

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of Omaxe Limited will be held on Thursday, the 26th day of September, 2019 at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram – 122001, Haryana at 12:00 noon to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors' and Auditors' thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2018-19.
3. To declare Dividend on Equity Shares for the financial year 2018-19 only to Public Shareholders.
4. To appoint Mr. Mohit Goel (DIN: 02451363) in place of Mr. Sudhangshu Shekhar Biswal (DIN 07580667), who retires by rotation at this Annual General Meeting and has expressed his unwillingness to be re-appointed as Director.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing

Regulations”), Mr. Gurnam Singh (DIN: 08357396), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 12, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Director (Independent & Non-Executive) of the Company to hold office for a term of five consecutive years with effect from February 12, 2019 to February 11, 2024.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Devidas Kashinath Kambale (DIN: 00020656), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 30, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Director (Independent & Non-Executive) of the Company to hold office for a term of five consecutive years with effect from July 30, 2019 to July 29, 2024.”

7. To consider ratification of remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors of the Company for Financial Year ending on March 31, 2020 and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT subject to the provisions of Section 148 and applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors)

Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), M/s S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2020, be paid a remuneration of Rs.1,75,000/- (Rupees one lakh seventy five thousand only) plus out of pocket expenses and applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

8. To consider Private Placement of Secured / Unsecured / Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/ Unlisted Debentures and/or other securities under Section 42 and 71 of Companies Act, 2013 and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012, 2014 and 2015 and other SEBI regulations and guidelines, if applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, Rules, regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured/ Unsecured/Redeemable Non-Convertible/listed and / or otherwise /Debentures/ Bonds or such other Debt Securities including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, for an aggregate

amount of Rs.500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent in any other currency, as may be approved by the Members.

RESOLVED FURTHER THAT subject to the Statutory/regulatory compliances, the Board of Directors of the Company, be and is hereby authorized to decide, finalise, alter, vary, revise and modify, from time to time, the terms and conditions of the aforesaid issue including without limitation, the class of investors to whom NCDs / Bonds are to be issued, time, securities to be offered, currency (i.e. INR or its equivalent in any other currency, the number of NCDs/ Bonds, tranches, issue price, tenure, interest rate, premium/ discount, listing and/or otherwise and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby further authorized to make necessary appointments, including but not limited to Banker, Merchant Banker, Debenture Trustee, Intermediaries, Agents, Attorney’s and such other authorities and to finalize incidental documents including without limitation, the private placement offer letter, debenture subscription and debenture trust deed and any other security documents for the creation of charge/ mortgage on the tangible Assets of the Company, as it may in its absolute discretion deem appropriate, and to take all such actions and to settle all matters and questions arising out of or incidental thereto, to sign and execute all agreements, mortgage deeds, hypothecation deeds, Escrow Agreements, undertakings, declarations and other agreements, deeds, letters, power of attorney, writings as may be necessary or required for this purpose and to deal with regulatory authorities including but not limited to Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Ministry of Corporate Affairs, Stock Exchange and such other authorities as may be required in this regard and generally to do all such acts deeds and things as may be necessary, proper, expedient and incidental, and that to sub-delegate all or any powers conferred hereinbefore to any Committee of Directors or any Executive, for the purpose of giving effect to the above Resolution.”

9. To consider and recommend the appointment of Mr. Mohit Goel as Whole Time Director on the Board of

Directors of the Company, under the designation of CEO & Whole Time Director and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act and provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of Members of the Company be and is hereby accorded at the recommendation of the Nomination & Remuneration Committee and the Board of Directors for the appointment of Mr. Mohit Goel (DIN:02451363) as Whole Time Director under the designation of CEO and Whole Time Director of the Company liable to retire by rotation, for a period of five years with effect from the date of 30th Annual General Meeting of the Company on the terms and conditions including remuneration as set out below with the authority to the Board to alter and vary the terms and conditions of the said appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of Nomination and Remuneration Committee.

