

September 30, 2016

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary National Stock Exchange Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051
Security Code: 532880	Symbol: OMAXE
Fax No 022-22723121/2037/39/41/61	Fax No 022-2659 8237/38

SUB: Results of e-voting/poll w.r.t. Annual General Meeting (AGM) of Omaxe Limited held on 29th September, 2016

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In reference to the 27th Annual General Meeting (AGM) of the members of Omaxe Limited held on Thursday, the 29th day of September 2016 at 11.00 a.m. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana, this is to inform you that all the resolutions mentioned in the AGM notice have been passed by shareholders with requisite majority.

Further, in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the results of e-voting & poll conducted by the Company alongwith the Scrutinizer's Report is annexed herewith.

This is for your kind information and record.

For Omaxe Limited

 **For OMAXE LIMITED**

Shubha Singh
 Vice President (Legal)
 & Company Secretary
 Encl.as above

OMAXE LTD.

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)

Tel. : 91-11-41896680-85, 41893100, Fax : 91-11-41896653, 41896655, 41896799

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

Website : www.omaxe.com CIN : L74899HR1989PLC051918

Date of the AGM	29th September, 2016
Total number of shareholders on record date	65,479
No of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	10
Public:	64
No of shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Agenda-wise Disclosure

Resolution - I

Resolution required: (Ordinary Resolution)

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2016

Whether promoter / promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting		135266194	98.615	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	137166194	0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	137166194	135266194	98.61	135266194	0	100.00	0.00
Public - Institutions	E - Voting		9896545	38.95	9896545	0	100.00	0
	Poll	25407390	0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0
	Total	25407390	9896545	38.95	9896545	0	100.00	0.00
Public-Non Institutions	E - Voting		5888	0.03	5858	30	99.49	0.51
	Poll	20326956	254898	1.25	254898	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00


V. Prasad
 Vice President (Legal)
 & Company Secretary
PAT OMAXE LIMITED

Total	20326956	260786	1.28	260756	30	99.99	0.51
Total	182900540	145423525	79.51	145423495	30	100.00	0.00

Resolution - 2

Resolution required: (Ordinary Resolution)							
Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Preference Shares of the financial year 2015-16							
Whether promoter / promoter group are interested in the agenda/resolution?							
No							
Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting		135266194	98.615	135266194	0	0.00
	Poll		0	0.00	0	0	0.00
	Postal Ballot, (if applicable)	137166194	0	0.00	0	0	0.00
	Total	137166194	135266194	98.61	135266194	0	0.00
Public - Institutions	E - Voting		9968457	39.23	9968457	0	0.00
	Poll		0	0.00	0	0	0.00
	Postal Ballot, (if applicable)	25407390	0	0.00	0	0	0.00
	Total	25407390	9968457	39.23	9968457	0	0.00
Public-Non Institutions	E - Voting		7163	0.04	5771	1392	19.43
	Poll		254898	1.25	254898	0	0.00
	Postal Ballot, (if applicable)	20326956	0	0.00	0	0	0.00
	Total	20326956	262061	1.29	260669	1392	99.47
Total	182900540	145496712	79.55	145495320	1392	100.00	0.00

Resolution - 3

Resolution required: (Ordinary Resolution)	
Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2015-16	
Whether promoter / promoter group are interested in the agenda/resolution?	
No	

FOR OMAXE LIMITED

[Signature]
Vice-President (Legal)
& Company Secretary

Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
		-1	-2		-4	-5		
Promoter and Promoter Group	E - Voting		135266194	98.615	135266194	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)	137166194	0	0.00	0	0	0.00	0.00
	Total	137166194	135266194	98.61	135266194	0	100.00	0.00
Public – Institutions	E - Voting		9968457	39.23	9968457	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)	25407390	0	0.00	0	0	0.00	0
	Total	25407390	9968457	39.23	9968457	0	100.00	0.00
Public-Non Institutions	E - Voting		7163	0.04	7133	30	99.58	0.42
	Poll		254898	1.25	254898	0	100.00	0.00
	Postal Ballot, (if applicable)	20326956	0	0.00	0	0	0.00	0.00
	Total	20326956	262061	1.29	262031	30	99.99	0.42
Total		182900540	145496712	79.55	145496682	30	100.00	0.00

Resolution - 4

Resolution required: (Ordinary Resolution)

Ordinary Resolution for the appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN: 00075886), who retires by rotation and being eligible, offers himself for re-appointment

Whether promoter / promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
		-1	-2		-4	-5		
Promoter and Promoter Group	E - Voting		135266194	98.615	135266194	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)	137166194	0	0.00	0	0	0.00	0.00
	Total	137166194	135266194	98.615	135266194	0	100.00	0.00

