OMAXE
Turning dreams into reality

OMAXE LIMITED

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

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting ("**AGM**") of the Members of Omaxe Limited will be held on Friday, September 25, 2026 at 12:00 Noon through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") to seek the consent of the shareholders of the Company ("**Members**"), on the business items herein below:

ORDINARY BUSINESS:

1. To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended on March 31, 2026, together with the Reports of the Board of Directors and the Auditor's reports thereon.

2. To appoint a director in place of Mr. Vinit Goyal (DIN: 03575020), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. CONFIRMATION/ RATIFICATION OF REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2027

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] and at the recommendation of Audit Committee, the remuneration of M/s S.K. Bhatt & Associates, Cost Accountants (Firm Registration No.: 000312), appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2027, amounting upto Rs. 2,00,000/- (Rupees Two Lakh Only) plus reimbursement of out-of-pocket expenses along with applicable taxes, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of the Company (which expression shall include a committee thereof) be and is hereby authorized to do all such acts, deeds and things, and to enter into such agreement(s) including any amendment(s) thereof or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

4. PAYMENT OF REMUNERATION TO MR. ROHTAAS GOEL (DIN: 00003735), CHAIRMAN & NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27, WHICH MAY EXCEED 50% OF THE TOTAL ANNUAL REMUNERATION PAYABLE TO ALL OTHER NON-EXECUTIVE DIRECTORS OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(ca) and other applicable provisions of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, if any, and the Rules framed thereunder, as amended from time to time, and in accordance with Articles of Association and "Policy on Appointment and Remuneration of Director, KMPs and SMPs" of the Company, and at the recommendation of the Nomination & Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to pay a remuneration, as set out in the statement annexed to this notice, to Mr. Rohtaas Goel (DIN: 00003735), in the capacity of Chairman & Non-Executive Director of the Company, which may exceed 50% of total remuneration payable to all other Non-Executive Directors for the financial year 2026-27.

RESOLVED FURTHER THAT any of the Executive Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to this resolution."

By order of the Board
Omaxe Limited

Date: August 12, 2026
Place: New Delhi
Regd. Office: 19B, First Floor, Omaxe Celebration Mall, Sohna Road,Gurugram, Haryana -122001

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

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 read with of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"], and Secretarial Standard on General Meetings, setting out material facts concerning the special businesses under Item Nos. 3 & 4 are annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3)of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 of the person seeking re-appointment as Director are also annexed herewith as Annexure A to this Notice.

2. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 03/2025 dated September 22, 2025, read with General Circular No. 9/2024 dated 19 September 2024, General Circular No. 9/2023 dated 25 September 2023, General Circular No. 10/2022 dated 28 December 2022, General Circular No. 2/2022 dated 5 May 2022, General Circular No. 2/2021 dated 13 January 2021, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 14/2020 dated 8 April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (LODR) Regulations, 2015 and MCA Circulars, the AGM of the Company will be held through VC/ OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.

   The Company has made arrangements through M/s. MUFG Intime India Private Limited **("MUFG"),** the Registrar and Share Transfer Agent (RTA) of the Company, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the 37th AGM and for conducting of the AGM through VC/OAVM, including remote e-voting/e-voting facility.

3. **PURSUANT TO THE PROVISIONS OF SECTION 105 THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLEDTO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, SINCE THIS AGM IS BEING HELD PURSUANT TO THE APPLICABLE MCA CIRCULARS AS MENTIONED HEREINABOVE, THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERSWILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THISAGM NOTICE.**

4. Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act"), Mr. Vinit Goyal (DIN: 03575020), Director of the Company, is liable to retire by rotation at this Annual General Meeting, and being eligible, offered himself for re-appointment as Director. The Board of Directors has recommended his re-appointment. Mr. Vinit Goyal is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any order passed by the SEBI or any other authority. Except Mr. Vinit Goyal, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set-out under Item No. 2 of the Notice.

5. The details of Directors seeking re-appointment, in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and the Act (including Secretarial Standard on General Meetings), are given in the Corporate Governance Report and annexed hereto and form part of this Notice.

