

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of Omaxe Limited will be held on Wednesday, the 27th day of September, 2017 at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana at 11.00 AM to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors' and Auditors' thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017.
2. To declare Dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2016-17.
3. To declare Dividend on Equity Shares for the financial year 2016-17 only to Public Shareholders.
4. To appoint a Director in place of Mr. Sunil Goel (DIN 00003743), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider the appointment of M/s BSD & Co., Chartered Accountants as Statutory Auditors in place of retiring Auditors, M/s Doogar & Associates, Chartered Accountants and to fix their remuneration and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s BSD & Co., Chartered Accountants (Firm Registration No. 000312S) who have given their consent and certificate under Section 139 (1) of the Act be and are hereby appointed as Statutory Auditors of the Company for a period of five years commencing from conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2022 subject to ratification at every Annual General Meeting, at a remuneration as decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

6. To consider the appointment of Ms. Shruti Divedi Sodhi (DIN: 02058258), as an Independent Director and if

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Shruti Divedi Sodhi (DIN: 02058258) who was appointed as an Additional Independent Director w.e.f. May 29, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto May 28, 2022, and she shall not be liable to retire by rotation.”

7. To consider the appointment of Mr. Srinivas Kanakagiri (DIN: 00443793), as an Independent Director and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Srinivas Kanakagiri (DIN: 00443793) who was appointed as an Additional Independent Director w.e.f. July 29, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 28, 2022, and he shall not be liable to retire by rotation.”

8. To consider and approve remuneration payable to M/s



S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors of the Company for FY 2017-18 and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Section 148 and applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), M/s S.K. Bhatt & Associates, Cost Accountants, be and is hereby appointed to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 at a remuneration of Rs. 1,50,000 (Rupees one lakh and fifty thousand) plus out of pocket expenses and applicable taxes.

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

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

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

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

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

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

10. To consider and take fresh limits of borrowings for a sum not exceeding Rs.3,000 Crores (Rupees Three Thousand Crores Only) (i.e. the Principal amount) under Section 180(1)(c) of the companies act, 2013 and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders through postal

ballot on 4th August, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act ('Act'), the consent of the Company be and is hereby accorded to the Board of Director [herein after referred as 'The Board' and shall be deemed to include any committee thereof for the time being exercising the powers conferred on them by this resolution or such delegatee, which the Board may constitute to exercise its power] of the Company, to borrow any sum or sums of money [including any non fund based facilities and/or Deposits and /or Debentures (secured or unsecured) or such other instrument], as and when required, for the business of the company from, including without limitation, one or more, Bank(s) and/or Financial Institution(s), NBFCS and/or lending agency and/or other persons, firms, bodies corporate, whether in India or abroad, notwithstanding the money so borrowed together with the money already borrowed (apart from the temporary loan obtained from the Company's Bankers in the ordinary course of business) may at any time exceed aggregate of the paid up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed (i.e. the Principal amount) by the Board and outstanding (i.e. the Principal amount) at any point of time, shall not exceed the sum of Rs.3,000 Crores (Rupees Three Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

11. To ratify and confirm and to enter into contracts/ arrangements/transactions with related parties for an aggregate amount not exceeding Rs.7,500 Crore under Section 188 of the Companies Act, 2013 and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT approval of the Company be and is hereby accorded to the Board of Directors or its duly empowered committee to enter into contracts / arrangements /transactions with related parties, such as to give guarantee and/or provide security/additional security by/on behalf of the Company in any form/ manner or to make request for giving bank guarantee to/in favour of any Bank(s) and/or Financial Institution(s) and/or other persons, NBFC(s) and/or Lending Agency(ies), Firm(s), bodies corporate(s), whether in India or abroad, in connection with any credit facilities/ loan(s)/ overdraft facilities/ debentures/ other debt instruments availed/ issued and/ or to be availed/ issued by the Company and/or by any of the group/ associate/ subsidiary company(ies) /entity(ies)/ promoter(s) of the Company or such other transactions with related parties as prescribed under the Policy of Related Party Transactions of the Company, on such terms and conditions as may be mutually agreed upon, which may exceed the materiality threshold by an aggregate amount not exceeding Rs.7,500 Crores individually and/ or collectively.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, if any, including any Statutory modifications, amendments or re-enactments thereto and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, read with Related Party Transactions Policy of the Company and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the consent, approval and authority of the shareholders be and is hereby granted and the shareholders hereby ratify and confirm the following transactions:



