

OL/SE/116/July 18-19

July 25, 2018

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

SUBJECT: NOTICE OF 29TH ANNUAL GENERAL MEETING, RECORD DATE AND BOOK CLOSURE

Dear Sir/Madam,

Pursuant to Regulations 30, 42 and 44 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform as under:

1. The 29th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Thursday, August 23, 2018 at 11:30 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram – 122001.
2. Pursuant to Provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 18, 2018 to Thursday, August 23, 2018 (both days inclusive) for the purpose of taking record of the Members of the Company for the purpose of determining eligibility for payment of dividend.

BSE Scrip Code	NSE Symbol	Type of Security	Book Closure (both days inclusive)		Record Date	Purpose
532880	OMAXE	EQUITY	August 18, 2018	August 23, 2018	August 17, 2018	Taking record of the Members of the Company for the purpose of determining eligibility for payment of dividend

 For OMAXE LIMITED


"This is to inform that please make all correspondence with us on our Corporate Office Address only" Company Secretaries

OMAXE LIMITED

Corporate Office: 7, Local Shopping Centre, Kalkaji, New Delhi-110019.
 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)
 Toll Free No. 18001020064, Website: www.omaxe.com, CIN: L74899HR1989PLC051918

The Final Dividend on Equity Shares as recommended by the Board of Directors if approved at the AGM, will be paid to those eligible Public Shareholders or their mandates as under:

- (a) whose names appear as Beneficial Owners at the end of the business hours on **Friday, August 17, 2018** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and
- (b) whose names appear as Members on the Company's Register of Members after giving effect to valid transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **Friday, August 17, 2018**.

The Final Dividend on Preference Shares as recommended by the Board of Directors if approved at the AGM, will be paid to Preference Shareholders.

3. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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, the remote e-voting period shall commence on Monday, August 20, 2018 at 9:00 a.m. and shall end on Wednesday, August 22, 2018 at 5:00 p.m. Further, the Company has fixed August 17, 2018 as the cut-off date (Record Date) for remote e-voting.

Consequently, the same cut-off date of August 17, 2018 would record entitlement of the Shareholders who do not cast his/her vote electronically, to cast vote through Physical Ballot/Tablet voting at the 29th AGM to be held on August 23, 2018.

A copy of the Notice of the AGM and Annual Report - 2017-18 is enclosed herewith.

This is for your information and record.

Thanking You

Yours' faithfully

For Omaxe Limited

 **OMAXE LIMITED**

Shubha Singh
Company Secretary
Company Secretary

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Omaxe Limited will be held on Thursday, the 23rd day of August, 2018 at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram – 122001, Haryana at 11.30 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, 2018, 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, 2018.
2. To declare Dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2017-18.
3. To declare Dividend on Equity Shares for the financial year 2017-18 only to Public Shareholders.
4. To appoint a Director in place of Mr. Jai Bhagwan Goel (DIN 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To consider ratification of remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors of the Company for FY ending on March 31, 2019 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, appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2019, be paid a remuneration of Rs.1,75,000/- (Rupees one lakh seventy five thousand only) plus out of pocket expenses and applicable taxes.

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

6. To consider issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Nonconvertible Debentures and such other securities and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(C) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendments thereto or re-enactment thereof, for the time being in force and applicable provisions, if any of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013 (collectively, the “Companies Act”), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015, the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, (“FEMA”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Government of India (“Gol”), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Gol and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and

is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value Rs.10 each ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs.750 Crores (Rupees Seven Hundred and Fifty Crores only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of

Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue").

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible

convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, or the Depository Receipt Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as

they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

7. To consider Private Placement of Secured / Unsecured / Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/ Unlisted Debentures 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 a **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."

8. To consider conversion of loan(s) into equity on occurrence of event of default, pursuant to Section 62(3) and other applicable provisions, if any, 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 pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), permission(s)

or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board in respect of the financial assistance extended / to be extended by the Lender(s) / Financial Institution(s) / Bank(s) (including a Rupee Term Loan Facility availed or to be availed) such that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements, Bank(s) / Financial Institution(s) at its option may be able to convert the outstanding facility or part thereof to ordinary Equity Shares in the Company upon such terms and conditions of such lending arrangements and or as deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI regulations at the time of conversion.

RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to such Lender(s) /Bank(s) / Financial Institution(s).

RESOLVED FURTHER THAT the ordinary Equity Shares to be so allotted and issued to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or to any Committee of Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution."

9. To consider & recommend the commission upto 1% (One Percent) of the Net Profits of the Company to the Directors who are not in the whole time employment of the Company and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including the statutory modifications or re-enactment thereof for the time being in force) read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with Articles of Association and Policy of Appointment and Remuneration of Directors of the Company, approval of the Members be and is hereby accorded for payment of Commission of upto 1% (one percent) of the Net Profits of the Company as calculated under Section 198, to the non- executive directors of the Company, who are not in the whole time employment of the Company, in each Financial Year over a period of five years i.e. from 2018-19 to 2022-2023.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to determine, subject to the aforementioned limit, the exact amount of commission payable to any one or more non executive director(s) of the Company and the manner, periodicity and interval of such payment as it may deem fit and to vary or modify the amount of commission, from time to time, as it may deem fit at the recommendation of Nomination and Remuneration Committee, provided however that such variation/ modification is within the limit of 1% (one percent) of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013 (including any modification/ re-enactment thereof) and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and /or the Company Secretary be and are hereby authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

10. To consider and recommend the re-appointment of Mr. Rohtas Goel as Managing Director under the designation of Chairman and Managing Director of the Company 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 152, 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act and provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/ or approval of any appropriate authority(s) under said Act or any other applicable law, Rules and Regulations for the time being in force as amended from time to time and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the reappointment of Mr. Rohtas Goel (DIN:00003735) as Managing Director under the designation of Chairman and Managing Director of the Company not liable to

retire by rotation, for a period of five years with effect from 1st April, 2018 to 31st March, 2023 on the terms and conditions including remuneration as set out below with the authority to the Board to alter and vary the terms and conditions of the said re-appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of Nomination and Remuneration Committee.

i.	Tenure of appointment	: 5 years w.e.f. 1st April, 2018 to 31st March, 2023
ii.	Basic Salary	: upto Rs.40,00,000/-per month
		Basic Salary and/or Annual increment shall be paid as the Board may deem fit, at such quantum, periodicity and intervals, at the discretion of the Board and subject to overall limits as prescribed, from time to time, under the Companies Act, 2013 and rules made there under.
iii.	Commission	: Upto 2% of the Net Profit of the Company
iv.	Housing	: House Rent Allowance may be provided by the Company as per Company Policies. Or The Company may provide fully furnished accommodation alongwith its upkeep and maintenance including, payment towards electricity, water, security, servant(s), gardening etc. at the discretion of the Board from time to time.

v. Prerequisites:

- a) **CAR:** Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
- b) **TELEPHONE (INCLUDING MOBILE PHONE):** Charges for rental, local and official long distance calls for telephone at residence and mobile phone will be reimbursed by the Company.
- c) **CLUB FEES:** Fee(s) of club(s) including annual charges and other fee(s) or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.
- d) **EDUCATION:** Actual Expenses of education for dependents of Chairman and Managing Director, subject to maximum of one month basic salary on annual basis, payable as per the request of Chairman and Managing Director.

- e) **PERSONAL MEDICAL:** Reimbursement of all medical expenses/premium amounts of any Medclaim Policy etc. for self and family as per the rules of the Company.
- f) **INSURANCE:** Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life, personal and accidental insurance.
- g) **ANNUAL LEAVE:** The Chairman and Managing Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
- h) **LEAVE TRAVEL ASSISTANCE:** For self and family subject to a ceiling of one month's salary per year.
- i) **CONTRIBUTIONS:** to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of services in accordance with Payment of Gratuity Act, 1972.

RESOLVED FURTHER THAT other terms and conditions of appointment of Mr. Rohtas Goel shall be as per the rules and policies of the Company applicable to all the employees of the Company except those mentioned in this resolution.

RESOLVED FURTHER THAT subject to the Schedule V of the Companies Act, 2013 the aforesaid remuneration shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum remuneration comprising salary and perquisites to Mr. Rohtas Goel in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors may at recommendation of Nomination and Remuneration Committee, from time to time, vary or modify the above terms including remuneration as it thinks fit during the tenure of appointment, provided however that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and /or the Company Secretary be and are hereby authorized to take all such steps,

acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

For and on behalf of the Board
For **Omaxe Limited**
Sd/-
Rohtas Goel
Chairman and Managing Director

Place: New Delhi
Date: May 23, 2018
(DIN:00003735)

REGISTERED OFFICE:

Shop No.- 19-B, First Floor, ;
Omaxe Celebration Mall, Sohna Road,
Gurugram - 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 10 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 together with the specimen signature(s) of their authorized 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. Jai Bhagwan Goel, Whole Time Director is liable to

retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. The relevant details as required pursuant to Regulation 36(3) of the SEBI (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(s) seeking appointment / re-appointment as Director at the Annual General Meeting are provided in **Annexure A** to the Explanatory Statement as required under Section 102 of the Companies Act, 2013 and in the Report on Corporate Governance forming part of the Annual Report.

5. The Members of the Company had approved the appointment of M/s BSD & Co., Chartered Accountants, as the Statutory Auditors at the Twenty Eighth AGM of the Company which is valid till Thirty Third AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, and enforcement of relevant provisions on 7th May, 2018 by Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by members at every Annual General Meeting is no longer required.
6. 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. In case of joint holder attending the meeting only such joint holders who is higher in order of names will be entitled to vote at the meeting.
7. 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.
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 IEPF Account.

There were 6208 Shares as on 31st March, 2018 issued pursuant to the public issue and bonus issue done in the financial year 2007-08 and 2013-14, respectively 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 and Notice regarding the same was published in newspapers.

If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, 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](http://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. 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 & 2016-17 can be viewed on Company's website i.e. www.omaxe.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, August 18, 2018 to Thursday, August 23, 2018** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.

11. The dividend, declared at the meeting, will be paid on or before **Friday, September 21, 2018** to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Friday, August 17, 2018** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the Shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **Friday, August 17, 2018**.
12. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
- 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.
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
- SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
15. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, 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 address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
17. 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 **July 29, 2018 to August 22, 2018** at the Registered Office of the Company & will also be available at the venue of AGM.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the AGM.
19. The Board of Directors has appointed Mr. Naveen Shree Pandey as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
20. The route map showing directions to reach the venue of the twenty-ninth AGM is annexed.
21. Voting through electronic means:
- I. In compliance with provisions of Section 108 of

the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 **August 20, 2018** at 9:00 a.m. and ends on **August 22, 2018** 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 **August 17, 2018**, 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. **August 17, 2018**.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web

browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. Select "EVEN" of "Omaxe Limited".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to naveen4567.shreel@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. 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.
5. 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.

6. 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 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.
7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.omax.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.

- VII. 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. August 17, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

ITEM NO. 3

The Real Estate Sector is passing through challenging times. Considering the current market scenario and changes in Regulatory and Taxation environment, RERA and GST, the Board, at the recommendation of the Audit Committee, has recommended Equity dividend to only Public Shareholders at the rate of 7% per equity share i.e. Re 0.70 per equity share for the Financial Year ended on March 31, 2018.

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

ITEM NO. 5

RATIFICATION OF REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19

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 FY 2018-19 at a remuneration of Rs.1,75,000 (Rupees One Lac and Seventy Five 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 ratified by the Members of the Company. Accordingly, consent of the Members is for confirmation and ratification of the remuneration payable to the Cost Auditors for the FY 2018-19.

The Board recommends the Ordinary Resolution as set out at item No.5 for approval of Members.

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. 6

ISSUE, OFFER AND ALLOT EQUITY SHARES, GDRS, ADRS, FOREIGN CURRENCY CONVERTIBLE BONDS, CONVERTIBLE OR NON CONVERTIBLE DEBENTURES AND SUCH OTHER SECURITIES

This Special Resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non Convertible Debentures, Preference Shares convertible into equity Shares and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This Special Resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs.750 Crores or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes. The special resolution seeks to empower the Board to issue by way of one or more public and/or private offerings, and/ or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as

defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board.

Further, if any issue of securities is made by way of QIP the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolution as set out at item No.6 for approval of Members.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or members.

ITEM NO. 7

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 Rs. 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 Rs. 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 the Special Resolution as set out at item No.7 for approval of Members.

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. 8

CONVERSION OF LOAN(S) INTO EQUITY ON OCCURRENCE OF EVENT OF DEFAULT, PURSUANT TO SECTION 62(3) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013

To meet funding requirements towards proposed capital expenditures, operational expenditure and working capital with respect to the real estate projects of the Company, its Subsidiaries and Associate Companies and for general corporate purposes, your Company has availed / will avail financial assistance by way of Rupee Term Loans, Non convertible Debentures, Foreign Currency Loans, FCCB, Corporate Loans etc., from time to time from various lenders i.e. Bank(s) / Financial Institution(s) / Lender(s) upon such

terms and conditions stipulated by them and approved by the Board.

One of the terms of sanction provides that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements the Bank(s) / Financial Institution(s) and other lenders may be entitled to exercise the option to convert whole or part of their outstanding facility into fully paid up ordinary Equity Shares of the Company at a price to be determined in accordance with the applicable SEBI regulations at the time of such conversion.

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Bank(s) / Financial Institution(s) or lenders (including a Rupee Term Loan Facility being currently availed from ECL Finance Limited) insist for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided under the lending arrangements in the facility agreements.

Allotment of Equity Shares as above requires prior approval of the Members by way of Special Resolution.

The Board recommends the Special Resolution as set out at item No.8 for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolution except to the extent of their respective shareholdings in the Company if any.

ITEM NO. 9

PAYMENT OF COMMISSION UPTO 1% (ONE PERCENT) OF THE NET PROFITS OF THE COMPANY TO THE DIRECTORS WHO ARE NOT IN THE WHOLE TIME EMPLOYMENT OF THE COMPANY

The company was authorized to pay commission of upto 1% of the net profits of the Company to the Non Executive Directors, who are not in the whole time employment of the Company for five years i.e. from 2013- 14 to 2017-18 pursuant to Members approval dated 26th September, 2013. A commission of Rs.5 lacs p.a. has been paid to each Non Executive Directors.

Since the term of five years has expired the Board has proposed for continuation of payment of commission of upto 1% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 to the non executive directors of the Company, who are not in the whole time employment of the Company over a period of five years i.e. from FY 2018-19 to FY 2022-2023. This is an enabling provision. The Company has been paying commission of Rs.5 lacs p.a. to each non-executive Director and shall

continue to pay the same for FY 2018-19.

In accordance with the provisions of Section 197 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration by way of commission upto 1% of the net profits may be paid to the Directors other than the Executive Chairman and Managing Director subject to the approval of shareholders.

The Board recommends the Ordinary Resolution as set out at item No.9 for approval of Members.

All the Non-executive Directors of the Company and their relatives are concerned or interested in passing of this resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution.

As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the details are appended in Annexure A in respect of the non-executive directors who are entitled for commission.

ITEM NO. 10

RE-APPOINTMENT OF MR. ROHTAS GOEL AS MANAGING DIRECTOR UNDER THE DESIGNATION OF CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS W.E.F. 1ST APRIL, 2018 TO 31ST MARCH, 2023 NOT LIABLE TO RETIRE BY ROTATION.

The appointment term of Mr. Rohtas Goel, Chairman and Managing Director was approved by the Members for five years i.e. from 1st April, 2013 to 31st March, 2018 in their meeting held on September 26, 2013. At the recommendation of NRC, the Board considered and recommends to the Members the re-appointment of Mr. Rohtas Goel as Managing Director under the designation of Chairman and Managing Director of the Company for a period of five years w.e.f. 1st April, 2018 to 31st March, 2023 not liable to retire by rotation.

Mr. Rohtas Goel is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. Mr. Goel is a civil engineer with experience of over 31 years in the field of construction and real estate business. Mr. Goel started his professional career with a private construction firm, but later undertook his own entrepreneurial journey.

Mr. Goel is a visionary. He diversified Company's business into Tier II & III cities at an early stage where he saw huge potential to be tapped and a lot of demand-supply gap to bridge. The pace and growth in number of projects over the last few years proves the increasing confidence of the people in brand Omaxe. A true leader, Mr. Goel believes in direction than distance. Throughout his entrepreneurial journey, he has astutely led a strong and talented workforce that strives

hard each day to build Omaxe into a bigger brand. Mr. Goel's positive thinking and the ability to rise above mundane makes him a name to reckon with in the real estate industry.

Mr. Goel has won several awards and accolades, been invited to national and international conferences, has had two terms as President of National Real Estate Development Council (NAREDCO) and has emerged as a prominent voice of the real estate industry.

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

As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India, a brief resume of Mr. Goel is appended in Annexure A in to the explanatory statement and in the report of Corporate Governance.

The Board recommends the Resolution as set out at item No.10 for approval of Members.

Except Mr. Rohtas Goel as appointee Director and Mr. Mohit Goel and Mr. Jai Bhagwan Goel being relative of the appointee Director, none of the Director directly or indirectly is concerned or interested whether financial or otherwise in the proposed resolution.

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

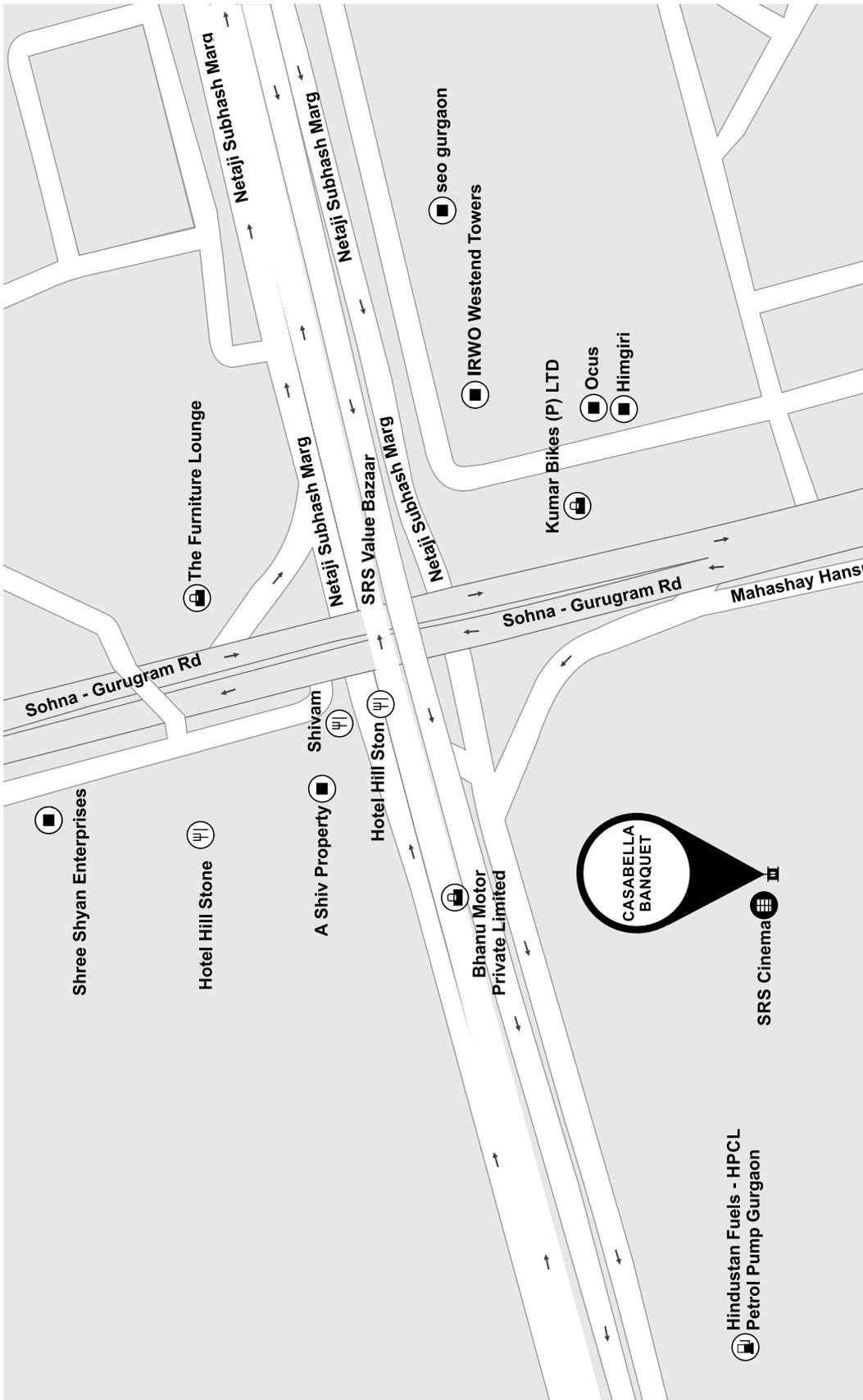
Sd/-
Rohtas Goel
Chairman and Managing Director

Place: New Delhi
Date: May 23, 2018
(DIN:00003735)

REGISTERED OFFICE:

Shop No.- 19-B, First Floor, ;
Omaxe Celebration Mall, Sohna Road,
Gurugram - 122001, Haryana

ROUTE MAP FOR AGM VENUE





Omaxe Limited

(CIN: L74899HR1989PLC051918)

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

Corporate Office: 'Omaxe House', 7, Local Shopping Centre, Kalkaji, New Delhi-110019
Tel: 91-11-41893100, 41896680-85, Fax: 91-11-41896679

E-mail: secretarial@omaxe.com, Website: www.omaxe.com

ATTENDANCE SLIP

Twenty Ninth Annual General Meeting
Thursday, the 23rd day of August, 2018 at 11.30 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 Ninth Annual General Meeting of the Company held on Thursday, the 23rd day of August, 2018 at 11.30 a.m., at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram - 122001, Haryana.

Member's/ Proxy's Signature

Notes:

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

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 29th Annual General Meeting to be held on 23rd August, 2018. The voting period starts from 9.00 a.m. (IST) on Monday, 20th August, 2018 and ends at 5.00 p.m. (IST) on Wednesday, 22nd August, 2018. The voting modules shall be disabled by NSDL for voting thereafter.



Omaxe Limited

(CIN: L74899HR1989PLC051918)

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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:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at 29th Annual General Meeting of the company, to be held on Thursday, the 23rd day of August, 2018 at 11.30 a.m. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-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 (including consolidated financial statements) and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2018		
2	Declaration of Dividend on Preference Shares		
3	Declaration of Dividend on Equity Shares only to Public Shareholders		
4	Reappointment of Mr. Jai Bhagwan Goel who retires by rotation		
5	Ratification of remuneration of M/s S.K. Bhatt & Associates, Cost Accountants as Cost Auditor of the Company for the FY 2018-19		
6	Issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-Convertible Debentures and such other securities		
7	Private Placement of Secured / Unsecured / Redeemable / Non-Redeemable / Convertible / Non-Convertible / Listed / Unlisted Debenture and/or other Debt Securities		
8	Conversion of loan(s) into equity on occurrence of event of default, pursuant to Section 62(3) of the Companies Act, 2013		
9	Payment of Commission to Non-Executive Directors		
10	Re-appointment of Mr. Rohtas Goel as Managing Director		

Dated: _____ day of _____ 2018

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.

AT OMAXE WE PROVIDE ADDRESSES TO ASPIRATIONS.



OUR VISION

To be a trusted leader in the real estate sector contributing towards a progressive India.

OUR MISSION

To provide customer satisfaction and create value for stakeholders through professionalism, transparency, quality, cutting-edge technology and social responsibility.

YOUR GUIDE TO THIS REPORT

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Caution regarding Forward-Looking Statements

We have used a few forward-looking (futuristic) statements throughout the report solely to articulate our future growth prospects and to exemplify our intended milestones. However, the actual results may vary from the forward-looking statements as the business is subject to a number of risks and uncertainties according to the market scenario. For reader's reference, we have used words like 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar nature to signify every forward-looking statement. We do not guarantee that these statements will stand true, but we believe that these are backed up by prudent assumptions. The achievement of the result may vary due to risks, uncertainties and inaccurate assumptions. If in case, certain unforeseen risks or uncertainties dominate the market or any of the assumptions proved erroneous, then the final result may vary exponentially with respect to the anticipated, estimated or projected result. Thus, the readers should bear this in their mind.

We undertake no obligation to update any forward-looking statements publicly, if there is any change in future events, there is new information, or whatsoever.

AT OMAXE WE PROVIDE ADDRESSES TO ASPIRATIONS

Aspiration is undoubtedly one of the strongest emotions of mankind. Aspiration acts as a guiding force that motivates people to achieve far-fetched goals and set new milestones. It is also a tender emotion which is closer to the heart of the people.

A common aspiration which nearly every human holds is to have one's own space. The people yearn for space where their professional growth is fostered, where they could lead a restful and peaceful life and where they could enhance their lifestyle.

At Omaxe, our inherent commitment is to fulfill this aspiration of the people by giving them their space. When we started our journey back in 1987, our prime endeavor was to grow along with the people by fulfilling their aspirations and carrying their dreams along. Since its inception, Omaxe has always strived to build a diverse and balanced portfolio of projects in order to fulfill the aspirations of a wider social stratum of our country. At Omaxe, we had realized well ahead of time that it is not only the diverse portfolio of projects which could fulfill people's dreams in a large country like ours but one also needs to widen the reach. Omaxe was one of the first few real-estate players to take their operations beyond metros and to the tier II and III cities and towns.

Today, when we look back, we find that we have developed a total of 111 Mn Sq Ft of area put together across residential, commercial and retail projects. Over the last three decades, we have delivered 36 residential projects including Townships as well as Group Housing. Over these years we also delivered 12 commercial projects including retail projects.

During FY18, Omaxe launched a total of 2.7 Mn Sq Ft of area of which 2.55 Mn Sq Ft was in residential and 0.15 Mn Sq Ft of the area was in the commercial segment. New projects were launched in 6 cities across 4 states.

We believe that, at Omaxe, it is both our opportunity and responsibility to accentuate the aspirations of our customers by giving addresses to their aspirations.

FULFILLING ASPIRATIONS TO LIVE IN OWN SPACE

To own a home or a property is an aspiration of almost every person. Having one's own space evokes a sense of security among the residents. It gives them the peace of mind, enhances their social status and bestows self-confidence. No matter how far one goes for work or other purposes, the person comes back to the home to unwind, have peace of mind and rejuvenate for the next day.

Omaxe has been at the forefront of Indian real-estate sector by providing residential spaces to wider cross-sections of the society. The residential projects of Omaxe offer:

- Luxury Residential Flats
- Villas and Low-rise premium properties
- Affordable Apartments
- Residential Plots

Omaxe's residential projects are geographically spread in 27 cities across 8 states of India. The prime focus areas include Delhi, New Chandigarh, Ludhiana, Lucknow, Faridabad, Noida, Greater Noida, Gurugram, Indore and Vrindavan.

Till date, Omaxe has delivered 36 residential projects including townships and few of our landmark projects include:

Omaxe Forest Spa, Faridabad
Luxury Residential Apartments

Silver Birch, New Chandigarh
Independent Floors

The Nile, Gurugram
Group Housing

The Forest Spa, Noida
Luxury Residential Apartments

Grand Omaxe, Noida
Group Housing

Omaxe Residency, Lucknow
Group Housing



Silver Birch, Omaxe New Chandigarh
(Actual Picture)

As at the end of FY18, Omaxe had 13 residential projects including townships under various stages of development and the landmark projects among these include:

Grand Omaxe, Lucknow	Group Housing
The Palace, Lucknow	Luxury Residential Apartments
Royal Residency, Faridabad	Luxury Residential Apartments
Omaxe Full Moon, Vrindavan	Group Housing
The Lake, New Chandigarh	Luxury Residential Apartments
Omaxe Ananda, Allahabad	Group Housing

At Omaxe, we understand the value of dreams and the happiness that emanates from fulfilling one's aspirations. We have been working relentlessly to fulfill individual aspirations of myriads of people to own a space of living and we'll continue working persistently to fulfill the aspirations of many-many more.



Omaxe Heights, Lucknow
(Actual Picture)

FULFILLING ASPIRATIONS TO GROW IN LIFE AND INDULGE IN LIFESTYLE

We believe that when a business grows and generates employment opportunities, it acts as a catalyst in society's growth. People earn their living by working tirelessly in their workplaces with an aspiration to grow in life, to have a better life and better lifestyle. Today's businesses have become dynamic. They have a vision & growth prospects, they evolve, they grow and they change hands. These dynamic businesses need office spaces which are adaptable, scalable and available with ease.

With today's fast paced life individuals need a real work-life balance and they yearn for quality breaks to spend time with family and friends. On one hand the society needs spaces to grow professionally and on the other hand it needs to have a lifestyle and indulge in breaks that integrate the opportunity to shop, relax, have fun, and enjoy a life.

At Omaxe, it is our sincere endeavor to develop addresses for businesses for people to earn, grow and aspire for more. We have some prominent and strategically located commercial projects and some of these are present in areas where India will have its next phase of growth i.e. the tier II & III cities and towns.

As one of the industry's prominent player, Omaxe's business portfolio is planned in such a way that there is space for every need and aspiration including retail spaces. Omaxe provides Malls, Theme based Malls and SCOs (Shop-cum-Office). These spaces truly offer an intriguing lifestyle with its array of modish facilities and luxurious amenities instilled in every project which create an experience to remember.



Omaxe has delivered some of India's most iconic business addresses and few of these include:

Omaxe Connaught Place, Greater Noida

Mall, Office Spaces & Theme based Entertainment zone

Omaxe City Center, Gurugram

Mall & Office Spaces

Omaxe Celebration Mall, Gurugram

Mall & Office Spaces

Omaxe Mall, Patiala

Mall & Office Spaces

Omaxe Square, New Delhi

Office Spaces

As at end of FY18, following were the key commercial projects under development:

International Trade Tower, New Chandigarh
Retail & Office Spaces

Clockton High Street, New Chandigarh
Shop-cum-Office Spaces

India Trade Center, Greater Noida
Hotel Suites, Office Spaces, Retail Spaces

Omaxe World Street, Faridabad
Retail & Office Spaces

Omaxe Galleria, Bahadurgarh
Retail & Office Spaces

India is changing and is gearing towards the next phase of growth and it is our endeavor to provide addresses for these aspirations to grow.



Omaxe World Street, Faridabad
(Actual Picture)



FROM THE DESK OF **ROHTAS GOEL** CHAIRMAN & MANAGING DIRECTOR

Dear Stakeholders,

“Fire is the test of gold; adversity is the test of character”. The year 2017-18 was a ‘trial by fire’ for the real estate industry. After the monumental regulatory changes and reforms rolled out in the previous year, implementation of RERA and GST was particularly impactful for the real estate industry. These developments led to a decline in sentiment and sales traction for the sector during the initial quarters, continuing the declining trend due to impact of demonetisation. Slowdown in the economic growth of the country during this period exacerbated the hit on the sector, making it a particularly tough year. However, the industry has responded admirably and adapted itself to the new environment of transparency, accountability and efficiency ushered in by these reforms. This has benefitted the sector, especially credible names in the industry, as they have regained the trust and business of customers. Increased footfalls, accelerated sales velocity and positive sentiments, especially in the residential sector, in the last quarter of the financial year are a demonstrable proof.

It is the same with the Indian economy, which has regained its momentum and outpaced all the major countries in the world with a 7.7 per cent GDP growth in the last quarter of 2017-18. With the consumption and public investment continuing to swell, and private investment showing signs of revival, prospects for the economy are shining. The Government has continued its determined march to plug the infrastructure deficit by consistently increasing the fund allocations and maintaining focus on speedy implementation. Exemplifying this resolve of the Government are the two projects of Eastern Peripheral Expressway (EPE) and Phase 1 of Delhi-Meerut Expressway (DME) recently inaugurated by the Government. EPE is the first smart and green highway, whereas the Phase 1 of DME was completed in record time of 18 months, as against scheduled period of 30 months. This action-oriented governance is being replicated across all the key infrastructure sectors including Rail, Shipping & Ports, Power, etc. and is sure to increase the economic growth and improve “Ease of Living”, benefitting the real estate sector.

“Consolidate, Adapt and Transform” is the mantra that we adopted during the year to align Omaxe with the changing environment. The ride was rough, however past practices of keeping customer interests at the core of our business and fulfilling all promises on quality and timeline, held us in good stead during this turmoil.

“Consolidate, Adapt and Transform” is the mantra that we adopted during the year to align Omaxe with the changing environment. The ride was rough, however past practices of keeping customer interests at the core of our business and fulfilling all promises on quality and timeline, held us in good stead during this turmoil. Our turnover expanded by 12.6 per cent to reach Rs. 18,391 million in FY2017-18 in an extremely difficult year and the Company delivered a total of 3.3 million square feet area in FY2017-18.

Our presence in 8 states across 27 cities has given us scale and our focused strategy to penetrate Tier II and Tier III cities has given us an early mover advantage in markets that have seen lower volatility vis-à-vis the larger markets. We have further consolidated our presence in these markets by launching new projects only in the Tier II and Tier III cities. With increasing urbanisation, growing incomes and government investments in improving administration capacity of Tier II and Tier III cities, these markets are poised for further growth. Omaxe with its lead, is well positioned to leverage this opportunity. Projects in Tier II and Tier III cities, which are our prime focus area in real estate, contributed 61.45 million square feet (78 per cent) of the total delivered area. New projects were launched in 6 cities, across 4 states, during the year and were all in Tier II and III cities, in line with our strategy. Overall development potential of these new launches was 2.70 million square feet.

Overall sector is also going to benefit from Government's initiatives on Affordable Housing to achieve 'Housing for All by 2022' and multiplier effects of improved infrastructure. With the dampening effects of reforms out of the way, a positive demand environment is likely to greatly rally the industry's financial performance. Increase in interest rates and input inflation may however pose some challenges in the coming year. Your Company is however well prepared to capitalize on the opportunities and address the challenges.

Trust and support of all our stakeholders is of utmost importance to us, and we are grateful and thankful to our investors, bankers, partners, suppliers, employees and customers for extending it to us during our journey. May we all reach glory and success on our chosen path, have a great year ahead!

Best regards,

Rohtas Goel

OMAXE - IN BRIEF ABOUT US

Omaxe Limited is among India's leading real estate players having a presence in 27 cities, across 8 states of the country. Incepted in the year 1987, Omaxe has come a long way and developed a total of 111 Mn Sq Ft of area till date.