For OMAXE LIMITED

Shubha
Vice President (Legal)

Total	20326956	260786	1.28	260494	292	99.89	4.96
Total	182900540	145495437	79.55	145495145	292	100.00	0.00

Resolution - 6

Resolution required: (Ordinary Resolution)

Ordinary Resolution for the appointment of Mr. Sudip Bandyopadhyay (DIN: 00007382), as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020

Whether promoter / promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E - Voting		135266194	98.615	135266194	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)	137166194	0	0.00	0	0	0.00	0.00
	Total	137166194	135266194	98.61	135266194	0	100.00	0.00
Public - Institutions	E - Voting		9968457	39.23	9968457	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)	25407390	0	0.00	0	0	0.00	0
	Total	25407390	9968457	39.23	9968457	0	100.00	0.00
Public-Non Institutions	E - Voting		2688	0.01	2318	370	86.24	13.76
	Poll		254898	1.25	254898	0	100.00	0.00
	Postal Ballot, (if applicable)	20326956	0	0.00	0	0	0.00	0.00
	Total	20326956	257586	1.27	257216	370	99.86	13.76
Total		182900540	145492237	79.55	145491867	370	100.00	0.00

Resolution - 7

Resolution required: (Ordinary Resolution)

Ordinary Resolution for the ratification of remuneration of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company For the financial year 2016-17

Whether promoter / promoter group are interested in the agenda/resolution? No

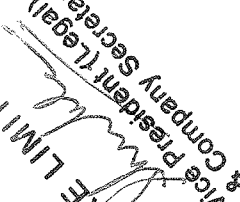
For OMAXIS LIMITED

[Signature]
Vice/President (Legal)
& Company Secretary

Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100
		-1	-2		-4	-5		
Promoter and Promoter Group	E - Voting		135266194	98.615	135266194	0	100.00	0.00
	Poll	137166194	0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	137166194	135266194	98.61	135266194	0	100.00	0.00
Public – Institutions	E - Voting		9968457	39.23	9968457	0	100.00	0
	Poll	25407390	0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0
	Total	25407390	9968457	39.23	9968457	0	100.00	0.00
Public-Non Institutions	E - Voting		7163	0.04	5555	1608	77.55	22.45
	Poll	20326956	254898	1.25	254898	0	100.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20326956	262061	1.29	260453	1608	99.39	22.45
Total		182900540	145496712	79.55	145495104	1608	100.00	0.00

Resolution - 8

Resolution required: (Special Resolution)	Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/Unlisted and/Or Other Securities under Section 42 and 71 of Companies Act, 2013								
Whether promoter / promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on vote polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E - Voting		135266194	98.615	135266194	0	100.00	0.00	
	Poll	137166194	0	0.00	0	0	0.00	0.00	
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	137166194	135266194	98.61	135266194	0	100.00	0.00	
E - Voting			9968457	39.23	9968457	0	100.00	0	
	Total		9968457	39.23	9968457	0	100.00	0.00	


 Vice President (Legal)
 & Company Secretary
FOR OMRKX LIMITED



**Consolidated Report of Scrutinizer on Remote E-voting
and Voting through Polling Paper**

*[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the
Companies (Management and Administration) Rules, 2014 and Regulation 44 of
the SEBI (LODR) Regulations]*

To,

**The Chairman of 27th Annual General Meeting of the Members of
Omaxe Limited**

Held on Thursday, 29th September, 2016,
at 11:00 AM,
CasaBella Banquet, Omaxe Celebration Mall,
Sohna Road, Gurgaon – 122001, Haryana

**Report on e-voting and voting by Poll conducted at 27th Annual General Meeting of the Equity Shareholders
of Omaxe Limited, held on Thursday, 29th September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe
Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana**

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for conducting the remote e-voting process and voting through polling paper, in pursuance of the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (management And Administration) Rules, 2014 as substituted by the Companies (Management And Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, at the 27th Annual General Meeting (AGM) of "OMAXE LIMITED" ("Company") held on Thursday, 29th day of September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana.

2. Agency:

The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-Voting platform. The Service provider accordingly has set up e-voting facility on their website www.evoting.nsd.com.

3. Dispatch of Notice convening the Meeting

The Company has completed on 29th August, 2016 the dispatch of Notice of AGM along with details of Login ID and password to its members through Courier (Tirupati Services) and through mail by NSDL to members whose email id was registered with the Company or its Registrar and Transfer Agent.