Details of Contract or Arrangement with Related Party(ies) during the FY 2016-17				
RPT u/s 188(1) of Companies Act, 2013 / Regulation 23 of SEBI (LODR) Regulations, 2015	Name of the Related Party	Name of Directors / KMP who is related, if any	Nature of Relationship	Particulars of Transaction
Pledging of Shares for securing repayment of Loan by the Company*	Guild Builders Private Limited	Mr. Rohtas Goel, Mr. Sunil Goel & Mr. Jai Bhagwan Goel	Holding Company	Pledging of Shares of Omaxe Limited for securing repayment of Principal Loan aggregating to Rs.272 Crore taken by the Company and its Related Parties
Bank Guarantees/ Corporate Guarantees/ Providing Securities on behalf of*	<ul style="list-style-type: none"> • Manik Buildcon Private Limited • Jishnu Buildcon Private Limited • Fast track Developers Private Limited • Kartik Buildhome Private Limited • Lohith Developers Private Limited • Jayant Buildhome Private Limited • Sri Balaji Green Heights Private Limited • Agasthya Properties Private Limited • Advay Properties Private Limited • Advaita Properties Private Limited • Udal Properties Private Limited • Krishan Kripa Buildcon Private Limited • Parveen Buildcon Private Limited • Source Developers Private Limited • Sankalp Realtors Private Limited • Garg Realtors Private Limited • Guild Builders Private Limited 		Holding / Group Company	Providing Securities/ Bank Guarantees/ Corporate Guarantees for securing repayment of Principal Loan aggregating to Rs.480 Crore taken by the Company and its Related Parties
Giving Personal Guarantee*	Mr. Rohtas Goel	Mr. Rohtas Goel, Mr. Sunil Goel & Mr. Jai Bhagwan Goel	Managing Director	Giving Personal Guarantee for securing repayment of Principal Loan aggregating to Rs.552 Crore taken by the Company and its Related Parties
Giving Personal Guarantee*	Mr. Sunil Goel	Mr. Rohtas Goel, Mr. Sunil Goel & Mr. Jai Bhagwan Goel	Managing Director	Giving Personal Guarantee for securing repayment of Principal Loan aggregating to Rs.593 Crore taken by the Company and its Related Parties

* As per requirement of Banks/financial institutions

RESOLVED FURTHER THAT all agreements, documents, deeds, papers etc. executed for the purpose of these transactions, under the authority of the Board of Directors of the Company or duly empowered committee and all acts, deeds and things done in this regard, be and are hereby ratified, approved and confirmed.

RESOLVED FURTHER THAT the Executive Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolutions, to approve any alteration or modification to the transaction documents from time to time on such terms and conditions as they may deem fit in the best interest of the Company and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolutions, as it may deem in its discretion necessary."

For and on behalf of the Board
For **Omaxe Limited**
Sd/-

Rohtas Goel
Chairman and Managing Director
(DIN00003735)

Place: New Delhi

Date: July 29, 2017

REGISTERED OFFICE:

Shop No.- 19-B, First Floor, ;

Omaxe Celebration Mall, Sohna Road, Gurgaon - 122001, Haryana

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ATTACHED HEREWITH.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHT. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHT MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDERS.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 5 to 11 is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Sunil Goel, Joint Managing Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. The relevant details as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") and Secretarial standard on General Meeting issued by the Institute of Company Secretaries of India, i.e. brief resume of the director(s), nature of their expertise in specific functional areas, names of companies in which he/she holds directorship and membership of Committees of the Board and shareholding in the Company of the person seeking appointment / re-appointment as Director at the Annual General Meeting are provided in the Report on Corporate Governance forming part of the Annual Report and Explanatory Statement as required under Section 102 of the Companies Act, 2013.
5. As a measure of economy, members are requested to bring their copy of Annual Report to the meeting.

Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.