Omaxe delivers real estate projects spanning across:

Residential Properties:

Townships and Group Housing

Commercial Properties:

Office Spaces, Malls, Shops and SCOs

Hospitality:

Hotels Projects and Serviced Apartments

OMAXE - IN NUMBERS

Delivered 111 Mn Sq Ft of Developed Area

DELIVERED
PROJECTS



21
GROUP
HOUSING



15
TOWNSHIPS



12
COMMERCIAL
MALLS, OFFICES & SCOs

OUR PRESENCE

08 States | 27 Cities

- PUNJAB**
- ✓ Amritsar ✓ Derabassi
 - ✓ Ludhiana ✓ Bathinda
 - ✓ Patiala ✓ Rajpura
 - ✓ New Chandigarh

- RAJASTHAN**
- ✓ Jaipur ✓ Bhiwadi

- HARYANA**
- ✓ Rohtak ✓ Sonapat
 - ✓ Faridabad ✓ Gurgaon
 - ✓ Bahadurgarh ✓ Palwal
 - ✓ Yamuna Nagar

- MADHYA PRADESH**
- ✓ Indore

- HIMACHAL PRADESH**
- ✓ Baddi

- UTTARAKHAND**
- ✓ Rudrapur

DELHI



- UTTAR PRADESH**
- ✓ Noida ✓ Greater Noida ✓ Agra
 - ✓ Lucknow ✓ Vrindavan ✓ Allahabad
 - ✓ Ghaziabad

Present across 27 Cities in 8 States



4
GROUP
HOUSING



9
TOWNSHIPS



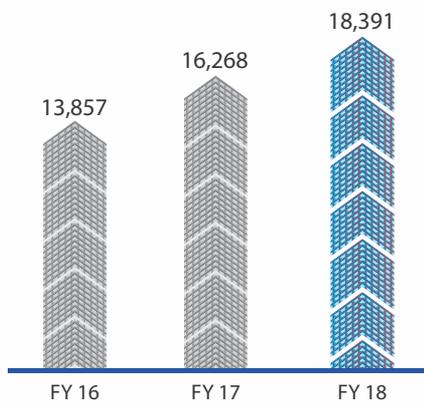
6
COMMERCIAL
MALLS, OFFICES & SCOs

ON GOING
PROJECTS

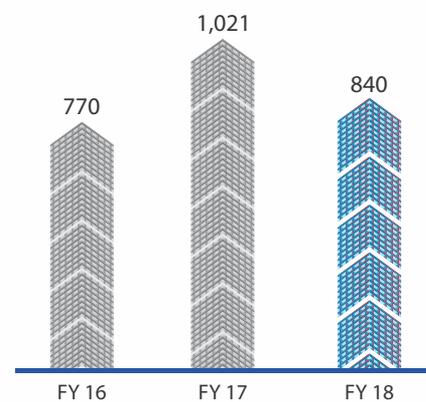
OUR FINANCIAL PERFORMANCE

(Rupees in mn)

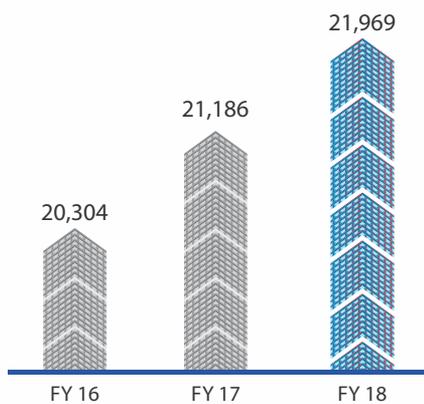
PARTICULARS	FY16	FY17	FY18
Total Revenues	13,857	16,268	18,391
Profit After Tax	770	1,021	840
Net Worth	20,304	21,186	21,969
Market Capitalization	26,447	30,828	40,320



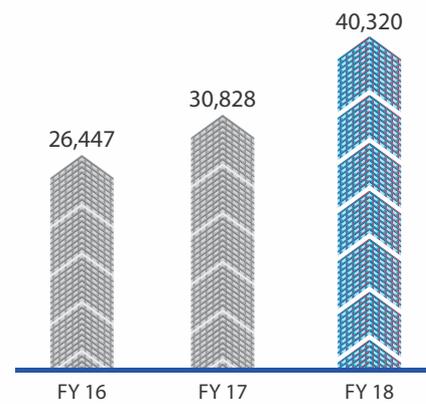
Total Revenues (Rs. mn)



Profit After Tax (Rs. mn)



Net Worth (Rs. mn)



Market Capitalization (Rs. mn)

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

The global economic activity is expected to maintain a healthy growth rate in 2018, both in advanced and emerging market economies. While the moderation in trade, tightening of financial conditions and higher than expected oil prices had a softening impact in the second quarter of 2018, the World Bank (Global Economic Prospects, June 2018) sees the global economic growth to remain at 3.1 per cent for the year on account of the momentum gathered in investment, manufacturing, and trade in 2017. The US economy continued to lead the way with accelerating growth from the low in 2016; the fiscal easing, industry friendly policies, strong retail sales and improved employment are makers and markers of heightened economic activity. This is however expected to be offset by easing of growth rates among the other advanced economies, i.e. countries in Euro area and Japan, due to tougher financial market conditions, weak consumer and industrial sentiments and increasing trade conflicts with the US.

The cyclical recovery in energy and commodity markets has driven the growth acceleration in energy and commodity exporters among the emerging economies. On the other hand, emerging countries dependent on energy and commodity imports have seen consumption and investment firm up on account of structural reforms or dissipating growth constraints. The Chinese economy is expected to slow down, but remain solid, as the economy continues to rebalance towards consumption. While most of the major energy or commodity exporters such as Brazil, Saudi Arabia, Nigeria, etc. are expected to experience a significant bump in growth rates, some of the others such as Russia, Iran and Venezuela are expected to be affected by local political turmoil or external sanctions.

(Source: World Bank; Reserve Bank of India)



The Lake, Omaxe New Chandigarh
(Perspective Image)



India Trade Tower, Omaxe New Chandigarh
(Actual Picture)

INDIAN ECONOMY

Based on the fourth quarter GDP growth estimates published by Central Statistics Office (CSO) for the year 2017-18, it can be said with certainty that the Indian economy has come out of the tough transition phase after implementation of Goods and Services Taxes (GST). The economy grew at 7.7 per cent in Q4 2017-18, the fastest pace in the last seven quarters and making the Indian economy one of the fastest growing large economy in the world. As per the provisional estimates from CSO, annual growth during 2017-18 however was lower at 6.7 per cent as against 7.1 per cent in 2016-17. The transformation initiatives for increased formalization of Indian economy had an adverse effect on overall consumption and employment in labour-intensive unorganised sectors. The growth in the last quarter of 2017-18 was an all-round growth with agricultural growth at 4.5 per cent, manufacturing growth at 9.1 per cent, construction growth at 11.5 per cent and government spending-linked public administration growth at 13.3 per cent.

The Reserve Bank of India expects GDP growth to strengthen from 6.7 per cent in 2017-18 to 7.4 per cent in 2018-19. Private consumption seems to be improving, an indication of which is coming from rising sales growth of passenger vehicles and a strong upturn in the production of consumer durables. Despite talks of increasing farm distress, the growth in sales of two-wheelers and tractors reflects buoyant rural consumption. Firming up of core inflation (inflation excluding food and fuel) and oil price surge in the first quarter of 2018-19 led RBI to increase its inflation projections for the year to 4.8-4.9 per cent in H1 and 4.7 per cent in H2 with upside

risks, and to also increase the repo rates by 25 basis points to 6.25 per cent.

The economy may continue to face challenges on multiple fronts with rising oil prices, NPA stress and 2018-19 being the last year before general elections in May 2019. These factors may lead to adverse balance of payment trajectory, higher fiscal deficits, higher inflation, lower productive spends and decreased private investment etc., thus impacting growth prospects and increasing probability of interest rate hikes. To add to it, the domestic financial institutions are not in a great shape and are reeling under tremendous stress with NPA problem is getting bigger every passing quarter with many public sector lenders facing regulatory scrutiny and oversight. Even the private sector banks are now feeling the heat. Resultantly, there are steep hurdles for banks to lend to various sectors including construction and real estate sector.

REAL ESTATE SECTOR

The year 2017-18 has been one of the most eventful years in the last decade or so for the economy as a whole and the real estate sector in particular. The year witnessed implementation of several changes which were aimed at transforming and streamlining the economy including real estate. These included the much awaited Real Estate (Regulation and Development) Act (RERA) and Goods and Services Tax (GST).

These changes are likely to bring in long term gain, however, in the immediate term; it had an adverse impact on overall economy including real estate. The economic growth during the first couple of quarters of 2017-18 dipped as compared to corresponding period of 2016-17. The impact of the same was also noticeable on real estate sector. While the commercial real estate sector continued to clock decent growth, the residential sector only found its feet towards the last quarter of the financial year.

And now, according to a finding of Knight Frank-FICCI-NAREDCO the real estate sector is slowly coming out of the



Omaxe Residency 1 - Lucknow
(Actual Picture)



Omaxe Royal Residency, Ludhiana
(Actual Picture)

doldrums. The sector is gaining optimism on the back of reforms like RERA and GST, and is expected to do well in the year 2018-19. With manufacturing sector also showing signs of improvement, the demand for both residential as well as commercial sector is also expected to inch up in coming quarters. A joint report by CREDAI and JLL has also predicted that the long term prospects for the sector are looking bright with the size expanding to US\$ 180 billion in 2020 from US\$ 126 billion in 2015.

Also, the private equity investment in the real estate sector is also on the rise. Private equity and debt investments in real estate grew to US\$ 4.18 billion across 79 transactions in 2017, compared to US\$ 3.73 billion across 138 deals in 2016, according to News Corp.'s VCCEdge. Of these, 31 were equity deals (US\$ 2.85 billion) while the remaining 48 (US\$ 1.33 billion) were debt transactions, as against 25 (US\$ 1.46 billion) and 113 (US\$ 2.26 billion) in equity and debt respectively in 2016.

(Source: Livemint; Business Standard; Knight Frank; CREDAI-JLL; VCCEdge)

RESIDENTIAL

Residential housing segment has taken giant strides in the last 10-15 years, which has attracted maximum developers to its fold including in tier II and tier III cities. Yet, there is huge urban housing shortage in India. It is estimated to be nearly 11 million units, with bulk of it in Lower Income Group (LIG) and Mid Income Group (MIG). On account of such unmet demand, the CREDAI-JLL report has estimated that the contribution of the residential segment to the GDP would almost double to 11 per cent by 2020 from the estimated 5 – 6 per cent at present.

However, despite the shortage and exciting prospects, the transformation that the sector underwent took a toll on the overall demand in the near term, particularly in the residential segment. As per data of Anarock Property Consultants, in the first nine months of 2017-18, a total of 160,000 units of residential units were sold, thus registering a decline of 30 per cent as compared to the corresponding of 2016-17. Across the top 7 cities of India, the numbers of new launches have also dropped in the first nine months of 2017-18. Only 94,000 units were added, which is a drop of more than 50 per cent



Omaxsun, Omaxe World Street, Faridabad
(Perspective Image)

from the same period in 2016-17. As against this, the sales registered a growth of 12 per cent and new launches grew by 27 per cent in fourth quarter of 2017-18 against previous quarter, thus suggesting a return of buyers attracted by the transparency and accountability mandated under RERA.

This sentiment is also reflected in the Knight Frank-FICCI-NAREDCO findings; after couple of quarters of pessimism, majority of the stakeholders expressed optimism regarding the new residential launches in the coming six months, mainly in the mid and affordable segment. About 52 per cent of the stakeholders were of the opinion that the sales volume will come back post the dust around GST and RERA has settled down.

Affordable housing is the major sub-segment that has done well within the Residential market due to significant push by the Government through various schemes and initiatives. The sub-Rs. 4 million units increased their share in the overall absorption from 39 per cent in first quarter of 2017 to 45 per cent in the last quarter according to Anarock Property Consultants.

(Source: Business Standard; The Hindu Businessline; Knight Frank-FICCI-NAREDCO; CREDAI-JLL)

COMMERCIAL

The commercial real estate continues to perform well. The uptrend in commercial that commenced few years ago, continued even in 2017-18 mainly led by corporate expansion and consolidation. As per the CBRE report, annual absorption of office space in India crossed 42 million square feet in 2017, signaling the continued growth of the segment. Of this, Bangalore and Delhi NCR accounted for over 50 per cent of annual leasing activity. The demand for co-working space almost quadrupled to touch 2.6 million square feet, as both global and domestic players continued to expand their operations in key cities.

The first quarter of 2018 also kick-started at a positive note, with about 18 per cent YoY increase in the gross office take-up in India. As per Colliers Research, the office space recorded more than 11.0 million square feet of gross absorption across major Indian cities in Q1 2018. And the trend is likely to remain robust even in the future mainly on account of demand from IT and BFSI sector. The rising demand from manufacturing and co-working spaces also augurs well for the commercial real estate in the short to medium term.

(Source: CBRE; Colliers)

OPPORTUNITIES

These are unprecedented times for the real estate sector. With several transformational changes implemented during 2017-18, the sector is witnessing paradigm shift. As a result, the going has been tough for the last couple of years, but there are signs that the sector will soon be reviving. The dust of RERA and GST is showing signs of settling down. The factors that are going to drive the demand going forward, with regulatory reforms out of the way, are rapid urbanisation, rising incomes, and the emergence of affordable and nuclear housing.

The demand scenario is seen to be improving during 2018-19 with tier II and III cities also doing well in addition to major markets. Cities such as Chandigarh, Lucknow and Ludhiana among others are expected to be growth centres, as these are generally end-user driven. While the pricing remains linked to demand and supply dynamics and local factors, GST has helped the industry on overall cost reduction.

THREATS, RISKS AND CONCERNS

Real-estate is an interest sensitive sector, hence any increases in interest rates will adversely impact the revival of the sector.



Omaxe Hazratganj Residency, Lucknow
(Perspective Image)



Holiday Inn, Omaxe New Chandigarh
(Perspective Image)

With one increase already effected by the Reserve Bank in its June monetary policy review, and expected strengthening of core inflation the probability of further rate hikes cannot be ruled out, especially if the oil prices see another spurt or if the fiscal math of Government goes haywire or expected normal monsoon does not materialise. Any geo-political tension, particularly in the middle-east countries may also hurt chances of revival of economy including real estate.

BUSINESS OPERATIONS

Omaxe has diversified its presence across 8 states and 27 cities including Delhi NCR, Haryana, Madhya Pradesh, Punjab, Rajasthan and Uttar Pradesh, among others. The company caters to the needs of a large section of home buyers including High Networth Individuals (HNIs), middle-income group and even lower income group. This has enabled Omaxe to understand the market dynamics much better and remain competitive, thus maintaining a healthy topline and bottom line. As on March 31, 2018, Omaxe has delivered 79 million square feet in real estate and 31.8 million square feet in construction contracting. As of March 31, 2018, the area under development in real estate stands at 60 million square feet spanning across 19 projects. The net worth of the group stands at Rs. 21,969 million as on March 31, 2018.

Over the last decade or so, Omaxe has been focusing on Tier II and III cities which include the likes of Lucknow, New Chandigarh, Allahabad, Indore and Faridabad among others. As a result, during 2017-18, Omaxe sold 4.98 million square feet of space worth Rs. 12,280 million. The average realization for the year ended March 31, 2018 is Rs. 2,464

per square feet as compared to Rs. 2,956 per square feet in 2016-17, thereby registering a decline of 16.6 per cent. New bookings, both in residential and commercial segment, were primarily witnessed at Lucknow, New Chandigarh, Faridabad and Allahabad, amongst other locations.

NEW LAUNCHES AND SALES DURING FY18

With the year being an unprecedented one, the launches were far and few across the industry.

During 2017-18, Omaxe focused on delivery of its existing/ongoing projects. Yet, we launched new projects in 6 cities spread across 4 states. The strategy worked for the company and we managed to sell a total area of 1.89 million square feet amounting to Rs. 3,940 million from new launches alone. Of the new launches, residential accounted for 97 per cent and the balance 3 per cent are commercial launches in respect of area.

Of the total sales of 4.98 million square feet during FY18, amounting to Rs. 12,280 million at an average realization of Rs. 2,464 per square feet, the residential sales accounted for 4.07 million square feet and the balance is commercial at 0.91 million square feet. The total realization from residential sales stood at Rs. 9,180 million and Rs. 3,100 million from commercial.

During the year, the Company launched 2.70 million square feet and sold an area of 1.89 million square feet, out of which 1.13 million square feet plots were launched in Lucknow and sold the whole area. This is followed by launch of group housing in Ludhiana comprising of an area of 0.87 million square feet and sold an area of 0.35 million square feet. Derabassi also witnessed the launch of group housing comprising of an area of 0.32 million square feet and sold an area of 0.14 million square feet. Other launches included commercial in Faridabad (area sold 0.07 million square feet), Affordable Group Housing in Vrindavan (area sold 0.15 million square feet) and in Indore (area sold 0.06 million square feet).



The Forest Spa, Noida
(Actual Picture)



The Forest Spa, Surajkund
(Actual Picture)

FINANCIAL PERFORMANCE

In a rather unsupportive economic environment, Omaxe's diversified product portfolio particularly in New Chandigarh, Lucknow, Faridabad and Indore among others Indore helped in performing better than industry. As compared to 2016-17, the average realization was lower by 16.6 per cent in 2017-18. Built area accounted for larger per cent of overall sales as compared to plots. The commercial spaces also contributed to substantial sales.

Total Income from Operations: The total income of the company on a consolidated basis during FY2017-18 stood at Rs. 18,978 million, up 12.6 per cent as compared to the same period of FY17. Major chunk of revenues came from projects located in New Chandigarh, Lucknow, Ludhiana, Faridabad, Indore and Vrindavan among others.

EBIDTA: For FY2017-18 EBIDTA stood at Rs. 3,188 million vis-à-vis Rs. 3,426 million in the corresponding period of FY2016-17. EBIDTA margins for the year stood at 16.8 per cent vis-à-vis 20.3 per cent for previous financial year.

Profit before tax: The profit before tax for FY2017-18 stood at Rs. 1,407 million as compared to Rs. 1,791 million in 2016-17. PBT margin for 2017-18 stood at 7.4 per cent in comparison to 10.6 per cent a year ago mainly driven by higher employee cost and other cost.

Profit after tax: Profit after tax for 2017-18 stood at Rs. 840

million as against Rs. 1,021 million in 2016-17, down by 17.7 per cent. PAT margin stood at 4.4 per cent versus 6.1 per cent.

The tax expense provided in 2017-18 is Rs. 555 million (39.5 per cent of the PBT level) as compared to Rs. 739 million during 2016-17.

Cash Flow Position: Total inflows for FY2017-18 were Rs. 25,510 million comprising of Rs. 14,920 million from operations, Rs. 10,590 million from borrowings. The same was utilized towards Construction, Land Purchase and approval charges to the tune of Rs. 8,090 million, Selling and Admin expenses of Rs. 6,700 million, Interest payment of Rs. 2,530 million and Debt repayment of Rs. 7,550 million.

The Company's **Net Worth** as on March 31, 2018 stood at Rs. 21,969 million. As on March 31, 2018, the gross debt equity ratio of the company stood at 0.81, while the net debt equity ratio for the company stood at 0.69. Gross Debt for FY18 stood at Rs. 17,790 million, while the Net Debt stood at Rs. 15,158 million.

(Rupees in mn)

Particulars	FY 2017-18	FY 2016-17
Total income from operations	18,978	16,857
EBITDA	3,188	3,426
Profit before tax	1,407	1,791
Profit after tax	840	1,021

KEY STRATEGIES:

Strategic land Acquisitions: Omaxe Ltd. was amongst the first companies that ventured into tier II and III markets. The early foray has worked for the Company as it has managed to acquire land parcels at strategic locations at comparative lower prices vis-à-vis late entrants. This has also enabled us to offer affordable projects and diversify much in line with our vision. With ever increasing focus on regions outside the metros, our projects are well placed to command a premium. Today, the company continues to acquire land for future use in important cities that are foreseen to be important. At the same time, we have also been disposing off lands at not so important locations so that we concentrate and focus on key regions.

Focus on Customers: Customer satisfaction has always been our top priority. It is also a hallmark of a maturing economy that customers are the kings. Accordingly, we have always strived for offering best of services to our esteemed customers. Over the years, we have made concentrated efforts to provide the best of post-sales services with a robust grievance redressal mechanism and we try to reach out to our consumers both through offline and online means.

Emphasis on tier II and III cities: Omaxe realized the potential of tier II and III market much earlier than most other companies and as such we are in a position to harness this to our advantage. Besides, due to quality and committed

delivery over the years, we enjoy very good reputation among customers in tier II and III cities. Further, the customers in these cities realize the safety of their investment with a reputed listed entity rather than any local builders. The Company's endeavor is to utilize this advantage to the fullest. Besides, identifying future growth markets is a continuous process and we shall continue to look for growth opportunities in North and Central India.

Committed delivery and superior quality: Quality and committed delivery has been the hallmark of Omaxe since inception. As a result, we enjoy the trust and confidence of various stakeholders including customers. Needless to say, it has helped Omaxe in its business endeavours immensely and the Company shall continue to focus on these aspects even in the future.

Internal Control Systems: The Company has in place, adequate systems and control, to properly monitor all the financial transactions, records and reporting for different projects under execution. It also ensures compliances at all corporate and project levels. The internal control team, comprising of professionally trained internal audit team, informs the management of any regulatory changes and also monitors the response coming out of various new launches. The internal control system also keeps a close eye to ensure that unauthorized use of assets is checked.

Human Resources: At Omaxe, there is a firm belief that among all the resources, it is the human capital, which is the most important resource. We are privileged to have a vibrant pool of young and energetic people working as one impeccable Team Omaxe. Transparency in working, open communication and satisfactory work environment are the key intrinsic to Omaxe's work culture. The management allocates sufficient attention in training the workforce to ensure that they are well equipped to take up challenging projects and to ensure their timely delivery by sticking to target schedules. The Company also encourages its employee by offers a series of measures like incentives etc. for employees directly involved in such projects for completing projects on a timely basis. For the year ended March 31, 2018, the company had a committed talent pool of 1,614 employees.

Corporate Social Responsibility: Integrating business goals with social commitments has always been Omaxe's endeavor. We strongly believe in contributing towards socio-economic development of the society in which we operate. At Omaxe, we conduct our activities of Corporate Social Responsibility directly and/or through Education Trust, i.e. "Omaxe Foundation", a Not-for-profit Organization. We concentrate on helping marginalized section of the society, environment sustainability, education and skill development of construction workers and girl child, preventive healthcare, as well as rural development. During 2017-18, Omaxe tied up with National Employment Through Apprentice Programme

(NETAP) for CSR related activities. NETAP is on the job training program offered by TeamLease Skill University which operates under PPP model between All India Council for Technical Education (AICTE) (MHRD), Confederation of Indian Industry (CII) & National Skill Development Council (NSDC). It is governed by the NEEM Notification (National Employability Enhancement Mission) published in the gazette by AICTE, as per the AICTE Act of 1987, and its purpose is to facilitate following for young aspirants:

- Overcoming the current challenges of the Apprenticeship Act.
- Building skills of Unemployed youth through Learning by doing and Learning while earning.
- Providing them with access to practical skills.
- Building a matching infrastructure which connects the youth with the Corporate skill requirements.

OUTLOOK

The Company has several ongoing projects in tier II and III cities and some projects are in the pipeline. Our portfolio consists of both small and large sized projects, offering complete solution to our esteemed consumers. As such the Company remains bullish on its existing projects. At the same time, we shall be speeding up construction of our existing projects and continue to focus on timely delivery, which remains our greatest strengths. Besides, we shall also be focusing on adding meaningful value to our surroundings, by providing world-class facilities like clubhouse, sports arena and modern schools along with offering commercial and entertainment zones to our consumers.

Our cash position remains comfortable and so does debt. Hence, it provides Omaxe the cushion to undertake new launches and also provides the flexibility to go for strategic acquisitions. We believe that along with tier II and III cities, places like Delhi NCR including Gurgaon and Noida also provides great opportunity and we would continuous look for opportunities to expand and strengthen our presence.



India Trade Centre, Greater Noida
(Perspective Image)

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of Omaxe Limited will be held on Thursday, the 23rd day of August, 2018 at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram – 122001, Haryana at 11.30 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, 2018, 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, 2018.
2. To declare Dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2017-18.
3. To declare Dividend on Equity Shares for the financial year 2017-18 only to Public Shareholders.
4. To appoint a Director in place of Mr. Jai Bhagwan Goel (DIN 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To consider ratification of remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors of the Company for FY ending on March 31, 2019 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, appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2019, be paid a remuneration of Rs.1,75,000/- (Rupees one lakh seventy five thousand only) plus out of pocket expenses and applicable taxes.

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

6. To consider issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Nonconvertible Debentures and such other securities and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(C) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any amendments thereto or re-enactment thereof, for the time being in force and applicable provisions, if any of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013 (collectively, the “Companies Act”), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015, the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, (“FEMA”) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Government of India (“Gol”), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Gol and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and

is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value Rs.10 each ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs.750 Crores (Rupees Seven Hundred and Fifty Crores only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of

Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue").

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects; and
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible

convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, or the Depository Receipt Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as

they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

7. To consider Private Placement of Secured / Unsecured / Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/ Unlisted Debentures 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 a **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."

8. To consider conversion of loan(s) into equity on occurrence of event of default, pursuant to Section 62(3) and other applicable provisions, if any, 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 pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), permission(s)

or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board in respect of the financial assistance extended / to be extended by the Lender(s) / Financial Institution(s) / Bank(s) (including a Rupee Term Loan Facility availed or to be availed) such that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements, Bank(s) / Financial Institution(s) at its option may be able to convert the outstanding facility or part thereof to ordinary Equity Shares in the Company upon such terms and conditions of such lending arrangements and or as deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI regulations at the time of conversion.

RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to such Lender(s) /Bank(s) / Financial Institution(s).

RESOLVED FURTHER THAT the ordinary Equity Shares to be so allotted and issued to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or to any Committee of Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution."

9. To consider & recommend the commission upto 1% (One Percent) of the Net Profits of the Company to the Directors who are not in the whole time employment of the Company and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including the statutory modifications or re-enactment thereof for the time being in force) read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with Articles of Association and Policy of Appointment and Remuneration of Directors of the Company, approval of the Members be and is hereby accorded for payment of Commission of upto 1% (one percent) of the Net Profits of the Company as calculated under Section 198, to the non- executive directors of the Company, who are not in the whole time employment of the Company, in each Financial Year over a period of five years i.e. from 2018-19 to 2022-2023.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to determine, subject to the aforementioned limit, the exact amount of commission payable to any one or more non executive director(s) of the Company and the manner, periodicity and interval of such payment as it may deem fit and to vary or modify the amount of commission, from time to time, as it may deem fit at the recommendation of Nomination and Remuneration Committee, provided however that such variation/ modification is within the limit of 1% (one percent) of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013 (including any modification/ re-enactment thereof) and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and /or the Company Secretary be and are hereby authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution."

10. To consider and recommend the re-appointment of Mr. Rohtas Goel as Managing Director under the designation of Chairman and Managing Director of the Company 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 152, 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act and provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/ or approval of any appropriate authority(s) under said Act or any other applicable law, Rules and Regulations for the time being in force as amended from time to time and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the reappointment of Mr. Rohtas Goel (DIN:00003735) as Managing Director under the designation of Chairman and Managing Director of the Company not liable to

retire by rotation, for a period of five years with effect from 1st April, 2018 to 31st March, 2023 on the terms and conditions including remuneration as set out below with the authority to the Board to alter and vary the terms and conditions of the said re-appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of Nomination and Remuneration Committee.

i.	Tenure of appointment	: 5 years w.e.f. 1st April, 2018 to 31st March, 2023
ii.	Basic Salary	: upto Rs.40,00,000/-per month
		Basic Salary and/or Annual increment shall be paid as the Board may deem fit, at such quantum, periodicity and intervals, at the discretion of the Board and subject to overall limits as prescribed, from time to time, under the Companies Act, 2013 and rules made there under.
iii.	Commission	: Upto 2% of the Net Profit of the Company
iv.	Housing	: House Rent Allowance may be provided by the Company as per Company Policies. Or The Company may provide fully furnished accommodation alongwith its upkeep and maintenance including, payment towards electricity, water, security, servant(s), gardening etc. at the discretion of the Board from time to time.

v. Prerequisites:

- a) CAR:** Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
- b) TELEPHONE (INCLUDING MOBILE PHONE):** Charges for rental, local and official long distance calls for telephone at residence and mobile phone will be reimbursed by the Company.
- c) CLUB FEES:** Fee(s) of club(s) including annual charges and other fee(s) or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.
- d) EDUCATION:** Actual Expenses of education for dependents of Chairman and Managing Director, subject to maximum of one month basic salary on annual basis, payable as per the request of Chairman and Managing Director.

- e) **PERSONAL MEDICAL:** Reimbursement of all medical expenses/premium amounts of any Medclaim Policy etc. for self and family as per the rules of the Company.
- f) **INSURANCE:** Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life, personal and accidental insurance.
- g) **ANNUAL LEAVE:** The Chairman and Managing Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
- h) **LEAVE TRAVEL ASSISTANCE:** For self and family subject to a ceiling of one month's salary per year.
- i) **CONTRIBUTIONS:** to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of services in accordance with Payment of Gratuity Act, 1972.

RESOLVED FURTHER THAT other terms and conditions of appointment of Mr. Rohtas Goel shall be as per the rules and policies of the Company applicable to all the employees of the Company except those mentioned in this resolution.

RESOLVED FURTHER THAT subject to the Schedule V of the Companies Act, 2013 the aforesaid remuneration shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum remuneration comprising salary and perquisites to Mr. Rohtas Goel in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors may at recommendation of Nomination and Remuneration Committee, from time to time, vary or modify the above terms including remuneration as it thinks fit during the tenure of appointment, provided however that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and /or the Company Secretary be and are hereby authorized to take all such steps,

acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

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

Rohtas Goel
Chairman and Managing Director

Place: New Delhi

Date: May 23, 2018

(DIN:00003735)

REGISTERED OFFICE:

Shop No.- 19-B, First Floor, ;
Omaxe Celebration Mall, Sohna Road,
Gurugram - 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 10 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 together with the specimen signature(s) of their authorized 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. Jai Bhagwan Goel, Whole Time Director is liable to

retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. The relevant details as required pursuant to Regulation 36(3) of the SEBI (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(s) seeking appointment / re-appointment as Director at the Annual General Meeting are provided in **Annexure A** to the Explanatory Statement as required under Section 102 of the Companies Act, 2013 and in the Report on Corporate Governance forming part of the Annual Report.

5. The Members of the Company had approved the appointment of M/s BSD & Co., Chartered Accountants, as the Statutory Auditors at the Twenty Eighth AGM of the Company which is valid till Thirty Third AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, and enforcement of relevant provisions on 7th May, 2018 by Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by members at every Annual General Meeting is no longer required.
6. 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. In case of joint holder attending the meeting only such joint holders who is higher in order of names will be entitled to vote at the meeting.
7. 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.
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 IEPF Account.

There were 6208 Shares as on 31st March, 2018 issued pursuant to the public issue and bonus issue done in the financial year 2007-08 and 2013-14, respectively 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 and Notice regarding the same was published in newspapers.

If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, 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](http://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. 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 & 2016-17 can be viewed on Company's website i.e. www.omaxe.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, August 18, 2018 to Thursday, August 23, 2018** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.

11. The dividend, declared at the meeting, will be paid on or before **Friday, September 21, 2018** to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Friday, August 17, 2018** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the Shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **Friday, August 17, 2018**.
12. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
- 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.
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
- SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
15. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, 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 address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
17. 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 **July 29, 2018 to August 22, 2018** at the Registered Office of the Company & will also be available at the venue of AGM.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the AGM.
19. The Board of Directors has appointed Mr. Naveen Shree Pandey as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
20. The route map showing directions to reach the venue of the twenty-ninth AGM is annexed.
21. Voting through electronic means:
- I. In compliance with provisions of Section 108 of

the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 **August 20, 2018** at 9:00 a.m. and ends on **August 22, 2018** 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 **August 17, 2018**, 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. **August 17, 2018**.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web

browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. Select "EVEN" of "Omaxe Limited".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to naveen4567.shreel@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. 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.
5. 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.

6. 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 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.
7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.omax.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.

- VII. 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. August 17, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

ITEM NO. 3

The Real Estate Sector is passing through challenging times. Considering the current market scenario and changes in Regulatory and Taxation environment, RERA and GST, the Board, at the recommendation of the Audit Committee, has recommended Equity dividend to only Public Shareholders at the rate of 7% per equity share i.e. Re 0.70 per equity share for the Financial Year ended on March 31, 2018.

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

ITEM NO. 5

RATIFICATION OF REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19

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 FY 2018-19 at a remuneration of Rs.1,75,000 (Rupees One Lac and Seventy Five 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 ratified by the Members of the Company. Accordingly, consent of the Members is for confirmation and ratification of the remuneration payable to the Cost Auditors for the FY 2018-19.

The Board recommends the Ordinary Resolution as set out at item No.5 for approval of Members.

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. 6

ISSUE, OFFER AND ALLOT EQUITY SHARES, GDRS, ADRS, FOREIGN CURRENCY CONVERTIBLE BONDS, CONVERTIBLE OR NON CONVERTIBLE DEBENTURES AND SUCH OTHER SECURITIES

This Special Resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non Convertible Debentures, Preference Shares convertible into equity Shares and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This Special Resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs.750 Crores or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes. The special resolution seeks to empower the Board to issue by way of one or more public and/or private offerings, and/ or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as

defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board.

Further, if any issue of securities is made by way of QIP the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolution as set out at item No.6 for approval of Members.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or members.

ITEM NO. 7

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 Rs. 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 Rs. 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 the Special Resolution as set out at item No.7 for approval of Members.

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. 8

CONVERSION OF LOAN(S) INTO EQUITY ON OCCURRENCE OF EVENT OF DEFAULT, PURSUANT TO SECTION 62(3) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013

To meet funding requirements towards proposed capital expenditures, operational expenditure and working capital with respect to the real estate projects of the Company, its Subsidiaries and Associate Companies and for general corporate purposes, your Company has availed / will avail financial assistance by way of Rupee Term Loans, Non convertible Debentures, Foreign Currency Loans, FCCB, Corporate Loans etc., from time to time from various lenders i.e. Bank(s) / Financial Institution(s) / Lender(s) upon such

terms and conditions stipulated by them and approved by the Board.

One of the terms of sanction provides that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements the Bank(s) / Financial Institution(s) and other lenders may be entitled to exercise the option to convert whole or part of their outstanding facility into fully paid up ordinary Equity Shares of the Company at a price to be determined in accordance with the applicable SEBI regulations at the time of such conversion.

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Bank(s) / Financial Institution(s) or lenders (including a Rupee Term Loan Facility being currently availed from ECL Finance Limited) insist for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided under the lending arrangements in the facility agreements.

Allotment of Equity Shares as above requires prior approval of the Members by way of Special Resolution.

The Board recommends the Special Resolution as set out at item No.8 for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolution except to the extent of their respective shareholdings in the Company if any.

ITEM NO. 9

PAYMENT OF COMMISSION UPTO 1% (ONE PERCENT) OF THE NET PROFITS OF THE COMPANY TO THE DIRECTORS WHO ARE NOT IN THE WHOLE TIME EMPLOYMENT OF THE COMPANY

The company was authorized to pay commission of upto 1% of the net profits of the Company to the Non Executive Directors, who are not in the whole time employment of the Company for five years i.e. from 2013- 14 to 2017-18 pursuant to Members approval dated 26th September, 2013. A commission of Rs.5 lacs p.a. has been paid to each Non Executive Directors.

