

Notice

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Omaxe Limited will be held on Thursday, the 29th day of September, 2016 at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana at 11.00 AM to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.
2. To declare Dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2015-16.
3. To declare Dividend on Equity Shares for the financial year 2015-16.
4. To appoint a Director in place of Mr. Jai Bhagwan Goel (DIN 00075886), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and based on the recommendations of the Audit Committee, the Board of Directors be and hereby recommends the ratification of the appointment of M/s Doogar & Associates, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company.”

SPECIAL BUSINESS

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

“**RESOLVED THAT** subject to the Section 149, 152, and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), consent of the members be and is hereby accorded for the appointment of Mr. Sudip Bandopadhyaya (DIN 00007382), who has submitted a declaration under Section 149(7) of the Act, as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020.”
7. To consider 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 Auditor) Rule 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) M/s S. K. Bhatt & Associates, Cost Accountants, Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 be paid a remuneration as set out in the Explanatory Statement Annexed to the Notice.

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 and if thought fit to pass, with or without modification(s), the following resolution as an **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 (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 and 2014 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 and regulations and guidelines, permissions, approval, if any, consent 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 in existence or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) or issue(s) to subscribe to secured / unsecured / redeemable/ non-redeemable/ convertible/ non-convertible / listed/ unlisted and/or otherwise/debentures/ bonds or such other Debt Securities by whatever name called including but not limited to subordinated Debentures, Bond, and/ or other debt securities, etc., in one or more tranches or issue(s) 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 Board.

RESOLVED FURTHER THAT subject to the statutory/ regulatory compliances, the Board of Directors of the

Company, be and is hereby authorized to decide, fix, finalize, alter, vary, revise and modify, from time to time, the terms and conditions of the aforesaid issue (pre and post) including without limitation, the class of investors to whom above said securities are to be issued, time, securities to be offered/issued, currency (i.e. INR or its equivalent in any other currency, the number of Securities/ Bonds, tranches /issue(s), issue price, tenor/ period, interest rate, premium/ discount, listing and/or otherwise and to do all such acts and things and deal with all such matters including pre and post issue/ allotment and any variations /modification in terms of such debt instruments whereof and to 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 by whatever named called 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 if thought fit to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 152, 161,196, 197,198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of members at the forthcoming Annual General Meeting and provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/ or approval of any appropriate authority(s) under any other applicable law, rules and regulations for the time being in force as amended from time to time and further

subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof at that time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated), the consent of the members be and is hereby accorded to appoint Mr. Sudhangshu S Biswal, as an Additional Director in the category of Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021, liable to retire by rotation, on the following terms & conditions:

(i) **Tenure of Appointment** : 5 years w.e.f. 11/08/2016 to 10/08/2021.

(ii) **CTC** : Up to ₹49,20,000/- per annum

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 over all limits as prescribed, from time to time, under the Companies Act, 2013 and rules made there under. He will not be entitled to any commission.

(iii) **Housing** : House Rent Allowance may be provided by the Company as per Company rules.

OR

The Company may provide fully furnished accommodation alongwith its upkeep and maintenance including, payment towards electricity, water, security, servant(s), 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 (INCLUDING MOBILE PHONE)**: Charges for rental, local and official long distance calls for telephone at residence and mobile phone(s) will be reimbursed by the Company.
- c) **CLUB FEE(S)**: Fee(s) of club(s) including annual charges and other fees or any other charges for availing such facility for official purpose, subject to a maximum of two clubs.
- d) **EDUCATION**: Actual expenses of education for dependents of Whole Time Director, subject to maximum of one month basic salary on annual basis payable as per the request of Whole Time Director.
- e) **MEDICAL EXPENSES**: Reimbursement of all medical expenses/premium amounts of any Mediclaim Policy etc. for self and family as per the rules of the Company.

- f) **PERSONAL ACCIDENTAL INSURANCE:** Premium for self and family as per the rules of the Company for life, personal and accidental insurance.
- g) **ANNUAL LEAVE:** The Whole Time 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.
- h) **LEAVE TRAVEL ASSISTANCE:** For self and family subject to a ceiling of one month's salary per year.
- i) **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 services in accordance with Gratuity Act, 1972.

RESOLVED FURTHER THAT other terms and conditions of appointment of Mr. Sudhangshu S Biswal shall be as per the rules and policies of the Company applicable to all the employees of the Company.