6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

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

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

There were 6852 shares as on 31st March, 2017 issued pursuant to the public issue and bonus issue done in the financial year 2007-08 and 2013-14, respectively which remain unclaimed. Further, as on the date of signing this Notice, there are 6589 shares which remain unclaimed and are lying in the Demat Account named and styled as "OMAXE LTD UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT".

The Company had sent reminders to all the Members of the above mentioned Shares on 6th May, 2017 and 30th June, 2017 and Notice regarding the same has been published in Business Standard (English & Hindi).

As per the General Circular No. 06/2017 dated 29th May, 2017 issued by Ministry of Corporate Affairs, IEPF Authority is considering to open special Demat Account for the transfer of Shares. Henceforth, if the unclaimed shares are not claimed by the time the IEPF Authority notifies the opening of Demat Account for the said transfers, the Company will initiate necessary steps to transfer shares



held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

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

9. The Register of Members and Share Transfer Books of the Company will remain closed from **September 22, 2017 to September 27, 2017** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.
10. The dividend, declared at the meeting, will be paid on or before **Thursday, October 26, 2017** to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Tuesday, September 26, 2017** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **Thursday, September 21, 2017**.
11. Reserve Bank of India has initiated NECS for credit of Dividend directly to the bank accounts of the Members. Members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digits MICR and 11 digits IFS Code), in respect of Shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Pvt. Ltd.
12. Under Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of Shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form SH-13 as per the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
13. Members holding Shares in Dematerialized mode are requested to intimate all changes pertaining to their Bank details, NECS & ECS mandates, nominations, Power of Attorney, change of address/ name/ email address etc. to their Depository Participant only and not to the Company or its Registrar and Share Transfer Agent. The said changes will be automatically reflected in the Company's records.
14. Members desirous of obtaining any information/ clarification(s)/ intending to raise any query concerning the annual accounts and operations of the Company, are requested to forward the same at least 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so that the same may be attended appropriately.
15. Pursuant to applicable provisions of the Companies Act, 2013, the unpaid/unclaimed dividend which remains unpaid or unclaimed for a period of 7 years from the date it became due for payment will be transferred by the Company to the Investors Education and Protection Fund. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for financial year 2012-13, 2013-14, 2014-15 & 2015-16 can be viewed on Company's website i.e. www.omaxe.com, which was uploaded in compliance with the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012. Unclaimed Dividend for the year 2007-08 has been transferred to the Investor Education and Protection Fund. Please note that no claim shall lie in respect of unpaid or Unclaimed Dividend after its transfer to the aforesaid Fund.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to Registrar, for consolidation into a single folio.
18. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. The Company is desirous to send various documents in electronic form to the email addresses provided by the members and made available by the depositories. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with the Registrar and Share Transfer Agent of the Company, if shares are held in physical mode or with their DP, if the holding is in electronic mode.

20. The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members on all working days between 14:00 - 16:00 hrs from **September 2, 2017 to September 27, 2017** at the Registered Office of the Company.
21. The Board of Directors has appointed Naveen Shree Pandey, NSP & Associates as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
22. The route map showing directions to reach the venue of the twenty-eighth AGM is annexed.
23. Voting through electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company provides to its members facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The Company is providing facility of voting through polling paper at the venue of the Meeting and Members attending the meeting who have not already cast their vote by e-voting can exercise their right at the meeting.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **September 23, 2017** at 9:00 a.m. and ends on **September 26, 2017** at 5:00 p.m. During this period, Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on cut-off date (Record Date) of **September 21, 2017**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.
 - V. Voting rights shall be reckoned on the paid up value of the Shares registered in the name of the Members/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **September 21, 2017**.
- VI. **The process and manner for remote e-voting are as under:**
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - a. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - c. Click on Shareholder – Login
Put user ID and password as initial password/ PIN noted in step (a) above. Click Login
 - d. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - e. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - f. Select "EVEN" of "Omaxe Limited".
 - g. Now you are ready for remote e-voting as Cast Vote page opens.
 - h. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm when prompted.
 - i. Upon confirmation the message "Vote cast Successfully" will be displayed.
 - j. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - k. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@corp.smith.org with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs



are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number)

USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote

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

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

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

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

X. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the Depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot paper.