Since the term of five years has expired the Board has proposed for continuation of payment of commission of upto 1% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013 to the non executive directors of the Company, who are not in the whole time employment of the Company over a period of five years i.e. from FY 2018-19 to FY 2022-2023. This is an enabling provision. The Company has been paying commission of Rs.5 lacs p.a. to each non-executive Director and shall

continue to pay the same for FY 2018-19.

In accordance with the provisions of Section 197 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration by way of commission upto 1% of the net profits may be paid to the Directors other than the Executive Chairman and Managing Director subject to the approval of shareholders.

The Board recommends the Ordinary Resolution as set out at item No.9 for approval of Members.

All the Non-executive Directors of the Company and their relatives are concerned or interested in passing of this resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution.

As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the details are appended in Annexure A in respect of the non-executive directors who are entitled for commission.

ITEM NO. 10

RE-APPOINTMENT OF MR. ROHTAS GOEL AS MANAGING DIRECTOR UNDER THE DESIGNATION OF CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS W.E.F. 1ST APRIL, 2018 TO 31ST MARCH, 2023 NOT LIABLE TO RETIRE BY ROTATION.

The appointment term of Mr. Rohtas Goel, Chairman and Managing Director was approved by the Members for five years i.e. from 1st April, 2013 to 31st March, 2018 in their meeting held on September 26, 2013. At the recommendation of NRC, the Board considered and recommends to the Members the re-appointment of Mr. Rohtas Goel as Managing Director under the designation of Chairman and Managing Director of the Company for a period of five years w.e.f. 1st April, 2018 to 31st March, 2023 not liable to retire by rotation.

Mr. Rohtas Goel is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. Mr. Goel is a civil engineer with experience of over 31 years in the field of construction and real estate business. Mr. Goel started his professional career with a private construction firm, but later undertook his own entrepreneurial journey.

Mr. Goel is a visionary. He diversified Company's business into Tier II & III cities at an early stage where he saw huge potential to be tapped and a lot of demand-supply gap to bridge. The pace and growth in number of projects over the last few years proves the increasing confidence of the people in brand Omaxe. A true leader, Mr. Goel believes in direction than distance. Throughout his entrepreneurial journey, he has astutely led a strong and talented workforce that strives

hard each day to build Omaxe into a bigger brand. Mr. Goel's positive thinking and the ability to rise above mundane makes him a name to reckon with in the real estate industry.

Mr. Goel has won several awards and accolades, been invited to national and international conferences, has had two terms as President of National Real Estate Development Council (NAREDCO) and has emerged as a prominent voice of the real estate industry.

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

As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India, a brief resume of Mr. Goel is appended in Annexure A in to the explanatory statement and in the report of Corporate Governance.

The Board recommends the Resolution as set out at item No.10 for approval of Members.

Except Mr. Rohtas Goel as appointee Director and Mr. Mohit Goel and Mr. Jai Bhagwan Goel being relative of the appointee Director, none of the Director directly or indirectly is concerned or interested whether financial or otherwise in the proposed resolution.

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

Sd/-
Rohtas Goel
Chairman and Managing Director

Place: New Delhi

Date: May 23, 2018

(DIN:00003735)

REGISTERED OFFICE:

Shop No.- 19-B, First Floor, ;
Omaxe Celebration Mall, Sohna Road,
Gurugram - 122001, Haryana

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT/ FIXATION OF REMUNERATION AT THE 29TH ANNUAL GENERAL MEETING

Annexure A

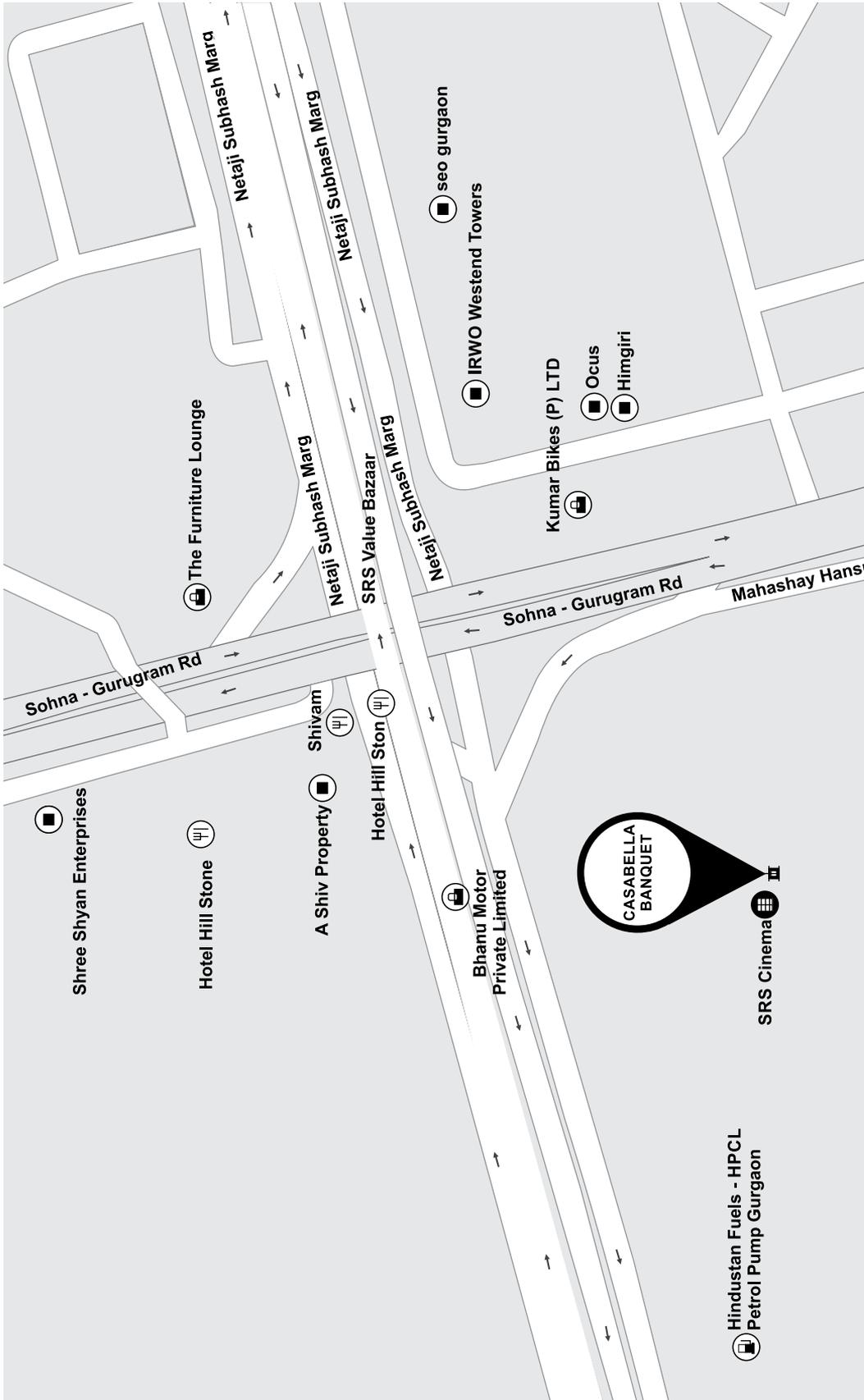
Name of the Director	Mr. Rohtas Goel (DIN:00003735)	Mr. Jai Bhagwan Goel (DIN:00075886)	Mr. Sudip Bandyopadhyay (DIN:00007382)	Ms. Shruti Divedi Sodhi (DIN:02058258)	Mr. Srinivas Kanakagiri (DIN:00443793)	Ms. Seema Prasad Avasarala (DIN:07058667)
(a) Brief Resume & Expertise in specific functional areas	He is the founder of Omaxe Group. He has over 31 years of experience. He is a civil engineer who started his professional career with a private construction firm, but later undertook his own entrepreneurial journey. He has nurtured the Company from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership.	He has over 38 years of experience and is responsible for Commercial operations of the company under the overall supervision of Chairman and Managing Director and Board of Directors. He has experience of working as Civil Engineer with various organizations such as Central Public Work Department, International Airport Authority and Delhi Development Authority.	He is a qualified CA and has over 29 years of rich and diverse experience in various areas of finance and financial services. His area of expertise includes equity markets, wealth management, mutual fund, life insurance, investment banking, money changing, money transfer and distribution of financial products.	She is a lawyer by profession with two decades of experience across leading law firms and multinationals in India. She is a subject matter expert in financial services and telecommunications with experience of dealing with various regulators. She has diverse experience in handling complex transactions.	He is a qualified CA and has over 26 years of experience in financial services and capital markets. Mr. Srinivas was the former head of Investment Banking at UTI Securities Limited. Presently, he serves as the Managing Director of Saffron Capital Advisors Private Ltd, a SEBI registered Category I Merchant Banker and a boutique Investment Bank.	She is a sales and marketing professional and entrepreneur with over 18 years of experience in variety of industries. She combines her experience using skills that includes Sales, Business Development, Consumer Behaviour, Market Strategy, Research and Segmentation, Brand and Corporate Communication, Public Relations and Advertising along with current market trends to create growth.
(b) Date of Birth/ Age	May 19, 1962/ 56	October 10, 1959 / 59	April 6, 1964/ 54	December 25, 1972/ 45	October 26, 1962/ 55	June 7, 1976/ 42
(c) Date of first appointment on the Board	March 8, 1989	June 5, 2006	November 4, 2015	May 29, 2017	July 29, 2017	September 27, 2017
(d) Details of shares held in the Company as on March 31, 2018	2747250	2598650	Nil	Nil	Nil	Nil
(e) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Jai Bhagwan Goel, Whole Time Director is the brother of Mr. Rohtas Goel. Mr. Mohit Goel, Chief Executive Officer is the son of Mr. Rohtas Goel.	Mr. Rohtas Goel, Chairman & Managing Director is the brother of Mr. Jai Bhagwan Goel.	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
(f) Qualifications	DP. In civil	Graduation in Civil Engineering from A.M.I.E	CA, CWA	B.A. (Hons.), LLB	CA, CWA	Postgraduate in Commerce N.A.
(g) Terms and Conditions of Appointment/ Re-appointment	As mentioned in the resolution placed before the members in item no. 10 of the Notice read with the explanatory statement thereto	Re-appointment pursuant to retirement by rotation	N.A.	N.A.	N.A.	N.A.

<p>Name of the Director</p>	<p>Mr. Rohdas Goel (DIN:00003735)</p>	<p>Mr. Jai Bhagwan Goel (DIN:00075886)</p>	<p>Mr. Sudip Bandyopadhyay (DIN:00007382)</p>	<p>Ms. Shruti Divedi Sodhi (DIN:02058258)</p>	<p>Mr. Srinivas Kanakagiri (DIN:00443793)</p>	<p>Ms. Seema Prasad Avasarala (DIN:07058667)</p>
<p>(h) Details of Remuneration sought to be paid</p>	<p>As mentioned in the resolution placed before the members in item no. 10 of the Notice read with the explanatory statement thereto</p>	<p>Rs.3,00,000 p.a.</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a.</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a.</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a.</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a.</p>
<p>(i) Last Remuneration drawn</p>	<p>Rs.17,150,000 p.a.</p>	<p>Rs.1,925,000 p.a.</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a. on pro rata basis</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a. on pro rata basis</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a. on pro rata basis</p>	<p>Sitting fee of Rs.40,000/- per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission of Rs.5,00,000 p.a. on pro rata basis</p>
<p>(j) Number of Board Meetings attended/ held during Financial Year 2017-18</p>	<p>6 out of 6</p>	<p>5 out of 6</p>	<p>6 out of 6</p>	<p>3 out of 6</p>	<p>2 out of 6</p>	<p>2 out of 6</p>
<p>(k) Listed entities in which the person also holds the Directorship and Membership/Chairmanship of the Committees thereof as on March 31, 2018</p>	<p>Nil</p>	<p>Nil</p>	<p>1. Wall Street Finance Limited Director Member - Audit Committee Member - Share Transfer Cum Shareholder's Relationship Committee Member- Compensation cum Nomination and Remuneration Committee Member-Corporate Social Responsibility Committee</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>

Name of the Director	Mr. Rohtas Goel (DIN:00003735)	Mr. Jai Bhagwan Goel (DIN:00075886)	Mr. Sudip Bandyopadhyay (DIN:00007382)	Ms. Shruti Divvedi Sodhi (DIN:02058258)	Mr. Srinivas Kanakagiri (DIN:00443793)	Ms. Seema Prasad Avasaraia (DIN:07058667)
(l) Directorship held in other companies as on March 31, 2018	<ol style="list-style-type: none"> Magpie Living Private Limited Omaxe Infotech City Developers Limited Omaxe Power Private Limited Examo Estate Management Private Limited Omaxe Connaught Place Mall Limited VSG Builders Private Limited NJS Developers Private Limited Bharat Bhoomi Township Limited Ometech Infrastructure and Construction Limited Omaxe Housing and Commercial Projects Limited Omaxe Global Trading Corporation Private Limited Guild Builders Private Limited Affordable India Housing Finance Limited Hansa Properties Private Limited Buildwell Builders Private Limited B D Agarwal Securities Private Limited Omaxe Pragati Maidan Exhibition Limited Dream Home Developers Private Limited The International Omaxe Construction Limited 	<ol style="list-style-type: none"> Solvere Life Technologies Private Limited Omaxe Power Private Limited Omaxe Orissa Developers Limited Divya Buildhome Private Limited Miniature Township and Properties Private Limited Omaxe Rajasthan SEZ Developers Limited Jai Bhoomi Projects Limited Omaxe Entertainment Limited 	<ol style="list-style-type: none"> Inditradе Housing Finance Limited Inditradе Community Foundation Jagdamba Contractors and Builders Limited Inditradе Microfinance Limited JRG Fincorp Limited Securevalue India Limited India Transact Services Limited Totalstart Entrepreneurship Eco-system Developers Wall Street Finance Limited AGS Transact Technologies Limited 	<ol style="list-style-type: none"> SVAS ARC Private Limited 	<ol style="list-style-type: none"> Saffron Nutraceuticals Private Limited Smart Functional Foods Private Limited Association of Investment Bankers of India Saffron Capital Advisors Private Limited Saffron Financial Advisory & Consultancy Services Private Limited Goldhill Consultancy Services Private Limited S F Distributors Private Limited Saffron Equity Advisors Private Limited 	<ol style="list-style-type: none"> Oyehelp Technologies Private Limited
(m) Committee positions held in other Companies as on March 31, 2018	Nil	Nil	Chairman- 1. Securevalue India Limited 2. India Transact Services Limited 3. AGS Transact Technologies Limited Member- 1. JRG Fincorp Limited 2. Wall Street Finance Limited	Nil	Nil	Nil
b. Stakeholders' Relationship Committee	Nil	Nil	Chairman- 1. AGS Transact Technologies Limited 1. Wall Street Finance Limited.	Nil	Nil	Nil

Name of the Director	Mr. Rohtas Goel (DIN:00003735)	Mr. Jai Bhagwan Goel (DIN:00075886)	Mr. Sudip Bandyopadhyay (DIN:00007382)	Ms. Shruti Divedi Sodhi (DIN:02058258)	Mr. Srinivas Kanakagiri (DIN:00443793)	Ms. Seema Prasad Avasarala (DIN:07058667)
c. Others	Nil	Nil	1. Member of Nomination and Remuneration Committee of: a) JRG Fincorp Limited b) Securevalue India Limited c) India Transact Services Limited d) Wall Street Finance Limited e) AGS Transact Technologies Limited 2. Member of Corporate Social Responsibility Committee of: a) JRG Fincorp Limited b) Wall Street Finance Limited 3. Member of Asset Liability Management Committee of "Indi-trade Microfinance Limited"	Nil	Nil	Nil

ROUTE MAP FOR AGM VENUE



DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors have pleasure in presenting the Twenty Ninth Annual Report together with the Financial Statements of the Company for the Financial Year ended March 31, 2018.

FINANCIAL HIGHLIGHTS

A brief overview on Consolidated and Stand-Alone Financial Performance for the Financial Year ended March 31, 2018 is as follows:

A. CONSOLIDATED FINANCIAL PERFORMANCE

(Rupees in mn)		
Particulars	31.03.2018 (Audited)	31.03.2017 (Audited)
Revenue from operations	18390.94	16267.53
Other Income	587.06	589.18
Total Income	18978.00	16856.71
Expenses		
Operating Expenditure	14124.94	11844.90
Employee Benefit Expense	571.82	555.12
Depreciation and amortization expenses	87.63	88.93
Other Expenses	1093.71	1031.05
Total Expenses	15878.10	13520.00
Profit before finance cost and tax	3099.90	3336.71
Finance Cost	1692.84	1545.28
Profit before tax (PBT)	1407.06	1791.43
Tax Expenses	555.28	738.84
Share of profit/(loss) in associates	(0.03)	-
Profit before comprehensive income	851.75	1052.59
Other comprehensive incomes	(17.79)	(1.93)
Total Comprehensive Income for the year	833.96	1050.66

B. STAND-ALONE FINANCIAL PERFORMANCE

(Rupees in mn)		
Particulars	31.03.2018 (Audited)	31.03.2017 (Audited)
Revenue from operations	12679.39	10366.01
Other Income	464.80	424.32
Total Income	13144.19	10790.33
Expenses		
Operating Expenditure	9285.41	7005.24
Employee Benefit Expense	514.73	498.35

(Rupees in mn)

Particulars	31.03.2018 (Audited)	31.03.2017 (Audited)
Depreciation and amortization expenses	59.88	64.83
Other Expenses	777.05	720.47
Total Expenses	10637.07	8288.89
Profit before finance cost and tax	2507.12	2501.44
Finance Cost	1542.11	1211.59
Profit before tax (PBT)	965.01	1289.85
Tax Expenses	329.96	611.50
Profit before comprehensive income	635.05	678.35
Other comprehensive incomes	(25.37)	7.75
Total Comprehensive Income for the year	609.68	686.10

TRANSFER TO RESERVES

During the year under review, an amount of Rs.100 mn was transferred to General Reserves.

DIVIDEND

I) PREFERENCE SHARES

The Board recommends a dividend of 0.1% on 0.1% Non-Cumulative, Redeemable, Non-Convertible Preference Shares for the FY ended March 31, 2018 amounting to Rs.2.5 mn for approval of Members.

II) EQUITY SHARES

Your Board is pleased to recommend a dividend of Rs.0.70 per equity share only to public shareholders of the Company for the FY ended March 31, 2018 for approval of the Members.

OPERATIONS

During the year under review, on consolidated basis, your Company registered Gross Revenue of Rs.18978.00 mn, whereas the Profit Before Tax and total comprehensive income for the year stood at Rs.1407.06 mn and Rs.833.96 mn respectively. On a standalone basis, the Company registered Gross Revenue of Rs.13144.19 mn, whereas the Profit before Tax and total comprehensive income for the year stood at Rs.965.01 mn and Rs.609.68 mn, respectively.

During the year, the overall real estate market remained subdued. However, there are signs of revival in the broader economy and it is likely that the real estate sector too would benefit from any uptick in the economy. Your Company with its wide geographical presence and diversified product portfolio stands to gain from the likely revival of the economy. With your Company offering Group Housing projects, plots,

villas, Office Spaces, SCOs, shopping malls and Hotel projects among others, thus, is able to cater the needs of various strata of our country.

During the year under review, your Company further strengthened its foot print across markets like Uttar Pradesh, Punjab, Haryana and Madhya Pradesh etc. The focus of the Company, during the year, has been to complete the execution of ongoing projects and deliver homes to our customers. During the year, we delivered 3.3 mn sq. ft. of spaces, which is an achievement given the tough market conditions.

OUTLOOK

Your Company has several ongoing projects in tier II and III cities and some projects are in the pipeline. Your Company's product portfolio consists of both small and large sized projects, offering complete solution to esteemed consumers. As such, your Company remains bullish about its existing projects. At the same time, your Company will be speeding

up construction of its existing projects and continue to focus on timely delivery, which remains its greatest strength.

With Metrological Department predicting a normal monsoon, it is expected the country will have bumper harvest. Needless to say, this will help to keep inflation in check and in line with the Reserve Bank of India projection. Stable interest rate at this level bodes well for the economy as a whole and the real estate sector in particular. As your Company's cash position remains comfortable and so does debt, it provides the cushion to undertake new launches and also provides the flexibility to go for strategic acquisitions. Your Company believes that along with tier II and III cities, places like Delhi NCR including Gurugram and Noida provides great opportunity and your Company would continuously by explore opportunities to expand and strengthen its presence. The Company has adopted/ implemented new laws like RERA-The Real Estate (Regulation and Development) Act and GST (Goods and Service Tax) in true form and spirit in the best interests of our stakeholders.

SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURE

During the year under review, the following is the position of Debt Securities issued by the Company:

Details of Debentures Issued by the Company								
Sl. No.	Series of NCDs	ISINs	No. of NCDs	Face Value per NCD (in Rs.)	Tenure of NCDs (in years)	*Outstanding Value of Debentures as on April 01, 2017 (in mn)	*Debentures redeemed during the Year (in mn)	*Outstanding Value of Debentures as on March 31, 2018 (in mn)
1	Series B	INE800H07223	320	500000	3	79.32	79.32	0.00
2	Series D	INE800H07249	80	500000	3	19.83	19.83	0.00
Total			400			99.15	99.15	0.00

*figures are as per Ind AS

The NCD's have been redeemed in totality.

PUBLIC DEPOSITS

MCA vide Companies (Acceptance of Deposits) Amendment Rules, 2017 dated 11th May, 2017 had notified that the Companies may accept Deposits without deposit insurance contract till the 31st March, 2018 or till the availability of a deposit insurance product, whichever is earlier.

Accordingly, during the year, the Company had accepted Fixed Deposits under Fixed Deposit Scheme in compliance with the provisions of Section 73 and 76 and other relevant provisions of the Companies Act, 2013 and Rules made there under as amended from time to time.

The details of the Deposit are as follows:

- Accepted during the year: Rs.653.96 mn
- Outstanding deposits as at the end of the year: Rs.930.27 mn.*
- Whether there has been any default in repayment of deposits or payment of interest thereon during the year

and if so, number of such cases and the total amount involved:

- at the beginning of the year: NIL
- maximum during the year : NIL
- at the end of the year: NIL

- The details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013: NIL

*(including deposit pursuant to Rule 19 of the Companies (Acceptance of Deposits) Rules, 2014)

The Company has discontinued accepting Public Deposits after 31st March, 2018 as the exemption on insurance of deposits has not been extended as was done earlier vide aforesaid amended Rules.

However, Section 15 of the Companies (Amendment) Act, 2017 has omitted the requirement of Deposit Insurance under Section 73, sub-section (2), clause (d) of the Companies Act,

2013. Since, Section 15 of the Companies (Amendment) Act, 2017 has also not yet been notified by the Ministry of Corporate Affairs, the Company is not able to accept further deposits after 31st March, 2018.

Periodical reminders are being sent to the Deposit holders whose deposits have matured but remain unclaimed.

AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

STATUTORY AUDITOR

M/s BSD & Co., Chartered Accountants (Firm Registration No. 000312S), was appointed by the Company as the Auditors in the Annual General Meeting held on 27th September, 2017 for a period of five years in terms of the provisions of Section 139(2) of the Companies Act, 2013 read with Rules made thereunder. Accordingly, the Auditors, hold office until the conclusion of the Annual General Meeting to be held in the year 2022.

The Statutory Auditors have submitted a certificate confirming their eligibility under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, the Company has also received a copy of Peer Review Certificate as prescribed by the Institute of Chartered Accountant of India to the Auditors and declaration from the Auditors that they are not disqualified for such appointment/reappointment under the said Act.

In terms of the provisions of Section 139(1) of the Companies Act, 2013 it was required to ratify the appointment of Statutory Auditor every year by the shareholders of the Company during the tenure of appointment. Further, due to notification of some of the provisions of the Companies (Amendment) Act, 2017 on May 7, 2018, the requirement of ratification of appointment of Statutory Auditors by members has been done away with.

Hence, it is no longer required to ratify the appointment of Statutory Auditors at every Annual General Meeting by the members of the Company.

AUDITOR'S REPORT

The Notes on accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Reports that may call for any explanation from the Directors.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed P I & Associates, Company

Secretaries to undertake the Secretarial Audit of the Company for the FY 2017-18.

The observations of Secretarial Auditor of the Company in their Report for the FY ended March 31, 2018 are self-explanatory and the Report of the Secretarial Audit in Form MR-3 is annexed as **Annexure I**.

COST AUDITOR

On the recommendation of the Audit Committee, the Board of Directors has appointed M/s S.K. Bhatt & Associates to audit the cost accounts of the Company for the FY 2018-19 at a remuneration of Rs.1,75,000/- plus out of pocket expenses and applicable taxes. The Board recommends ratification of remuneration for approval of Shareholders.

COST AUDITORS' REPORT

In terms of Section 148 of The Companies Act, 2013 the Company had appointed M/s S.K. Bhatt & Associates, Cost Accountants as Cost Auditors for the Audit of the cost records of the Company for the FY 2017-18. The Cost Auditor in terms of the Act, post audit shall submit their Report to Board in due course.

INTERNAL FINANCIAL CONTROL & SYSTEMS

The Board of Directors had appointed M/s KPMG as the Internal Auditors of the Company w.e.f. October 15, 2016. Internal Financial Control & Systems of the Company has been devised through its extensive experience that ensures control over various functions of its business. The Company practices Quality Management System for Design, Planning, Construction and Marketing. Periodic audits conducted by Internal Auditors and Statutory Auditors provide means whereby any weakness, whether financial or otherwise, is identified and rectified in time.

SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES

The Company has 96 subsidiaries, 2 joint ventures & 1 associate company as on March 31, 2018. List of companies which have been consolidated at the year-end is given in the Notes to Accounts.

The Company has one Material Unlisted Indian Subsidiary Company i.e. Jagdamba Contractors and Builders Limited.

During the year under review, the Company acquired NRI City Developers Private Limited as a Wholly Owned Subsidiary of Omaxe Chandigarh Extension Developers Private Limited, a wholly owned subsidiary of Omaxe Limited on June 15, 2017.

In terms of Indian Accounting Standard (Ind AS) 27 there are 155 more companies whose accounts had been consolidated with Company's accounts.

There has been no material change in the nature of the business of the subsidiaries. A separate statement containing the report on the performance and financial position of each of subsidiaries, associates and joint ventures is included

in the consolidated financial statements of the Company forming part of this Annual Report.

ACCOUNTS OF SUBSIDIARY COMPANIES

Pursuant to applicable Accounting Standards on Consolidated Financial Statements and Financial Reporting of Interest in Joint Ventures issued by the Institute of Chartered Accountants of India and as prescribed by Securities and Exchange Board of India (SEBI), Consolidated Financial Statements, which includes the financial information of the subsidiaries, are enclosed and forms part of this Annual Report.

As per the provision of first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the balance sheets of the subsidiary companies have not been attached to the Annual Report. However, Company is required to attach alongwith its financial statements a separate statements containing the salient features of financial statements of its subsidiaries in Form AOC-1.

Further, the Annual Accounts of the subsidiary companies and the related detailed information will be made available to the shareholders of the holding and subsidiary companies seeking such information at any point of time and the Annual Accounts of the subsidiary companies will also be kept for inspection by any member in the head office of the holding Company and of the subsidiary companies concerned. The Company will furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand. Further, the annual accounts for the FY 2017-18 of all the subsidiary companies are available on the website of the Company i.e., www.omaxe.com.

BUSINESS RESPONSIBILITY REPORT

As per Regulation 34 of the SEBI Listing Regulations, a Business Responsibility Report is annexed as **Annexure II** and forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The Board, upon the recommendation of the CSR Committee, adopted CSR Policy and initiated its implementation. The CSR Policy is available on the Company's website www.omaxe.com. During the period under consideration, the Company had to spend an overall amount of Rs.21.17 mn towards CSR activity. The Company has spent Rs.63.84 lakhs under National Employment Through Apprentice Programme (NETAP) on CSR. NETAP is on the job training program offered by TeamLease Skill University which operates under PPP model between AICTE (MHRD), CII & NDSC. NETAP is governed by the NEEM Notification (National Employability Enhancement Mission) published in the gazette by AICTE as per the AICTE Act of 1987. Its purpose is to:-

- Overcoming the current challenges of the Apprenticeship Act.
- Building skills of Unemployed youth through Learning by doing and Learning while earning.

- Providing them with access to practical skills.
- Building a matching infrastructure which connects the youth with the Corporate skill requirements.

Though the Company had intended to spend entire CSR budget during this year, sufficient number of trainees could not be enrolled for NETAP training and hence the entire CSR budget could not be spent. This was because the enrollment as trainees under NETAP required fulfillment of certain eligibility criteria like age restriction upto 35 years, having Aadhar card, bank account, etc. This restricted the number of people who could enroll under NETAP. However, the Company endeavors to train maximum number of people under its NETAP-CSR project.

The details pertaining to composition of CSR Committee are included in the Corporate Governance Report, which forms part of this Annual Report. The Annual Report on CSR activities is annexed as **Annexure III**.

POLICY ON SEXUAL HARASSMENT

The Company has Internal Complaints Committee (ICC) with Ms. Meeta Sharma as (Presiding Officer), Ms. Vijay Laxmi (Member), Mr. Virender K Singhal (Member), Ms. Shubha Singh (Member) and a member from a NGO, Ms. Sudha Sharma in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All female employees are covered under the Policy. There was no complaint received from any employee during the FY 2017-18 and hence no complaint is outstanding as on March 31, 2018 for redressal.

DIRECTORATE & KMP

During the period under Review, Ms. Shruti Divedi Sodhi and Mr. Srinivas Kanakagiri were appointed as Additional Independent Directors w.e.f. May 29, 2017 and July 29, 2017, respectively and their appointment as Independent Director for a term of 5 years was confirmed by the Members in the AGM held on September 27, 2017.

Further, Ms. Padmaja Ruparel, Lt. Gen. (Retd.) Bhopinder Singh and Dr. Prem Singh Rana resigned from the position of Independent Director of the Company w.e.f. May 29, 2017, July 12, 2017 and October 23, 2017, respectively. The Board appreciates their valuable contribution to the Board's functioning during their tenure.

Mr. Mohit Goel resigned from the position of Chief Executive Officer (CEO) of the Company w.e.f. May 28, 2017 for getting a better understanding of business management. He was further re-appointed as CEO of the Company in the Board Meeting held on February 12, 2018.

Pursuant to the Members resolutions passed at the AGM held on September 27, 2017, Ms. Seema Prasad Avasarala (notice under Section 160 of the Companies Act, 2013 received from a member), was appointed as a Director in place of Mr. Sunil Goel, who was retiring by rotation. The resolution for re-appointment of Mr. Sunil Goel was not

approved by the Members and accordingly, he ceased to be Director from the date of AGM i.e. September 27, 2017.

In terms of Section 152 of the Companies Act, 2013 and Articles of Association of the Company Mr. Jai Bhagwan Goel, Whole Time Director of the Company shall retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The appointment term of Mr. Rohtas Goel, Chairman and Managing Director was approved by the Members for five years i.e. from 1st April, 2013 to 31st March, 2018 in their meeting held on September 26, 2013. The Board considered and recommended to the Members the re-appointment of Mr. Rohtas Goel as Managing Director under the designation of Chairman and Managing Director of the Company for a period of five years w.e.f. 1st April, 2018 to 31st March, 2023.

Brief resume of the director(s) recommended for approval of appointment / re-appointment at the AGM and nature of expertise in specific functional areas and names of the companies in which he/she holds Directorship and Membership/ Chairmanship of Committees of the Board, as stipulated under SEBI (Listing Obligations and Disclosures Requirements), 2015 are provided in the Corporate Governance Report which forms part of the Annual Report.

DIRECTORS AND OFFICERS INSURANCE ('D AND O INSURANCE')

In terms of SEBI (LODR) (Amendment) Regulations, 2018, with effect from October 1, 2018, the top 500 Listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors.

The Board has already taken steps in this regard by taking Directors and Officers insurance ('D and O insurance') from SBI General Insurance Company Limited.

BOARD AND ITS COMMITTEES

The Board comprises 7 Members - 3 Executive Directors and 4 Non-executive Directors (3 Independent Directors and 1 Non-Independent Director). During the period under review, your directors met Six times. The maximum interval between two Meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and applicable secretarial standards. Details of number of meetings of Board and various Committees attended during the year by each Director/ Member is disclosed in the Corporate Governance Report forming part of this Annual Report.

The Board has six committees namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Investor Grievances Cum Stakeholder Relationship Committee, Share / Debenture Transfer Committee and Finance, Legal & Administrative Committee.

A detailed note on the composition of the Board, Committees, meetings, attendance thereat is provided in the Corporate Governance Report which forms part of this Annual Report.

Mr. Mohit Goel is Chief Executive Officer, Ms. Vijayalaxmi is Chief Operating Officer, Mr. Vimal Gupta is the Chief Financial Officer of the Company and Ms. Shubha Singh is the Company Secretary.

COMPLIANCE OF THE SECRETARIAL STANDARDS ISSUED BY ICSI

The Board confirms that, during the period under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

DECLARATION BY INDEPENDENT DIRECTORS

As per the requirement of section 134(3)(d) of the Companies Act, 2013, the Company is required to attach the statement on declaration given by the Independent Directors under Section 149(6) with the Report. Your Company has received the said declaration from all the Independent Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts for the Financial Year ended March 31, 2018, the applicable Accounting Standards have been followed and there are no material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2018 and of the profit of the Company for the year ended on that date;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. The Directors had prepared the financial statements of the Company for the Financial Year ended March 31, 2018 on a 'going concern' basis.
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES

As required by the provisions of Section 197 read with Rule 5 of the Companies (appointment and Remuneration of Managerial Personnel) Rules 2014, of the Employees are set out in **Annexure IV**.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT/ TECHNOLOGY ABSORPTION/ FOREIGN EXCHANGE EARNING AND OUTGO

The information required pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Research & Development, Technology Absorption are not applicable to the Company.

The earning in foreign currency is Rs.0.71 mn during the current FY as against Rs. 2.85 mn in previous year and expenditure in foreign currency is Rs.2.47 mn during the current year as compared to Rs.7.11 mn in the previous year.

INVESTOR RELATIONS

Investor Relations have been cordial during the year. As per the Circular No. CIR/OIAE/2/2011 dated June 3, 2011 issued by the Securities and Exchange Board of India, Company is timely redressing the Investor Complaints through the SEBI complaints Redress System (SCORES). As a part of compliance, the Company has an Investor Grievance Committee to redress the issues relating to investors. It consists of three Members namely Ms. Shruti Divedi Sodhi, Chairperson, Mr. Rohtas Goel and Mr. Sudip Bandyopadhyay, Members.

The details of this Committee are provided in the Corporate Governance Report forming part of the Annual Report.

LISTING

The equity shares continue to be listed on the BSE Ltd (Bombay Stock Exchange) and the National Stock Exchange of India Ltd. (NSE). Both these Stock Exchanges have nationwide terminals and therefore, shareholders/investors are not facing any difficulty in trading the shares of the Company from any part of the Country. The Company has paid annual listing fees for the FY 2017-18 to BSE and NSE and annual custody fees to National Securities Depository Limited and Central Depository Services (India) Limited.