4. Cut- off date:

The voting rights were reckoned as on 23rd September, 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

5. Remote E-voting:

Remote e-Voting platform was open from 09:00 A.M. (IST) on the Monday, 26th September, 2016 to 05:00 P.M. (IST) on Wednesday, 28th September, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-voting platform provided by NSDL.

For NSP AND ASSOCIATES

N.S. Pandey
Proprietor

6. Voting at the AGM:

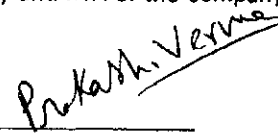
- 6.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details related to members who have cast their votes through remote e-Voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.
- 6.2 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id/Client Id, folios, shareholding of the members who had cast their votes through remote e-Voting.
- 6.3 In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Shareholders. Therefore, at the 27th AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.
- 6.4 At the AGM, after the declaration of Poll by the Chairman, Two (2) ballot boxes kept for polling were locked in my presence with due identification with due identification marks placed by me.
- 6.5 Considering the aforesaid, ballot papers has issued to the members who attended the meeting.

7. Counting Process:

- 7.1 On Completion of voting at the meeting, Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolution.
- 7.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/ proxies lodged with the Company.
- 7.3 The locked ballot box was subsequently opened in my presence along with two (2) witness a) Mr. Rohit Gupta R/o 3013/5A, Street No. 19, South Patel Nagar, New Delhi – 110008 and b) Mr. Prakash Verma R/o 9/5465, Gali No. 2, Gandhi Nagar, Delhi - 110031, who are not in the employment of the Company and poll papers were diligently scrutinized. The Witnesses have signed below in confirmation of the Ballot Boxes being unlocked in my presence. The Poll papers have been reconciled with the records maintained by the Company and RTA of the Company and the authorization / proxies lodged with the Company.




(Rohit Gupta)



(Prakash Verma)

- 7.4 The polling papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- 7.5 After counting the votes casted by the members and proxy holders present at the AGM through polling papers the votes casted through remote e-voting by the members were unblocked on Thursday the 29th day of September, 2016 at in the presence of two (2) witnesses namely Mr. Rohit Gupta and Mr. Prakash Verma, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

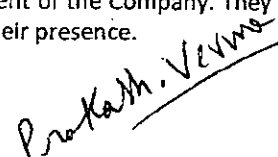


(Rohit Gupta)

For NSP AND ASSOCIATES



Proprietor



(Prakash Verma)

7.6 Thereafter, the details containing inter-alia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of NSDL.

8. Results:

8.1 I observed that:

- a) 64 members had cast their votes at the meeting and out of which none of the vote found as invalid.
- b) members had cast their votes through remote e-Voting are as follows:

Resolution Number	No. of person Voted
1	116
2	117
3	117
4	115
5	116
6	115
7	117
8	115
9	118

8.2 Based on the reports generated from the e-voting system provided by NSDL and votes casted on Poll, we submit the consolidated results of e-voting and Poll herewith, in respect to each item on the agenda as set out in the Notice of the 27th AGM dated 11th August, 2016, as Annexure -1.

9. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 27th Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 27th AGM to declare the result of the meeting.
11. The Register, all other papers and relevant records relating to remote e-voting and voting by poll (Polling Paper) at the 27th AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours faithfully,

For NSP & Associates
Company Secretaries
For NSP AND ASSOCIATES

N.S. Pandey
Naveen Shree Pandey Proprietor
ACS: 29126 CP No. 10937

Date: 30th September, 2016
Place: New Delhi

Annexure to Scrutinizer Report

RESOLUTION 01:(ORDINARY RESOLUTION)

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2016.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	116	145240539	1	71912	114	145168597	2	30
Poll	74	135359092	10	135266194	64	254898	0	0
Total	190	280599631	11	135338106	178	145423495	2	30

Total Valid Shares (Total Shares) = 145423525
 Votes in Favour (% of Total Valid Shares) = 99.95
 Invalid Poll (% of total Valid Shares) = 00.05
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

RESOLUTION 02:(ORDINARY RESOLUTION)

Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Preference Shares of the financial year 2015-16.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	117	145241814	0	0	110	145240422	7	1392
Poll	74	135359092	10	135266194	64	254898	0	0
Total	191	280600906	10	135266194	174	145495320	7	1392

Total Valid Shares (Total Shares) = 145496712
 Votes in Favour (% of Total Valid Shares) = 100.00 (Rounded off)
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

RESOLUTION 03:(ORDINARY RESOLUTION)

Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2015-16.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	117	145241814	0	0	115	145241784	2	30
Poll	74	135359092	10	135266194	64	254898	0	0
Total	191	280600906	10	135266194	179	145496682	2	30

