

OL/SE/728/July 2025-26

July 03, 2025

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai 400 051
Security Code: 532880	Symbol: OMAXE

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III thereto, please find enclosed a copy of the Postal Ballot Notice dated May 28, 2025, for seeking approval of the Members, through Remote E-voting, to the special businesses as contained in the said Notice.

In compliance with relevant circulars issued by the Ministry of Corporate Affairs, the said Postal Ballot Notice, together with Statement and Reasons pursuant to Sections 102 and 110 of Companies Act, 2013, for the proposed resolutions, are being sent through email to the shareholders of the Company whose names appear on the Register of Members/ list of Beneficial Owners maintained by the Depositories, as on June 30, 2025 i.e. the **Cut-off Date** and only such members shall be entitled to avail the facility of Remote E-voting and to participate in the postal ballot voting process.

The e-voting will commence on Friday, July 04, 2025 (09:00 A.M. IST) and will end on Saturday, August 02, 2025 (5:00 P.M. IST). The results of postal ballot shall be declared on or before Tuesday, August 05, 2025.

For Omaxe Limited

For Omaxe Limited


(Company Secretary)

D B R Srikanta
Company Secretary

Encl: a/a

"This is to inform that please make all correspondence with us on our **Corporate office** Address only"

OMAXE LIMITED

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110019.

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

Regd. Office: Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)

Toll Free No. 18001020064, **Website:** www.omaxe.com, **CIN:** L74899HR1989PLC051918



Omaxe Limited

Registered Office: 19-B, First Floor, Omaxe Celebration Mall,
Sohna Road Gurgaon, Haryana 122001 IN
CIN: L74899HR1989PLC051918; Telephone No. 011-41893100
Website: www.omaxe.com; E-mail: secretarial_1@omaxe.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, July 4, 2025, at 09:00 A.M. (IST)	Saturday, August 2, 2025, at 05:00 P.M. (IST)

Dear Member(s),

Notice is hereby given to the members of Omaxe Limited (the ‘**Company**’) that in terms of the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with General Circulars No. 14/2020 dated April 8, 2020, and subsequent circular issued in this regard and the latest one being General circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot (hereinafter collectively referred to as ‘**MCA Circulars**’), Regulation 44 of and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) and relevant circulars issued by SEBI in this regard, Secretarial Standards on General Meetings (‘**SS-2**’) issued by ‘The Institute of Company Secretaries of India’ and subject to such other laws and regulations, as applicable, the Company is seeking consent of its members for the Special Businesses, as set-out herein below, by way of Postal Ballot & voting through electronic means only (“**Remote e-voting**”), (“**Postal Ballot Notice**”).

In view of the MCA Circulars, the companies have been permitted to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot, in accordance with the provisions of the Companies Act, 2013 (“**the Act**”) and Rules made thereunder. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules made thereunder, and Regulation 44 of the Listing Regulations and the Circulars, the Company has engaged M/s MUFG Intime India Private Limited (“**MUFG**”) to provide the facility of Remote e-voting to all the Members to enable them to cast their votes electronically in respect of the Special Business as mentioned in this Postal Ballot Notice.

The Remote E-voting facility is available at the link: <https://instavote.linkintime.co.in> from Friday, July 4, 2025, at 09:00 A.M. (IST) till Saturday, August 2, 2025, at 05:00 P.M. (IST). Please refer to the instructions for casting votes by Remote e-voting at the end of this Postal Ballot Notice for the purpose and the manner in which Remote e-voting has to be carried out.

Further, in accordance with MCA Circulars, this Postal Ballot Notice is being sent only in electronic form, to those members whose e-mail IDs are registered with the Company/ Depositories and physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the members for this Postal Ballot and the communication of assent / dissent of the Members will only take place through the Remote e-voting. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on Monday, June 30, 2025, being Cut-off Date.

The Company has appointed Mr. Neeraj Jain (ICSI M. No. F9599, COP No. 26163), Proprietor of M/s Neeraj Jain and Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process through Remote e-voting in a fair and transparent manner. The Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by Remote e-voting.

The Scrutinizers shall submit their report to the Chairman/ Managing Director/ Whole Time Director of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by Remote e-voting) process in a fair and transparent manner. The results of the postal ballot will be announced on or before Tuesday, August 5, 2025 and will be displayed on the website of the Company (i.e. www.omaxe.com) and will be intimated to BSE Limited ("BSE") and National Stock Exchange of India ("NSE") where the Equity Shares of the Company are listed.

