (an "Alternate Director") who is recommended for such appointment by a Director (an "Original Director") to act for him during his absence for a period of not less than 3 (three) months from the State in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Clause shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to that state. If the term of office of the Original Director is determined before he so returns to that State, any provisions in the Companies Act for the automatic reappointment of any retiring Director, in default of another appointment, shall apply to the Original Director and not to the Alternate Director. The act of Alternate Director acting for the Original Director will be deemed to be the act of the Original Director. Upon the appointment of the Alternate Director, the Company shall ensure compliance with the provisions of the Companies Act, including by filing necessary forms with the relevant registrar of companies. The Alternate Director shall be entitled to receive notice of a meeting of the Board or committee thereof, along with all relevant papers in connection therewith and to attend and vote thereat in place of the Original Director and generally to perform all functions of the Original Director in his absence."

Directors' Power to add to the Board

Article 24.4 provides that: "Subject to the provisions of the Act And these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an Additional Director or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under these Articles. Any person so appointed as an Additional Director shall hold office only up to the date of the next Annual General Meeting. Any person appointed to fill a casual vacancy shall hold office only up to the date which the Original Director in whose place he is appointed would have held office if it had not been vacated but shall be eligible for election."

Remuneration of Directors

Article 26.1 provides that: "Subject to the provisions of the Act, Managing Director(s), or any other Director(s) who is/are in the whole time employment of the Company, may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act."

Article 26.2 provides that: "Subject to the provisions of the Act, a Director (other than a Managing Director or Whole-time Director) may be paid remuneration either: (a) by way of monthly, quarterly or annual payment, or (b) by way of commission."

Article 26.3 provides that: "The remuneration payable to each Director for every Meeting of the Board or Committee of the Board attended by him shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed by the Central Government pursuant to the first proviso to Section 310 of the Act."

Article 27 provides that: "If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may, subject to the provisions of the Act, arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration otherwise provided."

Managing Director

Article 37.1 provides that: "Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its members as Managing Director/s or Manager or Whole-time Director(s), of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution or an agreement, vest in such Managing Director/s or Manager or Whole-time Director(s), such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine. The terms of appointment of Managing Director/s or Manager or Whole-time Director(s), shall be the terms on which such persons shall be appointed by the Board. The Managing Director/s or Manager or Whole-time Director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or Manager or Whole-time Director(s), as the case may be, all the powers vested in the Board generally."

Article 37.2provides that: "Notwithstanding anything contained herein, a Managing Director /Whole-time Director/ Manager shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director, he shall ipso facto and immediately cease to be a Managing Director/ Whole-time Director/ Manager."

Directors may contract with the Company

Article 31.1 provides that: "Subject to the provisions of the Act, a Director or his relative, a firm in which such Director or relative is a partner, any other Person in such firm, or a private company of which the Director is a member or director may enter into any contract with the Company for the sale, purchase or supply of any goods, materials or services or for underwriting the subscription of any shares in, or Debentures, of the Company, provided that the prior sanction of the Board and the Central Government (if applicable) is obtained in accordance with Section 297 of the Act."

Quorum

Article 38.2 provides that: "Subject to Section 287 of the Act, the quorum for a Meeting of the Board shall be presence of at least one-third of its total strength or two directors, whichever is higher.

Provided that where at any time the number of interested directors exceeds or is equal to two thirds of the total strength, the number of the remaining directors, that is to say, the number of directors who are not interested, present at the meeting being not less than two shall be the quorum."

Powers of Board Meeting

Article 39 provides that: "Subject to the provisions of the Act and these Articles:-

a) The Board of Directors shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do.

b) The Board of Directors is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company."

Article 40.1 provides that: "Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 292 of the Act, delegate any of their powers to the Managing Director(s), the Whole-time Director(s) or Manager or the Chief Executive Officer of the Company. The Managing Director(s), the Whole-time Director(s) or the Manager or the Chief Executive Officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations/ guidelines that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations / guidelines shall have the like force and effects as if done by the Board."