RESOLVED FURTHER THAT the Board may, 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 within the limits fixed aforesaid and as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT subject to the 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. Sudhangshu S Biswal in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board be and is 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

Chairman and Managing Director
(DIN:00003735)

Place: New Delhi
Date: August 11, 2016

REGISTERED OFFICE:

Shop No.- 19-B, First Floor,
Omaxe Celebration Mall, Sohna Road,
Gurgaon - 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.

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of this Notice.
- Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Jai Bhagwan Goel, Whole Time Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. A brief resume of the Director, nature of his expertise in specific functional areas, names of companies in which he holds Directorship and membership of Committees of the Board and his shareholding in the Company, as stipulated under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends his re-appointment.
- 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.
- 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. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. There are 6852 shares issued pursuant to the public issue of the Company which are remain unclaimed and are lying in the Demat Account named and styled as "OMAXE LTD UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT". The voting rights on such shares shall remain frozen till the rightful owner claims the shares.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **September 24, 2016 to September 29, 2016** (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 28, 2016** to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Wednesday, September 28, 2016** 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 23, 2016**.
11. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank accounts of the Members. Members are requested to register their bank account details (Core Banking Solutions enabled account number, 9 digits MICR and 11 digits IFS Code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Pvt. Ltd.
12. Under Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form SH-13 as per the Companies Act 2013 to the Company's Registrar & Share Transfer Agent.
13. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS & ECS mandates, nominations, power of attorney, change of address/ name/ email address etc. to their depository participant only and not to the Company or its Registrar and Share Transfer Agent. The said changes will be automatically reflected in the Company's records.
14. 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.
15. Pursuant to applicable provisions of the Companies Act, 2013, the unpaid/unclaimed dividends which remains unpaid or unclaimed for a period of 7 years from the date it became due for payment will be transferred by the Company to the Investors Education and Protection Fund. 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 2008-09, 2012-13, 2013-14, 2014-15 can be viewed on Company's website i.e. www.omaxe.com, which was uploaded in compliance with the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012. Unclaimed dividend for the year 2008-09 will be transferred to the Investor Education and Protection Fund. Please note that no claim shall lie in respect of unpaid or unclaimed dividend after its transfer to the aforesaid Fund.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
17. 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.
18. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) 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.
19. The Company is desirous to send various documents in electronic form to the email addresses provided by the members and made available by the depositories. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, 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 addresses with the Registrar and Share Transfer Agent of the Company, if shares are held in physical mode or with their DP, if the holding is in electronic mode.
20. The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members from **September 4, 2016 to September 29, 2016** at the Registered Office of the Company between 14:00 - 16:00 hrs. on all working days from the date hereof up to the date of the Meeting.

21. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide 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 shall be able to 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 26, 2016 at 09:00 a.m and ends on September 28, 2016 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 (Record Date) of September 23, 2016, 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 23, 2016.

VI. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - a. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on Shareholder – Login
 - d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login.

- e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Omaxe Limited"
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@corpsmith.org with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote

VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

IX. 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).

X. 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 23, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

- XI. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XII. 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.
- XIII. 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.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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, not later than three days of the conclusion of the AGM, 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.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.Omaxe.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.

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

ITEM NO. 6

APPOINTMENT OF MR. SUDIP BANDYOPADHYAY AS INDEPENDENT DIRECTOR

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (here in after referred as the 'Act') the Board had appointed Mr. Sudip Bandyopadhyay as an Additional and Independent Director at its Meeting held on November 4, 2015.

Mr. Sudip Bandyopadhyay aged 52 years, is a qualified Chartered Accountant and a Cost Accountant. He has over 26 years of rich and diverse experience in various areas of finance and financial services. He has worked with reputed organizations like Reliance (ADA Group), ITC (affiliate of BAT), ICI and HLL (Unilever).

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Regulations). A brief resume of Mr. Sudip Bandyopadhyay has been given in the report of Corporate Governance annexed with the Annual Report.

Further, the appointment of Independent Director is subject to such terms & conditions as defined under the Act and SEBI Regulations.

As Mr. Sudip Bandyopadhyay satisfy the terms & conditions as defined under the Act and SEBI Regulations and based on the recommendations of the Nomination and Remuneration Committee, the Board is proposing his appointment, as an Independent Director for a term of 5 years effective from November 4, 2015 up to November 3, 2020.

Copy of the draft letters with respect to appointment of Independent Director, setting out the terms and conditions, are available for inspection by the Members on any working day from September 4, 2016 to September 29, 2016 between 14.00 Hours to 16.00 Hours at Registered Office of the Company.