i. Tenure of appointment	: 5 years wef date of 30 th Annual General Meeting of the Company.
ii Basic Salary	: upto Rs.12,00,000/- (Rupees Twelve Lakh Only) per month Basic Salary and/or Annual increment shall be paid as the Board may deem fit, at such quantum, periodicity and intervals, at the discretion of the Board and subject to overall limits as prescribed, from time to time, under the Companies Act, 2013 and rules made there under.
iii Housing	: House Rent Allowance may be provided by the Company as per Company Policies. Or The Company may provide fully furnished accommodation alongwith its upkeep and maintenance including payment towards electricity, water, security, servant(s), and gardening etc. at the discretion of the Board from time to time.

iv. Perquisites:

- a) **CAR:** Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
- b) **TELEPHONE:** All Charges for telephone at residence and mobile phone will be reimbursed by the Company.
- c) **CLUB FEES:** Fees of clubs including annual charges and other fees or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.
- d) **PERSONAL MEDICAL:** Reimbursement of all medical expenses/premium amounts of any Mediclaim Policy etc. for self and family as per the rules of the Company.
- e) **INSURANCE:** Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life, personal and accidental insurance.
- f) **ANNUAL LEAVE:** The Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
- g) **LEAVE TRAVEL ASSISTANCE:** For self and family subject to a ceiling of one month’s salary per year.
- h) **CONTRIBUTIONS:** to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month’s salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.

RESOLVED FURTHER THAT other terms and conditions of appointment of Mr. Mohit Goel shall be as per the rules and policies of the Company except those mentioned in this resolution.

RESOLVED FURTHER THAT subject to Schedule V of the Companies Act, 2013 the aforesaid remuneration shall be paid within the applicable limit(s) and period

thereof, whenever and wherever applicable, as minimum remuneration comprising salary and perquisites to Mr. Mohit Goel in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors may, at recommendation of Nomination and Remuneration Committee, from time to time, vary or modify the above terms including remuneration as it thinks fit during the tenure of appointment, provided however that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and /or the Company Secretary be and are hereby authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

For and on behalf of the Board
For **Omaxe Limited**

Sd/-

Rohtas Goel

Place: New Delhi Chairman and Managing Director
Date: August 14, 2019 (DIN: 00003735)

REGISTERED OFFICE:

Shop No. 19-B, First Floor,
Omaxe Celebration Mall, Sohna Road,
Gurugram - 122001, Haryana

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such a proxy need not be a member of the company. Instrument of proxies in order to be effective must be lodged at the company's registered office not less than forty-eight hours before the commencement of the meeting. Blank proxy form is attached herewith.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of the company carrying voting right. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as

proxy for any other person or shareholders.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 5 to 9 is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution together with the specimen signature(s) of their authorized representative(s) to attend and vote on their behalf at the Meeting.
4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Sudhangshu Shekhar Biswal, Whole Time Director is liable to retire by rotation at the ensuing Annual General Meeting. He has expressed his unwillingness to be reappointed as Director due to health reasons. It has been proposed to fill such vacancy by appointing Mr. Mohit Goel as Whole Time Director in his place under the designation of CEO & Whole Time Director. The relevant details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, i.e. brief resume of the Director(s), nature of their expertise in specific functional areas, names of companies in which he/she holds Directorship and Membership of Committees of the Board and shareholding in the Company of the person(s) seeking appointment / re-appointment as Director at the Annual General Meeting are provided in Annexure A to the Explanatory Statement as required under Section 102 of the Companies Act, 2013.
5. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting. In case of joint holder attending the meeting only such joint holder who is higher in order of names will be entitled to vote at the meeting.
6. Members who hold Shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold Shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

7. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed /unpaid for a period of seven years from the date they became due for payment, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account.

There were 1251 Equity Shares as at 31st March, 2019 issued pursuant to the bonus issue done in the financial year 2013-14, which remain unclaimed and are lying in the Demat Account named and styled as "OMAXE LTD UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT".

The Company had sent reminders to all the Members of the above mentioned Shares and Notice regarding the same was published in newspapers.

If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice. There were 4874 Equity Shares which were transferred to IEPF during Financial Year 2018-19. Please note that no claim shall lie against the Company in respect of the Shares so transferred to IEPF.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

8. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for financial year 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 & 2017-18 can be viewed on Company's website i.e. www.omaxe.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.

9. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2019** to **Thursday, September 26, 2019** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.

10. The dividend, declared at the meeting, will be paid on or before **Friday, October 25, 2019** to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Friday, September 20, 2019** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the Shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **Friday, September 20, 2019**.

11. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.

Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to Registrar, for consolidation into a single folio.

12. Members desirous of obtaining any information/clarification(s)/ intending to raise any query concerning

the annual accounts and operations of the Company, are requested to forward the same at least 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so that the same may be attended appropriately.

13. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. The alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

14. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical

form, upon request.

16. The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members on all working days between 14:00 - 16:00 hrs from **September 2, 2019 to September 25, 2019** at the Registered Office of the Company & will also be available at the venue of AGM.
17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the AGM.
18. The Board of Directors has appointed Mr. Naveen Shree Pandey as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
19. The route map showing directions to reach the venue of the thirtieth AGM is attached.
20. Voting through electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to its Members facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The Company is providing facility of voting through polling paper at the venue of the Meeting and Members attending the meeting who have not already cast their vote by e-voting can exercise their right at the meeting.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **September 23, 2019** at 9:00 a.m. and ends on **September 25, 2019** at 5:00 p.m. During this period,

Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on cut-off date of **September 20, 2019**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. Voting rights shall be reckoned on the paid up value of the Shares registered in the name of the Members/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **September 20, 2019**.
- VI. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your Password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you.

Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your

‘initial password’.

- ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Member can also use the OTP (One Time Password) based login for casting the vote on the e-voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on active voting cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “Omaxe Limited”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number

of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to naveen4567.shreel@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the Depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot paper.

6. The Scrutinizer shall, after the conclusion of voting at the General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.omax.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the notice and holding Shares as of the cut-off date i.e. September 20, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

EXPLANATION

ITEM NO. 3

TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2018-19 ONLY TO PUBLIC SHAREHOLDERS.

The Real Estate Sector is passing through challenging times. Considering the current market scenario and changes in Regulatory and Taxation environment, RERA and GST, the Board, at the recommendation of the Audit Committee, has recommended Equity dividend to only Public Shareholders at the rate of 7% per equity share i.e. Re 0.70 per equity share for the Financial Year ended on March 31, 2019.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 5

APPOINTMENT OF MR. GURNAM SINGH (DIN: 08357396) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT)

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Gurnam Singh (DIN: 08357396) was appointed as Additional Director in the capacity of Non-executive & Independent Director of the Company w.e.f. February 12, 2019, subject to the approval of Members of the Company. Accordingly, Mr. Gurnam Singh shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from him signifying his candidature as an Independent Director of the Company.

Mr. Gurnam Singh, has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Gurnam Singh fulfills the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and he is independent of the Management. Mr. Gurnam Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as Director.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosures as required under Regulation 36(3) of the Listing Regulations, is provided at "Annexure A" of this Notice.

Terms & conditions of appointment of the aforesaid Director as Independent Director are open for inspection without any fee by any Member at the Registered Office of the Company.

Except Mr. Gurnam Singh, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item No. 5.

The Board recommends the Resolution as set out in Item no. 5 for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 6

APPOINTMENT OF MR. DEVIDAS KASHINATH KAMBALE (DIN: 00020656) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT)

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Devidas Kashinath Kambale (DIN: 00020656) was appointed as Additional

Director in the capacity of Non-executive & Independent Director of the Company w.e.f. July 30, 2019, subject to the approval of Members of the Company. Accordingly, Mr. Devidas Kashinath Kambale shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from him signifying his candidature as an Independent Director of the Company.

Mr. Devidas Kashinath Kambale, has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Mr. Devidas Kashinath Kambale fulfills the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and he is independent of the Management. Mr. Devidas Kashinath Kambale is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as Director.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosures as required under Regulation 36(3) of the Listing Regulations, is provided at “Annexure A” of this Notice.

Terms & conditions of appointment of the aforesaid Director as Independent Director are open for inspection without any fee by any Member at the Registered Office of the Company.

Except Mr. Devidas Kashinath Kambale, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item No. 6.

The Board recommends the Resolution as set out in Item no. 6 for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 7

RATIFICATION OF REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20

The Board, at the recommendation of the Audit Committee, has approved the appointment of M/s S.K. Bhatt & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the Cost Records of the Company for the FY 2019-20 at a remuneration of Rs.1,75,000 (Rupees One Lakh Seventy Five

Thousand only) plus out of pocket expenses and applicable taxes. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be confirmed and ratified by the Members of the Company. Accordingly, consent of the Members is required for confirmation and ratification of the remuneration payable to the Cost Auditors for the FY 2019-20.