XIII. The Scrutinizer shall, after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company www.omaxe.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

ITEM NO. 3

Considering the current market scenario, implications of GST and RERA, the Sector is passing through one of the most challenging times in its history. In order to overcome these challenging times, the Board of Directors has passed Resolution by Circulation and the Agenda of AGM in respect of declaration of Dividend had been amended to the extent that Dividend will be declared only to Public Shareholders.

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

ITEM NO. 5

APPOINTMENT OF M/S BSD & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS IN PLACE OF RETIRING AUDITORS, M/S DOOGAR & ASSOCIATES, CHARTERED ACCOUNTANTS

Though not required statutorily, the below statement is provided as an additional information to the members.

M/s Doogar & Associates, Chartered Accountants, has been associated with the Company as the Statutory Auditors since 2005. As per the provisions of Section 139 of the Companies Act, 2013 ("Act") read with Rules made thereunder, no Listed Company can appoint or re-appoint an audit firm as an Auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a time period to comply with the aforesaid requirements i.e. a period which shall not be later than the date of the first Annual General Meeting of the company held after three years from the date of commencement of this Act.

M/s BSD & Co., Chartered Accountants (Firm Registration No. 000312S) have consented to the said appointment and confirmed that they are eligible for appointment as Statutory Auditors of the Company under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, they have also confirmed that they are not disqualified from being appointed as Statutory Auditors under the applicable provisions of the Act and the rules or regulations made thereunder and proposed appointment will be as per the terms provided under the provisions of the Act.

In view of the above, M/s BSD & Co., Chartered Accountants, being eligible for appointment and based on the recommendation of the Audit Committee, the Board of Directors has proposed the appointment of M/s BSD & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of five years to hold the office of Statutory Auditors from the conclusion of this AGM till the conclusion of AGM to be held in the year 2022 (subject to

ratification of their appointment at every AGM).

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

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

ITEM NO 6.

APPOINTMENT OF MS. SHRUTI DVIVEDI SODHI (DIN: 02058258), AS AN INDEPENDENT DIRECTOR

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Ms. Shruti Dvivedi Sodhi (DIN: 02058258) was appointed as Additional Director in the capacity of Independent Director of the Company w.e.f. May 29, 2017. Accordingly, Ms. Shruti Dvivedi Sodhi shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from a member of the Company, alongwith required deposit proposing the candidature of Ms. Shruti Dvivedi Sodhi for the office of Independent Director of the Company.

Ms. Shruti Dvivedi Sodhi, has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Shruti Dvivedi Sodhi fulfills the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for her appointment as Independent Director of the Company and she is independent of the Management. Ms. Shruti Dvivedi Sodhi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has given her consent to act as Director.

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

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

Except Ms. Shruti Dvivedi Sodhi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item No. 6.

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

ITEM NO 7.

APPOINTMENT OF MR. SRINIVAS KANAKAGIRI (DIN: 00443793), AS AN INDEPENDENT DIRECTOR

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Srinivas Kanakagiri (DIN: 00443793) was appointed as Additional Director in the capacity of Independent Director of the Company w.e.f. July 29, 2017. Accordingly, Mr. Srinivas Kanakagiri shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member of the Company, alongwith required deposit proposing the candidature of Mr. Srinivas Kanakagiri for the office of Independent Director of the Company.

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

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

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

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

Except Mr. Srinivas Kanakagiri, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item No. 7.

The Board recommends the Resolution as set out in Item no. 7 for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO 8.

APPROVAL OF REMUNERATION OF M/S S. K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18

The Board, at the recommendation of the Audit Committee, has approved the appointment of M/s S. K. Bhatt & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the Cost Records of the Company for the Financial Year



ending March 31, 2018 at a remuneration of Rs.1,50,000 (Rupees One Lakh and Fifty Thousand only) plus out of pocket expenses and applicable taxes. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be confirmed and approved by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.8 of the Notice for confirmation and approval of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2018.

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

ITEM NO 9.