In compliance with the provisions of the Act and SEBI Regulations, the appointment of Mr. Sudip Bandyopadhyay, as an Independent Director is now being placed before the Members for approval as Item no. 6 of the Notice.

This Statement may also be regarded as a disclosure under SEBI Regulations.

Except Mr. Sudip Bandyopadhyay being appointee Director, none of the Directors, KMP(s) and their relative(s) is/are concerned or interested, financially or otherwise, in this transaction.

ITEM NO 7.

RATIFICATION OF REMUNERATION OF M/S S. K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2016-17

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 Financial year ending March 31, 2017 at a remuneration of Rs.1,50,000 (Rupees One Lacs Fifty Thousand only) plus applicable taxes and out of pocket expenses subject to the maximum of Rs.25000 (Rupees Twenty Five Thousand only) as approved by the Board. 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 sought for passing an Ordinary Resolution as set out in Item No. 7 of the Notice for confirmation and ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2017.

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 INR 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 and 2014 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 INR 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 item No. 8 regarding issuance/ allotment of secured / unsecured / redeemable/ non-redeemable/ convertible/ non-convertible / listed/unlisted and/or other securities for approval of the members by way of Special Resolution.

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 9.

APPOINTMENT OF MR. SUDHANGSHU S BISWAL AS WHOLE TIME DIRECTOR OF THE COMPANY

The members may take note that the Nomination and Remuneration Committee and Board of Directors at their meeting held on August 11, 2016 considered and recommended the appointment of Mr. Sudhangshu S Biswal as Additional Director (designated as Whole time Director)in accordance with the provisions of Section 152, 196, 197, 198 and 203 of the Companies Act, 2013 and Mr. Biswal shall hold office upto the date of this (AGM) and shall be eligible for appointment subject to the approval of members at this AGM.

Mr. Biswal is 45 years of age and is an Associate Member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountants of India. Mr. Biswal has 20 years of rich experience in the field of Financial Planning, Project Finance, Accounting, MIS, Auditing, Treasury Management, Taxation, IT & ITES, Education, Aviation, Infrastructure and Real Estate.

The approval of members is required by way of Ordinary Resolution for the appointment and remuneration of Mr. Biswal as Whole time Director of the Company.

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

The terms of appointment and remuneration are detailed out in the resolution. Accordingly your Directors propose the resolution at item no. 9 for the approval of members of the Company by way of Ordinary Resolution.

None of the Director(s) or Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in this item.

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

Sd/-

Rohtas Goel

Chairman and Managing Director
(DIN: 00003735)