Total Valid Shares (Total Shares) = 145496712
 Votes in Favour (% of Total Valid Shares) = 100.00 (Rounded off)
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

For NSP AND ASSOCIATES

N.S. Pandey
 Proprietor

NS

RESOLUTION 04:(ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN: 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	115	145240514	0	0	108	145240178	7	336
Poll	74	135359092	10	135266194	64	254898	0	0
Total	191	280600906	10	135266194	172	145495076	7	336

Total Valid Shares (Total Shares) = 145495412
 Votes in Favour (% of Total Valid Shares) = 100.00 (Rounded off)
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

RESOLUTION 05:(ORDINARY RESOLUTION)

Ordinary Resolution for the Ratification of the appointment of M/s. Dogar & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	116	145240539	0	0	109	145240247	7	292
Poll	74	135359092	10	135266194	64	254898	0	0
Total	190	280599631	10	135266194	173	145495145	7	292

Total Valid Shares (Total Shares) = 145495437
 Votes in Favour (% of Total Valid Shares) = 100.00 (Rounded off)
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

RESOLUTION 06:(ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of Mr. Sudip Bandopadhyaya (DIN: 00007382), as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	115	145237339	0	0	107	145236969	8	370
Poll	74	135359092	10	135266194	64	254898	0	0
Total	189	280596431	10	135266194	171	145491867	8	370

Total Valid Shares (Total Shares) = 145492237
 Votes in Favour (% of Total Valid Shares) = 100.00 (Rounded off)
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

For NSP AND ASSOCIATES

N.S Pandey
 Proprietor

RESOLUTION 07:(ORDINARY RESOLUTION)

Ordinary Resolution for the ratification of remuneration Of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company For the financial year 2016-17.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	117	145241814	0	0	108	145240206	9	1608
Poll	74	135359092	10	135266194	64	254898	0	0
Total	191	280600906	10	135266194	172	145495104	9	1608

Total Valid Shares (Total Shares) = 145496712
 Votes in Favour (% of Total Valid Shares) = 100.00 (Rounded off)
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

RESOLUTION 08:(SPECIAL RESOLUTION)

Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/Unlisted and/Or Other Securities under Section 42 and 71 of Companies Act, 2013

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	115	145241774	0	0	107	145240354	8	1420
Poll	74	135359092	10	135266194	64	254898	0	0
Total	189	280600866	10	135266194	171	145495252	8	1420

Total Valid Shares (Total Shares) = 145496672
 Votes in Favour (% of Total Valid Shares) = 100.00 (Rounded off)
 Votes in Against (% of Total Valid Shares) = 00.00 (Rounded off)

RESOLUTION 09:(ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of Mr. Sudhangshu S Biswal, as an Additional Director in the category of Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	118	145242046	0	0	101	143918986	17	1323060
Poll	74	135359092	10	135266194	64	254898	0	0
Total	192	280601138	10	135266194	171	144173884	17	1323060

Total Valid Shares (Total Shares) = 145496944
 Votes in Favour (% of Total Valid Shares) = 99.09
 Votes in Against (% of Total Valid Shares) = 00.91

For NSP & Associates

Company Secretaries
For NSP AND ASSOCIATES

N.S. Pandey
Proprietor
 Naveen Shree Pandey
 ACS: 29126 CP No. 10937

Date: 30th September, 2016
 Place: New Delhi



Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules, 2014]*

To,

**The Chairman of 27th Annual General Meeting of the Members of
Omaxe Limited**

Held on Thursday, 29th September, 2016,
at 11:00 AM,

CasaBella Banquet, Omaxe Celebration Mall,
Sohna Road, Gurgaon – 122001, Haryana

Report on e-voting conducted for 27th Annual General Meeting of the Equity Shareholders of Omaxe Limited ("the Company"), held on Thursday, the 29th September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana

Dear Sir,

1. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations, the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 27th Annual General Meeting ("AGM").
2. I, Naveen Shree Pandey, Proprietor of NSP & Associates, Company Secretaries, was appointed as Scrutinizer to scrutinize the e-voting process at the AGM and for ascertaining the requisite majority on e-voting carried out for the resolutions proposed to be passed at the 27th AGM of the Shareholders of the Company.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 27th Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
4. The Company has appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the service provider, for providing the facility of electronic voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted in the 27th AGM of the Company. The Service provider accordingly has set up e-voting facility on their website www.evoting.nsdl.com

For NSP AND ASSOCIATES

N. S. Pandey

Proprietor

27th AGM of Omaxe Limited

5. Based on the reports generated from the e-voting system provided by NSDL, we submit the results of e-voting as under:

Resolution 1. Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2016.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
114	145168597	100.00 (Rounded off)