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

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

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

After such Special Resolution, an invitation for said Securities can be made during the year, therefore it is proposed to offer or invite subscriptions for said Securities, in one or more tranches, as the Board may deem fit, for an aggregate amount of INR 500 Crore (Rupees Five Hundred Crores only) or its equivalent in any other currency, with authority to the Board to determine the terms and conditions as referred in the resolution, including the Nominal value / issue price, interest, repayment, redemption, utilization, security, listed and / or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent

or approval of the Members.

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

The Board recommends item No. 9 regarding issuance/ allotment of secured / unsecured / redeemable/ non-redeemable/ convertible/ non-convertible / listed/unlisted and/or other securities for approval of the members by way of Special Resolution.

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

ITEM NO. 10

The members may kindly be informed that vide Resolution passed by the Shareholders through Postal Ballot on August 4, 2014 the Board had been authorized to borrow monies upto Rs.3,000 crores under section 180(1)(c) of the Companies Act, 2013 with the coming into effect of the Companies Act, 2013 and as per the corresponding provisions of Section 180(1) (c) were notified on September 12, 2013.

The Company had, from time to time, borrowed funds for various purposes and created security in terms of existing authorisation. Keeping in view operational expansion of business activities in the Company, the company needs to borrow from time to time. The company will use funds for the execution of various projects in hand or to be taken up and for such other purposes including general corporate purposes as the Board may deem fit from time to time. Accordingly for such borrowing the Company needs to provide suitable Security/ Charge on its Assets and Properties.

Hence, in order to comply with the provisions of borrowings and creation of security under the Companies Act, 2013, consent of Members is hereby required by way of proposed Special Resolution(s).

The Board of Directors of your Company has approved this item in the Board Meeting held on July 29, 2017 and recommends the Resolution as set out in the Notice for the approval of Members of the Company as Special Resolution.

None of the Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their Shareholding in the Company, if any.

ITEM NO. 11

The particulars of the Related Party Transactions, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Details of Contract or Arrangement with Related Party(ies) during the FY 2016-17

RPT u/s 188(1) of Companies Act, 2013 / Regulation 23 of SEBI (LODR) Regulations, 2015	Name of the Related Party	Name of Directors / KMP who is related, if any	Nature of Relationship	Particulars of Transaction
Pledging of Shares for securing repayment of Loan by the Company*	Guild Builders Private Limited	Mr. Rohtas Goel, Mr. Sunil Goel & Mr. Jai Bhagwan Goel	Holding Company	Pledging of Shares of Omaxe Limited for securing repayment of Principal Loan aggregating to Rs.272 Crores taken by the Company and its Related parties.
Bank Guarantees/ Corporate Guarantees/ Providing Securities on behalf of*	<ul style="list-style-type: none"> • Manik Buildcon Private Limited • Jishnu Buildcon Private Limited • Fast track Developers Private Limited • Kartik Buildhome Private Limited • Lohith Developers Private Limited • Jayant Buildhome Private Limited • Sri Balaji Green Heights Private Limited • Agasthya Properties Private Limited • Advay Properties Private Limited • Advaita Properties Private Limited • Udal Properties Private Limited • Krishan Kripa Buildcon Private Limited • Parveen Buildcon Private Limited • Source Developers Private Limited • Sankalp Realtors Private Limited • Garg Realtors Private Limited • Guild Builders Private Limited 		Holding / Group Company	Providing Securities/ Bank Guarantees/ Corporate Guarantees for securing repayment of Principal Loan aggregating to Rs.480 Crores taken by the Company and its Related parties.
Giving Personal Guarantee*	Mr. Rohtas Goel	Mr. Rohtas Goel, Mr. Sunil Goel & Mr. Jai Bhagwan Goel	Managing Director	Giving Personal Guarantee for securing repayment of Principal Loan aggregating to Rs.552 Crores taken by the Company and its Related parties.
Giving Personal Guarantee*	Mr. Sunil Goel	Mr. Rohtas Goel, Mr. Sunil Goel & Mr. Jai Bhagwan Goel	Managing Director	Giving Personal Guarantee for securing repayment of Principal Loan aggregating to Rs.593 Crores taken by the Company and its Related parties.

* As per requirement of Banks/financial institutions

Further approval of the Shareholders is required to authorize the Board of Directors or its duly empowered Committee to enter into contracts /arrangements /transactions with Related parties, as stipulated in the Policy on Related Party Transactions of the Company, on such terms and conditions as may be mutually agreed upon, which may exceed the materiality threshold by an aggregate amount not exceeding Rs.7,500 Crores individually and/or collectively.