Place: New Delhi
Date: August 11, 2016

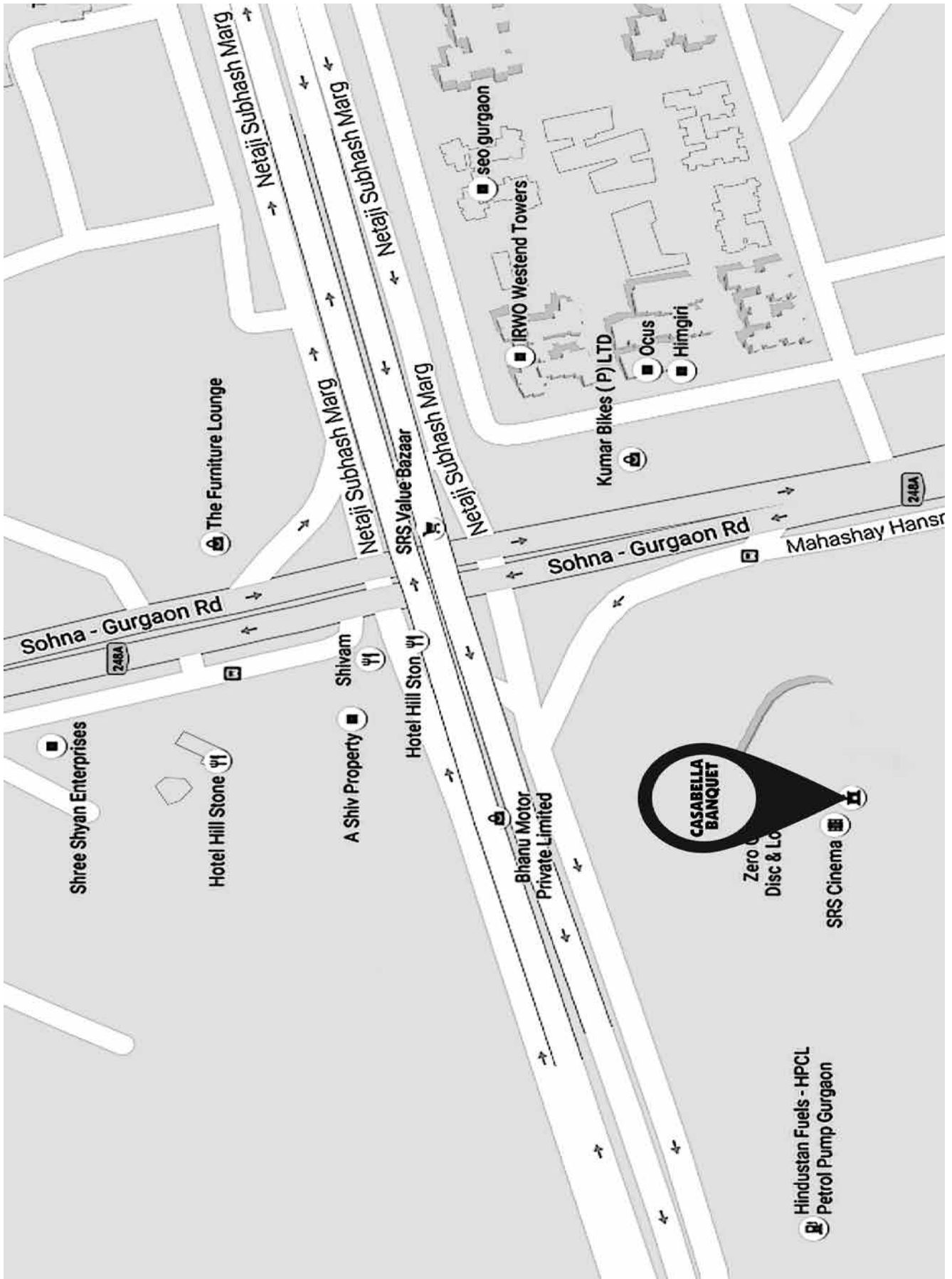
REGISTERED OFFICE:

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING

Name of Director	Mr. Sudip Bandyopadhyay(DIN:00007382)	Mr. Jai Bhagwan Goel (DIN:00075886)	Mr. Sudhangshu S Biswal (DIN:07580667)
i) Date of Birth/Age	April 06,1964/52	October 10, 1959/57	November 13, 1971/45
ii) Qualifications	Chartered Accountant and Cost and works Accountant.	Graduation in Civil Engineering from A.M.I.E	Chartered Accountant and Cost and Works Accountant.
iii)Experience	Mr. Sudip has over 26 years of rich and diverse experience in various areas of finance and financial services. He has worked with reputed organizations like Reliance (ADA Group), ITC (affiliate of BAT), ICI and HLL (Unilever). Destimoney which Sudip heads now, is an India based financial services company with focus on equity, commodity and currency markets wealth management, distribution of financial products and advisory services. With 40 branches and 1700+ franchisees, Destimoney has a pan India presence.During Sudip's 16 years stint with ITC as head of Treasury and Strategic Investments, he managed investments in excess of \$1.5 billion.	Mr. Jai Bhagwan Goel has over 34 years of rich experience and is responsible for commercial operation of the Company under the overall supervision of Chairman and Managing Director and Board of Directors.He has experience of working as Civil Engineer with various organizations such as Central Public Work Department, International Air Port Authority and Delhi Development Authority.	Mr. Biswal has over 20 years of experience in various areas of Accounts, Finance Treasury, Taxation, MIS Budgeting, Business Development and Corporate Strategy. He has rich experience across various industry verticals in Consulting, IT, ITES, Education, Aviation, Infrastructure and Real Estate. Apart from leading financial management functions in Corporate he has also actively played lead role in other functional domains like project planning and execution, legal, secretarial, procurement and commercials. Prior to joining Omaxe he has worked as Head of Finance of a Delhi based Hotel and Infrastructure Company (ZIEPL) for about four years. He was instrumental in successful bidding of projects worth \$ 2.5 billions in the Company. Mr. Biswal was also the Group Financial Controller of IMT Group for about six years having diversified business interests into Education, Aviation, IT and ITES. During his 6 years stint with IMT, the business was grown by 5 times with opening up of new campuses and venturing into other businesses.
iv) Terms and Conditions of Re-appointment	N.A	Regularization Director	As per resolution
v)Details of Remuneration sought to be paid	N.A	60,00,000	49,20,000
vi)Last Remuneration drawn	N.A	82,00,000	43,20,000
vii)Date of first appointment on theBoard	04.11.2015	05.06.2006	11.08.2016