The Resolutions proposed to be passed by way of Postal Ballot and the Statement setting-out the material facts and reasons for the proposal are appended for consideration of the members.

SPECIAL BUSINESSES:

1. REGULARIZATION OF APPOINTMENT OF MR. SATBIR SINGH (DIN: 06887978) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to give assent/ dissent to the following Resolution, as a **Special 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 rules framed thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1C) and any other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and at the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Satbir Singh (DIN: 06887978)**, who was appointed as an Additional Director of the Company under the category of Non-Executive & Independent Director with effect from May 15, 2025 in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive & Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years with effect from May 15, 2025.

RESOLVED FURTHER THAT the Board of Directors including any Committee thereof or any other person authorized by the Board in this regard, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing or submission of the requisite forms or documents with any Authority for the purpose of giving effect to this resolution.”

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

To consider and if thought fit, to give assent/ dissent to the following Resolution, as a **Special 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 rules framed thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1C) and any other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and at the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Gurnam Singh (DIN: 08357396)**, who was appointed as an Additional Director of the Company under the category of Non-Executive & Independent Director with effect from May 28, 2025 in terms of Section 161(1) of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive & Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years with effect from May 28, 2025.

RESOLVED FURTHER THAT the Board of Directors including any Committee thereof or any other person authorized by the Board in this regard, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing or submission of the requisite forms or documents with any Authority for the purpose of giving effect to this resolution.”

By Order of the Board
For OMAXE LIMITED

Sd/-
D B R Srikanta
Company Secretary & Compliance Officer
M. No.: F3992

Place: New Delhi
Date: 28.05.2025

Registered Office: 19-B, First Floor, Omaxe Celebration Mall,
Sohna Road Gurgaon, Haryana - 122001 IN
CIN: L74899HR1989PLC051918
Telephone No.: 011-41893100
Website: www.omaxe.com
E-mail: secretarial_1@omaxe.com

NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
2. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by MUFG Intime India Private Limited (“MUFG”). The instructions for electronic voting are annexed to this Postal Ballot Notice.
3. In compliance with MCA Circulars and in conformity with the applicable regulatory requirements, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with their depository participants (in case of shares held in demat form) or with the Company’s Registrar & Share Transfer Agent (in case of shares held in physical form), as on Monday, June 30, 2025 (Cut-off Date).
4. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.omaxe.com, respective websites of NSE and BSE and on the website of Registrar and Share Transfer Agent at instavote.linkintime.co.in.
5. Voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on **June 30, 2025, being Cut-off Date**.
6. Only a member holding shares as on the Cut-off Date is entitled to exercise vote through e-voting.
7. The Company has appointed Mr. Neeraj Jain (ICSI M. No. F9599, COP No. 26163), Proprietor of M/s Neeraj Jain and Associates, Practicing Company Secretaries, as the Scrutinizers for conducting the Postal Ballot process in a fair and transparent manner.
8. Members can cast their votes online from **Friday, July 4, 2025, at 09:00 A.M. (IST) onwards, till Saturday, August 2, 2025, at 05:00 P.M. (IST)**. Since, the e-voting module shall be disabled for voting thereafter, no voting shall be allowed beyond 05:00 P.M. on Saturday, August 2, 2025. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated herein below.
9. All material documents related to the above-mentioned resolutions and explanatory statements are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 04:00 P.M. till Saturday, August 2, 2025.
10. Resolutions passed by the members through e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members subject to receipt of the requisite number of votes in favour of the resolution(s). The Scrutinizer’s decision on the validity of e-voting shall be final.
11. The Scrutinizer will submit his report to the Chairman/ Managing Director/ Whole Time Director of the Company, or any other person authorized by the Board in writing, after the completion of scrutiny on or before Tuesday, August 5, 2025.
12. The Results shall be declared along with the Scrutinizers’ Report on Tuesday, August 5, 2025 at the Registered Office of the Company and shall also be placed on the Company’s website at www.omaxe.com and on the website of MUFG at instavote.linkintime.co.in and shall be communicated to the Stock Exchanges wherein the Company’s shares are listed.
13. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Saturday, August 2, 2025.
14. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email

addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

Visit URL: <https://www.evoting.nsdl.com>

- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

- d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.

- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
 A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select **"View"** icon for **"Company's Name / Event number"**.
- E-voting page will appear.
- Download sample vote file from **"Download Sample Vote File"** tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
 (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Members may note that Ms. Binitha Manohar Dalal had resigned from the position of Non-executive & Independent Director of the Company with effect from April 25, 2025, due to other preoccupations. In order to comply with the applicable provisions of SEBI LODR Regulations, 2015 & Companies Act, 2013, with respect to the composition of the Board of Directors and Committees thereof, the Board of Directors, at the recommendation of Nomination & Remuneration Committee appointed **Mr. Satbir Singh (DIN: 06887978)**, as an Additional Director under the category of Non-Executive & Independent, not liable to retire by rotation, for a period of three years with effect from May 15, 2025, subject to approval of the Shareholders.

Further, in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and in view of the same, the approval of members for the above matter is being sought through Postal Ballot.

Additional information in respect of Mr. Satbir Singh, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Mr. Satbir Singh holds a B.A. (Hons.) in Economics from Delhi University, an M.A. in Economics from Rajasthan University, a Diploma in Financial Management from Mumbai University, and is CAIIB-certified by the Indian Institute of Bankers. He has over 35 years of experience with IFCI Ltd., a Government of India NBFC and the country's first Development Financial Institution. Rising to the level of Deputy General Manager – Finance, he held several key leadership roles, including Managing Director at IFCI Factors Ltd. and Chief Operating Officer at IFCI Venture Capital Funds Ltd., both subsidiaries of IFCI. He also served as Head of IFCI's Lucknow Regional Office and managed major corporate accounts and restructuring cases at the Mumbai office (2001–2011), overseeing portfolios exceeding ₹5000 crore. He was instrumental in recovering over ₹2600 crore from stressed accounts like Ispat Industries and Essar Oil, earning an appreciation certificate and a cash award. As a senior executive, he participated in board-level decisions on business strategy, policy formulation, budgeting, and fundraising for IFCI and its subsidiaries. He also served on the board of the Factoring Association of India, a representative body of Factoring Companies in India. Presently, he is Vice President at Regal Entertainment and Consultants Limited (NBFC).

Mr. Satbir Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs, given his consent to act as a Director in accordance with Section 152 of the Act. Mr. Satbir Singh does not hold by himself or together with his relatives two percent or more of the total voting power of the Company.

The Company has also received a declaration of Independence from Mr. Satbir Singh that he fulfils the conditions as set-out in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and is eligible for appointment as an Independent Director. Further, in terms of Regulation 25(8) of SEBI LODR Regulations, Mr. Satbir Singh has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Also, in compliance with NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018. Mr. Satbir Singh has confirmed that he has not been debarred from holding the office of Director by virtue of any SEBI Order or any other Authority. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

Accordingly, it is proposed to regularize the appointment of Mr. Satbir Singh, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of three consecutive years with effect from May 15, 2025.

The terms and conditions of appointment of Independent Director would be available for inspection by the members electronically and are also disclosed on the website of the Company. Members seeking to inspect the same can send an e-mail to secretarial_1@omaxe.com.

The details in terms of Regulation 36(3) of SEBI LODR Regulations and other applicable provisions of the Act (including SS-2) are annexed herewith as **Annexure I** and forms part of this Notice.

Save and except Mr. Satbir Singh himself, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the said resolution as set-out at Item No. 1. The Board recommends the resolution, set out hereinabove at **Item No. 1** of this Postal Ballot Notice, for approval of the members as a **Special Resolution**.

ITEM NO. 2

In order to achieve greater standards of Good Corporate Governance and to bring more independence in the Board of Directors of the Company, the Board of Directors at their meeting held on May 28, 2025, at the recommendation of Nomination & Remuneration Committee, appointed **Mr Gurnam Singh (DIN: 08357396)**, as an Additional Director under the category of Non-Executive & Independent, not liable to retire by rotation, for a period of three years with effect from May 28, 2025, subject to approval of the Shareholders.

Further, in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and in view of the same, the approval of members for the above matter is being sought through Postal Ballot.