The Board of Directors recommends the Resolution set forth in item No.11 for approval of the Shareholders as an Ordinary Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their Shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives

is concerned or interested, financially or otherwise, in this Resolution.

For and on behalf of the Board
For **Omaxe Limited**
Sd/-

Rohtas Goel
Chairman and Managing Director
(DIN: 00003735)

Place: New Delhi
Date: July 29, 2017

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



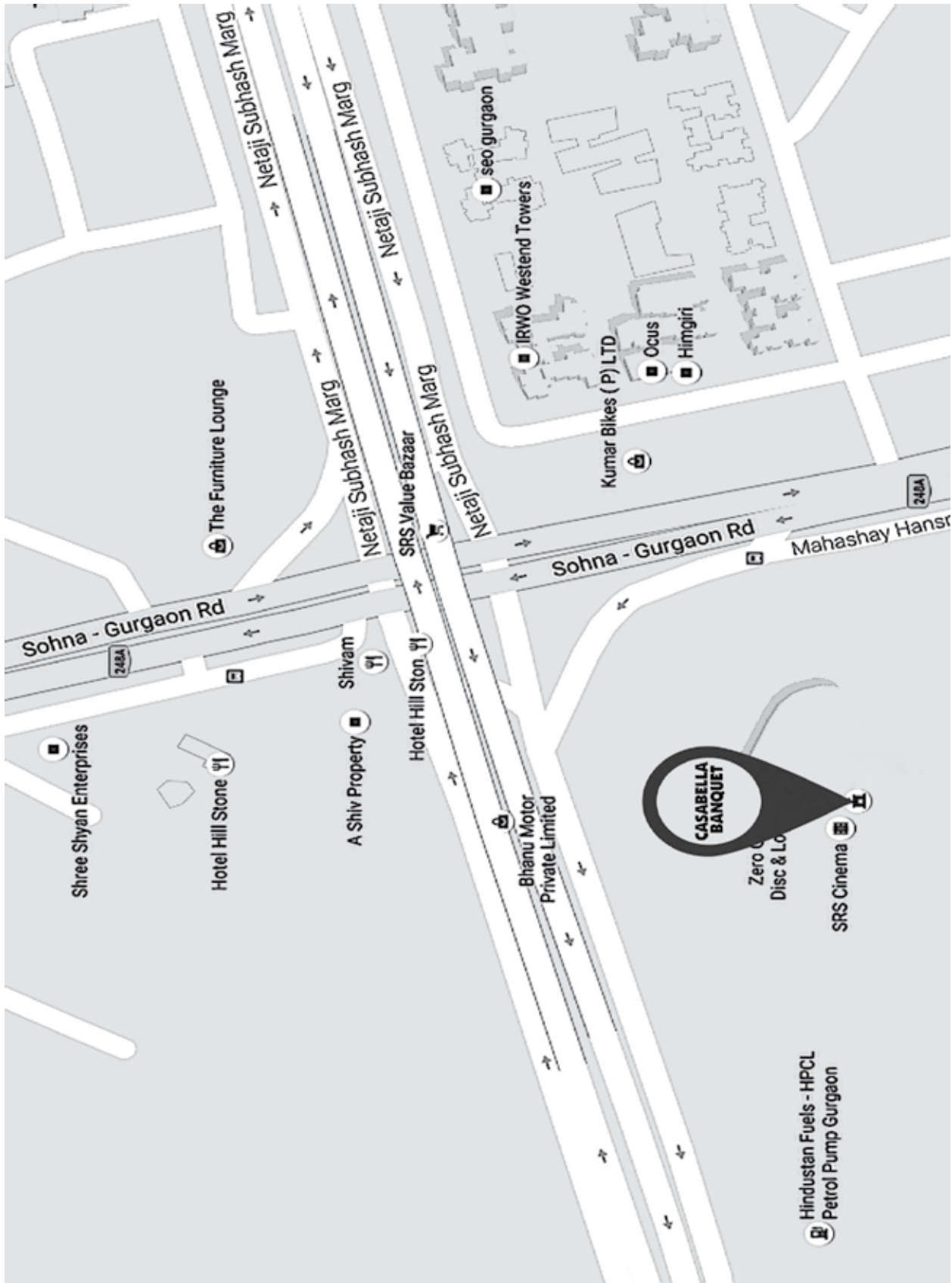
**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING
ANNEXURE 'A'**