Resolution by circulation

Article 42 provides that: "Subject to Sections 289 and 292 of the Act and the provisions as contained in these Articles, no resolution shall be deemed to have been passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft together with the necessary papers, if any, to all Directors or to all members of the Committee, whether in India or not (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be), at their usual address in India or elsewhere, and has been approved by all such Directors or members of the Committee, or by a majority of such of them as are entitled to vote on the resolution."

The Company in General Meeting may declare a dividend

Article 54(i) provides that: "The divisible profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles and unless otherwise determined by the Board, shall be divisible among the Members in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the Shares held by them respectively. Provided always that, (subject as aforesaid), any Capital paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment."

Article 54(ii) provides that: "Subject to the provisions of Section 205 of the Companies Act, 1956 the Company in General Meeting may declare Dividends, to be paid to Members according to their respective rights and interests in the profits but no Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller Dividend, and may fix the time for payments not exceeding 30 days from the declaration thereof."

Dividends out of profits only

Article 54(ii)(a) provides that: "No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 205 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with provisions of the Act and the rules made there under and remaining undistributed or out of both."

Ad-interim dividend

Article 54(ii)(b) provides that: "The Board may from time to time, pay to the Members such interim Dividends as in their judgment the position of the Company justifies."

Dividends not to carry interest

Article 54(ii)(j) provides that: "No unpaid Dividend shall bear interest as against the Company."

Capitalisation

Article 56 provides that: "The Board may resolve:

a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and

b) that such sum be accordingly set free for distribution in the manner specified herein below in Article 56(c) as amongst the Members who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

c) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

   (i) paying up any amounts for the time being unpaid on any Shares held by such Members respectively;

   (ii) paying up in full, un-issued Shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Members in the proportions aforesaid; or

   (iii) partly in the way specified in Article 56(c)(i) and partly in the way specified in Article 56(c)(i)."

Article 58 provides that: "Whenever a resolution for capitalisation of reserves shall have been passed, the Board shall:

a) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid Shares or Securities, if any; and
b) generally do all acts and things required to give effect thereto."

Liquidator may divide assets in specie

Article 59.1 provides that: "If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not."

Indemnity and Responsibility

Article 64.1 provides that: "Subject to the provisions of the Act, every director, manager and other officer or servant of the company (including his successors, assigns, estate, heirs and personal representatives) shall be indemnified against, and it shall be the duty of the directors to pay out of the funds, investments, borrowings of the company, all claims made and/or all costs, damages, losses and expenses (including without limitation, any legal, accounting and other expenses for defending any actions or threatened actions) which any such director, manager or other officer or servant or any person on his/their behalf may incur or become liable to by reason of any guarantee or surety given by him or them for and/or in connection with and/or in relation to the company or any contract entered into or in any way in the discharge of his duties and in particular and so as not to limit the generality of the foregoing provisions against all liabilities including expenses, incurred by him as such director, manager, officer or servant in defending proceedings whether civil or criminal, in which judgment is given in his favour or he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately become payable by the Company to the respective director, manager and other officer or servant of the Company and attach as a lien on the property(ies) of the company and shall rank in priority as between the members and creditors over any claims whatsoever."

Secrecy

Article 62.1 provides that: "Every Director, Manager, Committee Member, Auditor, Trustee, officer servant, agent, accountant or other Person employed in the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and in matters relating there to and shall by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by law or by the Person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these Articles contained."

Article 62.2 provides that: "No Member, not being a Director shall be entitled except to the extent expressly permitted by the Act or these Articles to enter upon the property of the Company or to require discovery of any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which, in the opinion of the Board will be inexpedient in the interests of the Company to communicate to the public."

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material have been attached to the copy of this Draft Red Herring Prospectus delivered to the Registrar of Companies, Maharashtra at Mumbai for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company between 10 a.m. and 5 p.m. on all working days.

A. Material Contracts for the Issue

1. Agreement dated January 18, 2009 between the Company and the BRLMs.

2. Memorandum of Understanding dated January 10, 2010 between the Company and the Registrar to the Issue.

3. Escrow Agreement dated [●] between the Company, the BRLMs, Escrow Collection Bank and the Registrar to the Issue.

4. Underwriting Agreement dated [●] between the Company, the BRLMs and the Syndicate Members.

5. Syndicate Agreement dated [●] between the Company, BRLMs and the Syndicate Members.

6. Agreement dated [●] between the Company and the Monitoring Agent.

B. Material Documents

1. Share Subscription Agreement dated January 14, 2007 between the Company, SSIII and Vikas Oberoi.

2. Shareholders' agreement dated January 14, 2007 between the Company, SSIII, Vikas Oberoi and R.S. Estate Developers Private Limited and the amendment agreement thereto dated December 4, 2009.