Additional information in respect of Mr. Gurnam Singh, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Mr. Gurnam Singh holds a Master's in English Literature from Hindu College, Delhi University and a Bachelor of Arts (Honours with English) from Punjab University, Chandigarh with academic achievements including being admitted to the Roll of Honours and holding a National Scholarship. Mr. Gurnam Singh is having Over 35 years in the State Bank Group i.e. in erstwhile State Bank of Patiala and erstwhile State Bank of Mysore, associate banks of State Bank of India. He was General Manager, member of the Central Management Committee (CMC) of erstwhile State Bank of Patiala. Further, he was Advisor to Centre for Science and Environment (CSE) focusing on social and environmental risk assessments in project financing and Chairman & Member for Recruitment of Probationary Officers/Management Trainees for Public Sector Bank. Also served as an Observer/Nominee for State Bank Group at Monnet Ispat & Energy Limited (listed on Mumbai Stock Exchange). He has attended Various Leadership and Executive development programmes in different areas of Banking, in India and abroad, were attended; inter alia, at State Bank Staff College, Hyderabad & Gurugram, at Indian Institute of Management, Ahmadabad & Kolkata, Bocconi School of Management, Italy ESCP, Berlin and BNP Paribas, Paris. He possesses strong analytical, communication, entrepreneurial, program coordination, team management, and presentation skills, with proficiency in Banc-24 and core banking software. He has also served as Non-Executive & Independent Director of the Company for a term of five consecutive years from February 12, 2019 to February 11, 2024.

Mr. Gurnam Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs, given his consent to act as a Director in accordance with Section 152 of the Act. Mr. Gurnam Singh does not hold by himself or together with his relatives two percent or more of the total voting power of the Company.

The Company has also received a declaration of Independence from Mr. Gurnam Singh that he fulfils the conditions as set-out in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and is eligible for appointment as an Independent Director. Further, in terms of Regulation 25(8) of SEBI LODR Regulations, Mr. Gurnam Singh has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could

impair or impact his ability to discharge his duties. Also, in compliance with NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018. Mr. Gurnam Singh has confirmed that he has not been debarred from holding the office of Director by virtue of any SEBI Order or any other Authority. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

Accordingly, it is proposed to regularize the appointment of Mr. Gurnam Singh, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of three consecutive years with effect from May 28, 2025.

The terms and conditions of appointment of Independent Director would be available for inspection by the members electronically and are also disclosed on the website of the Company. Members seeking to inspect the same can send an e-mail to secretarial_1@omaxe.com.

The details in terms of Regulation 36(3) of SEBI LODR Regulations and other applicable provisions of the Act (including SS-2) are annexed herewith as **Annexure I** and forms part of this Notice.

Save and except Mr. Gurnam Singh himself, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the said resolution as set-out at Item No. 2. The Board recommends the resolution, set out hereinabove at **Item No. 2** of this Postal Ballot Notice, for approval of the members as a **Special Resolution**

By Order of the Board
For OMAXE LIMITED

Sd/-
D B R Srikanta
Company Secretary & Compliance Officer
M. No.: F3992

Place: New Delhi
Date: 28.05.2025

Registered Office: 19-B, First Floor, Omaxe Celebration Mall,
Sohna Road Gurgaon, Haryana - 122001 IN
CIN: L74899HR1989PLC051918
Telephone No.: 011-41893100
Website: www.omaxe.com
E-mail: secretarial_1@omaxe.com

Details of Director seeking Appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings

Name of Director	Mr. Satbir Singh	Mr. Gurnam Singh
Director Identification Number (DIN)	06887978	08357396
Date of Birth & Age	Date of Birth: April 05, 1958 Age: 67 Years	Date of Birth: March 22, 1955 Age: 70 years
Nationality	Indian	Indian
Date of First/Original Appointment	May 15, 2025	May 28, 2025 <i>(Mr. Gurnam Singh has also served as Non-Executive & Independent Director of the Company for a term of five consecutive years from February 12, 2019 to February 11, 2024)</i>
Qualification(s)	Holds a B.A. (Hons.) in Economics from Delhi University, an M.A. in Economics from Rajasthan University, a Diploma in Financial Management from Mumbai University, and is CAIIB-certified by the Indian Institute of Bankers.	Holds a Master's in English Literature from Hindu College, Delhi University and a Bachelor of Arts (Honours with English) from Punjab University, Chandigarh with academic achievements including being admitted to the Roll of Honours and holding a National Scholarship.
Number of Shares held in the Company	NIL	NIL
Brief Profile/Resume	Refer Item No. 1 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013	Refer Item No. 2 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Nature of expertise in specific functional areas including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	With Over 35 years of experience with IFCI Ltd., a Government of India NBFC and the country's first Development Financial Institution. Rising to the level of Deputy General Manager – Finance, he held several key leadership roles, including Managing Director at IFCI Factors Ltd. and Chief Operating Officer at IFCI Venture Capital Funds Ltd., both subsidiaries of IFCI. He also served as Head of IFCI's Lucknow Regional Office and managed major corporate accounts and restructuring cases at the Mumbai office (2001–2011), overseeing portfolios exceeding ₹5000 crore. He was instrumental in recovering over ₹2600 crore from stressed accounts like Ispat Industries and Essar Oil, earning an appreciation certificate and a cash award. As a senior executive, he participated in board-level decisions on business strategy, policy formulation, budgeting, and fundraising for IFCI and its subsidiaries. He also served on the board of the Factoring Association of India, a representative body of Factoring Companies in India. Presently, he is Vice President at Regal Entertainment and Consultants Limited (NBFC). Given his	with over 35 years in the State Bank Group i.e. in erstwhile State Bank of Patiala and erstwhile State Bank of Mysore, associate banks of State Bank of India. He was General Manager, member of the Central Management Committee (CMC) of erstwhile State Bank of Patiala. Further, he was Advisor to Centre for Science and Environment (CSE) focusing on social and environmental risk assessments in project financing and Chairman & Member for Recruitment of Probationary Officers/Management Trainees for Public Sector Bank. Also served as an Observer/Nominee for State Bank Group at Monnet Ispat & Energy Limited (listed on Mumbai Stock Exchange). He has also served as Non-Executive & Independent Director of the Company for a term of five consecutive years from February 12, 2019 to February 11, 2024. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

	expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.	
Listed entities (other than Omaxe Limited) in which he holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	NIL
Directorship held in other companies	NIL	NIL
Committee Positions in other Public Companies	NIL	NIL
Number of Board meetings attended	Two Meetings of Board of Directors since his appointment as an Additional Director of the Company.	One Meeting of Board of Directors since his appointment as an Additional Director of the Company.
Terms and Conditions of Appointment/ Re-appointment	Non-executive & Independent Director of the Company, not liable to retire by rotation for a period of three consecutive years with effect from May 15, 2025. Also, please refer Item No. 1 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013	Non-executive & Independent Director of the Company, not liable to retire by rotation for a period of three consecutive years with effect from May 28, 2025. Also, please refer Item No. 2 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Details of proposed remuneration from the Company	He shall be paid remuneration by way of sitting fee for attending the meeting of the Board and Committees thereof, re-imbursement of expenses for participating in the Board and other Committee meetings and profit related commission within the limits under Section 197 of the Companies Act, 2013, as payable to other Non-Executive Directors in terms of the “Policy on Appointment and Remuneration of Director(s), KMP(s) And SMP(s)”, as approved by the Nomination & Remuneration Committee or the Board or Shareholders, from time to time. The said policy is available at the website of the Company i.e. https://www.omaxe.com/investor/criteria-of-making-payments-to-non-executive-directors .	He shall be paid remuneration by way of sitting fee for attending the meeting of the Board and Committees thereof, re-imbursement of expenses for participating in the Board and other Committee meetings and profit related commission within the limits under Section 197 of the Companies Act, 2013, as payable to other Non-Executive Directors in terms of the “Policy on Appointment and Remuneration of Director(s), KMP(s) And SMP(s)”, as approved by the Nomination & Remuneration Committee or the Board or Shareholders, from time to time. The said policy is available at the website of the Company i.e. https://www.omaxe.com/investor/criteria-of-making-payments-to-non-executive-directors .
Last Remuneration drawn from the Company (including Sitting	Sitting fees of Rs. 2,25,000/- was paid to him for attending Board & its Committee Meetings during FY 2025-26, in accordance with the “Policy on Appointment and Remuneration of Director(s), KMP(s) And SMP(s)”.	Sitting fees of Rs. 1,25,000/- was paid to him for attending Board & its Committee Meetings during FY 2025-26, in accordance with the “Policy on Appointment and

fee and Commission)		Remuneration of Director(s), KMP(s) And SMP(s)".
Relationships between Directors inter-se and other Key Managerial Personnel	Not Related	Not Related