CORPORATE GOVERNANCE REPORT

The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Secretarial compliances, reporting, intimations etc. under the Companies Act, 2013, listing agreement(s) and other applicable laws, rules and regulations are noted in the Board/ Committee Meetings from time to time. The Company has implemented several best corporate governance practices as prevalent globally.

The Corporate Governance Report as stipulated under Regulation 34(3) and other applicable Regulations read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

STATUTORY AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The requisite Certificate from the Statutory Auditors of the Company, M/s BSD & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) and 53(f) read with Part E of Schedule V of the aforesaid Regulations, is attached and forms part of the Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 of the Companies Act, 2013 read with Rule 12 of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return is attached herewith as **Annexure V**.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All contracts/arrangements/transaction entered into by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/ arrangement/transaction with the related parties which could be considered material in accordance with the Policy of the Company on materiality of related party transactions. The RPT Policy is available on the Company's website under the weblink <https://www.omaxe.com/investor/corporate-governance>. Your Directors draw attention of the Members to Note no.50 to the financial statements which set out related party disclosure.

The details of Related Party Transaction in terms of Section 134(3)(h) & 188(1) of the Companies Act, 2013 read with Rules made thereunder i.e. Form AOC-2 is attached herewith as **Annexure VI**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Your Company is engaged in the business of providing infrastructure facilities i.e. housing, real estate development etc. The provision of Section 186 of the Companies Act, 2013 are not applicable on the Company.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate till the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the period under review, no material order has been passed by any regulator or court excepting to the extent as may be mentioned in the Notes to Accounts attached to the

Financial Statements forming part of the Annual Report.

PERFORMANCE EVALUATION

SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of Directors on various parameters.

Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board on its own performance and that of its Committees, Chairman of the Board and Individual Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

The Company has adopted adequate Policy for the evaluation of its Director including independent Director and for the evaluation of the performance of Board and its Committee; the above referred evaluation has been made in accordance with the stated Policy.

DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

Pursuant to the provision of Section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the Board of Directors on the recommendation of Nomination and Remuneration Committee has framed a Policy for the appointment of Directors and Senior Management and their remuneration which is available on the website of the Company under the weblink <https://www.omaxe.com/investor/corporate-governance>.

The Board of Directors, at the recommendations of Nomination and Remuneration Committee and Audit Committee recommended for payment of Commission of upto 1% of the Net Profits of the Company as calculated under Section 198, to the non-executive Director of the Company, in each FY over a period of five years i.e. from 2018-19 to 2022-2023, subject to approval of the Members in AGM. This is an enabling provision. The Company has been paying commission of Rs.5 lacs p.a. to each non-executive Director and shall continue to pay the same for FY 2018-19.

The details pertaining to composition of Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

RISK MANAGEMENT POLICY

The Company has adopted the Risk Management Policy which is aimed at creating and protecting shareholders value by minimizing threats and losses and identifying and maximizing opportunities. Your Directors periodically review the risks associated with the business or threaten the prospectus of the Company.

WHISTLE BLOWER POLICY

The company has a vigil mechanism named as Whistle Blower Policy of the Company, an avenue to raise concern

and access in good faith the Chairman of the Audit Committee which provide for adequate safeguard against victimization of person. The Policy on Whistle Blower Policy may be accessed on the Company's website.

DIVIDEND DISTRIBUTION POLICY

The Board based on the recommendations of the Audit Committee, approved Dividend Distribution Policy of the Company in accordance with SEBI (listing obligations and disclosure requirements) (second amendment) Regulations, 2016 dated 8th July, 2016. The Dividend Distribution Policy is attached as **Annexure VII** forms part of this Annual Report and is also available on the Company's website www.omaxe.com under the weblink <https://www.omaxe.com/investor/corporate-governance>.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the vendors and stakeholders including financial institutions, banks, Central & State Government Authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

The relationship with the employees remained cordial during the year. Your Directors are thankful to the shareholders and customers for their continued patronage. Your Directors wish to place on record their appreciation for impressive growth achieved through the competence, hard work, solidarity, cooperation and support of employees at all levels.

CAUTIONARY STATEMENT

Statement made in the Annual Report, including those stated under the caption "Management Discussion and Analysis" describing the Company's plans, executions, achievements, projections and expectations may include approximations and may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

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

Sd/-

Rohtas Goel
(DIN: 00003735)

**Chairman and Managing
Director**

Place: New Delhi
Date: May 23, 2018

REGISTERED OFFICE:

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

FORM NO. MR - 3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Omaxe Limited
(L74899HR1989PLC051918)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Omaxe Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'),
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable during the period of audit);
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(not applicable during the period of audit);
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable during the period of audit);
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable during the period of audit); and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (not applicable during the period of audit)
- (vi) We, based upon the Management Representation, further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company:-
 - i. The Real Estate (Regulation and Development) Act, 2016 and rules of the state(s) where project were being undertaken.
 - ii. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
 - iii. The Land Acquisition Act, 1984
 - iv. Transfer of Property Act, 1882
 - v. Indian Easements Act, 1882
 - vi. Registration Act, 1908

However, our Report does not in any way comment upon the compliance of the above laws and also not being qualified too.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and

- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following: -

1. *The Company does not have the required number of Independent Directors on the Board as at March 31, 2018 and thus, Composition of the Board of Directors is not in compliance with the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirement), Regulations, 2015.*
2. *The Company is generally regular in filing disclosures to the stock exchanges under the applicable Securities Laws except in case of release of pledge on its equity shares being held by the promoters under SEBI (Prohibition of Insider Trading) Regulations, 2015.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors but without having the required number of Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were not carried out in compliance with the provisions of the Listing Regulations, 2015.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except where shorter notice was given to call meeting of the Board, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has passed following special resolutions in the Annual General Meeting held on September 27, 2017:

- Under Section 180 (1) (c) of the Act to borrow money (apart from temporary loans obtained from the Company's banker in the ordinary course of business) which shall not exceed the sum of Rs.30,000,000,000/- (Rupees Three Thousand Crores Only) outstanding at any time over and above the aggregate of paid up capital and its free reserves.
- Under Section 42, 71 of the Act to issue/offer/ invite for subscription of Non-Convertible Debentures (NCDs) for an aggregate amount of Rs.5,000,000,000/- (Rupees Five Hundred Crores only) or its equivalent in any other

currency on private placement basis in one or more tranches.

For PI & Associates,
Company Secretaries

Sd/-
Ankit Singhi
(Partner)

ACS No.: A20642
C P No.: 16274

Date: May 22, 2018
Place: New Delhi

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

"Annexure A"

To,
The Members,
Omaxe Limited.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries

Sd/-
Ankit Singhi
(Partner)

ACS No.: A20642
C P No.: 16274

Date: May 22, 2018
Place: New Delhi

BUSINESS RESPONSIBILITY REPORT

Annexure II

The Directors present the Business Responsibility Report of the Company for the Financial year ended on 31st March, 2018, pursuant to Regulation 34 (2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number of the Company: L74899HR1989PLC051918
- Name of the Company: Omaxe Limited
- Registered address: Shop No-19-B, First Floor Omaxe Celebration Mall, Sohna Road Gurugram, Haryana -122001
- Website: www.omaxe.com
- E-mail id: secretarial@omaxe.com
(Ms. Shubha Singh, Vice President & Company Secretary)
- Financial Year reported: 2017-18
- Sector(s) that the Company is engaged in (industrial activity code-wise):
The Company is primarily engaged in the business of real estate development and the industrial activity code is 681
- List three key products/services that the Company manufactures/provides (as in balance sheet):
The Company is primarily engaged in construction of integrated township, Hi-tech Township, Group house projects, shopping malls, office spaces, hotels and entertainment zones.
- Total number of locations where business activity is undertaken by the Company
(a) Number of International Locations: None
(b) Number of National Locations: 27 cities across 8 states
- Markets served by the Company - The Company has a wide geographical presence across northern and central India operating in 8 states across 27 cities. The Company has launched various projects in Lucknow, Vrindavan, New Chandigarh, Bahadurgarh, Indore, Ludhiana, Faridabad, Ghaziabad, Noida and Greater Noida. Your Company has several ongoing projects in tier II and III cities and some projects are in the pipeline. Your Company's product portfolio consists of both small and large sized projects, offering complete solution to esteemed consumers.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

- Paid up Equity Capital (INR) : 1,829.01 mn

- Total Turnover (INR) : 13144.19 mn (Standalone), 18978.00 mn (Consolidated)
- Total profit after taxes (INR): 609.68 mn (standalone), 833.96 mn (Consolidated)
- Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax: Rs.63.84 lacs i.e. 0.60 %.

The Company had to spend Rs.21.17 mn towards CSR activity in terms of Section 135 of the Companies Act, 2013 read with Rules made thereunder. The Company has spent Rs.63.84 lacs. Though the Company had intended to spend entire CSR budget during this year, sufficient number of trainees could not be enrolled for NETAP training and hence the entire CSR budget could not be spent.

- List of activities in which expenditure in 4 above has been incurred:-

Skill Development - The purpose of project is to enhance employment through providing training to National Employment through Apprentice Programme (NETAP) trainees.

NETAP is on the job training program offered by TeamLease Skill University which operates under PPP model between AICTE (MHRD), CII & NDSC. NETAP is governed by the NEEM Notification (National Employability Enhancement Mission) published in the gazette by AICTE as per the AICTE Act of 1987. Its purpose is to:-

- Overcoming the current challenges of the Apprenticeship Act.
- Building skills of unemployed youth through Learning by doing and Learning while earning.
- Providing them with access to practical skills.
- Building a matching infrastructure which connects the youth with the corporate skill requirements.

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies? -
Yes, the Company has 96 Subsidiary Companies as on 31st March, 2018.
- Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s): No
- Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? - The Company does

not mandate its suppliers/ distributors to participate in the Company's BR initiatives. However, they are encouraged to adopt such practices and follow the concept of being a responsible business.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

1. DIN Number - 00003735
2. Name - Mr. Rohtas Goel
3. Designation - Chairman and Managing Director

(b) Details of the BR head

S. No	Particulars	Details
1.	DIN Number (if applicable)	Not Applicable
2.	Name	Ms. Shubha Singh
3.	Designation	Vice President & Company Secretary
4.	Telephone number	011-41893100/6776/6680
5.	e-mail id	secretarial@omaxe.com

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

Principle-wise index:

P1	– Business should conduct and govern themselves with ethics, Transparency and Accountability
P2	– Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	– Businesses should promote the wellbeing of all employees
P4	– Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
P5	– Businesses should respect and promote human rights
P6	– Business should respect, protect, and make efforts to restore the environment
P7	– Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	– Businesses should support inclusive growth and equitable development
P9	– Businesses should engage with and provide value to their customers and consumers in a responsible manner

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	The Company has formulated the policies while taking into account the stakeholders' expectations and adopted best practices.								
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes, the policy/practice broadly confirms to the National Voluntary Guidelines (NVGs) issued by the Ministry of Corporate Affairs, Government of India, July, 2011.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes.								
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes.								
6.	Indicate the link for the policy to be viewed online?	investors section on www.omaxe.com								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Internal & external stakeholders are communicated / made aware about the policies to the extent possible. Also the same is available on the corporate website.								

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8.	Does the company have in-house structure to implement the policy/ policies?	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes								
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	All the policies have been formulated taking into account the stakeholders' expectations and the Company reviews policies.								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options) : Not Applicable

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles	/								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year : The Board of Directors assesses the Company's performance once in three years.

(a) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? :- The Company's BR Report alongwith policies are available in investors section on corporate website www.omaxe.com.

The Company has Investor Grievance Cum Stakeholder Relationship Committee which reviews the shareholders complaints and their resolution. During the year ended March 31, 2018 opening balance of the complaints was 1 and 8 complaints were received from the shareholders, all of which were satisfactorily attended and resolved.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?

The policy relating to ethics, bribery and corruption is applicable only to the Company. However, the Code of Conduct and Whistle Blower Policy of the Company cover other stakeholders as well.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.-

The Company is primarily engaged in construction sale and leasing of townships, group housing projects, shopping malls, office spaces, hotels and entertainment zones.

a. The Company implements building structure designs that are safer than what is mandatorily required under the requisite building code.

b. The Company is designing and upgrading buildings environment friendly in across India and in continuation with the Company and its contractors attempt to provide hygiene and healthy working environment to workers at construction sites including training to improve the capabilities of the local work force.

2. For each such product, provide the details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): No Comments
3. Does the Company have procedures in place for sustainable sourcing (including transportation)?
 - (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Yes, Sustainable practices have always been an integral part of our business strategy. The Company put all its efforts to ensure 100% of the inputs are sustainably sourced. Further, the Company gives preference in selection of vendors for procurement of raw material, who comply with the various principles of sustainability. Majority of suppliers of raw material are located in proximity of the construction projects of the Company which helps minimize transportation.

The Company's vendors have to ensure compliance to its environment, health and safety measures. It covers various issues like health of their workers deployed, safety measures (helmet, rope, safetybelt etc.) adopted, discharge from equipment, hygiene norms, safe vehicles hired, age of vehicles used etc. Vendors are asked to sign the Company's Code of Conduct for every contract awarded, in order to ensure ethical practices are followed throughout the entire supply chain.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?
 - (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company sources its construction related raw material and other consumables from local and small vendors, as far as possible. The Company's contractor who supplies labour services at the construction sites employ workmen from nearby communities.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company disposes some of the construction waste as a scrap to get them recycled and re-use the same in construction works. The Company has

initiated waste management by re-cycling waste into compost used for agriculture. The Company has deployed sewage treatment plants at its projects and construction sites which treat and re-cycle waste water for reusing in watering plants, toilets etc.

Principle 3

1. Please indicate the total number of employees - 1071
2. Please indicate the total number of employees hired on temporary/contractual/casual basis - 40
3. Please indicate the number of permanent women employees - 87
4. Please indicate the Number of permanent employees with disabilities - Nil
5. Do you have an employee association that is recognized by management – No such employee association is recognized by the Management
6. What percentage of your permanent employees is members of this recognized employee association? – Not Applicable
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S. No	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1.	Child labour/ forced labour/ involuntary labour	Nil	Nil
2.	Sexual harassment	Nil	Nil
3.	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
 - (a) Permanent Employees - 10%
 - (b) Permanent Women Employees - 10%
 - (c) Casual/Temporary/Contractual Employees - Nil
 - (d) Employees with Disabilities - Not Applicable

Principle 4

1. Has the company mapped its internal and external stakeholders? - Yes.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders. - Yes
3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so. – Yes, as a socially responsible organization, we are committed to the welfare of the communities around us.

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others? - The Company's policy and practices relating to protection of human rights viz., non-engagement of child labour, assuring safety measures etc. is applicable to the Company and its subsidiaries as well as to the contractors engaged by the Company.
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? - No complaints of this nature were received in this financial year.

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The policy and practices relating to Principle 6 primarily cover only the Company and its group companies. However, there is an endeavor to do business with such entities which have adopted this principle.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

No, the Company is in progress to take initiatives to address the global environmental issues like climate change, global warming etc.

3. Does the company identify and assess potential environmental risks? Y/N - Yes
4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? - No
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc. - Yes, The Company takes continuous measures to implement the latest and cost-effective clean technology that increases energy efficiency.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported? - The emissions/waste generated by the company is within the required permissible limits and are being reported twice in a year to the concerned authorities.
7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year. –

two notices were received from Rajasthan PCB & one notice was received from Haryana PCB, which were adequately replied.

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with: - Yes, the major trade bodies, Chambers and Associations that our business deals with are:
 - a. Federation of Indian Chamber of Commerce and Industry (FICCI)
 - b. The Associated Chambers of Commerce and Industry of India (ASSOCHAM)
 - c. PHD Chamber of Commerce and Industry (PHDCCI)
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

The Company brings forth its concerns before the Government and other concerned departments through Industry forums and chambers. Further, the Company participates in initiatives taken by these trade bodies, specifically those related to Governance and Administration, Economic Reforms & Inclusive Development Policies.

Principle 8

1. Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof. - Yes, such details are forming part of CSR Report.
2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization? - Depending on the various aspects, programmes/ projects are undertaken either in-house or through trusts or in collaboration with other external organizations/ NGOs.

3. Have you done any impact assessment of your initiative? - The Company routinely monitors the effectiveness of its CSR initiatives.
4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken. - Such details are forming part of CSR Report.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so. - Wherever a project comeup, we strive to engage local communities through employment opportunities and community welfare measures. We lay emphasis on skill development and employment generation to improve the skillset and in turn, their standard of living. The Company's CSR project on NETAP also endeavors in this direction.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year - Around 55 percent of customer complaints/consumer cases received during the FY are pending for legal redressal.
2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information) – information of the product is displayed in the advertisement, application form, agreement and other relevant documents as per the requirement of relevant laws.
3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

There is no anti-competitive, abuse of dominant position or unfair trade practices cases pending against the Company.
4. Did your company carry out any consumer survey/ consumer satisfaction trends?

Yes, the company gathers information through "Customer Feedback Form" which is studied to improve the offerings to the customers. In addition, through the Company's website (www.omaxe.com/-omaxe-care) tab, the customer's views are collected to understand the satisfaction level and trend.

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
(PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013) FOR THE FINANCIAL YEAR 2017-18**

1. A brief Outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs.

CSR Policy is stated herein below:

To attain its CSR objectives in a professional and integrated manner, the Company may, inter alia, undertake the activity(ies) and program(s) identified under Schedule VII of the Companies Act, 2013, from time to time, and the following:

- a. Undertake proactive engagement with stakeholders to actively contribute to the socio-economic development of the periphery/community in which it operates.
- b. Work towards mainstreaming the marginalized segments of the society by striving towards providing equal opportunities and making meaningful difference in their lives.
- c. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- d. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- e. Promoting education, including special education and employment enhancing vocation skills especially among children, women, construction workers, elderly, and the differently abled and livelihood enhancement projects;
- f. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- g. Focus on educating the girl child and the underprivileged by providing appropriate infrastructure, and groom them as future value creators.
- h. Assist in skill development by providing direction and technical expertise to the vulnerable thereby

empowering them towards a dignified life.

- i. Emphasize on providing basic nutrition/health care facilities with special focus on establishing health centers for the mother and child as well as the elderly.
 - j. Rural development projects;
 - k. At the time of national crisis, as a company it is imperative for us to respond to emergency situations & disasters by providing timely help to affected victims and their families.
 - l. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
2. Average Net Profit of the Company for the Last three financial years: Rs.1058.35 mn
 3. Prescribed CSR EXPENDITURE (Two percent of the amount as in item 2 above): Rs.21.17 mn
 4. Detail of CSR spend for the financial year:
 - a. Total amount spend for the Financial Year: Rs. 63.84 lacs

5. Composition of the CSR Committee:

S. No	Name	Designation
1.	Ms. Shruti Divedi Sodhi	Independent Director (Chairperson)
2.	Mr. Rohtas Goel	Chairman & Managing Director (Member)
3.	Mr. Sudip Bandyopadhyay	Independent Director (Member)

Notes:

- ❖ Ms. Shruti Divedi Sodhi appointed as Chairperson w.e.f. 14.11.2017
- ❖ Dr. Prem Singh Rana ceased to be Chairman w.e.f. 23.10.2017
- ❖ Lt. Gen. (Retd.) Bhopinder Singh ceased to be member w.e.f. 12.07.2017
- ❖ Mr. Jai Bhagwan Goel ceased to be member w.e.f. 12.02.2018

Manner in which the amount spent during the financial year is detailed below:

S. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs: (i) Local area or other (ii) Specify the state or district where the projects or programs was undertaken	Amount outlay (Budget) project or programme wise (Amount in Rs.)	Amount spent on project or programs: Sub head: 1. Direct expenditure on project or programs; 2. Over-heads (Amount in Rs.)	Cumulative expenditure up to the date of reporting period (Amount in Rs.)	Amount spent: Direct or through implementing agency* (Amount in Rs.)
1.	CSR Project-Skill Development -Enhance employment through providing training to National Employment through Apprentice Programme (NETAP)	Skill Development (The project is covered under schedule VII(1) of the Companies Act, 2013)	CSR Project-Skill Development – (i) Local area (ii) Kalkaji, New Delhi	Rs.1 Crore	Rs. 63,84,430/-	Rs. 63,84,430/-	Rs. 63,84,430/-

*Through implementing agency, Teamlease University. A tripartite agreement has been signed between Omaxe Limited, Teamlease University and Trainee(s).

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: As per Directors Report.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company: The CSR Committee has formulated proper implementation and monitoring system which, is in compliance with CSR objectives and Policy of the Company.

For Omaxe Limited

Sd/-
Rohtas Goel
Chairman and Managing Director

Sd/-
Shruti Dvivedi Sodhi
Chairman, CSR Committee

PARTICULARS OF EMPLOYEES

ANNEXURE IV

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014 are given below:

- Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2017-18:-

Name of Directors	Ratio of remuneration to median remuneration
Mr. Rohtas Goel	40.83
Mr. Sunil Goel*	13.01
Mr. Jai Bhagwan Goel	4.58
Mr. Sudhangshu S Biswal	11.71
Dr. Prem Singh Rana*	1.71
Lt. Gen. (Retd.) Bhopinder Singh*	0.80
Ms. Padmaja Ruparel*	0.44
Mr. Sudip Bandyopadhyay	2.67
Ms. Shruti Divedi Sodhi*	1.60
Mr. Srinivas Kanakagiri*	1.09
Ms. Seema Prasad Avasarala*	0.86

* Remuneration paid for part of the year

- The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year:- N.A.
- The percentage increase in the median remuneration of employees in the financial year :- 6.06 %
- The number of permanent employees on the roll of the Company during the financial year:- 1071
- Average percentile increase in salaries of employees other than managerial personnel and its comparison with percentile increase in the remuneration of Managerial personnel: the average salary of employees other than managerial personnel has been increased by 16.66 % whereas, remuneration to managerial personnels has been decreased by 28.03 %.
- Key parameter of any variable component of remuneration availed by the director: The Director commissions are based on the Net Profit earned by the Company for relevant year.
- Affirmation that the remuneration is as per the remuneration policy of the Company:
The Company affirms remuneration is as per the Remuneration Policy of the Company.
- The statement showing the names of top ten employees in terms of remuneration drawn in the Company in the prescribed form as given under:-

Sr. No.	Name of Employee	Age	Designation	Qualification	Experience	Remuneration (in lacs)	Date of Commencement of Employment*	Last Employment/ Designation
1	Mr. Rohtas Goel	56	Chairman & Managing Director	DP. in Civil	31	171.50	01.04.2007	-
2	Mr. Bhupendra Singh	46	President	B.A.	11	62.96	01.11.2006	-
3	Mr. Surendra Kumar Goyal	39	President	M. Com	17	59.00	07.04.2017	Saheb Realty
4	Mr. Rajeev Kumar Goel	55	President	DP. in Civil	34	52.50	01.09.2006	Municipal Corporation
5	Mr. Daleep Moudgil	58	President	BE/ B.Tech	37	50.85	15.11.2001	Ms. Era Const. India Ltd.
6	Mr. Sudhangshu S Biswal	46	Whole Time Director	CA,CWA	21	49.20	11.08.2016	ZIEPL
7	Shravan Kumar Govil	42	Vice President	PGDMB/ BE/ B.Tech	18	41.90	22.06.2017	RFAPL
8	Mr. Pankaj Varshney	45	Asst. Vice President	M. Tech	19	39.82	10.03.2015	EMMAR MGF Land Ltd.
9	Mr. Vimal Gupta	48	Vice President	CA, ICWA	28	39.62	01.11.2006	HGS (India) Ltd.
10	Mr. Avneet Soni*	44	President	MBA	18	80.00	13.01.2011	Self Employed

* the nature of employment is contractual as per appointment terms.

FORM NO. MGT-9**EXTRACT OF ANNUAL RETURN****AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	:	L74899HR1989PLC051918
ii)	Registration Date	:	08/03/1989
iii)	Name of the Company	:	Omaxe Limited
iv)	Category / Sub-Category of the Company	:	Public Limited Company
v)	Address of the Registered office and contact details	:	Shop No-19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana Tel Nos.: 011-41896680-85/41893100 Fax No.: 011-41896653,41896655,4189679 Website: www.omaxe.com
vi)	Whether listed company	:	Yes / No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi-110028 Tel Nos.: 011-41410592-94 Fax No.: 011-41410591 E-mail: delhi@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Serial No.	Name & Description of main Products /Services	NIC Code of the Product /Servicee	% to Total Turnover of the Company
1.	Real Estate Activities	681	100%

III. PARTICULARS OF HOLDING, SUBSIDIARIES AND ASSOCIATE COMPANIES –

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Guild Builders Private Limited FF-19B, Omaxe Celebration Mall, Gurugram, Haryana- 122001	U45201HR2003PTC049535	Holding	63.77	2(46)
2.	Omaxe Infrastructure Limited Omaxe House, 7, Local Shopping Centre, Kalkaji, New Delhi-110019	U45203DL2002PLC116721	Subsidiary	100	2(87)
3.	Omaxe Housing and Developers Limited 7, Local Shopping Centre, Kalkaji, New Delhi-110019	U54201DL2000PLC107939	Subsidiary	100	2(87)
4.	JRS Projects Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2004PTC125214	Subsidiary	100	2(87)
5.	Monarch Villas Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2004PTC125212	Subsidiary	100	2(87)
6.	JKB Constructions Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2004PTC123853	Subsidiary	100	2(87)

Sr. No.	Name & Address of the Companyy	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
7.	Omaxe Connaught Place Mall Limited Omaxe House, 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2004PLC125048	Subsidiary	100	2(87)
8.	Green Planet Colonisers Pvt. Ltd. 10, Local Shopping Centre, Kalkaji, New Delhi - 110019	U45201DL2004PTC125676	Subsidiary	100	2(87)
9.	Primordial Buildcon Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2004PTC130453	Subsidiary	100	2(87)
10.	Omaxe Buildhome Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70109DL2006PLC151613	Subsidiary	100	2(87)
11.	Landlord Developers Private Limited 7, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2006PTC145462	Subsidiary	100	2(87)
12.	Omaxe Power Private Limited Ground Floor, 22 Omaxe Value Mall Ajnara Road, Amritsar, Punjab-143001	U40101PB2007PTC031395	Subsidiary	100	2(87)
13.	Omaxe Rajasthan SEZ Developers Limited 10, Local Shopping Complex, Kalkaji, New Delhi - 110019	U70109DL2007PLC170818	Subsidiary	100	2(87)
14.	Eden Buildcon Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U45201RJ2006PLC022519	Subsidiary	100	2(87)
15.	Jagdamba Contractors and Builders Limited 12, Local Shopping Centre, Kalkaji, New Delhi-110019	U70109DL2006PLC149799	Subsidiary	100	2(87)
16.	Ansh Builders Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC172543	Subsidiary	100	2(87)
17.	Arman Builders Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC172574	Subsidiary	100	2(87)
18.	Omaxe Hitech Infrastructure Company Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70101DL2006PTC148788	Subsidiary	100	2(87)
19.	Golden Glades Builders Pvt. Ltd. Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U00500RJ2006PTC022377	Subsidiary	100	2(87)
20.	Atulah Contractors and Constructions Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2006PTC145636	Subsidiary	100	2(87)
21.	Omaxe Chandigarh Extension Developers Private Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U00500RJ2006PTC022398	Subsidiary	100	2(87)
22.	Ekansh Buildtech Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC179580	Subsidiary	100	2(87)

Sr. No.	Name & Address of the Companyy	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
23.	Kavya Buildtech Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45206DL2008PTC179584	Subsidiary	100	2(87)
24.	Oasis Township Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2005PTC142426	Subsidiary	100	2(87)
25.	Omaxe Buildwell Limited 10, Local Shopping Complex, Kalkaji, New Delhi-110019	U45200DL2006PLC156564	Subsidiary	100	2(87)
26.	Omaxe Housing & Infrasructure Limited 10, Local Shopping Complex, Kalkaji, New Delhi - 110019	U45201DL2006PLC145715	Subsidiary	100	2(87)
27.	Shamba Developers Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC179559	Subsidiary	100	2(87)
28.	Panchi Developers Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC179474	Subsidiary	100	2(87)
29.	Pancham Realcon Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC179473	Subsidiary	100	2(87)
30.	Omaxe Infotechcity Developers Limited 10, Local Shopping Centre, Kalkaji, New Delhi – 110019	U40101DL2006PLC147187	Subsidiary	100	2(87)
31.	Mehboob Builders Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45203DL1949PLC210334	Subsidiary	100	2(87)
32.	Mehtab Infratech Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC179471	Subsidiary	100	2(87)
33.	Garv Buildtech Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC179470	Subsidiary	100	2(87)
34.	Aditya Realtech Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC179581	Subsidiary	100	2(87)
35.	Pam Developers (India) Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70100DL2011PTC214812	Subsidiary	100	2(87)
36.	Omaxe Forest Spa and Hills Developers Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70102DL2006PLC149167	Subsidiary	100	2(87)
37.	National Affordable Housing & Infrastructure Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45203DL1949PLC210334	Subsidiary	100	2(87)
38.	Omaxe Entertainment Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U92111DL2003PLC121194	Subsidiary	100	2(87)
39.	Omtech Infrastructure & Construction Limited 10 Local Shopping Complex, Kalakaji, New Delhi-110019	U45201DL2006PLC145492	Subsidiary	100	2(87)

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
40.	Navratan Techbuild Private Limited 58 1st Floor Orbit Mall A.B. Road, Indore, M.P-452003	U45203MP2005PTC017489	Subsidiary	100	2(87)
41.	Link Infrastructure & Developers Private Limited 10, Local Shopping Centre, Kalkaji New Delhi-110019	U70101DL2006PTC145263	Subsidiary	100	2(87)
42.	Anjaniputra Builders Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2004PTC125238	Subsidiary	100	2(87)
43.	Zodiac Housing & Infrastructure Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2006PTC145465	Subsidiary	100	2(87)
44.	Hamara Ghar Constructions & Developers Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2006PTC145466	Subsidiary	100	2(87)
45.	RPS Suncity Promoters & Developers Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2007PTC158489	Subsidiary	100	2(87)
46.	Oasis Suncity Realtors Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70109DL2007PTC158500	Subsidiary	100	2(87)
47.	Silver Peak Township Pvt. Ltd. Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U00500RJ2006PTC022399	Subsidiary	100	2(87)
48.	Ashray Infrabuild Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC172371	Subsidiary	100	2(87)
49.	Hiresh Builders Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC176462	Subsidiary	100	2(87)
50.	Bhanu Infrabuild Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC172401	Subsidiary	100	2(87)
51.	Aadhira Developers Private Limited Ground Floor, 22 Omaxe Value Mall Ajnara Road, Amritsar, Punjab-143001	U45202PB2006PTC030175	Subsidiary	100	2(87)
52.	Shubh Bhumi Developers Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2005PTC142425	Subsidiary	100	2(87)
53.	Sanvim Developers Private Limited H.No.6, Ward No. 24, Adarsh Nagar, Ballabgarh- 121004	U00500HR2005PTC035687	Subsidiary	100	2(87)
54.	Manit Developers Private Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U45201RJ2008PTC026360	Subsidiary	100	2(87)
55.	Caspian Realtors Private Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U45201RJ2008PTC026354	Subsidiary	100	2(87)

Sr. No.	Name & Address of the Companyy	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
56.	Aashna Realcon Private Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U45201RJ2008PTC026352	Subsidiary	100	2(87)
57.	Rupesh Infratech Private Limited Ground Floor, 22 Omaxe Value Mall Ajnara Road, Amritsar, Punjab-143001	U45200PB2008PTC032013	Subsidiary	100	2(87)
58.	Damodar Infratech Private Limited Ground Floor, 22 Omaxe Value Mall Ajnara Road, Amritsar, Punjab-143001	U45209PB2008PTC032048	Subsidiary	100	2(87)
59.	Daman Builders Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U45400UP2008PTC035529	Subsidiary	100	2(87)
60.	Dhanu Real Estate Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U45400UP2008PTC035530	Subsidiary	100	2(87)
61.	Ekapad Developers Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U74999UP2008PTC035534	Subsidiary	100	2(87)
62.	Ayush Landcon Private Limited Ground Floor, 22 Omaxe Value Mall Ajnara Road, Amritsar, Punjab-143001	U45209PB2008PTC032091	Subsidiary	100	2(87)
63.	Aradhya Real Estate Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U45400UP2008PTC035527	Subsidiary	100	2(87)
64.	Dinkar Realcon Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC176676	Subsidiary	100	2(87)
65.	Hemang Buildcon Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC176463	Subsidiary	100	2(87)
66.	Sarthak Landcon Private Limited Ground Floor, 22 Omaxe Value Mall Ajnara Road, Amritsar, Punjab-143001	U45209PB2008PTC032070	Subsidiary	100	2(87)
67.	Davesh Technobuild Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC176679	Subsidiary	100	2(87)
68.	Sarva Buildtech Private Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U45201RJ2008PTC026351	Subsidiary	100	2(87)
69.	Chapal Buildhome Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC179460	Subsidiary	100	2(87)
70.	Radiance Housing & Properties Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2006PTC146416	Subsidiary	100	2(87)
71.	Aarzo Technobuild Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC172375	Subsidiary	100	2(87)

Sr. No.	Name & Address of the Companyy	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
72.	Abheek Builders Private Limited Ground Floor, 22 Omaxe Value Mall Ajnara Road, Amritsar, Punjab-143001	U45202PB2006PTC030171	Subsidiary	100	2(87)
73.	Aviral Colonizers Private Limited Flat No. S-5, 2nd Floor, Chandan Vihar, 13-A, Sardar Patel Marg, Civil Lines, Allahabad-211001	U45400UP2007PTC033200	Subsidiary	100	2(87)
74.	Satkar Colonisers Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U45400UP2008PTC035736	Subsidiary	100	2(87)
75.	Utkrisht Real Estate and Associates Private Limited, Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U74999UP2008PTC035646	Subsidiary	100	2(87)
76.	Ashok Infrabuild Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U45400UP2010PTC041318	Subsidiary	100	2(87)
77.	Glacier Agro Food Products Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U15142UP1994PTC016659	Subsidiary	100	2(87)
78.	Tejpal Infra Developers Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U45400UP2010PTC041319	Subsidiary	100	2(87)
79.	Satvik Hitech Builders Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2007PTC167309	Subsidiary	100	2(87)
80.	S N Realtors Private Limited 7 Local Shopping Complex, Kalkaji, New Delhi-110019	U45201DL2005PTC134752	Subsidiary	100	2(87)
81.	Shikhar Landcon Private Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Expressway, Jaipur- 302026	U45201RJ2008PTC026693	Subsidiary	100	2 (87)
82.	Kashish Buildtech Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45400DL2008PTC179467	Subsidiary	100	2(87)
83.	Kamini Builders and Promoters Private Limited Cyber Tower, 2nd Floor, TC-34/V2, Vibhuti Khand, Gomti Nagar, Lucknow- 226010	U45400UP2008PTC035533	Subsidiary	100	2(87)
84.	Omaxe International Bazaar Private Limited 10,Local Shopping Complex, Kalkaji New Delhi -110019	U52520DL2017PTC314142	Subsidiary	100	2(87)
85.	NRI City Developers Private Limited House No. 1299/1 Sector 37-B Chandigarh - 160036	U45209CH2014PTC035232	Subsidiary	100	2(87)
86.	Rohtas Holdings (Gulf) Limited P.O. Box No.44624, Dubai, UAE	-	Subsidiary	100	2(87)