6. Pursuant to Sections 112 and Section 113 of the Companies Act, 2013, Institutional/ Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/ authorization etc., authorizing its representative to attend the AGM throughVC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent by email through its registered email address to secretarial_1@omaxe.com with a copy marked to enotices@in.mpms.mufg.com.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through e-voting during the AGM.

8. In accordance with the aforesaid MCA Circulars and in compliance with the provisions of the Act and the SEBI (LODR)

Regulations, 2015, the Notice of AGM along with the Annual Report for financial year 2025-26, comprised of the financial statements, including report of Board of Directors, Auditor's reports or other documents/information, are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/ Depository Participants (DP). Further, pursuant to the Regulation 36(1)(b) of the SEBI (LODR) Regulations,2015 a letter containing the web-link, and the exact path, where complete details of the Annual Report are available, is being sent to all such shareholders who have not registered their e-mail ID with the Company/ RTA/depository participants.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26, he/she may send request to the Company's email id at secretarial_1@omaxe.com mentioning their Folio No./DP ID and Client ID. Members may note that the Notice of 37th AGM and Annual Report for Financial Year 2025-26 are available on the Company's website at https://www.omaxe.com/investor and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

9. Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with their DP or RTA of the Company. Further, in order to receive faster communication and to enable the Company to serve the members better and to promote green initiatives, the members are requested to provide/ update their e-mail ID with their respective DPs or e-mail at investor.helpdesk@in.mpms.mufg.com / enotices@in.mpms.mufg.com to get the Annual Report and other documents/ communication on their e-mail ID. Members holding equity shares in physical mode are requested to intimate their e-mail ID to the RTA/ Company, either by e-mail at investor.helpdesk@in.mpms.mufg.com / enotices@in.mpms.mufg.com or secretarial_1@omaxe.com or by sending a communication at Registered Office/ Corporate Office of the Company.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date ofcirculation of this Notice up to the date of this 37th AGM and during the AGM. Members who wish to inspect the documents, may send their request through an email at secretarial_1@omaxe.com.

11. Members desiring any information regarding financial statements are requested to write to the Company at secretarial_1@omaxe.com at an early date to enable the management to keep the information ready.

12. In terms of SEBI (LODR) Regulations, 2015 and several notifications in this regard, the transfer of securities would be carried out only in dematerialized form. Accordingly, requests for effecting transfer of physical securities cannot be processed unless the securities are held in dematerialized form with any DP. Therefore, RTA and the Company have not been accepting any request for transfer of equity shares in physical mode. Further, SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026, issued operational guidelines for processing requests for (i) Transmission; (ii) Transposition; (iii) Issue of duplicate securities certificate; (iv) Claim from Unclaimed Suspense Account; (v) Renewal/ Exchange of securities certificate; (vi) Endorsement; (vii) Sub-division/ Splitting of securities certificate; and (viii) Consolidation of securities certificates/ folios of securities would be carried out in dematerialized form only. Accordingly, requests for effecting the above-mentioned dealings in respect of physical securities will be carried out in accordance with the afore-stated SEBI Master Circular. Members can contact the Company or Company's RTA i.e. MUFG, for assistance in this regard.

However, notwithstanding anything to the contrary herein contained, SEBI vide its Circular No. SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has granted one more opportunity for re-lodgment of transfer requests till February 04, 2027, to the members who had lodged their transfer deeds of physical shares prior to April 1, 2019, and which were rejected/returned/not attended due to deficiency in the documents/process or otherwise. The details of the same are available at the website of the Company at https://www.omaxe.com/investor/investor-corner.

13. In accordance with the provisions of Section 72 of the Act and SEBI Circulars, the facility for nomination is available for the Members of the Company in respect of the equity shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, they may submit the same in Form No. ISR-3 or Form No.

SH-13, as applicable. The said forms are available on the Company's website at www.omaxe.com. Members are requested to submit the said details to their respective DPs, in case the equity shares are held by them in dematerialized form and to the Company/ RTA, in case the equity shares are held by them in physical mode.