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	30	00.00 (Rounded off)

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
1	71912

Resolution 2. Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Preference Shares of the financial year 2015-16.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
110	145240422	100.00

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	1392	00.00

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
0	0

For NSP AND ASSOCIATES

N.S. Pandey
Proprietor

[Signature]

Resolution 3. Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2015-16.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
115	145241784	100.00

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	30	00.00

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
0	0

Resolution 4. Ordinary Resolution for the appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN: 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
108	145240178	100.00

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	336	00.00

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
0	0

For NSP AND ASSOCIATES

N.S. Pandey
Proprietor



Resolution 5. Ordinary Resolution for the Ratification of the appointment of M/s. Dogar & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
109	145240247	100.00

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	292	00.00

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
0	0

Resolution 6. Ordinary Resolution for the appointment of Mr. Sudip Bandopadhyya (DIN: 00007382), as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
107	145236969	100.00

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	370	00.00

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them

Resolution 7. Ordinary Resolution for the ratification of remuneration Of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company For the financial year 2016-17

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
108	145240206	100.00

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	1608	00.00

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
0	0

Resolution 8. Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/Unlisted and/Or Other Securities under Section 42 and 71 of Companies Act, 2013

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
107	145240354	100.00

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	1420	00.00

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
0	0

Resolution 9. Ordinary Resolution for the appointment of Mr. Sudhangshu S Biswal, as an Additional Director in the category of Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021.

i. Voted in favor of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
101	143918986	99.08

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	1323060	00.92

iii. No Voting done:

Total number of members neither voted in favor nor in against	Total number of votes with them
0	0

6. Based on the above e-voting and after considering results of poll at the AGM, we request the Chairman of the 27th AGM to declare the result of the meeting forthwith.

Thanking You,
Yours faithfully,

For NSP & Associates
Company Secretaries
For NSP AND ASSOCIATES

N.S. Pandey
Naveen Shree Pandey **Proprietor**
Proprietor (Scrutinizer)
ACS: 29126 CP No. 10937

Date: New Delhi
Place: 30th September, 2016





MGT-13

Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Amendment Rules, 2016]

To,

The Chairman of 27th Annual General Meeting of the Members of
Omaxe Limited
Held on Thursday, 29th September, 2016,
at 11:00 AM,
at CasaBella Banquet, Omaxe Celebration Mall,
Sohna Road, Gurgaon, Haryana-122001

Report on voting by Poll conducted at 27th Annual General Meeting of the Equity Shareholders of Omaxe Limited, held on Thursday, the 29th day of September, 2016 at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana-122001

Dear Sir,

I, CS Naveen Shree Pandey, proprietor of M/s. NSP & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Omaxe Limited, held on Thursday, the 29th day of September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana-122001, am submitting my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Registrar and Transfer Agents (RTA) of the Company and the authorizations/proxies lodged with the Company.
3. I found no poll papers as invalid.
4. The result of the Poll is as under:

Resolution 1. Ordinary resolution to consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 2. Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2015-16.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

For NSP AND ASSOCIATES

NS Pandey
Proprietor

Resolution 3. Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2015-16.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 4. Ordinary Resolution for the Appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

For NSP AND ASSOCIATES

N. S. Pandey
Proprietor

SS

Resolution 5. Ordinary Resolution for the Ratification of the Appointment of M/s. Doogar & Associates, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 6. Ordinary Resolution for the Appointment of Mr. Mr. Sudip Bandopadhyaya (DIN 00007382), as an independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

For NSP AND ASSOCIATES

N.S. Pandey
Proprietor

[Handwritten signature]

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 7. Ordinary Resolution for the ratification of remuneration Of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company For the financial year 2016-17.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 8. Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/Unlisted and/Or Other Securities under Section 42 and 71 of Companies Act, 2013 .

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

For NSP AND ASSOCIATES

N.S. Pandey
Proprietor

[Handwritten Signature]

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution 9. Ordinary Resolution for the Appointment of Mr. Sudhangshu S Biswal, as an Additional Director in the category of Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021.

i. Voted in favor of the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
64	254898	100

ii. Voted against the resolution:

Number of members Present and voting (In person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (person or proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for each resolution is enclosed.

For NSP AND ASSOCIATES

N.S. Pandey
Proprietor

[Handwritten Signature]

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,
Yours faithfully,

For NSP & Associates
Company Secretaries
FOR NSP AND ASSOCIATES

N.S. Pandey
Proprietor
Naveen Shree Pandey
Proprietor (Scrutinizer)
ACS: 29126 CP No. 10937



Date: 30th September, 2016
Place: New Delhi