Sr. No.	Name & Address of the Companyy	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
87.	Marin Sands Limited 1403, Al Reem Tower, Al Maktoum Road, Deira, P.O. Box 82315, Dubai, UAE	-	Subsidiary	100	2(87)
88.	Reliable Manpower Solutions Limited 10, Local Shopping Centre Kalkaji, New Delhi-110019	U40103DL2006PLC154050	Subsidiary	99.18	2(87)
89.	Omaxe India Trade Centre Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70100DL2011PTC217186	Subsidiary	90	2(87)
90.	Sri Balaji Green Heights Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2007PTC160243	Subsidiary	75	2(87)
91.	PP Devcon Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2006PTC144849	Subsidiary	75	2(87)
92.	Robust Buildwell Private Limited Sector 79 O Omaxe City Centre, Faridabad, Haryana 121004	U74120HR2007PTC036993	Subsidiary	75	2(87)
93.	Anveshan Builders Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70102DL2008PTC179571	Subsidiary	75	2(87)
94.	Adesh Realcon Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70101DL2008PTC179570	Subsidiary	75	2(87)
95.	Navadip Developers Private Limited, 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70102DL2007PTC167078	Subsidiary	75	2(87)
96.	Abhas Realcon Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45200DL2008PTC179583	Subsidiary	75	2(87)
97.	Rivaj Infratech Private Limited 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U45201DL2008PTC179552	Subsidiary	51	2(87)
98.	Giant Dragon Mart Private Limited Omaxe City, 111th Milestone, Near Bad Ke Balaji Bus Stand, Jaipur-Ajmer Express jaipur Jaipur-302026, Rajasthan	U70200RJ2015PTC055531	Joint Venture	50	2(6)
99.	Parkash Omaxe Amusement Park Private Limited 7, Local Shopping Centre, Kalkaji, New Delhi-110019	U74900DL2008PTC176101	Joint Venture	50	2(6)
100.	Capital Redevelopment Pvt. Ltd. 10, Local Shopping Centre, Kalkaji, New Delhi-110019	U70109DL2014PTC270436	Associate	24	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) CATEGORY-WISE SHARE HOLDING

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	11608380	0	11608380	6.35	11108380	0	11108380	6.07	(0.27)
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	Bodies Corporate	125557814	0	125557814	68.65	125557814	0	125557814	68.65	0.00
	Sub Total (A)(1)	137166194	0	137166194	74.99	136666194	0	136666194	74.72	(0.27)
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)								0.00	0.00
	Sub Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	137166194	0	137166194	74.99	136666194	0	136666194	74.72	(0.27)
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	24456653	0	24456653	13.37	22978222	0	22978222	12.56	(0.81)
(f)	Financial Institutions / Banks	4312700	0	4312700	2.36	5958364	0	5958364	3.26	0.90
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)									
	Sub Total (B)(1)	28769353	0	28769353	15.73	28936586	0	28936586	15.82	0.09
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	30	0	30	0.00	30	0	30	0.00	0.00
	Sub Total (B)(2)	30	0	30	0.00	30	0	30	0.00	0.00
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	3982100	1099	3983199	2.18	3195921	876	3196797	1.75	(0.43)
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1343816	0	1343816	0.73	1632769	0	1632769	0.89	0.16

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	Trusts	419	0	419	0.00	387	0	387	0.00	0.00
	Hindu Undivided Family	505674	0	505674	0.28	534259	0	534259	0.29	0.02
	Non Resident Indians (Non Repat)	12682	0	12682	0.01	16747	0	16747	0.01	0.00
	Non Resident Indians (Repat)	39022	10	39032	0.02	33213	10	33223	0.02	0.00
	Unclaimed Shares	0	0	0	0.00	6208	0	6208	0.00	0.00
	Overseas Bodies Corporates	1	0	1	0.00	1	0	1	0.00	0.00
	Clearing Member	1618077	0	1618077	0.88	1703888	0	1703888	0.93	0.05
	Bodies Corporate	9461906	157	9462063	5.17	10173294	157	10173451	5.56	0.39
	Sub Total (B)(3)	16963697	1266	16964963	9.28	17296687	1043	17297730	9.46	0.18
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	45733080	1266	45734346	25.01	46233303	1043	46234346	25.28	0.27
	Total (A) + (B)	182899274	1266	182900540	100.00	182899497	1043	182900540	100.00	0.00
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	Total (A) + (B) + (C)	182899274	1266	182900540	100.00	182899497	1043	182900540	100.00	

(ii) SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year - 2017			Shareholding at the end of the year - 2018			% change in shareholding during the year
		No. of Shares Held	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	No. of Shares Held	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	
1	Guild Builders Private Limited	103222797	56.44	32.33	114447697	62.57	38.05	6.14
2	Kautilya Monetary Services Private Limited*	10110000	5.53	1.19	2185000	1.19	0.46	(4.33)
3	Dream Home Developers Private Limited	8925117	4.88	0	8925117	4.88	0	0.00
4	Sunil Goel	3336120	1.82	1.8	3336120	1.82	1.8	0.00
5	Jai Bhagwan Goel	3098650	1.69	1.37	2598650	1.42	0	(0.27)
6	Rohtas Goel	2747250	1.50	0	2747250	1.50	0	0.00
7	Constellation Capital Limited*	2514900	1.38	0	0	0.00	0	(1.38)
8	Sushma goel	2377810	1.30	0	2377810	1.30	0	0.00
9	J B Realcon Private Limited*	650000	0.36	0	0	0.00	0	(0.36)
10	S A Finvest Limited	135000	0.07	0	0	0.00	0	(0.07)
11	Seema Goel	21550	0.01	0	21550	0.01	0	0.00
12	Rohtas Goel (HUF)	13500	0.01	0	13500	0.01	0	0.00
13	Sunil Goel (HUF)	13500	0.01	0	13500	0.01	0	0.00
14	Nakul Goel**	0	0	0	0	0	0	0
	Total	137166194	74.99	34.89	136666194	74.72	38.51	(0.27)

*Companies merged with Guild Builders Private Limited vide order of Hon'ble High Court of Punjab & Haryana at Chandigarh dated 20.09.2013 w.e.f appointed date i.e. 01.01.2013 and the fructification process is underway.

**Details of transactions as per Srl. no. 14 of change in promoters holding.

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No.	Shareholder's Name	Particulars	Dates	Shareholding at the beginning of the year as at April 01, 2017		Cumulative Shareholding during the year as at March 31, 2018		Remarks
				No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Rohtas Goel (HUF)	At the beginning of the year	01.04.2017	13500	0.01	13500	0.01	No Change
		Increase/ (Decrease)		-	-	-	-	
		At the end of the year	31.03.2018	-	-	13500	0.01	
2	Sunil Goel (HUF)	At the beginning of the year	01.04.2017	13500	0.01	13500	0.01	No Change
		Increase/ (Decrease)	-	-	-	-		
		At the end of the year	31.03.2018	-	-	13500	0.01	
3	Guild Builders Private Limited	At the beginning of the year	01.04.2017	103222797	56.44	103222797	56.44	Transfer on account of Merger/Amalgamation of promoter companies
		Increase/ (Decrease)	19.05.2017	-	-	11224900	6.13	
		At the end of the year	31.03.2018	-	-	114447697	62.57	
4	Constellation Capital Limited*	At the beginning of the year	01.04.2017	2514900	1.37	2514900	1.37	Transfer on account of Merger/Amalgamation of promoter companies
		Increase/ (Decrease)	19.05.2017	-	-	(2514900)	(1.37)	
		At the end of the year	31.03.2018	-	-	0	0.00	
5	Kautilya Monetary Services Private Limited*	At the beginning of the year	01.04.2017	10110000	5.53	10110000	5.53	Transfer on account of Merger/Amalgamation of promoter companies
		Increase/ (Decrease)	19.05.2017	-	-	(7925000)	(4.33)	
		At the end of the year	31.03.2018	-	-	2185000	1.20	
6	J B Realcon Private Limited*	At the beginning of the year	01.04.2017	650000	0.36	650000	0.36	Transfer on account of Merger/Amalgamation of promoter companies
		Increase/ (Decrease)	19.05.2017	-	-	(650000)	(0.36)	
		At the end of the year	31.03.2018	-	-	0	0.00	
7	S A Finvest Limited*	At the beginning of the year	01.04.2017	135000	0.07	135000	0.07	Transfer on account of Merger/Amalgamation of Promoter Companies
		Increase/ (Decrease)	19.05.2017	-	-	(135000)	(0.07)	
		At the end of the year	31.03.2018	-	-	0	0.00	
8	Dream Home Developers Private limited	At the beginning of the year	01.04.2017	8925117	4.88	8925117	4.88	No change
		Increase/ (Decrease)	-	-	-	-		
		At the end of the year	31.03.2018	-	-	8925117	4.88	
9	Rohtas Goel	At the beginning	01.04.2017	2747250	1.5	2747250	1.50	No change
		Increase/ Decrease	-	-	-	-		
		At the end of the year	31.03.2018	-	-	2747250	1.50	
10	Sushma Goel	At the beginning of the year	01.04.2017	2377810	1.3	2377810	1.30	No change
		Increase/ (Decrease)		-	-	-	-	
		At the end of the year	31.03.2018	-	-	2377810	1.30	
11	Sunil Goel	At the beginning of the year	01.04.2017	3336120	1.82	3336120	1.82	No change
		Increase/ (Decrease)	-	-	-	-		
		At the end of the year	31.03.2018	-	-	3336120	1.82	
12	Seema Goel	At the beginning of the year	01.04.2017	21550	0.01	21550	0.01	No change
		Increase/ (Decrease)	-	-	-	-		
		At the end of the year	31.03.2018	-	-	21550	0.01	
13	Jai Bhagwan Goel	At the beginning of the year	01.04.2016	3098650	1.69	3098650	1.69	Transfer of 500000 shares to Mr. Nakul Goel by way of gift
		Increase/ (Decrease)	21.07.2017	-	-	(300000)	(0.16)	
			07.09.2017	-	-	(200000)	(0.11)	
		At the end of the year	31.03.2018	-	-	2598650	1.42	

Sr. No.	Shareholder's Name	Particulars	Dates	Shareholding at the beginning of the year as at April 01, 2017		Cumulative Shareholding during the year as at March 31, 2018		Remarks
				No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
14	Nakul Goel	At the beginning of the year	01.04.2017	0	0	0	0.00	Transfer of 500000 shares from Mr.Jai Bhagwan Goel by way of gift & sale in open market
		Increase/ (Decrease)	21.07.2017	-	-	300000	0.16	
			01.09.2017	-	-	(207487)	(0.11)	
			07.09.2017	-	-	200000	0.11	
			07.09.2017	-	-	(64513)	(0.04)	
			08.09.2017	-	-	(28000)	(0.01)	
			28.12.2017	-	-	(200000)	(0.11)	
	At the end of the year	31.03.2018	0	0	0	0.00		

*Companies merged with Guild Builders Private Limited vide order of Hon'ble High Court of Punjab & Haryana at Chandigarh dated 20.09.2013 w.e.f. appointed date i.e. 01.01.2013 and the fructification process is underway.

iv) **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year as at April 01, 2017		Cumulative Shareholding at the end of the year as at March 31, 2018	
		Name & Type of Transaction	No of Shares	% of total Shares of the Company	No. of shares
1	Nomura Singapore Limited				
	At the beginning of the year	6374871	3.48	6374871	3.48
	Bought during the year	102000	0.06	6476871	3.54
	Sold during the year	0	0	6476871	3.54
	At the end of the year	-	-	6476871	3.54
2	Elara India Opportunities Fund Limited				
	At the beginning of the year	4652538	2.54	4652538	2.54
	Bought during the year	1786974	0.98	6439512	3.52
	Sold during the year	(20000)	(0.01)	6419512	3.51
	At the end of the year	-	-	6419512	3.51
3	Life Insurance Corporation of India				
	At the beginning of the year	3685983	2.02	3685983	2.02
	Bought during the year	1250000	0.68	4935983	2.70
	Sold during the year	0	0	4935983	2.70
	At the end of the year	-	-	4935983	2.70
4	Marshal Global Capital Fund Ltd				
	At the beginning of the year	2638461	1.44	2638461	1.44
	Bought during the year	0	0	2638461	1.44
	Sold during the year	(10000)	0	2628461	1.44
	At the end of the year	-	-	2628461	1.44
5	R.K. Stockholding Private Limited				
	At the beginning of the year	1585633	0.87	1585633	0.87
	Bought during the year	1434078	0.78	3019711	1.65
	Sold during the year	(1581500)	(0.86)	1438211	0.79
	At the end of the year	-	-	1438211	0.79

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year as at April 01, 2017		Cumulative Shareholding at the end of the year as at March 31, 2018	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
6	JG Securities Private Limited				
	At the beginning of the year	642000	0.35	642000	0.35
	Bought during the year	944180	0.52	1586180	0.87
	Sold during the year	(544180)	(0.30)	1042000	0.57
	At the end of the year	-	-	1042000	0.57
7	Acadian Emerging Markets Managed Volatility Equity Fund LLC				
	At the beginning of the year	342482	0.19	342482	0.19
	Bought during the year	775891	0.42	1118373	0.61
	Sold during the year	(192306)	(0.10)	926067	0.51
	At the end of the year	-	-	926067	0.51
8	Plutus Terra India Fund				
	At the beginning of the year	891037	0.49	891037	0.49
	Bought during the year	-	-	891037	0.49
	Sold during the year	-	-	891037	0.49
	At the end of the year	-	-	891037	0.49
9	Rapid Credit & Holdings Pvt. Ltd.				
	At the beginning of the year	786512	0.43	786512	0.43
	Bought during the year	1032937	0.56	1819449	0.99
	Sold during the year	(969037)	(0.53)	850412	0.46
	At the end of the year	-	-	850412	0.46
10	KSBL Securities Limited				
	At the beginning of the year	1107165	0.61	1107165	0.61
	Bought during the year	130986	0.07	1238151	0.68
	Sold during the year	(745694)	(0.41)	492457	0.27
	At the end of the year	-	-	492457	0.27

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SL. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year - 2017		Date wise Increase / decrease in shareholding during the year		Shareholding at the end of the year - 2018	
		No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1	Rohtas Goel	2747250	1.50	No Change	No change	2747250	1.50
2	Sunil Goel	3336120	1.82	No Change	No change	3336120	1.82
3	Rohtas Goel (HUF)	13500	0.01	No Change	No change	13500	0.01
4	Sunil Goel (HUF)	13500	0.01	No Change	No change	13500	0.01
5	Jai Bhagwan Goel	3098650	1.69	(500000)*	(0.27)	2598650	1.42
6	Shruti Divedi Sodhi	-	-	-	-	-	-
7	Srinivas Kanakagiri	-	-	-	-	-	-
8	Seema Prasad Avasarala	-	-	-	-	-	-
9	Sudhangshu S. Biswal	-	-	-	-	-	-
10	Sudip Bandyopadhyay	-	-	-	-	-	-
11	Mohit Goel, CEO	-	-	-	-	-	-
12	Vimal Gupta, CFO	32	0	No Change	0	32	0
13	Vijayalaxmi, COO	-	-	-	-	-	-
14	Shubha Singh, Company Secretary	-	-	-	-	-	-

* Gifted to Son, Mr. Nakul Goel.

v. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rupees in mn)

Sl. No.	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i.) Principal Amount	7,053.06	1,516.94	756.67	9,326.67
ii.) Interest due but not paid	9.22	-	-	9.22
iii.) Interest accrued but not due	12.42	-	36.23	48.65
Total (i+ii+iii)	7,074.70	1,516.94	792.90	9,384.54
Changes in Indebtedness during the financial year				
- Addition	3,773.29	1,470.04	653.96	5,897.29
- Reduction	3,621.20	575.11	484.11	4,680.42
Net Change	152.09	894.93	169.85	1,216.87
Indebtedness at the end of the financial year				
i.) Principal Amount	7,205.15	2,411.87	926.52	10,543.54
ii.) Interest due but not paid	6.91	-	-	6.91
iii.) Interest accrued but not due	11.07	-	43.70	54.77
Total (i+ii+iii)	7,223.13	2,411.87	970.22	10,605.22

vi. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Rupees in mn)

Sl. No.	Particulars of Remuneration	Mr. Rohtas Goel	Mr. Sunil Goel*	Mr. Jai Bhagwan Goel	Mr. Sudhangshu S. Biswal	Total Amount
1	Gross salary	17.15	5.46	1.92	4.92	29.45
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17.15	5.46	1.92	4.92	29.45
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify					
5	Others, please specify	-	-	-	-	-
	Total (A)	17.15	5.46	1.92	4.92	29.45
	Ceiling as per the Act	49.70	49.70	49.70	49.70	99.40

*Mr. Sunil Goel ceased to be Joint Managing Director of the Company w.e.f. September 27, 2017.

B. Remuneration to other/Independent Directors:

(Rupees in mn)

Sl. No.	Name of Directors	Particulars of Remuneration							Total Amount
		Lt. Gen. (Retd.) Bhopinder Singh	Dr. Prem Singh Rana	Ms. Padamja Ruparel	Mr. Sudip Bandyopadhyay	Ms. Shruti Dvivedi Sodhi	Mr. Srinivas Kanakagiri	Ms. Seema Prasad Avasarala*	
1	Fee for attending board committee meetings	0.20	0.44	0.11	0.62	0.25	0.12	0.11	1.85
2	Commission	0.14	0.28	0.08	0.50	0.42	0.34	0.25	2.01
3	Others, please specify	-	-	-	-	-	-	-	-
	Total (B)	0.34	0.72	0.19	1.12	0.67	0.46	0.36	3.86
	Ceiling as per the Act	9.94	9.94	9.94	9.94	9.94	9.94	9.94	9.94

* Ms. Seema Prasad Avasarala is non-executive, non-independent director.

C. Remuneration to Key Managerial Personnel:

(Rupees in mn)

Sl. No.	Particulars of Remuneration	Mr. Mohit Goel, CEO	Mr. Vimal Gupta, CFO	Ms. Vijayalaxmi, COO	Ms. Shubha Singh, Company Secretary	Total Amount
1.	Gross salary	1.65	3.96	3.72	3.48	12.81
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.65	3.96	3.72	3.48	12.81
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total	1.65*	3.96	3.72	3.48	12.81

*In addition Rs. 0.98 mn was given for leave encashment.

vii. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(Rupees in mn)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	Nil	-	-
Punishment	-	-	Nil	-	-
Compounding	-	-	Nil	-	-
B. DIRECTORS					
Penalty	-	-	Nil	-	-
Punishment	-	-	Nil	-	-
Compounding	-	-	Nil	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	Nil	-	-
Punishment	-	-	Nil	-	-
Compounding	-	-	Nil	-	-

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: NA
2. Details of material contracts or arrangement or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	Mr. Mohit Goel is Related Party. He is son of Mr. Rohtas Goel, Chairman and Managing Director of the Company.
(b)	Nature of contracts / arrangements / transactions	Appointment of Mr. Mohit Goel as CEO of the Company.
(c)	Duration of the contracts/ arrangements/ transactions	Appointment w.e.f. 12th February, 2018.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per the appointment resolution and terms of Appointment Letter, Mr. Mohit Goel will be entitled for gross CTC upto Rs.2,00,000/- (Rupees Two Lakhs only) per month including all perquisites and benefits in terms of HR Policy.
(e)	Justification for entering into such contracts or arrangements or transactions	In the light of the experience and overall contribution at various levels in the organization.
(f)	Date(s) of approval by the Board, if any	12th February, 2018
(g)	Amount paid as advances, if any	No
(h)	Date on which the resolution was passed in general meeting as required under first proviso to section 188	Not Applicable

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

Sd/-
Rohtas Goel
(DIN: 00003735)
Chairman and Managing Director

Place: New Delhi
Date: May 23, 2018

DIVIDEND DISTRIBUTION POLICY

ANNEXURE VII

1. Background and Applicability

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the company is required to formulate a Dividend distribution policy which shall be disclosed in its Annual Report and on its website.

To comply with the above requirement and with an endeavor to maintain a consistent approach to dividend pay-out plans, the Board of Directors ('Board') of Omaxe Limited ('the Company') adopts this Dividend Distribution Policy ('Policy').

2. Dividend distribution philosophy

The Company is deeply committed to driving superior value creation for all its stakeholders. The focus will continue to be on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation. Accordingly, the Board would continue to adopt a progressive and dynamic dividend policy, ensuring the immediate as well as long term needs of the business.

3. Circumstances Under Which The Shareholders Of The Company May Or May Not Expect Dividend

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders of the Company and the amount of profit to be retained in business. The decision seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth.

The Board will assess the Company's financial requirements, including present and future organic and inorganic growth opportunities and other relevant factors (as mentioned elsewhere in this policy) and declare Dividend in any financial year.

The Dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Regulations, as applicable.

The shareholders of the Company may not expect dividend in the following circumstances, subject to discretion of the Board of Directors:

- i. Proposed expansion plans requiring higher capital allocation
- ii. Decision to undertake any acquisitions, amalgamation, merger, joint ventures, new product launches etc. which requires significant capital outflow
- iii. Requirement of higher working capital for the purpose of business of the Company
- iv. Proposal for buy-back of securities
- v. In the event of loss or inadequacy of profit

4. Parameters/Factors considered by the Company while declaring dividend

The Board of Directors of the Company shall consider the following parameters before declaring or recommending dividend to shareholders:

A) Financial Parameters / Internal Factors:

- (a) Financial performance including profits earned (standalone), available distributable reserves etc;
- (b) Impact of dividend payout on Company's return on equity, while simultaneously maintaining prudent and reasonably conservative leveraging in every respect viz. interest coverage, DSCR (Debt Service Coverage Ratio) Net Debt: EBITDA and Net debt: Equity, including maintaining a targeted rating – domestically and internationally;
- (c) Alternate usage of cash viz. acquisition/Investment opportunities or capital expenditures and resources to fund such opportunities/expenditures, in order to generate significantly higher returns for shareholders;
- (d) Debt repayment schedules;
- (e) Fund requirement for contingencies and unforeseen events with financial implications;
- (f) Past Dividend trend including Interim dividend paid, if any; and
- (g) Any other factor as deemed fit by the Board.

B) External Factors:

- (a) Macroeconomic environment
- (b) Capital markets
- (c) Global Conditions
- (d) Statutory provisions and guidelines
- (e) Dividend payout ratio of competitors

5. Utilization Of The Retained Earning

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The retained earnings of the Company may be used in any of the following ways:

- i. Funding organic growth needs including working capital, capital expenditure, repayment of debt, etc.
- ii. Investment in new business(es) and/or additional investment in existing business(es),
- iii. Declaration of dividend,
- iv. Buy back of shares,
- v. General corporate purposes, including contingencies,
- vi. Any other permissible purpose.

6. Parameters with regard to various classes of shares

Presently, the issued and paid-up share capital of the Company comprises of both equity and preference shares. The Dividend Distribution Policy is applicable on both type of shares. In case, the Company issues other kind of shares, the Board may suitably amend this Policy.

7. Policy Review And Amendments

This Policy would be subject to modification in accordance with the guidelines / clarifications as may be issued from time to time by relevant statutory and regulatory authority. The Board may modify, add, delete or amend any of the provisions of this Policy. Any exceptions to the Dividend Distribution Policy must be consistent with the Regulations and must be approved by the Board of Directors.

CORPORATE GOVERNANCE REPORT

“Corporate Governance is concerned with maintaining the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society.”

- A Report

Your Directors present the Company’s Report on Corporate Governance in compliance with Regulation 34(3) read with part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. THE COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance encompasses a set of systems and practices to ensure that the Company’s affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. Good governance practices stem from the dynamic culture and positive mindset of the organization. At Omaxe, we consider stakeholders as partners in our journey forward and we are committed to ensure their wellbeing, despite business challenges and economic volatilities.

As a Company with a strong sense of values and commitment, at Omaxe we believe that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This translates into the philosophy of Corporate Governance. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

At Omaxe, good Corporate Governance is a way of life and the way we do our business, encompassing everyday activities and is enshrined as a part of our way

of working. The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. The Company’s philosophy on Corporate Governance lays strong emphasis on the commitment to disclose timely and accurate information regarding our financial and operational performance, as well as the Company’s leadership and governance structure. The philosophy is manifested in its operations through exemplary standards of ethical behaviour, both within the organisation as well as in external relationships.

2. BOARD OF DIRECTORS

a) Composition

The Board of Directors comprises of seven Directors, of which three are Executive Directors viz. Mr. Rohtas Goel, Mr. Jai Bhagwan Goel and Mr. Sudhangshu S. Biswal. The other four Directors are Non-Executive Directors, of which Mr. Sudip Bandyopadhyay, Ms. Shruti Dvivedi Sodhi and Mr. Srinivas Kanakagiri are Independent Directors and Ms. Seema Prasad Avasarala is Non Independent Director.

Dr. Prem Singh Rana, an Independent Director on the Board of the Company was disqualified under Section 164(2) of the Companies Act, 2013 and hence, resigned from the Board vide his resignation letter dated October 23, 2017. The Company is in the process of identifying a suitable candidate for the position of Independent Director who can add value to the Board of the Company.

b) Board Meetings

During the Financial Year ended March 31, 2018, six meetings of the Board of Directors were held. The Meetings were held on May 28, 2017, July 29, 2017, August 11, 2017, September 28, 2017, November 14, 2017 and February 12, 2018.

Name of Director	Category	No. of Board Meeting Attended during the year 2017-18	Attendance at the last AGM held on September 27, 2017	No. of Directorship of Companies (Including Omaxe Limited) as on March 31, 2018			No. of Membership of Committees (Including Omaxe Limited) as on adoption of Corporate Governance Report	
				Public	Private	Sec 8 Co.	Member	Chairman
Mr. Rohtas Goel	Promoter/ Executive Director	6	Yes	8	11	-	2	-
Mr. Jai Bhagwan Goel	Promoter/ Executive Director	5	Yes	5	4	-	-	-
Mr. Sudhangshu S. Biswal	Professional/ Executive Director	5	Yes	2	-	1	-	-
Mr. Sudip Bandyopadhyay	Independent Non- Executive Director	6	Yes	9	-	2	4	5
Ms. Shruti Dvivedi Sodhi *	Independent Non-Executive Director	3	No	1	1	-	1	1
Mr. Srinivas Kanakagiri*	Independent Non-Executive Director	2	Yes	1	7	1	1	-

Name of Director	Category	No. of Board Meeting Attended during the year 2017-18	Attendance at the last AGM held on September 27, 2017	No. of Directorship of Companies (Including Omaxe Limited) as on March 31, 2018			No. of Membership of Committees (Including Omaxe Limited) as on adoption of Corporate Governance Report	
				Public	Private	Sec 8 Co.	Member	Chairman
Ms. Seema Prasad Avasarala *	Non-Executive Non-Independent Director	2	N.A.	1	1	-	-	-
Mr. Sunil Goel #	Promoter/ Executive Director	2	Yes	8	10	-	-	-
Lt. Gen. (Retd.) Bhopinder Singh #	Independent Non-Executive Director	1	N.A.	-	-	-	-	-
Dr. Prem Singh Rana	Independent Non-Executive Director	4	Yes	2	6	-	-	-
Ms. Padmaja Ruparel #	Independent Non-Executive Director	1	N.A.	-	3	1	-	-

Notes:

- The Directorship/Committee membership is based on the disclosures received from the Directors and excludes foreign companies. Further, membership of only Audit and Shareholder's/Investors' Grievance Committees are indicated.
- Neither of the Director is a member of the Board of more than 10 public companies in terms of section 165 of the Companies Act, 2013 nor is a Member of more than 10 Committees and Chairman of more than 5 committees as specified in Regulation 26 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.
- Executive Directors viz. Mr. Rohtas Goel and Mr. Jai Bhagwan Goel are inter-se related as brothers.

Ms. Padmaja Ruparel, Lt. Gen. (Retd.) Bhopinder Singh, Mr. Sunil Goel and Dr. Prem Singh Rana ceased to be the Directors of the Company w.e.f. May 29, 2017, July 12, 2017, September 27, 2017 and October 23, 2017 respectively.

* Ms. Shruti Divedi Sodhi, Mr. Srinivas Kanakagiri and Ms. Seema Prasad Avasarala were appointed as Directors of the Company w.e.f. May 29, 2017, July 29, 2017 and September 27, 2017 respectively.

BRIEF PROFILE OF THE DIRECTORS PROPOSED FOR APPOINTMENT/ RE- APPOINTMENT:

- Mr. Rohtas Goel, aged 56 years, is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. Mr. Goel is a civil engineer who started his professional- career with a private construction firm, but later undertook his own entrepreneurial journey.

Mr. Goel is a visionary. He diversified Company's

business into Tier II & III cities at an early stage where he saw huge potential to be tapped and a lot of demand-supply gap to bridge. The pace and growth in number of projects over the last few years proves the increasing confidence of the people in brand Omaxe. A true leader, Mr. Goel believes in direction than distance. Throughout his entrepreneurial journey, he has astutely led a strong and talented workforce that strives hard each day to build Omaxe into a bigger brand. Mr. Goel's positive thinking and the ability to rise above mundane makes him a name to reckon with in the real estate industry.

Mr. Goel has won several awards and accolades, been invited to national and international conferences, has had two terms as President of National Real Estate Development Council (NAREDCO) and has emerged as a prominent voice of the real estate industry. He is brother of Mr. Jai Bhagwan Goel, Whole Time Director and father of Mr. Mohit Goel, Chief Executive Officer of the Company.

Directorship of Companies (as on March 31, 2018)

Sl. No.	Name of the Company	Position
1.	Omaxe Limited	Chairman and Managing Director
2.	Magppie Living Private Limited	Director
3.	Omaxe Infotech City Developers Limited	Director
4.	Omaxe Power Private Limited	Director
5.	Examo Estate Management Private Limited	Director
6.	Omaxe Connaught Place Mall Limited	Director
7.	VSG Builders Private Limited	Director
8.	NJS Developers Private Limited	Director
9.	Bharat Bhoomi Township Limited	Director

Sl. No.	Name of the Company	Position
10.	Omtch Infrastructure and Construction Limited	Director
11.	Omaxe Housing and Commercial Projects Limited	Director
12.	Omaxe Global Trading Corporation Private Limited	Director
13.	Guild Builders Private Limited	Director
14.	Affordable India Housing Finance Limited	Director
15.	Hansa Properties Private Limited	Director
16.	Buildwell Builders Private Limited	Director
17.	B D Agarwal Securities Private Limited	Director
18.	Omaxe Pragati Maidan Exhibition Limited	Director
19.	Dream Home Developers Private Limited	Director
20.	The International Omaxe Construction Limited	Director

He is the Chairman of Share/Debt Transfer Committee and Finance, Legal and Administrative Committee and member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Investor Grievances cum Stakeholder Relationship Committee.

Mr. Rohtas Goel is Chairman and Managing Director of the Company and holds 27,47,250 Equity Shares in the Company in his name as on March 31, 2018.

- ii) **Mr. Jai Bhagwan Goel**, aged 59 years, has done Graduation in Civil Engineering from A.M.I.E. He has experience of working as Civil Engineer with various organizations such as Central Public Work Department, International Airport Authority and Delhi Development Authority. He is brother of Mr. Rohtas Goel, Chairman and Managing Director of the Company.

Mr. Jai Bhagwan Goel is Whole Time Director of the Company and holds 25,98,650 Equity Shares in the Company in his name as on March 31, 2018.

Directorship of Companies (as on March 31, 2018)

Sl. No.	Name of the Company	Position
1.	Omaxe Limited	Whole Time Director
2.	Solvere Life Technologies Private Limited	Director

Sl. No.	Name of the Company	Position
3.	Omaxe Power Private Limited	Director
4.	Omaxe Orissa Developers Limited	Director
5.	Divya Buildhome Private Limited	Director
6.	Miniature Township and Properties Private Limited	Director
7.	Omaxe Rajasthan SEZ Developers Limited	Director
8.	Jai Bhoomi Projects Limited	Director
9.	Omaxe Entertainment Limited	Director

NON EXECUTIVE DIRECTORS

- i) **Mr. Sudip Bandyopadhyay**, aged 54 years, is an Independent Director of the Company. He is currently the Group Chairman of Inditrade Capital (JRG) Group of Companies and is also the promoter/significant investor in Bima Direct (Online Insurance), Dining Plus (Rewards & Loyalty), Emotix (Robotics) and other Fintech startups.

He is a qualified CA and CWA and has over 29 years of rich and diverse experience in various areas of finance and financial services.

He has significant presence in business media through his regular interaction on leading business channels business newspapers and magazines. His area of expertise includes equity, commodity and currency markets, wealth management, mutual fund, life insurance, investment banking, money changing, money transfer and distribution of financial products.

Directorship of Companies (as on March 31, 2018)

Sl. No.	Name of the Company	Position
1.	Omaxe Limited	Director
2.	Inditrade Housing Finance Limited	Director
3.	Inditrade Community Foundation	Director
4.	Jagdamba Contractors and Builders Limited	Director
5.	Inditrade Microfinance Limited	Director
6.	JRG Fincorp Limited	Director
7.	Securevalue India Limited	Director
8.	India Transact Services Limited	Director
9.	Totalstart Entrepreneurship Ecosystem Developers	Director
10.	Wall Street Finance Limited	Director
11.	AGS Transact Technologies Limited	Director

He is the Chairman of Audit Committee and Nomination & Remuneration Committee and member of Corporate Social Responsibility Committee and

Investor Grievances Cum Stakeholder Relationship Committee of the Company.

He is an Independent Non-Executive Director of the Company and does not hold any share in Omaxe Limited in his name as on March 31, 2018.

- ii) **Ms. Shruti Dvivedi Sodhi** aged 45 years, is an Independent Director of the Company. She is a lawyer by profession with two decades of experience across leading law firms and multinationals in India. She is a subject matter expert in financial services and telecommunications with experience of dealing with various regulators. She has diverse experience in handling complex transactions.

She has been active in the professional arena in providing thought leadership towards raising and creating awareness on complex issues concerning the industry and shaping of laws, regulations and compliances framework.

Directorship of Companies (as on March 31, 2018)

Sl. No.	Name of the Company	Position
1.	Omaxe Limited	Director
2.	SVAS ARC Private Limited	Director

She is the Chairperson of Corporate Social Responsibility Committee and Investor Grievances Cum Stakeholder Relationship Committee and member of Audit Committee and Nomination & Remuneration Committee of the Company.

She is an Independent Non-Executive Director of the Company and does not hold any share in Omaxe Limited in her name as on March 31, 2018.

- iii) **Mr. Srinivas Kanakagiri** aged 55 years, is an Independent Director of the Company. He is a CA, CWA and has over 26 years of experience in financial services and capital markets. Mr. Srinivas was the former head of Investment Banking at UTI Securities Limited. Presently, he serves as the Managing Director of Saffron Capital Advisors Private Ltd, a SEBI registered Category I Merchant Banker and a boutique Investment Bank.

His dedication towards the growth of emerging corporates has seen him successfully complete more than 55 IPOs and a host of other transactions. His vast experience allows him to leverage his cross functional skills in Investment Banking and Strategy & Networking.