The Board recommends the Ordinary Resolution as set out at item No.7 for approval of Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this transaction.

ITEM NO. 8

PRIVATE PLACEMENT OF SECURED / UNSECURED / REDEEMABLE/ NON-REDEEMABLE/ CONVERTIBLE/ NON-CONVERTIBLE / LISTED/UNLISTED AND/OR OTHER SECURITIES UNDER SECTION 42 AND 71 OF COMPANIES ACT, 2013

The Members may take note that in order to augment long term resources for financing the ongoing capital expenditures and for general corporate purposes, the Board may, at an appropriate time, offer /make an invitation to subscribe to secured / unsecured / redeemable/ non-redeemable/ convertible/ non-convertible / listed/unlisted and/or other securities as it may deem fit, in one or more tranches / series upto Rs. 500 Crore.

Further, pursuant to the provisions of Section 42, other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012, 2014 and 2015 and other SEBI regulations and guidelines, if applicable, a Company offering or making an invitation to subscribe to secured / unsecured / redeemable/ non-redeemable/ convertible/ non-convertible/ listed/unlisted and/or other Debt Securities (hereinafter referred to as “Securities”) required prior approval of the Members by way of a Special Resolution.

After such Special Resolution, an invitation for said Securities can be made during the year, therefore it is proposed to offer or invite subscriptions for said Securities, in one or more tranches, as the Board may deem fit, for an aggregate amount of Rs. 500 Crore (Rupees Five Hundred Crores only) or its equivalent in any other currency, with authority to the Board to determine the terms and conditions as referred in the Resolution, including the Nominal value / issue price, interest, repayment, redemption, utilization, security, listed

and / or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 & 71 of the Companies Act, 2013 and the Rules framed thereunder for issuance of the aforesaid Securities.

The Board recommends the Special Resolution as set out at item No.8 for approval of Members.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO. 4 and 9

TO APPOINT MR. MOHIT GOEL (DIN: 02451363) IN PLACE OF MR. SUDHANGSHU SHEKHAR BISWAL (DIN 07580667), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND HAS EXPRESSED HIS UNWILLINGNESS TO BE RE-APPOINTED AS DIRECTOR.

Mr. Sudhangshu Shekhar Biswal- Whole-time Director, who is retiring by rotation at ensuing Annual General Meeting of the Company, has expressed his unwillingness to be re-appointed as Director due to health reasons. It has been proposed to appoint Mr. Mohit Goel, CEO of the Company as Whole Time Director of the Company under the designation of CEO & Whole Time Director of the Company, for a period of five years with effect from date of 30th Annual General Meeting of the Company.

Mr. Mohit Goel, aged 30 years, is son Mr. Rohtas Goel, Chairman & Managing Director and has 8 years of rich experience in Real Estate /Infrastructure sector in the areas of strategic & tactical planning, profit centre operations, marketing strategy and project management.

He is a Commerce graduate, has done Executive Program from IIM, Bangalore and has attended Summer School at

London School of Economics.

The appointment of Mr. Mohit Goel has been recommended by the Nomination & Remuneration Committee and the Board of Directors. Mr. Mohit Goel is son of Mr. Rohtas Goel, Chairman and Managing Director of the Company i.e. related party in terms of Section 2(76) of Companies Act, 2013. Hence, the said appointment falls under the ambit of Section 177 of the Companies Act, 2013 read with rules made thereunder which obligates approval of Audit Committee as the Company is appointing a relative of Promoter Director.

This explanatory statement may be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India, a brief resume of Mr. Mohit Goel is appended as **Annexure A** of this notice.

The Board recommends the Resolution as set out at item No.4 and 9 for approval of Members as **Ordinary Resolution**.

Except Mr. Mohit Goel as appointee Director and Mr. Rohtas Goel, Chairman & Managing Director & Promoter Shareholder being relative (father) of the appointee Director, none of the Directors, KMPs directly or indirectly are concerned or interested whether financially or otherwise in the proposed resolution.