14. Members holding equity shares in demat form are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR code) to their respective Depository Participants ('DPs'). Changes intimated to the DPs will automatically be reflected in the Company's record, which will help the Company and RTA to provide efficient and better services.

    As per Circulars issued by SEBI from time to time, it is mandatory for the Shareholders holding equity shares in physical mode to furnish their PAN, Choice of Nomination, Contact details including Mobile number, Bank account details and Specimen signature before getting any investor service request processed.

    Further, with effect from 1 April 2024, dividend to Shareholders (holding equity shares in physical mode), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, Choice of Nomination, Contact details including Mobile number, Bank account details and Specimen signature. Members may refer to the FAQs provided by SEBI on its website at https://www.sebi.gov.in/sebi_data/faqfiles/jan2024/1704433843359.pdf.

15. Members holding equity shares in physical mode, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and requisite KYC documents for consolidating their holdings in one folio. Request for consolidation of holdings shall be processed in dematerialised form only.

16. Members holding shares in Electronic/Demat form or in physical mode are requested to quote their DPID & Client ID or Folio details, respectively, in all correspondences, including the dividend related matters to the RTA i.e. MUFG or the Secretarial Department of the Company.

17. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at secretarial_1@omaxe.com . Only those speaker registration requests received till 05:00 p.m. (IST) on Tuesday, September 22, 2026 shall be considered and allowed as speakers during the AGM. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

19. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for time being in force and Regulation 44 of the SEBI LODR and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members. The complete instructions on e-voting facility provided by the Company are mentioned in the notes to this Notice at point No. 26 & 27, explaining the process of e-voting with necessary user id and password. Members present in meeting through video conferencing facility and did not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

20. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, during FY 2025-26, unclaimed dividend aggregating to Rs. 2,08,660/- and corresponding 28,145 equity shares, pertaining to unclaimed dividend for the financial year 2017-18, were transferred to the Investor Education and Protection Fund (IEPF) Authority, after giving due notice to the Members of the Company. The Members, whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

    Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5 (available on www.iepf.gov.in) along with requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members' interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time. The details of the unclaimed dividends are available on the Company's website at www.omaxe.com/investor and IEPF Authority's website at www.iepf.gov.in.

The Members are strongly encouraged to update their PAN, nomination details, contact information (postal address, mobile number), bank account details, and specimen signatures with either the Company or its RTA i.e. MUFG. Since dividends are paid exclusively via electronic transfer, Members with unpaid or unclaimed dividends will receive their funds only after providing the required information and documents. Members holding shares in physical form are requested to complete their KYC updates accordingly. For any issues related to unclaimed/unpaid dividends, KYC updates, or bank detail updates, shareholders are requested to contact the RTA of the Company at: Noble Heights, 1st Floor, Plot Nh 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi 110058 Tel: 011-49411000 Email: investor.helpdesk@in.mpms.mufg.com. Members may also reach out to the Company at secretarial_1@omaxe.com for additional support. More details are available at: https://www.omaxe.com/investor/investor-corner.

21. Non-Resident Indian Members are requested to inform the RTA and their relevant DP's immediately of change in their residential status on return to India for permanent settlement. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22. SEBI vide Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31 July 2023 (updated on 28 December 2023), had formulated SOPs for dispute resolution under the Stock Exchange arbitration mechanism for disputes between the Company/ Registrars to an Issue and Share Transfer Agents and Company's Shareholder(s)/ Investor(s). The Shareholders may initiate Arbitration Mechanism, post exhausting all actions for resolution of complaints including through SCORES 2.O Portal, by filing the Arbitration reference with the Stock Exchange where the initial complaint has been addressed. After exhausting all the options available for resolution of the grievances, if the Shareholders are not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

23. The Company has fixed Friday, September 18, 2026 as Cut-off date for determining the eligibility of Members entitled to vote at the ensuing AGM. The remote e-voting shall remain open for a period of 3 consecutive days commencing from 9.00 a.m. (IST) on Tuesday, September 22, 2026 up to 5.00 p.m. (IST) on Thursday, September 24, 2026 (both days inclusive). A person whose name is recorded in the Register of Members of the Company or in the list of beneficial owners, maintained by the Depositories as on the cut-off date i.e. Friday, September 18, 2026, shall only be entitled to avail the facility of remote e-voting/ e-voting during the AGM.

24. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 18, 2026. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

25. The Board of Directors has appointed M/s Sandeep and Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner. The results declared along with scrutinizer's report shall be placed on the company's website i.e. www.omaxe.com and on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and shall be displayed at the registered office of the Company.

26. Members may join the 37th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 11:45 a.m. (IST) i.e. 15 minutes before the time scheduled to start the 37th AGM and the Companymay close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 37th AGM. The instructions and other information relating to remote e-voting, participation in the AGM through VC/OAVM and e-voting duringthe 37th AGM are integral part of this Notice.

27. Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) 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.
e) 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 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.
b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for IDeAS facility:

a) 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
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.

d) 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.
e) 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 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. 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.
   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. 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 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   5. 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).
   6. Enter Image Verification (CAPTCHA) Code.
   7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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.”.
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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see “Notification for e-voting”.
c) Select “View” icon for “Company’s Name / Event number”.
d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) 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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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.

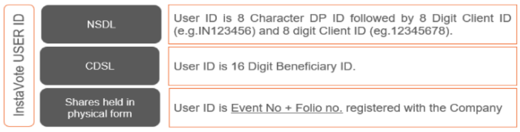
Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL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

Forgot Password:

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

Individual 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.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".



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
- Further Click on **"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.

General Instructions - Shareholders

- 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".

28. Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

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

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No**. / **Folio No.** / **PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

INSTRUCTIONS FOR SHAREHOLDERS TO SPEAK DURING THE GENERAL MEETING THROUGH INSTAMEET:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".
b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
c) Click on 'Submit'.
d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- *Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

- *Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*

- *Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

- *Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

- *Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.*

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF SPECIAL BUSINESSES

3. RATIFICATION OF REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

The Members of the Company may note that the Board, on the recommendation of the Audit Committee, has approved the appointment of M/s S.K. Bhatt & Associates, Cost Accountants (FRN: 000312) as the Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year 2026-27 at a remuneration of upto Rs. 2,00,000/- (Rupees Two Lakh Only) plus reimbursement of out-of-pocket expenses along with applicable taxes. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Record and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be confirmed and ratified by the Members of the Company. Considering no change in the scope of audit and as mutually agreed with the Cost Auditors, it was proposed to pay remuneration, similar to the remuneration paid for FY 2025-26. The proposed remuneration is considered reasonable, fair and commensurate with the scope of work undertaken by the Cost Auditors. Accordingly, the consent of the Members is sought for confirmation and ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27 by passing a resolution as set out at Item No. 3 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in this proposed Resolution. The Board of Directors recommends Resolution as set out at Item No. 3 of the Notice of the 37th AGM for approval of the Members of the Company as an **Ordinary Resolution**.

4. PAYMENT OF REMUNERATION TO MR. ROHTAAS GOEL (DIN: 00003735), CHAIRMAN & NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27, WHICH MAY EXCEED 50% OF THE TOTAL ANNUAL REMUNERATION PAYABLE TO ALL OTHER NON-EXECUTIVE DIRECTORS OF THE COMPANY

Mr. Rohtaas Goel is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. The Company aims to deliver the next phase of growth, aspirations and milestones with fusion of new energy and experience and is currently focusing on execution and completion of existing projects to meet delivery timelines, monetization of finished inventory, near-term liquidity & cash flows, a prudent capital structure and governance.