Directorship of Companies (as on March 31, 2018)

Sl. No.	Name of the Company	Position
1.	Omaxe Limited	Director
2.	Saffron Nutraceuticals Private Limited	Director
3.	Smart Functional Foods Private Limited	Director
4.	Association of Investment Bankers of India	Director
5.	Saffron Capital Advisors Private Limited	Managing Director
6.	Saffron Financial Advisory & Consultancy Services Private Limited	Director
7.	Goldhill Consultancy Services Private Limited	Director
8.	S F Distributors Private Limited	Director
9.	Saffron Equity Advisors Private Limited	Director

He is the member of Audit Committee and Share/ Debenture Transfer Committee of the Company.

He is an Independent Non-Executive Director of the Company and does not hold any share in Omaxe Limited in his name as on March 31, 2018.

- iv) **Ms. Seema Prasad Avasarala** aged 42 years, is a Non Executive Non Independent Director of the Company. She is a sales and marketing professional and entrepreneur with over 18 years of experience in variety of industries. She combines her experience using skills that includes Sales, Business Development, Consumer Behaviour, Market Strategy, Research and Segmentation, Brand and Corporate Communication, Public Relations and Advertising along with current market trends to create growth.

She co-founded and currently serves as the Chief Operating Officer of OyeHelp Technologies, a digital health technology company that provides ready to use e-Health Apps for doctors, clinics and hospitals.

Directorship of Companies (as on March 31, 2018)

Sl. No.	Name of the Company	Position
1.	Omaxe Limited	Director
2.	Oyehelp Technologies Private Limited	Director

She is the member of Nomination & Remuneration Committee and Finance, Legal and Administrative Committee of the Company.

She is a Non-Independent, Non-Executive Director of the Company and does not hold any share in Omaxe Limited in her name as on March 31, 2018.

3. INDEPENDENT DIRECTORS

i. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on May 28, 2017 inter alia, to:

1. Review & assess the performance of Non Independent Directors and the Board of Directors as a whole and Committee thereof;
2. Review the performance of the Chairperson of the Company taking into account the views of the Executive and Non-Executive Directors of the Company;
3. To assess the quality, quantity and timeliness of flow of information between the Company Management and the Board/Committee(s) that is necessary for the Board/Committee(s) to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

ii. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Familiarization Programme for Independent Directors of Omaxe Limited has been adopted by the Board of Directors pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As per the requirement of Regulation 25(7) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programs.

The Familiarization Programme for Independent Directors and details of Familiarization Programme imparted to Independent Directors is available on the website of the Company under the weblink <https://www.omaxe.com/investor/corporate-governance>.

4. COMMITTEES OF THE BOARD

The Company Secretary of the Company acts as Secretary of all the Committees.

A. AUDIT COMMITTEE

i. Composition

The Committee was last reconstituted on November 14, 2017 and comprises of one Executive Director and three Independent Non-Executive Directors as on March 31, 2018, viz.

- a) Mr. Sudip Bandyopadhyay (Non-Executive and Independent, Chairman of the Committee)
- b) Mr. Rohtas Goel (Chairman and Managing Director of the Company)
- c) Mr. Srinivas Kanakagiri (Non-Executive and Independent)
- d) Ms. Shruti Divedi Sodhi (Non-Executive and Independent)

The current constitution meets the requirement of the provision of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

ii. Powers

- a) To investigate any activity within its terms of reference
- b) To seek any information from any employee
- c) To obtain outside legal and other professional advise
- d) To secure the attendance of outsider(s) with relevant expertise, if required

iii. Terms of reference

- i) Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ii) Recommending the appointment (including the terms of appointment) and removal of statutory and internal Auditors (whenever required), fixation of audit fee and also approval for payment for any other services;
- iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- iv) Review and Monitor the auditor's independence and performance, and effectiveness of audit process;
- v) Examination of the financial statement and the auditor's report thereon;
- vi) Approval or subsequent modification of transactions of the Company with related parties;
- vii) Scrutiny of inter corporate loan and investments;
- viii) Valuation of undertaking or assets of the company, wherever it is necessary;
- ix) Evaluation of internal financial controls and risk management system;
- x) Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
 - xi) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report as per requirements of the Companies Act.
 - xii) Any Change in accounting policies and practices.
 - xiii) Major accounting entries based on exercise of judgment by management.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance of listing and other legal requirements concerning financial statements.
 - Significant adjustment made in the financial statements arising out of the audit finding.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report
 - xiv) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - xv) Reviewing with the management, performance of statutory and internal Auditors, the adequacy and compliance of internal control system;
- xvi) Reviewing the adequacy of internal audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xvii) Discussion on internal Auditors significant findings and follow up there on;
- xviii) Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xix) Discussion with statutory Auditors before the audit commence about nature and the scope of audit as well as have post audit discussion to ascertain any area of concern;
- xx) Reviewing the Company's financial and risk management policies;
- xxi) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
- xxii) Monitoring the end use of funds raised through public offer and related matters;
- xxiii) Management discussion and analysis of financial condition and results of operations;
- xxiv) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- xxv) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- xxvi) Internal audit reports relating to internal control weaknesses; and
- xxvii) The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee;
- xxviii) To establish and review the Vigil Mechanism / whistle Blower as prescribed by section 177(9) & 177(10) of the Companies act, 2013 and any amendment thereof read with rules thereon and ensure

its proper functioning. Further to ensure that, in exceptional cases, whistle blower has direct access to the chairman of the audit committee.

- xxix) To approve the appointment of CFO (i.e. whole time finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background etc. of the candidate;
- xxx) To investigate in to any aforesaid matter with power to obtain professional advice from external sources;
- xxxi) To distribute the profit under Corporate Social Responsibility in compliance to the section 13 of the Companies Act, 2013 and rules made thereon or any amendment thereof.
- xxxi) To review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
- xxxi) Review and recommend to the Board strategy about major plan of action, risk policy, annual budget and business plan, setting performance objectives, monitoring implementation and overseeing capital expenditure, acquisition and divestments.
- xxxi) Review of following information:-

- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the aforesaid regulations.

In exercise the aforesaid, committee may investigate any activity within its terms of reference, to seek any information from any employee, to obtain outside legal and other professional advice and to secure the attendance of outsider(s) with relevant expertise, if required.

iv. Meeting and Attendance during the year

During the Financial Year ended on March 31, 2018, six meetings of the Committee were held on May 28, 2017, July 29, 2017, August 11, 2017, September 28, 2017, November 14, 2017 and February 12, 2018.

Details of attendance of members at these meetings are:

S. No.	Member	Number of Meetings Attended
1.	Mr. Sudip Bandyopadhyay *	6
2.	Mr. Rohtas Goel	6
3.	Ms. Shruti Dvivedi Sodhi #	2
4.	Mr. Srinivas Kanakagiri #	1
5.	Lt. Gen (Retd.) Bhopinder Singh ^	1
6.	Dr. Prem Singh Rana ^	4

* Mr. Sudip Bandyopadhyay was appointed as Chairman of the Committee w.e.f. November 14, 2017.

Ms. Shruti Dvivedi Sodhi and Mr. Srinivas Kanakagiri were appointed as members of the Committee w.e.f. July 29, 2017 and November 14, 2017, respectively.

^ Lt. Gen (Retd.) Bhopinder Singh and Dr. Prem Singh Rana ceased to be members of the Committee w.e.f. July 12, 2017 and October 23, 2017, respectively.

B. NOMINATION AND REMUNERATION COMMITTEE

i. Composition

The Committee was last reconstituted on November 14, 2017 and comprises of one Executive Director and three Independent Non-Executive Directors viz.

- a) Mr. Sudip Bandyopadhyay (Non-Executive and Independent, Chairman of the Committee)
- b) Mr. Rohtas Goel (Chairman and Managing Director of the Company)
- c) Ms. Shruti Dvivedi Sodhi (Non-Executive and Independent)
- d) Ms. Seema Prasad Avasarala (Non-Executive and Non-Independent)

The current constitution meets the requirement of the provision of Section

178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

ii. Terms of reference

- a) To determine the criteria for the appointment of Director of the Company who may be appointed in senior management of the Company;
- b) To consider and identify the person, for the appointment of Director of the Company and who may be appointed in senior management, who qualify on the basis of criteria, and recommends the same to Board for appointment or removal.
- c) To consider and recommend the appointment of any Director in senior management.
- d) To consider and evaluate the performance of every Director of the Company
- e) To lay down the evaluation criteria for performance evaluation of independent Directors and the Board.
- f) Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;
- g) Obtain reliable, up-to-date information about remuneration in other Companies;
- h) To formulate the framework/criteria to determine qualifications, positive attributes and independence of a Director and recommend the Board a policy like :-
 - Terms of employment and any changes including service contracts, remuneration policy;
 - Review the ongoing appropriateness and relevance of the remuneration policy; with respect to remuneration of Directors, Key Managerial personnel and other employee.
- i) NRC shall ensure following while forming the framework :-
 - The level and composition of remuneration is reasonable to attract, motivate and retain Directors. However, remuneration shall link with performance.

- j) To devise a policy on Board diversity.
- k) To work under the control & supervision of the Board of Directors.

iii. Meeting and attendance during the year

During the Financial Year ended on March 31, 2018, three meetings of the Committee were held on May 28, 2017, July 29, 2017 and February 2, 2018.

Details of attendance of members at the meeting are:

S. No.	Member	Number of Meetings Attended
1.	Mr. Sudip Bandyopadhyay	3
2.	Mr. Rohtas Goel	3
3.	Ms. Shruti Dvivedi Sodhi *	2
4.	Ms. Seema Prasad Avasarala *	1
5.	Ms. Padmaja Ruparel #	1
6.	Lt. Gen (Retd) Bhopinder Singh #	1
7.	Dr. Prem Singh Rana #	2

* Ms. Shruti Dvivedi Sodhi and Ms. Seema Prasad Avasarala were appointed as members of the Committee effective July 29, 2017 and November 14, 2017 respectively.

Ms. Padmaja Ruparel, Lt. Gen. (Retd.) Bhopinder Singh and Dr. Prem Singh Rana ceased to be members of the Committee effective May 29, 2017, July 12, 2017 and October 23, 2017 respectively.

iv. Remuneration Policy for Directors

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on periodical basis. The Remuneration Policy is in consonance with the existing Industry norms. The tenure of office of the Managing Director, Joint Managing Director and Whole Time Director is for certain period from their respective dates of appointments and can be terminated by either party by giving proper notice in writing.

The Policy on Appointment and Remuneration of Directors is available on the website of the Company under the weblink <https://www.omaxe.com/investor/corporate-governance>.

v. Performance Evaluation

Pursuant to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees, Corporate Social Responsibility Committee and Investor Grievances cum Stakeholder Relationship Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committee, Board Culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board and Independent Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguard the interest of the Company and minority shareholders etc. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. Further, the performance evaluation of the Independent Directors was carried out by the Non Independent Directors who also reviewed the performance of Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

vi. Details of Remuneration of Directors (For the Financial year ended on March 31, 2018)

(Amount in Rs.)

Name of the Director	Salary and Allowances	Sitting Fees	Commission	Total
Mr. Rohtas Goel*	1,71,50,000	-	-	1,71,50,000
Mr. Sunil Goel ^	54,62,500	-	-	54,62,500
Mr. Jai Bhagwan Goel	19,25,000	-	-	19,25,000
Mr. Sudhangshu S Biswal	49,20,000	-	-	49,20,000
Mr. Sudip Bandopadhyay	-	6,20,000	5,00,000	11,20,000
Ms. Shruti Dvivedi Sodhi#	-	2,50,000	4,20,548	6,70,548
Mr. Srinivas Kanakagiri ^ ^	-	1,20,000	3,36,986	4,56,986
Ms. Seema Prasad Avasarala##	-	1,05,000	2,54,795	3,59,795
Ms. Padmaja Ruparel**	-	1,05,000	80,822	1,85,822
Lt. Gen (Retd.) Bhopinder Singh###	-	1,95,000	1,41,096	3,36,096
Dr. Prem Singh Rana ^ ^ ^	-	4,35,000	2,82,192	7,17,192

* In addition to above Mr. Rohtas Goel was paid royalty of Rs.10,00,000/- during the fiscal 2017-18.

^ Mr. Sunil Goel ceased to be a Director w.e.f. September 27, 2017

Ms. Shruti Dvivedi Sodhi was appointed on the Board w.e.f. May 29, 2017

^ ^ Mr. Srinivas Kanakagiri was appointed on the Board w.e.f. July 29, 2017

Ms. Seema Prasad Avasarala was appointed on the Board w.e.f. September 27, 2017

** Ms. Padmaja Ruparel ceased to be a Director w.e.f. May 29, 2017

Lt.Gen (Retd.) Bhopinder Singh ceased to be a Director w.e.f. July 12, 2017

^ ^ ^ Dr. Prem Singh Rana ceased to be a Director w.e.f. October 23, 2017

Criteria of making payments to Non-Executive Directors

The Non-Executive Directors are paid sitting fee within the limit permissible under the Companies Act, 2013 and rules made there under from time to time. Presently the sitting fee for Independent Director is Rs.40,000/- each for Board meeting and Audit Committee meeting and Rs.25,000/- for other Committee Meeting(s) thereof.

Each Non-Executive Director is paid a remuneration by way of commission of Rs.5,00,000/- per annum on pro rata basis which is less than the overall limit of 1% of the net profits of the Company, as approved by the shareholders.

Service Contract, Severance Fee and Notice Period

Directors of the Company are ultimately appointed by the Shareholders upon recommendation of the Board of Directors within the framework of the Companies Act, 2013 as well as the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolutions passed by these two governing bodies together with the service rules of the Company covers the terms, conditions and remuneration of such appointment. There is no service contract separately entered into by the Company with the Directors. Further, the resolutions appointing these Directors do not prescribe for the payment of any separate Severance Fee to them. However, the requirement of notice period is as per the service rules of the Company.

Shareholding of Non-Executive Directors in the Company

As per the declarations received from the Non-Executive Directors, none of them holds any shares or convertible instruments in the Company.

C. INVESTOR GRIEVANCES CUM STAKEHOLDER RELATIONSHIP COMMITTEE

i. Composition

The Committee was last reconstituted on February 12, 2018 and comprises of two Independent Non-Executive Director and one Executive Director viz.

- a) Ms. Shruti Dvivedi Sodhi (Non-Executive and Independent, Chairperson of the Committee)
- b) Mr. Rohtas Goel (Chairman and Managing Director of the Company)
- c) Mr. Sudip Bandyopadhyay (Non-Executive and Independent)

ii. Terms of reference

1. To consider and resolve the grievances of Security Holder of the Company (whereas security holder can be a Shareholder, Debenture Holder, Deposit Holder and any other security holder for that matter);
2. To consider and review the queries/complaints received from Share/ Debenture Holders;
3. To take steps to redress queries/complaints and ensure speedy satisfaction to shareholders/investors;
4. To perform such acts and assignments as may be assigned to the committee by the Board of Directors from time to time; and
5. To work under the control & supervision of the Board of Directors

iii. Meeting and attendance during the year

During the FY ended March 31, 2018, one meeting held on May 28, 2017.

Details of attendance of members at the meeting are:

S. No.	Member	Number of Meetings Attended
1.	Lt. Gen (Retd.) Bhopinder Singh*	1
2.	Mr. Jai Bhagwan Goel*	1

* Lt. Gen (Retd.) Bhopinder Singh and Mr. Jai Bhagwan Goel ceased to be a member of the Committee effective July 12, 2017 and February 12, 2018, respectively.

Shareholders' Complaints received

During the Financial Year ended March 31, 2018, opening balance of the complaints was 1 and 8 complaints were received from the shareholders, all of which were satisfactorily attended. Further, No valid transfer/ transmission of shares were pending as on March 31, 2018.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

i. Composition

The Committee was last reconstituted on February 12, 2018 and comprises of one Executive Director and two Independent Non-Executive Directors viz.

- a) Ms. Shruti Dvivedi Sodhi (Non-Executive and Independent, Chairperson of the Committee)
- b) Mr. Rohtas Goel (Chairman and Managing Director of the Company)
- c) Mr. Sudip Bandyopadhyay (Non-Executive and Independent)

ii. Terms of Reference

1. To formulate the CSR Policy and recommend the same to the Board.
2. To recommend to the Board about the activity to be undertaken by the Company in accordance with Schedule VII.
3. To recommend amount of expenditure to be incurred on amount of activities specified in Schedule VII.

4. To monitor the CSR Policy on time to time basis.
5. To review, report and ensure the utilization of CSR amount on CSR activity(ies) and report the same to the Board.
6. Recommend to the Board about transparent monitoring mechanism for implementation of CSR activities(s).

iii. Meeting and attendance during the year

During the FY ended March 31, 2018, one meeting of the Committee was held on May 28, 2017.

Details of attendance of members at the meeting are:

S. No.	Member	Number of Meetings Attended
1.	Dr. Prem Singh Rana*	1
2.	Mr. Rohtas Goel	1
3.	Mr. Jai Bhagwan Goel*	1
4.	Lt. Gen (Retd) Bhopinder Singh*	1
5.	Mr. Sudip Bandyopadhyay	1

* Lt. Gen (Retd.) Bhopinder Singh, Dr. Prem Singh Rana and Mr. Jai Bhagwan Goel ceased to be a member of the Committee effective July 12, 2017, October 23, 2017 and February 12, 2018, respectively.

E. OTHER NON MANDATORY COMMITTEES OF THE BOARD

The Company has following other Committees to speed up routine matters and to comply with other statutory formalities. They meet as and when required. The Company Secretary acts as Secretary of the Committees.

i) Finance, Legal and Administrative Committee

The Committee comprises of five members viz.

- a) Mr. Rohtas Goel (Chairman of the Committee)
- b) Mr. Sudhangshu S. Biswal
- c) Ms. Seema Prasad Avasarala
- d) Mr. Mohit Goel
- e) Ms. Vijayalaxmi

ii) Share/Debenture Transfer Committee

The Committee comprises of three members viz.

- a) Mr. Rohtas Goel (Chairman of the Committee)
- b) Mr. Srinivas Kanakagiri
- c) Mr. Vimal Gupta

iii) Registration Committee

The Committee comprises of three members viz.

- a) Mr. Alok Kumar Pandey (Chairman of the Committee)
- b) Ms. Shalini Barathi
- c) Ms. Geetika Sondhi

iv) Core Committee

The Committee comprises of seven members viz.

- a) Mr. Avneet Soni (Chairman of the Committee)
- b) Ms. Vijayalaxmi
- c) Mr. Surender Kumar Goyal
- d) Mr. Shravan Kumar Govil
- e) Mr. Amit Mehta
- f) Mr. Prakash Chand
- g) Mr. Desh Bandhu

Note: Risk Management Committee, Committee for Issuance of Debt Securities, Committee for Further Issuance and Allotment Committee were dissolved w.e.f. May 28, 2017 and Executive Committee was dissolved w.e.f. November 14, 2017.

5. GENERAL BODY MEETINGS:

- i) Particulars of past three Annual General Meetings:

Year	Venue	Date, Day & Time	Special Resolution Passed
2016-17	CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana	September 27, 2017 (Wednesday) At 11.00 AM	Private Placement of Non-Convertible Debentures and/or other debt securities under Section 42 and 71 of the Companies Act 2013. 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
2015-16	CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana	September 29, 2016 (Thursday) At 11.00 AM	Private Placement of Non-Convertible Debentures and/or other debt securities under Section 42 and 71 of the Companies Act 2013.
2014-15	CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana	September 29, 2015 (Tuesday) At 11.00 AM	Private Placement of Non-Convertible Debentures and/or other debt securities under Section 42 and 71 of the Companies Act 2013.

- ii) No Extra Ordinary General Meeting was held during the Financial Year ended March 31, 2018.

6. POSTAL BALLOT

No Postal Ballot was held during the Financial Year ended on March 31, 2018.

7. DISCLOSURES

- i) List of related parties and materially significant related-party transactions have been given in Note no.50 of Significant Accounting Policies and Notes on Financial statements. However, there is no related party transaction which has potential conflict with the interests of Company at large. The Company has formulated a policy on Related Party Transactions available on the website of the Company under the weblink <https://www.omaxe.com/corporate-governance/>.
- ii) The Company has complied with various Rules and Regulations prescribed by the Stock Exchanges, SEBI or other statutory authorities relating to the capital markets as and when and to the extent it becomes applicable to the Company. No penalties or strictures have been imposed by them on the Company in the last three years.
- iii) As per the Whistle Blower Policy of the Company every employee of the Company has an open access to the respective Functional Heads, Head-HRD, Managing Director as well as Executive Chairman so as to ensure ethical and fair conduct of the business of the Company. Further no person has been denied access to the Audit Committee during the FY ended March 31, 2018.
- iv) During the Financial Year, the Company has complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. MEANS OF COMMUNICATION

The quarterly and annual Financial Results of the Company are normally published in the leading newspapers like The Financial Express (English), Business Standard (English & Hindi) and Jansatta (Hindi). The Financial Results are also furnished to stock exchange(s). The results are also posted on the Company's website www.omaxe.com from time to time. Further, the Company also displays the official news releases and presentations made to the Institutional Investors and to the Analysts on its website.

9. SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in centralized web based complaints redress system. The salient features of this system are Centralized database of all

complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and its current status.

10. GENERAL INFORMATION FOR SHAREHOLDERS

a. Annual General Meeting

The Annual General Meeting of the Company is scheduled to be held on 23rd day of August, 2018 at 11:30 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana.

b. Financial Calendar 2018-19 (tentative and subject to change)

First Quarterly Results	- on or before August 14, 2018
Second Quarterly Results	- on or before November 14, 2018
Third Quarterly Results	- on or before February 14, 2019
Annual results	- on or before end of May 30, 2019

c. Date of Book Closure

August 18, 2018 to August 23, 2018 (Both days inclusive) for payment of dividend, if declared.

d. Dividend Payment Date, if declared

On or before 21st September, 2018.

e. Listing on Stock Exchange

Equity Shares of the Company are listed on:

- BSE Limited (Bombay Stock Exchange) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
- National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai-400051

Annual Listing Fees for the FY 2017-18 has been paid to the above Stock Exchanges. The Company has also paid annual custodial fees for FY 2017-18 to National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL).

f. Equity Code:

I.	Bombay Stock Exchange	532880
II.	National Stock Exchange	OMAXE
iii.	International Securities Identification Number (ISIN) of Equity Shares	INE800H01010

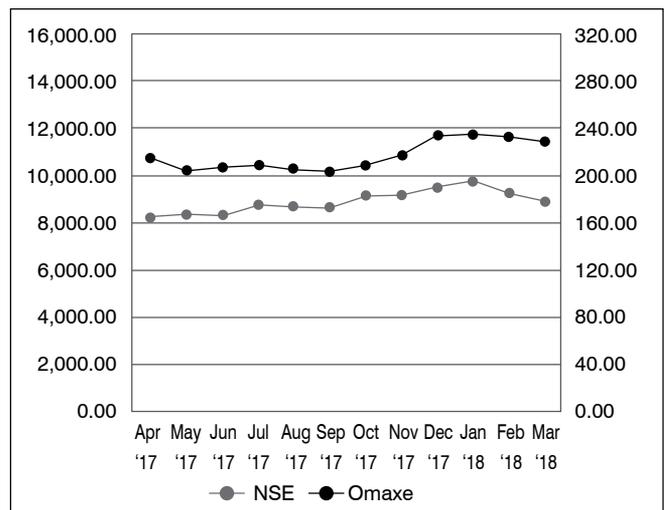
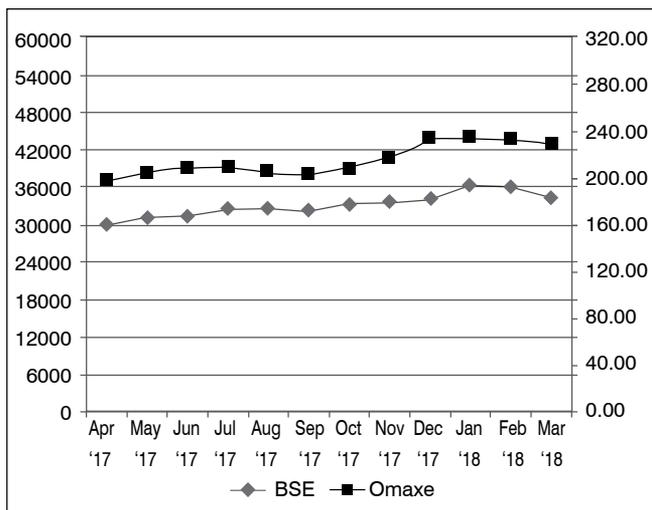
g. Market Price Data:

Monthly high and low market price data of Equity Shares traded on Stock Exchange(s):

Month	Date, Day & Time		Special Resolution Passed	
	High Price (Rs.)	Low Price (Rs.)	High Price (Rs.)	Low Price (Rs.)
Apr-17	215.70	168.55	198.50	168.55
May-17	204.95	190.00	205.00	189.90
Jun-17	208.00	197.75	207.90	198.05
Jul-17	209.25	199.45	209.40	199.55
Aug-17	205.60	199.15	205.60	199.85
Sep-17	204.25	192.90	204.00	192.80
Oct-17	209.00	196.30	208.95	196.40
Nov-17	217.80	203.55	217.45	203.80
Dec-17	234.00	202.55	233.95	202.95
Jan-18	235.45	223.90	235.15	224.00
Feb-18	233.00	224.75	233.00	224.25
Mar-18	229.35	219.20	229.10	220.05

h. Performance of the Company's Share price as compared to BSE Sensex and S & P CNX Nifty

(i) Company's share price as compared to BSE Sensex BSE Chart to be inserted	(ii) Company's share price as compared to Nifty NSE Chart to be inserted
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**i. Unclaimed Dividend**

- The Company had transferred an amount of Rs.10,86,142 in respect of unclaimed dividend for the FY 2007-08 to Investor Education and Protection Fund (IEPF).
- The Dividend for the under noted year remaining unclaimed for 7 years will be transferred in the Investors Education and Protection Fund (IEPF) by the Company in accordance with the schedule given below. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

Financial Year	Date of declaration of Dividend	Due date for transfer to IEPF
2012-13	September 26, 2013	November 1, 2020
2013-14	September 26, 2014	November 1, 2021
2014-15	September 29, 2015	November 4, 2022
2015-16	September 29, 2016	November 4, 2023
2016-17	September 27, 2017	November 2, 2024

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issue of Demand Draft/Pay order by writing to the Company or to the Registrar & Share Transfer Agent of the Company confirming non-encashment/ non-receipt of dividend warrant(s).

j. Unclaimed Shares & IPO Refund

As per Clause F of Schedule V of SEBI (LODR) Regulations, 2015, the details of shares in the “OMAXE LTD UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT” of Link Intime India Pvt. Ltd., Registrars to the Issue are given below:

Issues	Securities	As on April 1, 2017		Shareholders who approached the Registrar/ issuer and shares transferred in their favour from suspense account during the year		Balance as on 31st March, 2018	
		No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Initial Public Offer (IPO)-July 2007 and Fractional Bonus Issue	Ordinary Equity Shares	241	6852	22	644	219	6208

The Voting rights on the shares outstanding in the suspense account as on 31st March, 2018 shall remain frozen till the rightful owner of such shares claim the shares.

k. Transfer of unclaimed and unpaid Share Application Money to Investor Education and Protection Fund

Pursuant to the provisions of Sections 125 of the Companies Act, 2013, the application money received by the Company for allotment which remains unclaimed and unpaid for a period of seven years has to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and thereafter cannot be claimed by the Investors. The unclaimed share application money of Rs.31,56,590/- had been transferred to IEPF.

To ensure maximum disbursement of unclaimed share application money, the Company has sent periodic reminders to the concerned investors, before transfer of unclaimed/unpaid share application money.

l. Address for Correspondence by investors:**(i) Registrar & Share Transfer Agent**

M/s Link Intime India Private Limited is the Registrar and Transfer Agent (RTA) of the Company in respect of the Equity shares held in Demat and Physical mode. All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Share Transfer Agent. Its address is as follows:-

M/s Link Intime India Private Limited

(Unit: Omaxe Limited)
44, Community Centre, 2nd Floor
Naraina Industrial Area
Phase-1, Near PVR Naraina
New Delhi - 110028
Tel No: +91 011-41410592, 93, 94
E-mail id: delhi@linkintime.co.in
Website: www.linkintime.co.in

(ii) Ms. Shubha Singh, Vice President & Company Secretary is the Compliance Officer as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Investors' complaint may also be addressed to her at the following address:

Company Secretary

Omaxe Limited
Corporate Office: Omaxe House 7,
Local Shopping Centre, Kalkaji,
New Delhi-110019
Ph. No: 011-41896680-85
Email: secretarial@omaxe.com

m. Share Transfer System

M/s Link Intime India Private Limited processes the share transfer/transmission requests received in physical form and the same are approved by Share/ Debenture Transfer Committee constituted by Board of Directors within the statutory timeline.

SEBI has decided that securities of listed companies can be transferred only in dematerialised form, from a cut-off date, to be notified.

n. Nomination Facility

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Members desirous of availing this facility may submit the prescribed documents to the RTA.

o. Distribution of Shareholding by size as on March 31, 2018

Range of Equity Shares	No. of Share-holders	Percentage	No. of Shares	Percent-age
Upto 500	53636	98.25%	2455015	1.34%
501- 1000	449	0.82%	295939	0.16%
1001- 2000	155	0.28%	221065	0.12%
2001- 3000	62	0.11%	158527	0.09%
3001 - 4000	31	0.06%	108351	0.06%
4001 - 5000	18	0.03%	83024	0.04%
5001 - 10000	43	0.08%	306024	0.17%
10001 & Above	199	0.36%	179272595	98.02%
Total	54593	100.00%	182900540	100.00%

p. Shareholding Pattern as on March 31, 2018

Code	Category of Shareholders	Number of shares	Percentage of Shares
(A)	Shareholding of Promoter and Promoter Group		
	Indian	136666194	74.72%
	Sub Total	136666194	74.72%
(B)	Public Shareholding		
1	Institutions		
	Foreign Portfolio Investor	22978222	12.56%
	Financial Institutions / Banks	5958364	3.26%
2	Central Government/ State Government(s)/ President of India		
	Central Government / State Government(s)	30	0.00%
3	Non-Institutions		
	Individuals		
	i. Individual shareholders holding nominal share capital upto Rs.2 Lakhs	3341016	1.83%
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	1488550	0.81%
	Any Other (Specify)	12468164	6.82%
	Sub Total	46234346	25.28%
	GRAND TOTAL (A) + (B)	182900540	100.00%

q. Dematerialisation of shares and liquidity

The shares of the Company are tradable compulsorily in demat form and are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). As on March 31, 2018, 99.99% of the Company's total share capital was held in dematerialized form.

The International Security Identification Number (ISIN) allotted to the Company's Equity Shares is INE800H01010. The Company's shares are actively traded on both the exchanges i.e. BSE and NSE.

r. Outstanding GDRs /ADRs /Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any ADRs, GDRs or any other convertible instruments.

s. Plant Locations

The Company is in real estate and Construction

business. It has projects all over India. However, the Company does not have any manufacturing or processing plants.

The Registered Office of the Company is located at:

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

11. CEO/CFO CERTIFICATION

In terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Executive Officer and the Chief Financial Officer of the Company have given compliance certificate, stating therein the matter prescribed under Part B of Schedule II of the said regulations. Copy of the Certificate is enclosed with the report.

In terms of Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certified the quarterly financial results while placing the final results before the board.

12. PROMOTERS AND CONTROLLING GROUP

The promoters/ promoter group(s) of the company are as follows:

S. No.	Name
1.	Mr. Rohtas Goel
2.	Rohtas Goel (HUF)
3.	Mr. Sunil Goel
4.	Sunil Goel (HUF)
5.	Mr. Jai Bhagwan Goel
6.	Mrs. Sushma Goel
7.	Mrs. Seema Goel
8.	Mr. Nakul Goel
9.	Dream Home Developers Private Limited
10.	Guild Builders Private Limited *

*Pursuant to merger/amalgamation order of the Hon'ble High Court of Punjab and Haryana, the Promoters/ Transferor Companies i.e. Constellation Capital Ltd., Kautilya Monetary Services Pvt. Ltd., SA Finvest Ltd., Naj Builders Pvt. Ltd, J B Realcon Pvt. Ltd and Green Tech Towers Builders Pvt. Ltd. had Merged/Amalgamated into another Promoter/Transferee Company i.e. Guild Builders Pvt. Ltd. vide Merger/Amalgamation Order dated September 20, 2013 by the Hon'ble High court of Punjab and Haryana.

13. OTHER REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange(s). Further, compliance of other requirements of the said Regulation is provided below:

I. Non-Executive Chairman's Office:

The Chairman of the Company is an Executive Chairman and hence this provision is not applicable.

All Independent Directors are appointed/ re- appointed in accordance with guidelines determined by the Board from time to time. Further, all the Independent Directors of the Company possess good qualifications and experience which is very useful to the Company and they contribute effectively to the Company in their capacity as Independent Directors of the Company. No maximum tenure has been specifically determined for the Independent Director.

II. Nomination and Remuneration Committee:

The Company has formed a Nomination and Remuneration Committee. The details of Nomination and Remuneration Committee as to scope and composition are detailed out earlier in this report.

III. Post of Chairman and Managing Director; Chief Executive Officer

Mr. Rohtas Goel is the Chairman and Managing Director of the Company and Mr. Mohit Goel is the Chief Executive Officer of the Company.

IV. Shareholders' Rights:

The Quarterly, Half-yearly and Annual financial results of the Company are duly published in English language in newspapers having nation-wide circulation and also in regional language newspapers of the registered office of the Company. Further, these results are also posted on the website of the Company www.omaxe.com. Annual Report containing the detailed Balance Sheet and Profit & Loss Account is also sent to every shareholder of the Company.

V. Audit Qualifications/ Remarks

As explained in Directors' Report.

VI. Mechanism of evaluation of Non-Executive Directors

The Board of Directors including Non-Executive Directors is cast with the responsibility of strategic supervision of the Company. In view of the same, the Board evaluates its Non-Executive Directors on the basis of individual contribution towards fulfillment of this responsibility.

VII. Reporting of Internal Auditor

The Internal Auditor directly reports to Audit Committee.

14. POLICY ON SUBSIDIARY

1. A subsidiary shall be a Material Subsidiary, if any of the following conditions are satisfied:
 - a. In which the investment of the company/ proposed investment, exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous FY; or
 - b. Which have generated twenty per cent of the consolidated income of the company during the previous FY.
 - c. Such other criteria as may be defined under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, amended from time to time.
2. One Independent Director of the company shall be a director on the Board of the material non-listed Indian subsidiary company.
3. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary company on an annual basis.
4. The minutes of the Board Meetings of the unlisted subsidiary companies shall be placed before the Board of the Company on an half yearly basis.
5. The management shall on a quarterly basis bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

6. Audit Committee shall periodically review any significant/material transaction/event including any show cause notice, litigations, procedures, orders, claims etc. affecting the business of the company or material impact on the performance of the company.
7. The management shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the material non-listed Indian subsidiary.