Name of Director	Mr. Sunil Goel (DIN: 00003743)	Ms. Shruti Dvivedi Sodhi (DIN: 02058258)	Mr. Srinivas Kanakagiri (DIN: 00443793)
i) Date of Birth/Age	October 13, 1963 / 54 years	December 25, 1972 / 44 years	October 6, 1962 / 55 years
ii) Qualifications	Master of Arts (Maths) from RSA, Mathura, Uttar Pradesh	B.A.(Hons.), LLB from Miranda House, Campus of Law, Delhi University	Commerce Graduate, Cost Accountant & Chartered Accountant
iii) Experience	Mr. Sunil Goel has over 25 years of experience and is look after day to day affairs of the Company under the overall supervision of Chairman and Managing Director and Board of Directors.	Ms. Shruti Dvivedi Sodhi has over 20 years of rich experience across leading law firms and multinational organizations in India. She is a subject matter expert in financial services and telecommunication industry with extensive experience of dealing with various regulators. She has diverse experience in handling complex transactions.	Mr. Srinivas Kanakagiri has over 25 years' experience in the field of financial services & a veteran in Capital Markets. He was associated with the UTI Group for more than two decades; Srinivas started Saffron Capital Advisors (P) Limited in January 2007 to pursue his areas of interest. He has been serving as a Director on the Board of Association of Merchant Bankers of India for the last five years and is currently the Association Vice -Chairman.
iv) Terms and Conditions of Re- appointment	Regularization of Director	N.A.	N.A.
v) Details of Remuneration sought to be paid	Within approved limits	Sitting fee Rs.40,000/- per Board Meeting & Audit Committee meeting and Rs. 25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 pa	Sitting fee Rs.40,000/- per Board Meeting & Audit Committee meeting and Rs. 25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 pa
vi) Last Remuneration drawn	Rs.96,00,000 p.a.	N.A.	N.A.
vii) Date of first appointment on the Board	17/05/1999	29/05/2017	29/07/2017
viii) No. of shares held	3336120	Nil	Nil
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Rohtas Goel, Chairman and Managing Director and Mr. Jai Bhagwan Goel, Whole Time Director are the brothers of Mr. Sunil Goel.	Nil	Nil
x) No. of Board Meetings attended/ held during Financial Year 2016-17	2 out of 5	N.A.	N.A.
xi) Directorships held in other companies	1. Omaxe Infotech City Developers Limited	1. SVAS ARC Private Limited	1. Association of Investment Bankers of India
	2. Omaxe Power Private Limited		2. Saffron Capital Advisors Private Limited
	3. Examo Estate Management Private Limited		3. Smart Functional Foods Private Limited
	4. Omaxe Connaught Place Mall Limited		4. Goldhill Consultancy Services Private Limited

Name of Director	Mr. Sunil Goel (DIN: 00003743)	Ms. Shruti Dvivedi Sodhi (DIN: 02058258)	Mr. Srinivas Kanakagiri (DIN: 00443793)
	5. Bharatbhoomi Township Limited		5. Saffron Financial Advisory & Consultancy Services Private Limited
	6. Annay Realtors Private Limited		6. Saffron Nutraceuticals Private Limited
	7. Omtech Infrastructure and Construction Limited		7. S F Distributors Private Limited
	8. Omaxe Housing and Commercial Projects Limited		
	9. P N Buildcon Private Limited		
	10. Rocky Valley Resorts Private Limited		
	11. Omaxe Rajasthan SEZ Developers Limited		
	12. Hansa Properties Private Limited		
	13. Buildwell Builders Private Limited		
	14. B D Agarwal Securities Private Limited		
	15. Jai Bhoomi Projects Limited		
	16. Omaxe Pragati Maidan Exhibition Limited		
xii) Chairman/ Member of the Committee of the Board of Directors of the Company as on March 31, 2017	Member of Executive Committee, Share/ Debenture Transfer Committee.	NIL.	NIL
xiii) Committee position held in other companies			
a. Audit Committee	NIL	NIL	NIL
b. Stakeholders' Relationship Committee	NIL	NIL	NIL
c. others	NIL	NIL	NIL