For and on behalf of the Board
For **Omaxe Limited**

Sd/-
Rohtas Goel
Chairman and Managing Director

Place: New Delhi
Date: August 14, 2019

REGISTERED OFFICE:

Shop No-19-B, First Floor,
Omaxe Celebration Mall,
Sohna Road, Gurugram – 122001, Haryana

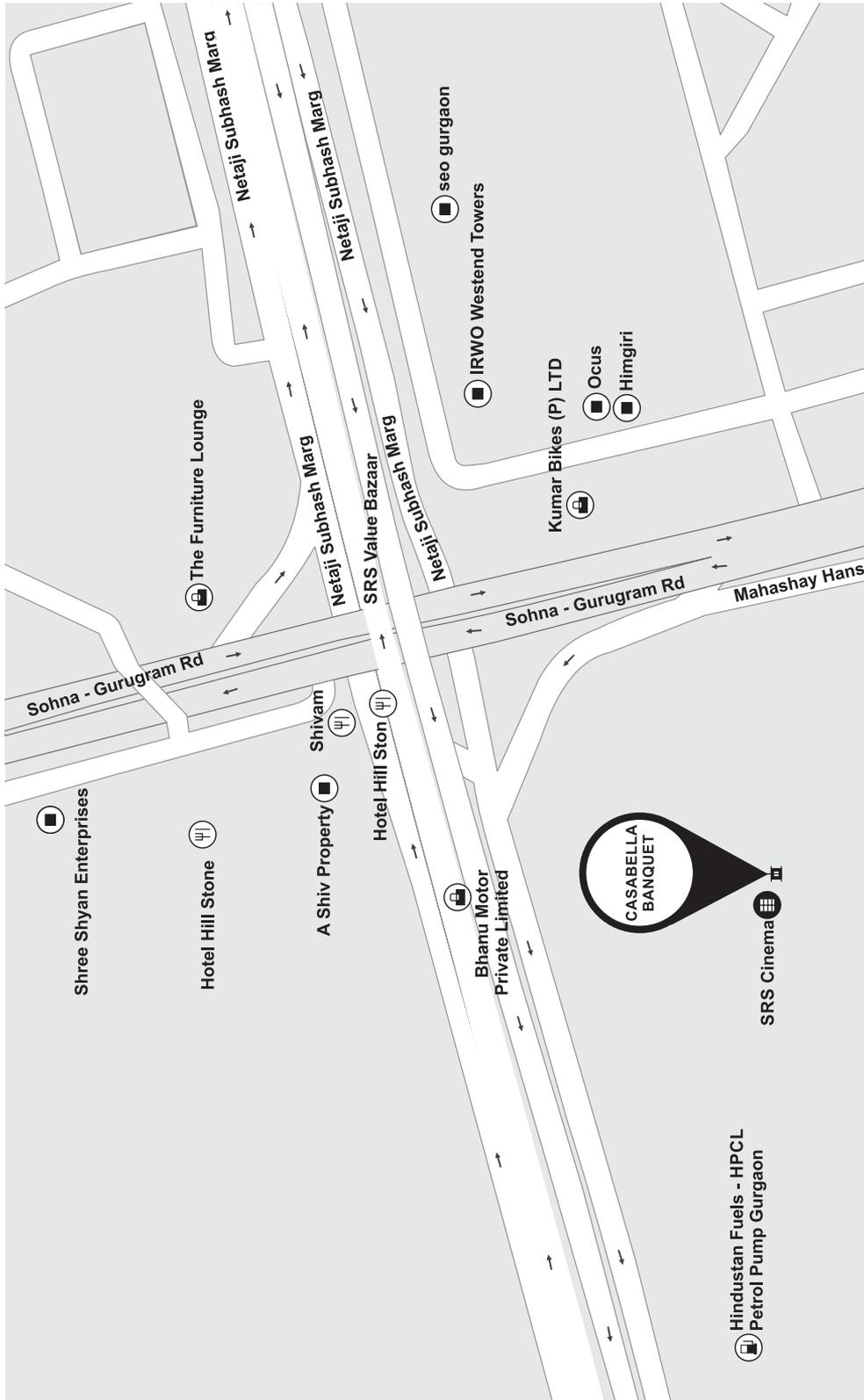
Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT/ FIXATION OF REMUNERATION AT THE 30TH ANNUAL GENERAL MEETING