3. Letter agreement dated January 14, 2007 between Vikas Oberoi and SSIII.

4. Agreement dated November 27, 2009 between Oberoi Hotels Private Limited and OCPL.

5. Non-Compete Undertaking dated December 23, 2009 by the Promoter.

6. Certified copies of the updated Memorandum and Articles of Association of the Company as amended from time to time.

7. Certificate of Incorporation dated May 8, 1998. Fresh Certificate of Incorporation consequent upon change of name dated October 23, 2009. Fresh Certificate of Incorporation consequent upon change of status from private limited to public limited dated December 14, 2009.

8. Resolutions of the Board of Directors of the Company dated December 4, 2009 in relation to this Issue and other related matters.

9. Shareholders' resolution dated December 4, 2009 in relation to this Issue and other related matters.

10. Agreement dated December 17, 2009 between the Company and Vikas Oberoi and the resolutions of the Board of Directors and shareholders both dated December 4, 2009 pertaining to the appointment of Vikas Oberoi as Managing Director of the Company.

11. The examination reports of the statutory auditor P. Raj & Co., Chartered Accountants, on our restated financial information, incuded in this Draft Red Herring Prospectus.

12. Copies of the annual reports of the Company for the last five financial years.

13. Consent from the Auditors for inclusion of their names as the statutory auditors and of their reports on accounts in the form and context in which they appear in this Draft Red Herring Prospectus.

14. The Statement of Tax Benefits dated January 10, 2010 from the Company's statutory auditors.

15. Consent of the Directors, BRLMs, the Syndicate Members, Domestic Legal Counsel to the Company, Domestic Legal Counsel to the Underwriters, International Legal Counsel to the Underwriters, Registrars to the Issue, Escrow Collection Banker, Banker to the Issue, Bankers to the Company, Company Secretary and Compliance Officer as referred to in their specific capacities.

16. Consent of Doultani & Associates, Civil Engineers and Architects, Parag Nandrekar & Associates, Architects, Interior & Landscape Designers and IC Legal, Advocates and Solicitors to be named as experts to the Company.

17. Architect's certificate from Doultani & Associates, Civil Engineers and Architects dated January 13, 2010.

18. Architect's certificate from Parag Nandrekar & Associates, Architects, Interior & Landscape Designers dated January 13, 2010.

19. Master title certificate dated January 14, 2010 from IC Legal, Advocates and Solicitors.

20. Certificate dated January 14, 2010 issued by the Auditors of the Company in relation to the Objects of the Issue.

21. Due Diligence Certificate dated January 18, 2010 addressed to SEBI from the BRLMs.

22. In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

23. Tripartite Agreement dated March 12, 2007 the Company, NSDL and the Registrar to the Issue.

24. Tripartite Agreement dated [●] between the Company, CDSL and the Registrar to the Issue.

25. IPO Grading Report dated [●], 2010 by [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of the Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, hereby declare that all relevant provisions of the Companies Act and the guidelines issued by the Government or the regulations or guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act or the Securities and Exchange Board of India Act, 1992 or Rules or regulations made there under or guidelines issued, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

________________________	**Vikas Oberoi** (*Chairman cum Managing Director*)
________________________	**Bindu Oberoi** (*Non-Independent, Non-Executive Director*)
________________________	**Kavin C. Bloomer** (*Non-Independent, Non-Executive, Nominee Director*)
________________________	**Naresh Naik** (*Alternate Director to Kavin C. Bloomer*)
________________________	**Tilokchand P. Ostwal** (*Independent, Non-Executive Director*)
________________________	**Jimmy Bilimoria** (*Independent, Non-Executive Director*)
________________________	**Anil Harish** (*Independent, Non-Executive Director*)

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Saumil Daru

(*Chief Financial Officer*)

Date: January 18, 2010

Place: Mumbai