viii)No. of shares held	NIL	3098650	NIL
ix)Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	Mr. Rohtas Goel, Chairman and Managing Director and Mr. Sunil Goel, Joint Managing Director are the brothers of Mr. Jai Bhagwan Goel.	NIL
x)No. of Board Meetings attended/ held during Financial Year 2015-16	1	5	N.A.
xi)Directorships held in other companies	1.Wall Street Finance Limited	1. Divya Buildhome Private Limited	NIL
	2.Ashika Global Finance Private Limited	2.Omaxe Rajasthan Sez Developers Limited	NIL
	3.Elara Finance (India) Private Limited	3. Omaxe Power Private Limited	NIL
	4. Jrg Fincorp Limited	4. Omaxe Orissa Developers Limited	NIL
	5.Ladder Holdings Private Limited	5.Miniature Township And Properties Private Limited	NIL
	6. Ags Transact Technologies Limited	6.Jai Bhoomi Projects Limited	NIL
	7. India Transact Services Limited	7. Omaxe Entertainment Limited	
	8.Securevalue India Limited		NIL
	9.Derby Communications (India) Private Limited		NIL
xii)Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2016	NIL	Member of Corporate Social Resoinsblity Committee, Investor grievance cum stakeholder relationship Committee, Executive Committee, Allotment Committee, Committee for issuance of Debt Securities.	NIL
xiii)Committee position held in other companies			
a. Audit Committee	Yes	NIL	NIL
b. Stakeholders' Relationship	Yes	NIL	NIL
c. others	Yes	NIL	NIL





Omaxe Ltd.

(CIN: L74899HR1989PLC051918)

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

Corporate Office: 'Omaxe House', 7, L.S.C. Kalkaji, New Delhi-110019

Tel: 91-11-41893100, 41896680-85, Fax: 91-11-41896653, Website: www.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-mailld
Folio No. / Client Id: DP ID:

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

- Name: E-mail Id:
Address:
Signature:
or failing him/her
- Name: E-mail Id:
Address:
Signature:
or failing him/her
- 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 27th Annual General Meeting of the company, to be held on Thursday, 29th September, 2016 at 11.00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-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 and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2016		
2	Declaration of Dividend on preference shares		
3	Declaration of Dividend on Equity shares		
4	Reappointment of Mr. Jai Bhagwan Goel, who retires by rotation		
5	Ratification of the appointment of M/s Doogar & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration		
6	Appointment of Mr. Sudip Bandopadhyaya as an Independent Director of the Company for a term of Five Years		
7	Ratification of Remuneration of M/s S K Bhatt & Associates, as Cost Auditor of the Company for the Financial year 2016-17		
8	Private placement of secured / unsecured / redeemable / non-redeemable / convertible / non-convertible / listed/unlisted and/or otherwise/debentures/ bonds or other Debt Securities		
9	Appointment of Mr. Sudhangshu S Biswal as Whole time Director of the Company		

Dated: _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)



Notes:

- The Proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
- *Please put a "v" 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 Ltd.

(CIN: L74899HR1989PLC051918)

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

Corporate Office: 'Omaxe House', 7, L.S.C. Kalkaji, New Delhi-110019
Tel: 91-11-41893100, 41896680-85, Fax: 91-11-41896653, Website: www.omaxe.com

ATTENDANCE SLIP

Twenty Seventh Annual General Meeting
Thursday, the 29th day of September, 2016 at 11.00 a.m.

Folio No. / DP ID & Client ID :

No. of Shares :

Name and Address of Shareholder(s) :

Joint Holder 1 :

Joint Holder 2 :

I/We hereby record my/our presence at the Twenty Seventh Annual General Meeting of the Company held on Thursday, the 29th day of September, 2016 at 11.00 a.m. at CasaBella Banquet , Omaxe Celebration Mall, Sohna Road, Gurgaon-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, A-40, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi - 110028.
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.

Electronic Voting Particulars

Electronic Voting Sequence No.	User ID	*Sequence No.

*Applicable to those members who have not updated their PAN with the Company / Depository Participant

Note: Please read the instructions printed on the Notice of 27th Annual General Meeting to be held on 29th September, 2016. The voting period starts from 9.00 a.m. (IST) on Monday, 26th September, 2016 and ends at 5.00 p.m. (IST) on Wednesday, 28th September, 2016. The voting modules shall be disabled by NSDL for voting thereafter.