ROUTE MAP FOR AGM VENUE





Omaxe Limited

(CIN: L74899HR1989PLC051918)

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

Corporate Office: 'Omaxe House', 7, Local Shopping Centre, Kalkaji, New Delhi-100019
Tel: 91-11-41893100, 41896680-85, Fax: 91-11-41896653, Website: www.omaxe.com

PROXY FORM - MGT - 11

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

Name of the Member(s)
Registered Address.....
E-mail Id:.....
Folio No / Client Id: DP ID:
I / We, being the member(s) of shares of the above mentioned company,
hereby appoint

- Name: E-mail Id:
Address:.....
Signature:
or failing him/her
- Name: E-mail Id:
Address:.....
Signature:
or failing him/her
- Name: E-mail Id:
Address:.....
Signature:
or failing him/her

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at 28th Annual General Meeting of the company, to be held on Wednesday, the 27th day of September, 2017 at 11. A.M.at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res No	Description	For	Against
1	Adoption of Audited Financial Statements and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2017		
2	Declaration of Dividend on preference shares		
3	Declaration of Dividend on Equity shares		
4	Reappointment of Mr. Sunil Goel, who retires by rotation		
5	Appointment of M/s BSD & Co., Chartered Accountants as Statutory Auditors in place of retiring Auditors, M/s Doogar & Associates, Chartered Accountants and to fix their remuneration		
6	Appointment of Ms. Shruti Divedi Sodhi as an Independent Director of the Company for a term of five years		
7	Appointment of Mr. Srinivas Kanakagiri as an Independent Director of the Company for a term of five years		
8	Approval of remuneration of M/s S. K. Bhatt & Associates, Cost Accountants as Cost Auditor of the Company for the Financial Year 2017-18		
9	Private placement of Secured / Unsecured / redeemable / non-redeemable Convertible / Non-Convertible Listed/ Unlisted Debenture and/or other Debt Securities.		
10	To consider and take fresh limits of borrowings for a sum not exceeding of Rs.3,000 Crores (Rupees Three Thousand Crores Only) (i.e. the principal amount) under section 180(1)(c) of the companies act, 2013		
11	To ratify and confirm and to enter into contracts/arrangements/transactions with related parties for an aggregate amount not exceeding Rs.7,500 Crore under section 188 of the companies act, 2013		

Dated: _____ day of _____ 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

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



Omaxe Limited

(CIN: L74899HR1989PLC051918)

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Corporate Office: 'Omaxe House', 7, Local Shopping Centre, Kalkaji, New Delhi-100019
Tel: 91-11-41893100, 41896680-85 Fax: 91-11-41896679,
E-mail: secretarial@omaxe.com, Website: www.omaxe.com

ATTENDANCE SLIP

Twenty Eighth Annual General Meeting
Wednesday, the 27th day of September, 2017 at 11.00 a.m.

Srl. No.

Registered Folio No. / DP ID & Client ID :

Name and Address of Member (s) :

Joint Holder (s) :

No. of Shares :

I/We hereby record my/our presence at the Twenty Eighth Annual General Meeting of the Company held on Wednesday, the 27th day of September, 2017 at 11.00 a.m., at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

Member's/ Proxy's Signature

Notes:

- Members holding shares in physical form are requested to advise the change in their address, if any, to M/s Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area-I, New Delhi- 110028.
- Members are informed that no duplicate slips will be issued at the venue of the Meeting and they are requested to bring this slip for the meeting.
- Please note that no gift or gift coupons will be distributed.

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



Electronic Voting Particulars

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed on the Notice of 28th Annual General Meeting to be held on 27th September, 2017. The voting period starts from 9.00 a.m. (IST) on Saturday, 23rd September, 2017 and ends at 5.00 p.m. (IST) on Tuesday, 26th September, 2017. The voting modules shall be disabled by NSDL for voting thereafter.