Disposal of Material Subsidiary

The Company, without the prior approval of the members by Special Resolution, shall not:

- a. dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or ceases the exercise of control over the subsidiary, except in cases where such divestment is made under a scheme of arrangement duly approved by the Court/Tribunal;
- b. sell, dispose or lease the assets amounting to more than twenty percent of the assets of the material subsidiary except in cases where such sell, dispose or lease is made under a scheme of arrangement duly approved by Court/Tribunal.

The policy is available on the website of the Company under the weblink <https://www.omax.com/investor/corporate-governance>.

15. COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY

Certificate from M/s B S D & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated in 34(3) and 53(f) read with part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the Directors' Report forming part of the Annual Report.

16. WHISTLE BLOWER POLICY

This policy is formulated to establish a vigil mechanism and to provide an opportunity to Director(s)/employee(s)

and an avenue to raise concerns and to access in good faith the Chairman of the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices, actual or suspected fraud or violation of the Code of Conduct of the Company or any other wrongful conduct in the Company, to provide necessary safeguards for protection of Director(s) or Employee(s) from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those Director(s) or Employee(s).

17. COMPLIANCE OF CODE OF CONDUCT

Your Company has laid down a Code of Conduct for all the Board Members and Senior Management personnel of the Company. The Code of Conduct has been posted on the website of the Company. All Board Members and the Senior Management personnel have affirmed their compliance with the said Code of Conduct for the FY ended March 31, 2018. The declaration to this effect duly signed by Mr. Mohit Goel, Chief Executive Officer, is given hereunder:

Declaration under Regulation 34(3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Mohit Goel, Chief Executive Officer of the Company confirm the compliance of this Code of Conduct by myself and other members of the Board of Directors and Senior Managerial personnel as affirmed by them individually, except Mr. Jai Bhagwan Goel, Executive Director of the Company, for contravening the provisions relating to SEBI (Prohibition of Insider Trading) Regulations, 2015; SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011 and Code of Practice and Procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulation, Monitoring and Prevention of Insider Trading.

For **Omaxe Limited**

Sd/-
Mohit Goel
Chief Executive Officer

Place: New Delhi
Date: May 23, 2018

Auditors' Certificate on Corporate Governance

To,

The Members of Omaxe Limited

We have examined the compliance of conditions of Corporate Governance by Omaxe Limited ("the Company"), for the year ended March 31, 2018, as stipulated in Regulation 34 (3) read with Part E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability to the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s B S D & Co.
Chartered Accountants
Firm Registration Number: 000312S**

Place: New Delhi
Date: 23rd May, 2018

Sd/-
**Prakash Chand Surana
Partner
Membership No. 010276**

CEO/ CFO CERTIFICATE

23.05.2018

**The Board of Directors
Omaxe Limited
Shop No-19-B, First Floor,
Omaxe Celebration Mall, Sohna Road,
Gurugram-122001, Haryana**

Dear Sir,

We hereby certify the following that:

- a) We have reviewed financial results for the quarter and year ended March 31, 2018 and that to the best of our knowledge and belief:
 - i. these results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations and accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and year ended March 31, 2018, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) That we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed, from time to time, to the Auditors and the Audit Committee, operation of such internal controls and that such further improvement in design & structure are being made to meet the growing requirements of business.
- e) We have indicated to the auditors and the Audit committee:
 - i. significant changes in internal control including internal Financial controls over financial reporting during the quarter and year ended March 31, 2018, if any;
 - ii. significant changes in accounting policies during the quarter and year ended March 31, 2018 and that the same have been disclosed in the notes to the financial results, if any; and
 - iii. instances, if any, of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Omaxe Ltd.

Sd/-
Mohit Goel
Chief Executive Officer

For Omaxe Ltd.

Sd/-
Vimal Gupta
Vice President (Accounts)
Chief Financial Officer

Standalone Financial Statements

Independent Auditors' Report

To the Members of Omaxe Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Omaxe Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statements").

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit

evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

The Ind AS financial statements of the Company for the year ended March 31, 2017, included in these standalone Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements vide report dated 28th May, 2017. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure I", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules, 2016.
- (e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure II” and
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements — Refer Note No. 36, 39, 40 to the standalone Ind AS financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For B S D & Co.

Chartered Accountants

Firm’s Registration No: 000312S

Sd/-

Prakash Chand Surana

Partner

Membership No: 010276

Place of Signature: New Delhi

Date: 23rd May, 2018

Annexure I to Independent Auditors' Report (Referred to in our report of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The fixed assets have been physically verified by the management at the reasonable intervals, which in our opinion, is considered reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory includes land, completed real estate projects, projects in progress, construction material, development and other rights in identified land. Physical verification of inventory has been conducted at reasonable intervals by the management and discrepancies noticed which were not material in nature have been properly dealt with in the books of accounts.
- iii. The Company has granted loans (secured or unsecured) to companies covered in the register maintained under Section 189 of the Act.
- (a) The terms and conditions on which loan has been granted to the companies covered in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
- (b) The companies covered in the register maintained under Section 189 of the Act are regular in payment of principal and interest amount as stipulated.
- (c) There are no overdue amounts in respect of loan granted to the companies covered in the register maintained under Section 189 of the Act.
- iv. In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.
- v. In our opinion and according to the information and explanations given to us, the Company has accepted deposits, in respect of which, directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act 2013 and rules framed there under, to the extent applicable, have been complied with.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of Cost Records under section 148 of the Act, and are of opinion that prima facie, the prescribed accounts and records have been made and maintained, however, we have not made the detailed examination of such cost records.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess, goods and services tax (GST) and other applicable material undisputed statutory dues have generally been deposited regularly during the year with the appropriate authorities with delays in certain cases and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST or other applicable material statutory dues which have not been deposited as on March 31, 2018 on account of any dispute except the followings:-

Name of Statutes	Nature of Dues	Financial Year to which the matter pertains	Forum where dispute is pending	Amount Outstanding (Rs. in mn)
Income Tax Act, 1961	Income Tax	2006-07	High Court	9.68
Income Tax Act, 1961	Income Tax	2009-10	Income Tax Appellate Tribunal, New Delhi	31.52
Income Tax Act, 1961	Income Tax	2010-11	Commissioner of Income Tax(A), New Delhi	45.67
Income Tax Act, 1961	Income Tax	2011-12	Commissioner of Income Tax(A), New Delhi	36.93
Income Tax Act, 1961	Income Tax	2012-13	Commissioner of Income Tax(A), New Delhi	65.91
Income Tax Act, 1961	Income Tax penalty	2006-07	Commissioner of Income Tax(A), New Delhi	40.91
Income Tax Act, 1961	Income Tax penalty	2008-09	Commissioner of Income Tax(A), New Delhi	9.67

Name of Statutes	Nature of Dues	Financial Year to which the matter pertains	Forum where dispute is pending	Amount Outstanding (Rs. in mn)
Income Tax Act, 1961	Income Tax penalty	2009-10	Commissioner of Income Tax(A), New Delhi	9.14
Delhi VAT ACT, 2005	Sales Tax	2005-06 & 2006-07	Joint/ Deputy Commissioner of Trade & Taxes, Delhi	111.36
Haryana VAT 2003	Sales Tax	2017-18	Joint Commissioner Appeal, Commercial Tax Office, Faridabad, Haryana	76.61
Rajasthan VAT Act, 2003	Sales Tax	2007-08	Assistant Commissioner Tax Officer Bhiwadi	0.10
Rajasthan VAT Act, 2003	Sales Tax	2008-09	Assistant Commissioner Tax Officer Bhiwadi	0.15
Rajasthan VAT Act, 2003	Sales Tax	2008-09	Assistant Commissioner Tax Officer Bhiwadi	0.03
Rajasthan VAT Act, 2003	Sales Tax	2013-14	Assistant Commissioner Tax Officer Bhiwadi	0.26
Finance Act, 1994	Service Tax	2010-11 to 2012-13	Commissioner (Appeals)	25.02

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks, financial institutions and debenture holders as at the balance sheet date.
- ix. According to the information and explanations given to us, the term loans were generally applied for the purpose for which those are raised. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable and the details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to information and explanations given to us, the Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

For B S D & Co.

Chartered Accountants

Firm's Registration No: 000312S

Sd/-

Prakash Chand Surana

Partner

Membership No: 010276

Place of Signature: New Delhi

Date: 23rd May, 2018

Annexure II to Independent Auditors' Report — 31 March 2018 (Referred to in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Omaxe Limited ("the Company") as at 31st March, 2018 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting but requires more strengthening and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company consisting the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **B S D & Co.**

Chartered Accountants
Firm's Registration No: 000312S

Sd/-

Prakash Chand Surana

Partner

M. No.: 010276

Place of Signature: New Delhi

Date: 23rd May, 2018

STANDALONE BALANCE SHEET

AS AT 31ST MARCH, 2018

(Rupees in mn)

	Particulars	Note No.	As at 31 March 2018	As at 31 March 2017
	ASSETS			
	Non-Current Assets			
a)	Property, Plant and Equipment	1	5,039.66	5,005.34
b)	Capital Work-in-Progress	2	-	0.27
c)	Other Intangible Assets	3	2.76	6.00
d)	Financial Assets			
	i) Investments	4	3,311.22	3,304.36
	ii) Loans	5	59.08	424.66
	iii) Other Financial Assets	6	182.41	1,217.99
e)	Deferred Tax Assets (net)	7	915.40	1,223.97
f)	Non-Current Tax Asset (net)	7A	706.69	539.50
g)	Other Non-Current Assets	8	31.98	50.00
			10,249.20	11,772.09
	Current Assets			
a)	Inventories	9	14,326.11	19,713.45
b)	Financial Assets			
	i) Trade Receivables	10	6,117.92	7,587.60
	ii) Cash and Cash Equivalents	11	534.34	474.97
	iii) Other Bank Balances	12	1,585.01	1,324.73
	iv) Loans	13	1,353.78	1,705.66
	v) Other Financial Assets	14	3,884.95	3,119.39
c)	Other Current Assets	15	16,208.38	11,205.68
			44,010.49	45,131.48
	TOTAL ASSETS		54,259.69	56,903.57
	EQUITY AND LIABILITIES			
	Equity			
a)	Equity Share Capital	16	1,829.01	1,829.01
b)	Other Equity		17,418.30	16,847.91
			19,247.31	18,676.92
	Liabilities			
	Non-Current Liabilities			
a)	Financial Liabilities			
	i) Borrowings	17	5,553.23	4,248.87
	ii) Trade Payables	18	91.70	340.85
	iii) Other Financial Liabilities	19	596.01	4,894.30
b)	Other Non-Current Liabilities	20	43.90	30.85
c)	Provisions	21	117.54	98.80
			6,402.38	9,613.67
	Current liabilities			
a)	Financial Liabilities			
	i) Borrowings	22	1,698.20	1,649.81
	ii) Trade Payables	23	4,704.50	5,072.27
	iii) Other Financial Liabilities	24	7,022.71	6,136.36
b)	Other Current Liabilities	25	15,178.22	15,752.28
c)	Provisions	26	6.37	2.26
			28,610.00	28,612.98
	TOTAL EQUITY AND LIABILITIES		54,259.69	56,903.57

Significant accounting policies

A

Notes on financial statements

1 - 53

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For and on behalf of

For and on behalf of board of directors

B S D & Co.

Chartered Accountants

(ICAI Firm Reg. No. 000312S)

Sd/-

Prakash Chand Surana

Partner

M. No.010276

Sd/-

Rohtas Goel

DIN: 00003735

Chairman and Managing Director

Sd/-

Sudhangshu S Biswal

DIN: 07580667

Executive Director

Sd/-

Mohit Goel

Chief Executive Officer

Place: New Delhi

Date: 23rd May, 2018

Sd/-

Vimal Gupta

Chief Financial Officer

Sd/-

Shubha Singh

Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2018

(Rupees in mn)

Particulars	Note No.	Year Ended 31 March 2018	Year Ended 31 March 2017
REVENUE			
Revenue from Operations	27	12,679.39	10,366.01
Other Income	28	464.80	424.32
TOTAL INCOME		13,144.19	10,790.33
EXPENSES			
Cost of Material Consumed, Construction & Other Related Project Cost	29	4,170.96	5,438.78
Changes in Inventories of Finished Stock & Projects in Progress	30	5,114.45	1,566.46
Employee Benefits Expense	31	514.73	498.35
Finance Costs	32	1,542.11	1,211.59
Depreciation and Amortization Expense		59.88	64.83
Other Expenses	33	777.05	720.47
TOTAL EXPENSES		12,179.18	9,500.48
Profit Before Tax		965.01	1,289.85
Tax Expense	34	329.96	611.50
Profit For The Year (A)		635.05	678.35
Other Comprehensive Income			
1) Items that will not be reclassified to Statement of Profit and Loss			
Remeasurement of the Net Defined Benefit Plans		(46.62)	11.85
Tax On Remeasurement of The Net Defined Benefit Plans - Actuarial Gain or Loss		16.29	(4.10)
2) Items that will be reclassified to Statement of Profit or Loss			
Equity Instruments at Fair Value through Other Comprehensive Income		6.46	-
Tax on Above Item		(1.50)	-
Total Other Comprehensive Income (B)		(25.37)	7.75
Total Comprehensive Income for the year (comprising of profit for the year and other comprehensive income) (A+B)		609.68	686.10
Earning Per Equity Share-Basic & Diluted (In Rupees)	35	3.47	3.71
Significant accounting policies	A		
Notes on financial statements	1 - 53		

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For and on behalf of For and on behalf of board of directors

B S D & Co.Chartered Accountants
(ICAI Firm Reg. No. 000312S)Sd/-
Prakash Chand Surana
Partner
M. No.010276Sd/-
Rohtas Goel
DIN: 00003735
Chairman and Managing DirectorSd/-
Sudhangshu S Biswal
DIN: 07580667
Executive DirectorSd/-
Mohit Goel
Chief Executive OfficerPlace: New Delhi
Date: 23rd May, 2018Sd/-
Vimal Gupta
Chief Financial OfficerSd/-
Shubha Singh
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital

Particulars	Number of shares	Rupees in mn
Balance as at 1 April 2016	182,900,540	1,829.01
Changes in equity share capital during 2016-17	-	-
Balance as at 31 March 2017	182,900,540	1,829.01
Balance as at 1 April 2017	182,900,540	1,829.01
Changes in equity share capital during 2017-18	-	-
Balance as at 31 March 2018	182,900,540	1,829.01

B. Other Equity

(Rupees in mn)

Description	Attributable to owners of Omaxe Limited								
	Equity Component of Compound Financial Instruments	Reserves and Surplus				Other Comprehensive Income			Total Other Equity
		Securities Premium Reserve	Retained Earnings	General Reserve	Debenture Redemption Reserve	Remeasurement of Defined Benefit Obligation	Equity Instruments at Fair Value through Other Comprehensive Income		
Balance as at 1 April 2016	2,252.25	4,996.07	5,415.25	3,542.17	110.00	1.03	2.14	16,318.91	
Profit for the year	-	-	678.35	-	-	-	-	678.35	
Other Comprehensive Income	-	-	-	-	-	7.75	-	7.75	
Transactions with owners in their capacity as owners :									
Dividends	-	-	(130.53)	-	-	-	-	(130.53)	
Tax on dividends	-	-	(26.57)	-	-	-	-	(26.57)	
Transfer In/Out General Reserve	-	-	(100.00)	100.00	-	-	-	-	
Transfer In/Out Debenture Redemption Reserve	-	-	85.00	-	(85.00)	-	-	-	
Balance as at 31 March 2017	2,252.25	4,996.07	5,921.50	3,642.17	25.00	8.78	2.14	16,847.91	
Balance as at 1 April 2017	2,252.25	4,996.07	5,921.50	3,642.17	25.00	8.78	2.14	16,847.91	
Profit for the year	-	-	635.05	-	-	-	-	635.05	
Other Comprehensive Income	-	-	-	-	-	(30.33)	4.96	(25.37)	
Transactions with owners in their capacity as owners :									
Dividends	-	-	(32.22)	-	-	-	-	(32.22)	
Tax on dividends	-	-	(7.07)	-	-	-	-	(7.07)	
Transfer in/out General Reserve	-	-	(100.00)	100.00	-	-	-	-	
Transfer in/out Debenture Redemption Reserve	-	-	25.00	-	(25.00)	-	-	-	
Balance as at 31 March 2018	2,252.25	4,996.07	6,442.26	3,742.17	-	(21.55)	7.10	17,418.30	

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For and on behalf of For and on behalf of board of directors

B S D & Co.

Chartered Accountants

(ICAI Firm Reg. No. 000312S)

Sd/-
Prakash Chand Surana
Partner
M. No.010276

Sd/-
Rohtas Goel
DIN: 00003735
Chairman and Managing Director

Sd/-
Sudhangshu S Biswal
DIN: 07580667
Executive Director

Sd/-
Mohit Goel
Chief Executive Officer

Place: New Delhi
Date: 23rd May, 2018

Sd/-
Vimal Gupta
Chief Financial Officer

Sd/-
Shubha Singh
Company Secretary

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2018

(Rupees in mn)

	Year Ended 31 March 2018	Year Ended 31 March 2017
A. <u>Cash flow from operating activities</u>		
Profit for the year before tax	965.01	1,289.85
Adjustments for :		
Depreciation and amortization expense	66.46	71.93
Interest income	(343.92)	(281.73)
Dividend reinvested	(1.62)	(0.20)
Interest and finance charges	1,576.04	2,356.44
Bad debts	62.93	1.17
Provision for doubtful trade receivable, deposits and advances	40.83	22.63
Liabilities no longer required written back	(40.08)	-
Loss/(profit) on sale/ discarded of fixed assets	(4.29)	(1.75)
Profit on sale of investment	-	(0.95)
Decrease in value of current investment	0.66	-
Foreign Exchange Fluctuation Loss	3.12	-
Maintenance Income	(48.94)	(116.75)
Operating profit before working capital changes	2,276.20	3,340.64
Adjustments for working capital		
Inventories	5,387.35	1,465.22
Trade receivable	1,406.74	(2,684.82)
Loans and advances	714.34	65.76
Other financial assets	6.22	876.80
Other non-financial assets	(4,984.68)	(1,815.81)
Trade payable, other liabilities and provisions	(4,342.21)	2,275.76
	(1,812.24)	182.91
Net cash flow from operating activities	463.96	3,523.55
Direct tax paid	173.78	345.23
Net cash generated from Operating activities (A)	290.18	3,178.32
B <u>Cash flow from investing activities</u>		
Purchase of fixed assets (including Capital work in progress)	(104.04)	(31.87)
Sale of fixed assets	11.06	3.46
Purchase of investments	(5.84)	(415.81)
Movement in other bank balances	(40.02)	(120.31)
Realisation of receivable against sale of investments	-	127.05
Interest received	346.64	273.70
Net cash generated from / (used in) investing activities (B)	207.80	(163.78)
C <u>Cash flow from financing activities</u>		
Dividend and dividend distribution tax paid	(39.44)	(156.51)
Interest and finance charges paid	(1,679.92)	(1,954.41)
Repayment of borrowings	(4,616.54)	(5,242.21)
Proceeds from borrowings	5,897.29	4,401.11
Net cash (used in)/generated from Financing activities (C)	(438.61)	(2,952.02)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	59.37	62.52
Opening balance of cash and cash equivalents	474.97	412.45
Closing balance of cash and cash equivalents	534.34	474.97

(Rupees in mn)

FOR THE YEAR ENDED	Year Ended 31 March 2018	Year Ended 31 March 2017
COMPONENTS OF CASH AND CASH EQUIVALENTS AS AT		
Cash on hand	37.83	40.69
Balance with banks	490.94	382.15
Cheques on hand	5.40	51.65
Fixed deposits with banks, having original maturity of three months or less	0.17	0.48
Cash and cash equivalents at the end of the year	534.34	474.97

RECONCILIATION STATEMENT OF CASH AND BANK BALANCE

(Rupees in mn)

FOR THE YEAR ENDED	Year Ended 31 March 2018	Year Ended 31 March 2017
Cash and cash equivalents at the end of the year as per above	534.34	474.97
Add: Balance with bank in dividend / unclaimed dividend accounts	1.10	0.95
Add: Fixed deposits with banks, having remaining maturity for less than twelve months	-	-
Add: Fixed deposits with banks (lien marked)	1,583.91	1,323.78
Cash and bank balance as per balance sheet (refer note 11 & 12)	2,119.35	1,799.70

DISCLOSURE AS REQUIRED BY IND AS 7**Reconciliation of liabilities arising from financing activities**

(Rupees in mn)

31-Mar-18	Opening Balance	Cash flows	Non Cash Changes	Closing Balance
Short term secured borrowings	1,023.18	(16.89)	-	1,006.29
Long term secured borrowings	6,029.88	168.98	-	6,198.86
Short term unsecured borrowings	626.63	65.28	-	691.91
Long term unsecured borrowings	1,656.20	997.19	-	2,653.39
Total liabilities from financial activities	9,335.89	1,214.56	-	10,550.45

(Rupees in mn)

31-Mar-17	Opening Balance	Cash flows	Non cash changes	Closing balance
Short term secured borrowings	1,743.13	(719.95)	-	1,023.18
Long term secured borrowings	6,149.33	(119.45)	-	6,029.88
Short term unsecured borrowings	650.35	(23.72)	-	626.63
Long term unsecured borrowings	1,577.39	78.81	-	1,656.20
Total liabilities from financial activities	10,120.20	(784.31)	-	9,335.89

Significant accounting policies (refer note A)

The accompanying notes from an integral part of the financial statements

Note: - Depreciation includes amount charged to cost of material consumed, construction & other related project cost.

As per our audit report of even date attached

For and on behalf of

For and on behalf of board of directors

B S D & Co.

Chartered Accountants

(ICAI Firm Reg. No. 000312S)

Sd/-
Prakash Chand Surana
Partner
M. No.010276

Sd/-
Rohtas Goel
DIN: 00003735
Chairman and Managing Director

Sd/-
Sudhangshu S Biswal
DIN: 07580667
Executive Director

Sd/-
Mohit Goel
Chief Executive Officer

Place: New Delhi
Date: 23rd May, 2018

Sd/-
Vimal Gupta
Chief Financial Officer

Sd/-
Shubha Singh
Company Secretary

A Significant Accounting Policies:

1 Corporate information

Omexe Limited ("The Company") is a listed entity incorporated in India. Registered address of the Company is 19-B, First Floor, Omexe Celebration Mall, Sohna Road, Gurgaon-122001, (Haryana) and Corporate Office is 7, LSC, Kalkaji, New Delhi-110019.

The company is into the business of developing real estate properties for residential, commercial and retail purposes.

2 Significant Accounting Policies :

(i) Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules 2015 ('Ind AS') issued by Ministry of Corporate Affairs ('MCA').

The financial statements for the year ended 31 March 2018 were authorised and approved for issue by the Board of Directors on 23rd May, 2018.

(ii) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

(a) Real estate projects

Revenue from real estate projects is recognized on the 'Percentage of Completion method' (POC) of accounting on fulfillment of following conditions:

- (1) All critical approvals necessary for commencement of the project have been obtained.
- (2) The expenditure incurred on construction and development is not less than 25% of the total estimated construction and development cost.
- (3) At least 25% of the saleable project area is secured by way of contracts or agreements with buyers.
- (4) At least 10% of the total revenue as per the agreement of sale or any other legally enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the respective contracts.

The estimates of the projected revenues,

projected profits, projected costs, cost to completion and the foreseeable losses are reviewed periodically by the management and any effect of changes in estimates is recognized in the period in which such changes are determined.

Unbilled revenue disclosed under other current financial assets represents revenue recognized based on percentage of completion method over and above amount due as per payment plan agreed with the customers. Amount received from customers which exceeds the cost and recognized profits to date on projects in progress, is disclosed as advance received from customers under other current liabilities. Any billed amount against which revenue is recognised but amount not collected is disclosed under trade receivables.

(b) Interest Income

Interest due on delayed payments by customers is accounted on accrual basis.

(c) Sale of completed real estate projects

Revenue from sale of completed real estate projects, land, development rights and sale/transfer of rights in agreements are recognised in the financial year in which agreements of such sales are executed and there is no uncertainty about ultimate collections.

(d) Income from construction contracts

Revenue from construction contracts is recognized on the 'Percentage of Completion method' of accounting.

Income from construction contracts is recognized by reference to the stage of completion of the contract activity as certified by the client.

Revenue on account of contract variations, claims and incentives are recognized upon determination or settlement of the contract.

(e) Income from trading sales

Revenue from trading activities is accounted for on accrual basis.

(f) Dividend income

Dividend income is recognized when the right to receive the payment is established.

(iii) Borrowing Costs

Borrowing cost that are directly attributable to the acquisition or construction of a qualifying asset (including real estate projects) are considered as part of the cost of the asset/project. All other borrowing costs are treated as period cost and charged to the statement of profit and loss in the year in which incurred.

(iv) Property, Plant and Equipment**Recognition and initial measurement**

Properties, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Depreciation on Property, Plant and Equipment is provided on written down value method based on the useful life of the asset as specified in Schedule II to the Companies Act, 2013. The management estimates the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in the case of steel shuttering and scaffolding, whose life is estimated as five years considering obsolescence.

Cost of building constructed on land owned by third party under 'Build Own Transfer' agreement is amortized over the period of the agreement.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

On transition to Ind AS, the Company has elected to fair value land within property, plant and equipment and fair value as on transition date has been taken as carrying value and subsequent company follows cost model.

(v) Intangible Assets**Recognition and initial measurement**

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent measurement (amortization and useful lives)

Intangible assets comprising of ERP & other computer software are stated at cost of acquisition less accumulated amortization and are amortised over a period of four years on straight line method.

(vi) Impairment of Non-Financial Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

(vii) Financial Instruments**(a) Financial assets****Initial recognition and measurement**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs

Subsequent measurement

(1) Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All other debt instruments are measured at Fair Value through other comprehensive income or Fair value through profit and loss based on Company's business model.

- (2) Equity investments – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.
- (3) Mutual funds – All mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

(b) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost that are attributable to the acquisition of the financial liabilities are also adjusted. These liabilities are carried at as amortised cost.

Subsequent measurement

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings and deposits.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or on the terms of an existing

liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(c) Compound financial instrument

Compound financial instrument are separated into liability and equity components based on the terms of the contract. On issuance of the said instrument, the liability component is arrived by discounting the gross sum at a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised as equity component of compound financial instrument. This is recognised and included in shareholders' equity, net of Income tax effects, and not subsequently re-measured.

(d) Financial guarantee contracts

Financial guarantee contracts are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified party fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of expected loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortization.

(e) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 48 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(f) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(viii) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfer have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(ix) Inventories and Projects in progress**(a) Inventories**

- (i) Building material and consumable stores are valued at lower of cost and net realisable value. Cost is determined on the basis of the 'First in First out' method.
- (ii) Land is valued at lower of cost and net realisable value. Cost is determined on average method. Cost includes cost of acquisition and all related costs.
- (iii) Construction work in progress is valued at lower of cost or net realisable value. Cost includes cost of materials, services and other related overheads related to project under construction.
- (iv) Completed real estate project for sale and trading stock are valued at lower of cost or net realizable value. Cost includes cost of land, materials, construction, services and other related overheads.

(b) Projects in progress

Projects in progress are valued at lower of cost or net realisable value. Cost includes cost of land, development rights, materials, construction, services, borrowing costs and other overheads relating to projects.

(x) Foreign currency translation**(a) Functional and presentation currency**

The financial statements are presented in currency INR, which is also the functional currency of the Company.

(b) Foreign currency transactions and balances

- i. Foreign currency transactions are recorded at exchange rates prevailing on the date of respective transactions.
- ii. Financial assets and financial liabilities in foreign currencies existing at balance sheet date are translated at year-end rates.
- iii. Foreign currency translation differences related to acquisition of imported fixed assets are adjusted in the carrying amount of the related fixed assets. All other foreign currency gain and losses are recognised in the statement of profit and loss.

(xi) Retirement benefits

- i. Contributions payable by the Company to the concerned government authorities in respect of provident fund, family pension fund and employee state insurance are charged to the statement of profit and loss.
- ii. The Company is having Group Gratuity Scheme with Life Insurance Corporation of India. Provision for gratuity is made based on actuarial valuation in accordance with Ind AS-19.
- iii. Provision for leave encashment in respect of unavailed leave standing to the credit of employees is made on actuarial basis in accordance with Ind AS-19.
- iv. Actuarial gains/loss resulting from re-measurement of the liability/asset are included in other comprehensive income.

(xii) Provisions, contingent assets and contingent liabilities

A provision is recognized when:

- the Company has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

(xiii) Earnings per share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xiv) Operating lease

Lease arrangements where the risk and rewards incident to ownership of an asset substantially vest with the lessor are recognized as operating lease. Lease rent under operating lease are charged to statement of profit and loss on a straight line

basis over the lease term except where scheduled increase in rent compensate the lessor for expected inflationary costs.

(xv) Income Taxes

- i. Provision for current tax is made based on the tax payable under the Income Tax Act, 1961. Current income tax relating to items recognised outside profit and loss is recognised (either in other comprehensive income or in equity).
- ii. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(xvi) Cash and Cash Equivalent

Cash and Cash equivalent in the balance sheet comprises cash at bank and cash on hand, demand deposits and short term deposits which are subject to an insignificant change in value.

The amendment to Ind AS-7 requires entities to provide disclosure of change in the liabilities arising from financing activities, including both changes arising from cash flows and non cash changes (such as foreign exchange gain or loss). The Company has provided information for both current and comparative period in cash flow statement.

(xvii) Significant management judgement in applying accounting policies and estimation of uncertainty**Significant management judgements**

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

(a) Revenue

The Company recognises revenue using the percentage of completion method. This requires estimation of the projected revenues, projected profits, projected costs, cost to completion and

the foreseeable losses. These are reviewed periodically by the management and any effect of changes in estimates is recognized in the period in which such changes are determined.

(b) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

Estimation of uncertainty

(a) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

(b) Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

(c) Provisions

At each balance sheet date based on management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding warranties and guarantees. However the actual future outcome may be different from this judgement.

(d) Inventories

Inventory is stated at the lower of cost or net realisable value (NRV).

NRV for completed inventory is assessed including but not limited to market conditions and prices existing at the reporting date and is determined by the Company based on net amount that it expects to realise from the sale of inventory in the ordinary course of business.

NRV in respect of inventories under construction is assessed with reference to market prices (by referring to expected or recent selling price) at the reporting date less estimated costs to complete the construction, and estimated cost necessary to make the sale. The costs to complete the construction are estimated by management.

(e) Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument / assets. Management bases its assumptions on observable data as far as possible but this may not always be available. In that case Management uses the best relevant information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

(f) Classification of assets and liabilities into current and non-current

The Management classifies assets and liabilities into current and non-current categories based on its operating cycle.