Name of the Director	Mr. Mohit Goel (DIN:02451363)	Mr. Gurnam Singh (DIN:08357396)	Mr. Devidas Kashinath Kambale (DIN:00020656)
(a) Brief Resume & Expertise in specific functional areas	He is CEO of Omaxe Limited and has 8 years of rich experience in Real Estate /Infrastructure sector in the areas of strategic & tactical planning, profit centre operations, marketing strategy and project management. During his tenure as the Head of Youth CREDAI (North Zone) — an illustrious body of real estate developers, from April, 2013 to March, 2015, Mr. Mohit Goel was credited with galvanizing the institution and infusing new energy in the institution through regular meetings, discussions, events etc. Mr. Goel has also won the Young Achiever's Award by ABP's Real Estate Awards in 2014 along with the Young Male Entrepreneur of the Year Award by Infra & Realty Sutra Award 2014.	He possesses rich banking experience of over 35 Years in State Bank Group. He superannuated as General Manager (Commercial/ Corporate Banking) on 31st March 2015. He was an Observer /Nominee appointed by State Bank Group for Monnet Ispat & Energy Ltd. to oversee the working of the company on behalf of the Consortium of Banks from April, 2016 to May, 2017. He was also an advisor to Centre for Science and Environment (CSE) from August, 2015 to June, 2016.	He possesses rich banking experience of over 30 Years in IDBI Bank. He joined IDBI as a Manager and retired as Chief General Manager (June 2011). He has worked in various Operational Departments like Project Appraisal, Corporate Finance and Rehabilitation. He also headed Corporate Debt Restructuring Cell (CDR). Also, he has experience in Project Monitoring & Follow-up and Recovery. He has also represented IDBI as Nominee on the Board of various assisted Companies. Currently, he is on Board of Sanghi Industries Ltd., Lloyds Metal & Energy Ltd., SKS Ispat and Power Ltd. as Independent Director.
(b) Date of Birth/ Age	April 16, 1989/30 years	March 22, 1955/ 64 years	June 1, 1951/68 years
(c) Date of first appointment on the Board	NA	February 12, 2019	July 30, 2019
(d) Details of shares held in the Company as on March 31, 2019	Nil	Nil	Nil
(e) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rohtas Goel, Chairman & Managing Director is father of Mr. Mohit Goel	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
(f) Qualifications	Commerce graduate, Executive Program from IIM, Bangalore and has attended Summer School at London School of Economics	Bachelor of Arts (Honours with English) and Masters in English Literature	M.Com, CAIIB, MFM (J. Bajaj Institute of Management)
(g) Terms and Conditions of Appointment/ Re-appointment	As mentioned in the resolution placed before the members in item no. 9 of the Notice read with the explanatory statement thereto	N.A.	N.A.

Name of the Director	Mr. Mohit Goel (DIN:02451363)	Mr. Gurnam Singh (DIN:08357396)	Mr. Devidas Kashinath Kambale (DIN:00020656)
(h) Details of Remuneration sought to be paid	As mentioned in the resolution placed before the members in item no. 9 of the Notice read with the explanatory statement thereto	Sitting fee of Rs.40,000/- each per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission upto Rs.5,00,000 p.a.	Sitting fee of Rs.40,000/- each per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission upto Rs.5,00,000 p.a.
(i) Last Remuneration drawn	He is CEO of Omaxe Limited drawing a remuneration of Rs. 23,74,920 p.a.	Sitting fee of Rs.40,000/- each per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a. on pro rata basis	Not Applicable since no remuneration paid during FY 2018-19
(j) Number of Board Meetings attended/ held during Financial Year 2018-19	NA	1 out of 6 (He was appointed wef February 12, 2019 and only one Board Meeting was held during his tenure in FY 2018-19)	N.A.
(k) Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2019	Nil	Nil	1. Sanghi Industries Limited 2. Lloyds Metals and Energy Limited
(l) Directorship held in other companies as on March 31, 2019	1. Radhika Buildwell Private Limited 2. Ramneesh Builders Private Limited 3. Omaxe Global Trading Corporation Private Limited 4. Lb Circle India Private Limited	Nil	1. Sanghi Industries Limited 2. Lloyds Metals and Energy Limited 3. SKS Ispat and Power Limited
(m) Committee positions held in other Companies as on March 31, 2019			
a. Audit Committee	Nil	Nil	Nil
b. Stakeholders' Relationship Committee	Nil	Nil	Nil
c. Others	Nil	Nil	Nil