Further, pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed entity is required to obtain approval of Members of the Company by way of Special Resolution for payment of remuneration to single Non-Executive Director which is in excess of 50% of the total remuneration payable to all other Non-Executive Directors of the Company during a financial year. Since, the remuneration payable to Mr. Rohtaas Goel for the Financial Year 2026-27 is Rs. 50,00,000/- per month, along with other perquisites and allowances, which may exceed 50% of the total remuneration that may be payable to all other Non–Executive Directors of the Company. The aforesaid remuneration was approved by the Members of the Company at the time of re-appointment of Mr. Rohtaas Goel and the present resolution is being placed before the Members solely to obtain the annual approval required under Regulation 17(6)(ca) of the SEBI Listing Regulations, as the remuneration payable to Mr. Rohtaas Goel exceeds 50% of the total annual remuneration payable to all Non-Executive Directors of the Company.

Therefore keeping in view the experience Mr. Rohtaas Goel and his proven skills, unique vision & execution capabilities, as may be required in the capacity of Non-executive Chairman, the Board of Directors of the Company recommends the resolution, as set out at Item no. 4 of this Notice.

Save and except, Mr. Rohtaas Goel to whom these resolutions relate along with his relatives including Mr. Mohit Goel, Managing Director of the Company and to the extent of their respective shareholdings in the Company, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, financially or otherwise, concerned or interested in this proposed Resolution. The Board recommends the Resolution set out at Item No. 4 of the Notice for approval of the members as a **Special Resolution**.

Annexure-A to Notice

Details of Director seeking appointment in pursuance of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings

Name of Director	**Mr. Vinit Goyal**
Director Identification Number (DIN)	03575020
Designation and Category	Whole-time Director
Date of Birth (DOB) & Age	DOB: 18th August, 1987
	Age: 38 Years
Date of First/ Original Appointment	Initially appointed on April 12, 2021
Qualification(s)	Graduated from Agra University
Number of Shares held in the Company	Nil
Brief Resume including experience/expertise in specific functional areas and skill, capabilities required for the role & manner in which the proposed director meet such requirements	Mr. Vinit Goyal brings over 18 years of rich experience in Finance and Treasury functions. He possesses deep expertise in financial analysis, liquidity management, and developing effective financial strategies. His strengths include annual budgeting, management information systems (MIS), and cash flow planning. Mr. Goyal has played a key role in streamlining financial operations and ensuring fiscal discipline within organizations. He is also proficient in liasoning with financial institutions and banks for funding and financial structuring. His strategic approach and sound financial judgment contribute significantly to decision-making and long-term planning. Mr. Goyal's expertise continues to add value to the Company's financial management and growth.
Other listed entities 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
Directorship held in other companies	1. Shamba Developers Pvt. Ltd.;
	2. Green Planet Colonisers Pvt. Ltd.;
	3. Naptune Technobuild Projects Pvt. Ltd.;
	4. Sangupt Developers Pvt. Ltd.;
	5. Kishordeep Realtors Pvt. Ltd.;
	6. Laldeep Realtors Pvt. Ltd.;
	7. Oasis Township Pvt. Ltd.;
	8. Mehtab Infratech Pvt. Ltd.;
	9. Garg and Goel Estate Developers Pvt. Ltd.;
	10. VGSG Realtors Pvt. Ltd.;
	11. Jagdamba Contractors and Builders Ltd.;
	12. Giant Dragon Mart Pvt. Ltd.;
	13. Ekansh Buildtech Pvt. Ltd.
Committee Positions in other Companies	Nil
Number of Board meetings attended during FY 2025-26	4 out of 5
Terms and Conditions of Appointment/ Re-appointment	In terms of section 152(6) of the Companies Act, 2013, Mr. Vinit Goyal, Whole Time Director, is liable to retire by rotation. All other terms and conditions of his appointment shall remain unchanged as approved by the Members of the Company at 36th Annual General Meeting held on September 29, 2025.

Details of proposed remuneration from the Company	Salary of Rs. 5,00,000/- per month and other perquisites and allowances, as approved by the Members of the Company at 36th Annual General Meeting held on September 29, 2025.
Last Remuneration drawn from the Company	Salary of Rs. 5,00,000/- per month and other perquisites and allowances, as approved by the Members of the Company at 36th Annual General Meeting held on September 29, 2025.
Relationships between Directors inter-se and other Key Managerial Personnel of the Company	Not Related