ROUTE MAP FOR AGM VENUE





Omaxe Limited

(CIN: L74899HR1989PLC051918)

Registered Office: Shop No 19B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana

Corporate Office: 'Omaxe House', 7, Local Shopping Centre, Kalkaji, New Delhi-110019

Tel: 91-11-41893100, 41896680-85,

Fax: 91-11-41896653, Website: www.omaxe.com

E-mail: secretarial_1@omaxe.com

PROXY FORM - MGT - 11

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

Name of the Member(s)

Registered Address.....

E-mail Id:.....

Folio No / Client Id: DP ID:

I / We, being the member(s) of shares of the above mentioned company, hereby appoint

1. Name: E-mail Id:

Address:..... Signature:

.....

or failing him/her

2. Name: E-mail Id:

Address:..... Signature:

.....

or failing him/her

3. Name: E-mail Id:

Address:..... Signature:

.....

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at 30th Annual General Meeting of the Company, to be held on Thursday, the 26th day of September, 2019 at 12:00 noon at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res No	Description	For	Against
1	Adoption of Audited Financial Statements (including Consolidated Financial Statements) and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2019		
2	Declaration of Dividend on 0.1% Non-Cumulative, Redeemable Non-Convertible Preference Shares for FY 2018-19		
3	Declaration of Dividend on Equity Shares only to Public Shareholders for FY 2018-19		
4	Appointment of Mr. Mohit Goel in place of Mr. Sudhangshu S. Biswal, who retires by rotation and expressed his unwillingness for re-appointment		
5	To appoint Mr. Gurnam Singh (DIN: 08357396) as Director (Non-executive & Independent)		
6	To appoint Mr. Devidas Kashinath Kambale (DIN: 00020656) as Director (Non-executive & Independent)		
7	Ratification of remuneration of M/s S.K. Bhatt & Associates, Cost Accountants as Cost Auditor for FY 2019-20		
8	Private Placement of Secured / Unsecured / Redeemable / Non-Redeemable / Convertible / Non-Convertible / Listed / Unlisted Debenture and/or other Debt Securities		
9	Appointment of Mr. Mohit Goel as Director under the designation of CEO & Whole Time Director of the Company		

Dated: _____ day of _____ 2019

Signature of shareholder

Signature of Proxy holder(s)



Note:

- The Proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
- Please put a "✓" in the Box in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a member.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



Omaxe Limited

(CIN: L74899HR1989PLC051918)

Registered Office: Shop No 19B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana

Corporate Office: 'Omaxe House', 7, Local Shopping Centre, Kalkaji, New Delhi-110019

Tel: 91-11-41893100, 41896680-85,

Fax: 91-11-41896653, Website: www.omaxe.com

E-mail: secretarial_1@omaxe.com

ATTENDANCE SLIP

Thirtieth Annual General Meeting

Thursday, the 26th day of September, 2019 at 12:00 noon

Serial No.

Registered Folio No. / DP ID & Client ID :

Name and Address of Member(s) :

Joint Holder(s):

No. of Share(s):

I/We hereby record my/our presence at the Thirtieth Annual General Meeting of the Company held on Thursday, the 26th day of September, 2019 at 12:00 noon, at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram - 122001, Haryana.

Member's/ Proxy's Signature

Notes:

1. Members holding shares in physical form are requested to advise the change in their address if any, to M/s Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi 110058.
2. Members are informed that no duplicate slips will be issued at the venue of the Meeting and they are requested to bring this slip for the meeting.
3. Please note that no gift or gift coupons will be distributed.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL



Electronic Voting Particulars

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed on the Notice of 30th Annual General Meeting to be held on the 26th day of September, 2019 at 12:00 noon. The voting period starts from 9.00 a.m. (IST) on Monday, 23rd September, 2019 and ends at 5.00 p.m. (IST) on Wednesday, 25th September, 2019. The voting modules shall be disabled for voting thereafter.