NOTES TO THE FINANCIAL STATEMENTS FOR THE

YEAR ENDED 31ST MARCH 2018

Note 1 : PROPERTY, PLANT AND EQUIPMENT

(Rupees in mn)

Particulars	Land #	Office Building \$	Plant and Machinery ^	Office Equipment	Furniture and Fixtures	Vehicles *	Computers	Total
Gross carrying amount								
Balance as at 1 April 2016	4,820.00	42.83	36.33	14.45	42.72	140.23	14.22	5,110.78
Additions	-	-	4.33	3.67	4.30	14.82	3.63	30.75
Disposals	-	-	(0.08)	(0.58)	(0.62)	(20.64)	-	(21.92)
Balance as at 31 March 2017	4,820.00	42.83	40.58	17.54	46.40	134.41	17.85	5,119.61
Balance as at 1 April 2017								
Balance as at 1 April 2017	4,820.00	42.83	40.58	17.54	46.40	134.41	17.85	5,119.61
Additions	-	-	23.91	10.68	8.31	50.93	10.41	104.24
Disposals	-	-	(5.81)	(0.26)	(1.85)	(33.33)	(1.13)	(42.38)
Balance as at 31 March 2018	4,820.00	42.83	58.68	27.96	52.86	152.01	27.13	5,181.47
Accumulated depreciation								
Balance as at 1 April 2016	-	3.45	11.40	3.51	13.44	31.66	4.97	68.43
Depreciation charge during the year	-	2.39	7.10	3.35	10.51	37.29	5.41	66.05
Disposals	-	-	(0.05)	(0.55)	(0.55)	(19.06)	-	(20.21)
Balance as at 31 March 2017	-	5.84	18.45	6.31	23.40	49.89	10.38	114.27
Balance as at 1 April 2017								
Balance as at 1 April 2017	-	5.84	18.45	6.31	23.40	49.89	10.38	114.27
Depreciation charge during the year	-	2.21	6.58	5.05	8.23	35.32	5.77	63.16
Disposals	-	-	(5.23)	(0.24)	(0.95)	(28.13)	(1.07)	(35.62)
Balance as at 31 March 2018	-	8.05	19.80	11.12	30.68	57.08	15.08	141.81
Net carrying amount as at 31 March 2018								
Net carrying amount as at 31 March 2018	4,820.00	34.78	38.88	16.84	22.18	94.93	12.05	5,039.66
Net carrying amount as at 31 March 2017								
Net carrying amount as at 31 March 2017	4,820.00	36.99	22.13	11.23	23.00	84.52	7.47	5,005.34

Land Rs. 1,000.00 mn (1,000.00 mn) is mortgaged against borrowing (refer note 17.1)

\$ Office Buildings are mortgaged against borrowings (refer note 17.1)

^ Plant & Machinery are hypothecated against working capital loans (refer Note 22.1)

* Vehicles are hypothecated against the vehicle loan (refer note: 17.1)

Note:

(Rupees in mn)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Depreciation has been charged to		
- Cost of material consumed, construction & other related project cost (refer note 29)	6.58	7.10
- Statement of profit & loss	56.58	58.95
Total	63.16	66.05

Note 2: CAPITAL WORK IN PROGRESS

(Rupees in mn)

Particulars	Total
Gross carrying amount	
Balance as at 1 April 2016	-
Additions	0.27
Disposals	-
Balance as at 31 March 2017	0.27
Balance as at 1 April 2017	0.27
Additions	-
Disposals	(0.27)
Balance as at 31 March 2018	-
Net carrying amount as at 31 March 2018	-
Net carrying amount as at 31 March 2017	0.27

Note 3: OTHER INTANGIBLE ASSETS

(Rupees in mn)

Particulars	Software
Gross Carrying Amount	
Balance as at 1 April 2016	20.35
Additions	0.85
Disposals	-
Balance as at 31 March 2017	21.20
Gross Carrying Amount	
Balance as at 1 April 2017	21.20
Additions	0.06
Disposals	-
Balance as at 31 March 2018	21.26
Accumulated Amortization and Impairment	
Balance as at 1 April 2016	9.32
Charge for the year	5.88
Disposals	-
Balance as at 31 March 2017	15.20
Accumulated Amortization and Impairment	
Balance as at 1 April 2017	15.20
Charge for the year	3.30
Disposals	-
Balance as at 31 March 2018	18.50
Net carrying amount as at 31 March 2018	2.76
Net carrying amount as at 31 March 2017	6.00

Note:

(Rupees in mn)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Depreciation has been charged to		
- Cost of material consumed, construction & other related project Cost	-	-
- Statement of profit & loss	3.30	5.88
Total	3.30	5.88

Note 4: NON CURRENT INVESTMENTS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Unquoted, at cost, fully paid up		
Investments In Equity Instruments of Subsidiaries		
50,000 (50,000) Equity shares of Omaxe Entertainment Limited of Rs.10 each	0.50	0.50
4,629,000 (4,629,000) Equity shares of Omaxe Infrastructure Limited of Rs.10 each	10.13	10.13
50,000 (50,000) Equity shares of JKB Constructions Private Limited of Rs.10 each	0.50	0.50
2,262,165 (2,262,165) Equity shares of Omaxe Housing & Developers Limited of Rs.10 each	5.18	5.18
50,000 (50,000) Equity shares of JRS Projects Private Limited of Rs.10 each	0.50	0.50
50,000 (50,000) Equity shares of Monarch Villas Private Limited of Rs.10 each	0.50	0.50
50,000 (50,000) Equity shares of Omaxe Connaught Place Mall Limited of Rs.10 each	0.50	0.50
50,000 (50,000) Equity shares of Omtech Infrastructure & Construction Limited of Rs.10 each	0.50	0.50
50,000 (50,000) Equity shares of Navratan Tech Build Private Limited of Rs.10 each	0.55	0.55
1,000,000 (1,000,000) Equity shares of Green Planet Colonisers Private Limited of Rs.10 each	77.48	77.48
24,967,500 (24,967,500) Equity shares of Omaxe Buildhome Limited of Rs. 10 each	249.67	249.67
50,000 (50,000) Equity shares of Primordial Buildcon Private Limited of Rs. 10 each	150.40	150.40
50,000 (50,000) Equity shares of Anjaniputra Builders Private Limited of Rs. 10 each	0.51	0.51
50,000 (50,000) Equity shares of Hamara Ghar Constructions & Developers Private Limited of Rs. 10 each	0.52	0.52
50,000 (50,000) Equity shares of Link Infrastructure & Developers Private Limited of Rs. 10 each	0.52	0.52
50,000 (50,000) Equity shares of Omaxe Infotech City Developers Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Zodiac Housing & Infrastructure Private Limited of Rs. 10 each	0.52	0.52
10,50,000 (10,50,000) Equity shares of Omaxe Buildwell Limited of Rs. 10 each	10.50	10.50
2,000,000 (2,000,000) Equity shares of Landlord Developers Private Limited of Rs. 10 each	103.00	103.00
50,000 (50,000) Equity shares of Omaxe Rajasthan SEZ Developers Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Omaxe Power Private Limited of Rs. 10 each	0.50	0.50
50,00,000 (50,00,000) Equity shares of Jagdamba Contractor and Builders Limited of Rs. 10 each	50.00	50.00
50,000 (50,000) Equity shares of Eden Buildcon Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Arman Builders Private Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Ansh Builders Private Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Golden Glades Builders Private Limited of Rs. 10 each	0.50	0.50
500 (500) Equity shares of Rohtas Holdings (Gulf) Limited of AED 100 each	0.59	0.59
Less: Provision for Diminution in Value of Investments	(0.59)	-
500,00,000 (500,00,000) Equity shares of Omaxe Chandigarh Extension Developers Private Limited of Rs. 10 each	500.00	500.00
50,000 (50,000) Equity shares of Ekansh Buildtech Private Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Kavya Buildtech Private Limited of Rs. 10 each	0.50	0.50
10,000 (10,000) Equity shares of Oasis Township Private Limited of Rs. 10 each	0.10	0.10
25,500 (25,500) Equity shares of Rivaj Infratech Private Limited of Rs. 10 each	0.26	0.26
25,500 (25,500) Equity shares of Garv Buildtech Private Limited of Rs. 10 each	0.26	0.26
25,500 (25,500) Equity shares of Pancham Realcon Private Limited of Rs. 10 each	0.26	0.26
50,000 (50,000) Equity shares of Panchi Developers Private Limited of Rs. 10 each	0.50	0.50

Particulars	As at 31 March 2018	As at 31 March 2017
50,000 (50,000) Equity shares of Mehboob Builders Private Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Mehtab Infratech Private Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Shamba Developers Private Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Omaxe Housing & Infrastructure Limited of Rs. 10 each	0.50	0.50
50,000 (50,000) Equity shares of Omaxe Hitech Infrastructure Company Private Limited of Rs. 10 each	0.50	0.50
10,00,000 (10,00,000) Equity shares of Atulah Contractors and Constructions Private Limited of Rs. 10 each	10.00	10.00
2,85,00,000 (2,85,00,000) Equity shares of Robust Buildwell Private Limited of Rs. 10 each	285.25	285.25
37,500 (37,500) Equity shares of Sri Balaji Green Heights Private Limited of Rs. 10 each	0.38	0.38
10,000 (10,000) Equity shares of Pam Developers (India) Private Limited of Rs. 10 each	9.80	9.80
4,000 (4,000) Equity shares of Aditya Realtech Private Limited of Rs. 10 each	0.04	0.04
100,000 (Nil) Equity shares of Omaxe International Bazaar Private Limited of Rs. 10 each	1.00	-
14,95,000 (14,95,000) Equity shares of Omaxe Forest SPA and Hills Developers Limited of Rs. 10 each	24.91	24.91
6,311 (6,311) Class B Equity Shares of Omaxe Forest SPA and Hills Developers Limited of Rs. 1,00,000 each	816.79	816.79
189 (189) Class C Equity Shares of Omaxe Forest SPA and Hills Developers Limited of Rs. 1,00,000 each	22.42	22.42
2,410 (2,410) Class A Equity Shares of Omaxe Forest SPA and Hills Developers Limited of Rs. 1,00,000 each	539.93	539.93
5,00,000 (5,00,000) Superior Equity shares of Omaxe Forest SPA and Hills Developers Limited of Rs. 10 each	15.00	15.00
7,500 (7,500) Equity shares of P P Devcon Private Limited of Rs. 10 each	0.37	0.37
5,000 (5,000) Equity Shares of National Affordable Housing & Infrastructure Limited of Rs. 100 each	0.90	0.90
10,000 (10,000) Equity Shares of Kamini Builders Private Limited of Rs. 10 each	0.25	0.25
10,000 (10,000) Equity Shares of Kashish Buildtech Private Limited of Rs. 10 each	0.34	0.34
10,000 (10,000) Equity Shares of Shikhar Landcon Private Limited of Rs. 10 each	0.25	0.25
5,000 (5,000) Equity Shares Of Giant Dragon Mart Private Limited Of Rs. 10 Each	0.05	0.05
Other Investments		
Deemed Investment In Anjaniputra Builders Private Limited	24.84	24.84
Deemed Investment In Eden Buildcon Limited	284.18	284.18
Investment in Equity Instrument in Associate Companies, fully paid up		
5,000 (5,000) Equity Shares Of Parkash Omaxe Amusement Park Private Limited Of Rs. 10 Each	0.05	0.05
2,400 (2,400) Equity Shares of Capital Redevelopment Private Limited of Rs. 10 each	0.02	0.02
	3,207.13	3,206.72

Others Investment**Investments In Equity Instruments -fully paid up at Fair Market Value through OCI, Unquoted**

1,496,500 (1,496,500) Equity Shares Of Delhi Stock Exchange Limited of Rs. 1 Each	100.57	94.11
Investments In Mutual Funds -measured at fair value through Profit & Loss account		
214,673.326 (208,386.409) Units in Principal Dynamic Bond Fund	2.86	2.79

Quoted**Investments In Bonds - measured at fair value through Profit & Loss account**

35 (35) Units of Sovereign Gold Bond 2016-17	0.10	0.10
160 (160) Units of Sovereign Gold Bond 2016-17 Series I	0.44	0.50
45 (45) Units of Sovereign Gold Bond 2016-17 Series II	0.12	0.14
Total	3,311.22	3,304.36
Aggregate book value of unquoted investments in subsidiary Companies at amortized cost	2,898.04	2,897.63
Aggregated book value of quoted investments measured at Fair value through profit & loss	0.74	0.74
Aggregate fair value of quoted investments measured through profit and loss	0.66	0.74
Aggregate book value of unquoted investments measured at Fair value through OCI	104.76	104.76
Aggregate fair value of unquoted investments measured at Fair value through OCI	100.57	94.11
Aggregate amount of unrealized gain/ (loss) recognized through OCI	(4.20)	(10.65)
Aggregate amount of impairment in value of investments measured at amortised cost	0.59	-

Note 5: NON CURRENT LOANS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
(Unsecured-considered good unless stated otherwise)		
Security Deposits		
Considered Good	59.08	114.24
Considered Doubtful	18.00	18.00
	77.08	132.24
Less: Provision For Doubtful Deposits	18.00	18.00
	59.08	114.24
Loans to related parties		
Subsidiary Company	-	310.42
Total	59.08	424.66

Note - 5.1**Particulars in respect of loans to subsidiary company**

(Rupees in mn)

Name of Company *	As at 31 March 2018	As at 31 March 2017
Omace Chandigarh Extension Developers Private Limited	-	310.42
	-	310.42

*Maximum balance during the year in nature of loans given to subsidiary companies refer note no. 13.2.

Note 6: NON CURRENT OTHER FINANCIAL ASSETS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Bank Deposits with maturity of more than 12 months held as margin money	175.68	285.91
Interest Accrued On Deposits & Others	6.73	15.08
Bank Deposit For Public Fixed Deposit and Debentures	-	110.02
Other Advances		
(Unsecured considered good unless stated otherwise)		
-Subsidiary Companies	-	690.40
-Others	-	116.58
-Other Considered doubtful	-	79.94
Less: Provision for doubtful advances	-	(79.94)
Total	182.41	1,217.99

Note - 6.1**Particulars in respect of other advances from subsidiary companies:**

(Rupees in mn)

Name of Company	As at 31 March 2018	As at 31 March 2017
Anjaniputra Builders Private Limited	-	55.49
Eden Buildcon Limited	-	634.91
Total	-	690.40

Note - 7: DEFERRED TAX ASSETS – NET

The movement on the deferred tax account is as follows:

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
At the beginning of the year	1,223.97	1,536.81
Credit/ (Charge) to statement of profit and loss (refer note 34)	(495.86)	(252.84)
Credit/ (Charge) to other comprehensive income	14.79	(4.10)
Movement in MAT credit	172.50	(55.90)
At the end of the year	915.40	1,223.97

Components of deferred tax assets/ (liabilities):

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Deferred Tax Asset		
MAT Credit entitlement	172.50	-
Effect of Fair Valuation of Development Income	1,509.43	2,045.06
Difference Between Book And Tax Base of Fixed Assets	58.78	56.47
Provisions	96.35	71.56
Fair valuation of Equity Investments	0.98	2.46
Others	33.81	54.86
Deferred Tax Liabilities		
Financial Assets	-	59.19
Fair valuation of Property, Plant and Equipment	956.45	947.25
Total	915.40	1,223.97

Note 7A: NON CURRENT TAX ASSETS (NET)

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Direct tax refundable	1,350.35	1,063.16
Less: Provision for disputed tax demands	643.66	523.66
Total	706.69	539.50

Note 8: OTHER NON CURRENT ASSETS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Advance against goods, services and others (Unsecured considered good unless stated otherwise)		
-Subsidiary Companies	-	1.57
-Related Parties	21.31	21.31
-Others	-	12.50
	21.31	35.38
Prepaid Expenses	10.67	14.62
Total	31.98	50.00

Note - 8.1**Particulars in respect of subsidiary companies:**

(Rupees in mn)

Name of Company	As at 31 March 2018	As at 31 March 2017
Omaxe Power Private Limited	-	1.57
	-	1.57

Note 9: INVENTORIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Building Material And Consumables	232.10	79.09
Land	952.12	1,378.02
Construction Work In Progress	96.80	93.12
Completed Real Estate Projects	3,089.53	3,747.69
Project In Progress	9,955.56	14,415.53
Total	14,326.11	19,713.45

Note 10: TRADE RECEIVABLES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
(Unsecured considered good unless stated otherwise)		
Considered Good	6,117.92	7,587.60
Considered Doubtful	7.79	7.79
	6,125.71	7,595.39
Less: Provision For Doubtful Trade Receivable	7.79	7.79
Total	6,117.92	7,587.60

Note - 10.1**Due from related parties included in trade receivables are as under:**

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Name of Company		
Parjit Realtors Private Limited	0.46	2.16
Singdeep Estate Developers Private Limited	-	1.73
Veenish Realtors Private Limited	-	3.89
Kalp Buildtech Private Limited	184.18	167.27
Dream Tower Private Limited	-	4.40
OH-Max Entertainment Private Limited	1.22	-
Supplied Technologies Private Limited	0.99	0.99
Total	186.85	180.44

Note 11: CASH AND CASH EQUIVALENTS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Balances With Banks:-		
In Current Accounts	490.94	382.15
In Deposit Account With Maturity of Less Than Three Months	0.17	0.48
Cheques, Drafts On Hand	5.40	51.65
Cash On Hand	37.83	40.69
Total	534.34	474.97

Note 12: OTHER BANK BALANCES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Held As Margin Money	1,460.71	1,318.31
Balances With Banks :		
In Earmarked Accounts		
- In Deposit Account For Public Fixed Deposit and Debentures	122.82	5.09
- In Unpaid Dividend Account	1.10	0.95
- Unpaid Fractional Share Payable account	0.38	0.38
Total	1,585.01	1,324.73

Note 13: CURRENT LOANS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
(Unsecured considered good unless stated otherwise)		
Security Deposits	181.49	51.70
Loans to related parties		
- Subsidiary Companies	326.15	852.39
Loan to Others	846.14	801.57
Total	1,353.78	1,705.66

Note - 13.1**Particulars in respect of loans to subsidiary companies:**

(Rupees in mn)

Name of Company	As at 31 March 2018	As at 31 March 2017
Omaxe Chandigarh Extension Developers Private Limited	307.50	408.33
Jagdamba Contractors and Builders Limited	18.65	64.03
Atulah Contractors and Constructions Private Limited	-	104.22
Giant Dragon Mart Private Limited	-	6.79
Rohtas Holdings (Gulf) Limited	-	269.02
	326.15	852.39

Note - 13.2**Particulars of maximum balance during the year in nature of loans given to subsidiary companies:**

(Rupees in mn)

Name of Company	During the year ended 31 March 2018	During the year ended 31 March 2017
Omaxe Chandigarh Extension Developers Private Limited #	718.75	850.00
Jagdamba Contractors And Builders Limited *	266.83	612.64
Atulah Contractors and Constructions Private Limited *	194.06	104.22
Rohtas Holdings (Gulf) Limited	269.02	280.04
Giant Dragon Mart Private Limited	6.79	6.79
Omaxe Buildhome Limited #	-	16.67

* Given as interest bearing loan.

Interest bearing loan given back to back, received by the company from bank and housing finance company.

Note 14: OTHER FINANCIAL ASSET- CURRENT

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Interest Accrued On Deposits & Others	31.59	25.96
Advances recoverable in Cash (Unsecured considered good unless stated otherwise)		
- From Subsidiary Company	821.99	-
- Related Party	371.20	-
- From others	996.85	384.83
Other considered doubtful	120.78	-
Less: Provision for doubtful advances	(120.78)	-
Other receivables	78.00	78.00
Unbilled Revenue	1,585.32	2,630.60
Total	3,884.95	3,119.39

Note 14.1**Particulars in respect of advance recoverable in cash from subsidiary company:**

(Rupees in mn)

Name of Company	As at 31 March 2018	As at 31 March 2017
Anjaniputra Builders Private Limited	64.81	-
Eden Buildcon Limited	745.05	-
Giant Dragon Mart Private Limited	7.40	-
Oasis Township Private Limited	1.27	-
Rohtas Holdings (Gulf) Limited	1.86	-
RPS Suncity Promoters & Developers Private Limited	0.03	-
Omaxe Power Private Limited	1.57	-
	821.99	-

Note 15: OTHER CURRENT ASSETS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
(Unsecured considered good unless stated otherwise)		
Advance against goods, services and others		
- Subsidiary Companies	14,394.40	9,100.99
- Related Parties	114.67	259.43
- Others	1,273.65	1,699.20
	15,782.72	11,059.62
Balance With Government / Statutory Authorities	379.30	102.64
Prepaid Expenses	46.36	43.42
Total	16,208.38	11,205.68

Note - 15.1**Particulars in respect of advances to subsidiary companies:**

(Rupees in mn)

Name of Company	As at 31 March 2018	As at 31 March 2017
Oasis Township Private Limited	-	0.95
Omaxe Forest Spa and Hills Developers Limited	494.20	67.72
Navratan Techbuild Private Limited	25.64	25.63
Omaxe Buildhome Limited	-	20.40
Bhanu Infrabuild Private Limited	277.04	23.20
Omaxe Chandigarh Extension Developers Private Limited	6,496.69	1,843.01
Garv Buildtech Private Limited	2,844.55	4,184.12

Name of Company	As at 31 March 2018	As at 31 March 2017
Pancham Realcon Private Limited	3,281.44	2,321.02
Sri Balaji Green Heights Private Limited	31.41	31.41
Robust Buildwell Private Limited	148.71	186.92
Omaxe India Trade Centre Private Limited	558.81	215.41
Kashish Buildtech Private Limited	50.51	39.64
Kamini Builders and Promoters Private Limited	1.10	-
Shikhar Landcon Private Limited	3.54	-
Landlord Developers Private Limited	59.50	59.50
P P Devcon Private Limited	89.97	82.06
Omaxe Buildwell Limited	31.29	-
Total	14,394.40	9,100.99

Note 16: EQUITY SHARE CAPITAL

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Authorised		
210,000,000 (210,000,000) Equity Shares of Rs.10 Each	2,100.00	2,100.00
350,000,000 (350,000,000) Preference Shares of Rs.10 Each	3,500.00	3,500.00
	5,600.00	5,600.00
Issued, Subscribed & Paid Up		
182,900,540 (182,900,540) Equity Shares of Rs.10 Each Fully Paid Up	1,829.01	1,829.01
Total	1,829.01	1,829.01

Note - 16.1**Reconciliation of the shares outstanding at the beginning and at the end of the year**

Particulars	As at March 31, 2018		As at March 31, 2017	
	Numbers	Rupees in mn	Numbers	Rupees in mn
Equity Shares of Rs. 10 each fully paid				
Shares outstanding at the beginning of the year	182,900,540	1,829.01	182,900,540	1,829.01
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	182,900,540	1,829.01	182,900,540	1,829.01

Note - 16.2**Terms/rights attached to shares****Equity**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. During the year ended March 31, 2018 the amount of dividend approved by shareholders for only to public shareholders pertaining to FY 2016-17 in AGM held on 27th September, 2017 was Rs. 0.70 per share amounting to Rs. 32.22 mn including dividend distribution tax of Rs. 6.56 mn which was duly paid and reduced from retained earnings in other equity.

Note - 16.3**Shares held by holding company and subsidiary of holding Company in aggregate**

Name of Shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	Rupees in mn	Number of shares held	Rupees in mn
Equity Shares				
Guild Builders Private Limited (Holding Company)	116,632,697	1,166.33	116,632,697	1,166.33
Dream Home Developers Private Limited (subsidiary of the holding Company)	8,925,117	89.25	8,925,117	89.25

Note - 16.4**Detail of shareholders holding more than 5% shares in capital of the company
Equity Shares**

Name of Shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	% of Holding	Number of shares held	% of Holding
Guild Builders Private Limited	116,632,697	63.77	116,632,697	63.77

Note - 16.5

During the year ended March 31, 2014, the Company allotted 9,333,540 equity shares of Rs. 10/- each as bonus shares to the existing shareholders of the Company to the exception of promoter/promoter group out of securities premium account, thereby, the paid up equity share capital of the Company had increased by Rs. 93.34 mn. The Company has not allotted any other fully paid shares except as above pursuant to contract(s) without payment being received in cash and has neither allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

Note 17: BORROWINGS – NON CURRENT

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Secured		
Term Loans		
Banks	811.92	683.01
Financial Institutions	1,024.08	1,425.31
Non Banking Financial Companies	1,162.20	702.48
Housing Finance Companies	736.86	287.67
Vehicle Loans	24.03	22.24
Total	3,759.09	3,120.71
Unsecured Loans		
Term Loans From Non Banking Financial Companies	975.18	455.85
Public Fixed Deposits	358.00	275.97
Preference Capital		
250,000,000 (250,000,000) 0.1% Non-Cumulative, Non Convertible, Redeemable Preference Share Capital Of Rs. 10 Each	460.96	396.34
Total	5,553.23	4,248.87

Note - 17.1**Nature of security of long term borrowings are as under:**

(Rupees in mn)

S. No.	Particulars	Amount outstanding as at		Current Maturity	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
	Secured				
1	Term loan from banks are secured by equitable mortgage of project properties in possession of the company / its subsidiaries for development of real estate projects in terms of collaboration arrangements with subsidiaries/ associates/ related parties / third parties and for which consideration has been paid by the company for its share of land/ land development rights and corporate guarantees provided by such associate/ subsidiary companies and charge on receivable, material at site and work in progress as applicable.	1,614.26	1,749.16	802.34	1,066.15
2	Term loan from Financial Institutions are secured by equitable mortgage of project land of the company / subsidiary company/ associate/ other company. Term loans from financial institutions are further secured by personal guarantee of director(s) of the Company and corporate guarantee provided by such subsidiaries / associates / other companies.	-	81.38	-	81.38

S. No.	Particulars	Amount outstanding as at		Current Maturity	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
3	Term loan from Financial Institutions are secured by equitable mortgage of project land of the company / subsidiary company/ associate/ other company. Term loan from financial institution are further secured by personal guarantee of director(s) of the Company & pledge of shares held by promoter companies. These loans are further secured by corporate guarantee of subsidiaries / associates / promoters /other companies.	1,720.92	2,075.46	696.84	650.15
4	Term loan from Non Banking Financial Companies are secured by equitable mortgage of project properties, fixed assets of the Company/ subsidiaries/ associate companies & charge over cash flow of the project(s), and corporate guarantee of such companies. These loans are further secured by pledge of shares held by promoter companies and personal guarantee of director(s) of the Company.	1,790.14	1,308.07	627.94	605.59
5	Term loan from housing finance companies are secured by equitable mortgage of project land & hypothecation of receivables of the company/ subsidiary/ associate company and pledge of shares of subsidiary company and shares of the company held by promoter / promoter companies and corporate guarantee of such companies. Term loan from housing finance companies are further secured by personal guarantee of director(s) of the Company.	1,024.52	670.00	287.66	382.33
6	Vehicle loan are secured by hypothecation of the vehicles purchased there against.	49.02	46.66	24.99	24.42
7	Non-Convertible Debentures are secured by equitable mortgage of project properties and all present and future construction and development work and charge on receivable thereon as applicable. Non-Convertible Debentures are further secured by personal guarantee of director(s) of the Company.	-	99.15	-	99.15
	Unsecured				
8	Loan from non-banking financial companies / housing finance company are secured by pledge of shares of the company held by promoter / promoter companies, personal guarantee of director(s) of the company and corporate guarantee of promoter companies.	1,632.30	841.56	657.12	385.71
9	Fixed Deposit from Public	489.54	409.08	131.54	133.11
10	The Company has one class of non-convertible redeemable preference shares and having a par value of Rs. 10 per share. The preference shares carry a right to preferential dividend of 0.1 % per annum in relation to capital paid on them and are redeemable upon 20 years from the date of allotment with call and put option for redemption after 10 years from the date of allotment. The redemption of preference share shall be at a premium of 6% per annum from the date of allotment over and above the total issue price per preference share and premium will be prorated/proportionate to the period of holding of these shares. As the aforesaid preference shares carry nominal rate of preference dividend and premium on redemption, therefore, on transition to Ind AS, these has been considered as compound financial instrument, which has been bifurcated into liability and equity components. In subsequent years, the liability part is increased with the notional interest computed using effective interest rate and said interest is charged to statement of profit and loss. Further, the premium payable on redemption of preference shares shall be provided out of the profit of the company or out of securities premium account before the preference shares are redeemed. The company has chosen to pay premium on such redemption out of securities premium account, therefore, no appropriation out of profit have been made. The terms and conditions may be modified/ varied/ amended with due approval.	460.96	396.34	-	-

S. No.	Particulars	Amount outstanding as at		Current Maturity	
		March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
11	Long term loan from Financial Institution	63.68	-	63.68	-
12	Interest accrued & due on borrowings	6.91	9.22	6.91	9.22
	Total	8,852.25	7,686.08	3,299.02	3,437.21

17.2 The year wise repayment schedule of long term borrowings:

Particulars	outstanding as at 31.03.2018	Years wise repayment schedule				
		within 1 year	1 -2 year	2-3 year	3-6 year	More than 6 years
Secured						
Term loans						
Banks	1,614.26	802.34	706.70	105.22	-	-
Financial institutions	1,720.92	696.84	435.71	310.71	277.66	-
Non-banking financial companies	1,790.14	627.94	547.30	392.43	222.47	-
Housing finance companies	1,024.52	287.66	329.17	407.69	-	-
Vehicle loans	49.02	24.99	18.20	5.38	0.45	-
Unsecured						
Term loans						
Non banking financial companies	1,632.30	657.12	716.68	258.50	-	-
Financial Institution	63.68	63.68	-	-	-	-
Fixed deposits from public	489.54	131.54	182.54	175.46	-	-
Preference Capital						
0.1% Non-Cumulative, Non Convertible, Redeemable Preference Share Capital of Rs. 10 Each	460.96	-	-	-	-	460.96
Interest accrued & due on borrowings	6.91	6.91	-	-	-	-
Total Long Term Borrowings	8,852.25	3,299.02	2936.30	1655.39	500.58	460.96

Note 18: NON CURRENT TRADE PAYABLES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Deferred payment liabilities		
- In respect of land purchased on deferred credit terms from authorities	3.43	103.29
- In respect of development & other charges to be paid on deferred credit terms to authorities	88.27	237.56
Total	91.70	340.85

Note 19: NON CURRENT OTHER FINANCIAL LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Security deposits received	234.11	246.31
Interest accrued but not due on borrowings	16.65	11.59
Rebates payable to customers	345.25	4,636.40
Total	596.01	4,894.30

Note 20: OTHER NON CURRENT LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Deferred Income	43.90	30.85
Total	43.90	30.85

Note 21: PROVISIONS – NON CURRENT

(Rupees in mn)

Particulars	As at	
	31 March 2018	31 March 2017
Provision for Employee Benefits		
Leave Encashment	40.43	36.53
Gratuity	77.11	62.27
Total	117.54	98.80

Note 22: BORROWINGS - CURRENT

(Rupees in mn)

Particulars	As at	
	31 March 2018	31 March 2017
Secured		
Working Capital Loans From Banks	886.32	897.30
Term Loan From Financial Institution	119.97	125.88
	1,006.29	1,023.18
Unsecured		
Non-Banking Financial Company	49.93	32.89
Promoter Companies (repayable on demand)	202.05	226.55
Deposits from public	436.98	347.59
Other Loan From Directors	2.95	19.60
	691.91	626.63
Total	1,698.20	1,649.81

Note - 22.1**Nature of security of short term borrowings are as under:**

(Rupees in mn)

Particulars	Amount Outstanding	
	As at 31 March 2018	As at 31 March 2017
Secured		
Working capital loan from banks are secured by first charge on current assets of the company including stock at site, receivables, plant and machinery and mortgage of certain land of the Company/ subsidiaries / associates companies. The working capital loans are further secured by personal guarantee of director(s) of the Company / corporate guarantee of promoter companies.	886.32	897.30
Short term loans from Financial Institution are secured by equitable mortgage of project properties of company, subsidiary and associate companies and also by way of pledge of shares of the company held by promoter/promoters companies. Further secured by personal guarantee of director(s) of the company and corporate guarantee of subsidiary / associate / promoter companies.	119.97	125.88
Unsecured		
Short term loan from Non Banking Financial Company	49.93	32.89
Inter corporate loans from promoter companies (repayable on demand)	202.05	226.55
Fixed Deposit from Public	436.98	347.59
Loan from directors (repayable on demand)	2.95	19.60
Total	1,698.20	1,649.81

Note 23: CURRENT TRADE PAYABLES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Deferred Payment Liabilities		
- In respect of land purchased on deferred credit terms from authorities	760.80	630.75
- In respect of development & other charges to be paid on deferred credit terms to authorities	1,533.84	2,217.05
Other Trade Payables		
- Due to Micro, Small & Medium Enterprises	241.13	176.25
- Subsidiary Companies	229.46	848.38
- Others	1,939.27	1,199.84
Total	4,704.50	5,072.27

Note-23.1

*The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available.

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Principal amount due to suppliers under MSMED Act, 2006	241.13	176.25
Interest accrued and due to supplier under MSMED Act, 2006 on above amount	6.25	3.82
Payment made to suppliers (other than interest) beyond appointed day during the year	723.14	105.52
Interest paid to suppliers under MSMED Act, 2006	-	-
Interest due and payable on payment made to suppliers beyond appointed date during the year	2.72	2.00
Interest accrued and remaining unpaid at the end of the accounting year	16.54	14.84
Interest charged to statement of profit and loss account during the year for the purpose of disallowance under section 23 of MSMED Act, 2006	1.69	1.78

Note 24: CURRENT OTHER FINANCIAL LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Current Maturities of Long Term Borrowings	3,299.02	3,437.21
Interest Accrued But Not Due On Borrowings	38.12	37.06
Rebate payable	892.18	-
Security Deposit Received	741.72	591.05
Due to Directors	110.41	102.92
Due to Employees	74.50	53.30
Interest On Trade Payables	1,839.73	1,883.55
Other Liabilities	19.63	21.71
Unpaid Dividend	1.10	0.95
Unpaid Matured Deposits	5.92	8.23
Unpaid Fractional Share Payable	0.38	0.38
Total	7,022.71	6,136.36

Note 25: OTHER CURRENT LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Statutory Dues Payable	49.39	159.34
Deferred Income	25.86	88.99
Advance from customers and others :		
From Subsidiary Companies	3,341.65	2,833.82
From Related Parties	71.44	79.84
From Others	11,689.88	12,590.29
Total	15,178.22	15,752.28

Note 26: PROVISIONS - CURRENT

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Provision for Employee Benefits		
Leave Encashment	2.36	2.26
Gratuity	4.01	-
Total	6.37	2.26

Note 27: REVENUE FROM OPERATIONS

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Income From Real Estate Projects	12,592.46	10,286.31
Income From Trading Goods	22.73	16.16
Income From Construction Contracts	-	18.95
Other Operating Revenue	64.20	44.59
Total	12,679.39	10,366.01

Note 28: OTHER INCOME

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Interest Income		
On Bank Deposits	51.98	53.14
Others	142.84	99.75
Dividend Income	1.62	0.20
Liability no longer required written back (net)	40.08	-
Profit on Sale of Fixed Assets	4.29	1.75
Profit on Sale of Investment	-	0.95
Miscellaneous Income	25.95	20.86
Interest on financial assets/liabilities carried at amortised cost	198.04	247.67
Total	464.80	424.32

Note 29: COST OF MATERIAL CONSUMED, CONSTRUCTION & OTHER RELATED PROJECT COST

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Inventory at the Beginning of The Year		
Building Materials and Consumables	79.09	46.40
Land	1,378.02	1,309.48
	1,457.11	1,355.88
Add: Incurred During The Year		
Land, Development and Other Rights	(990.88)	333.90
Building Materials	1,672.79	521.62
Construction Cost	2,632.92	3,139.91
Employee Cost	101.07	76.63
Rates and taxes	48.83	13.59
Administration Cost	181.79	132.43
Depreciation	6.58	7.10
Power & Fuel and Other Electrical Cost	208.62	169.38
Repairs & Maintenance-Plant & Machinery	2.42	0.60
Finance Cost	33.93	1,144.85
	3,898.07	5,540.01
Less: Inventory at the End of The Year		
Building Materials and Consumables	232.10	79.09
Land	952.12	1,378.02
	1,184.22	1,457.11
Total	4,170.96	5,438.78

Note 30: CHANGES IN INVENTORIES OF PROJECT IN PROGRESS AND FINISHED STOCK

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Inventory at the Beginning of the Year		
Completed Real Estate Projects	3,747.69	4,240.23
Construction Work In Progress	93.12	84.50
Projects In Progress	14,415.53	15,498.07
	18,256.34	19,822.80
Inventory at the End of the Year		
Completed Real Estate Projects	3089.53	3,747.69
Construction Work In Progress	96.80	93.12
Projects In Progress	9,955.56	14,415.53
	13,141.89	18,256.34
Changes in Inventory	5,114.45	1,566.46

Note 31: EMPLOYEE BENEFIT EXPENSE

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Salaries, Wages, Allowances And Bonus	562.77	502.36
Contribution To Provident And Other Funds	10.78	7.91
Directors Remuneration	29.46	51.45
Staff Welfare Expenses	12.79	13.26
	615.80	574.98
Less: Allocated to Projects	101.07	76.63
Total	514.73	498.35

Note 32: FINANCE COST

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Interest On		
-Term Loans	1,052.83	865.72
-Others	329.84	1,314.35
Other Borrowing Cost	86.05	83.53
Bank Charges	40.21	37.60
Finance Charge on compound financial instrument	67.11	55.24
	1,576.04	2,356.44
Less: Allocated to Projects	33.93	1,144.85
Total	1,542.11	1,211.59

Note 33: OTHER EXPENSES

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Administrative Expenses		
Rent	42.68	46.49
Rates And Taxes	38.48	14.18
Insurance	21.08	19.97
Repairs And Maintenance- Building	0.97	1.43
Repairs And Maintenance- Others	43.01	14.17
Royalty	1.00	1.00
Water & Electricity Charges	16.96	16.43
Vehicle Running And Maintenance	19.96	32.35
Travelling And Conveyance	65.43	94.11
Legal And Professional Charges	168.34	161.45
Printing And Stationery	13.85	16.12
Postage, Telephone & Courier	23.81	29.38
Donation	8.25	2.80
Auditors' Remuneration	2.85	3.87
Directors Sitting Fees	1.83	1.64
Commission To Non-Executive Directors	2.02	2.00
Bad Debts & Advances Written Off	62.93	1.17
Corporate Social Responsibility Expenses	6.38	2.46
Provision For Doubtful Debts, Deposits And Advances	40.83	22.63
Provision For Diminution In Value Of Investments	0.59	-
Unrealised loss on fair value changes on Investment classified at FVTPL	0.08	-
Miscellaneous Expenses	46.42	32.67
	627.75	516.32
Less: Allocated to Projects	181.79	132.43
	445.96	383.89
Selling Expenses		
Business Promotion	53.64	42.95
Commission	239.09	244.27
Advertisement And Publicity	38.36	49.36
	331.09	336.58
Less: Allocated to Projects	-	-
	331.09	336.58
Total	777.05	720.47

Note 34: INCOME TAX

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Current income tax	13.75	230.00
Earlier year tax adjustments	(7.15)	128.66
Minimum alternate tax credit entitlement (including earlier years)	(172.50)	-
Deferred tax	495.86	252.84
Total	329.96	611.50

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 34.608% and the reported tax expense in statement of profit and loss are as follows:

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Accounting profit before tax	965.01	1,289.85
Applicable tax rate	34.608%	34.608%
Computed tax expense	333.97	446.39
Tax expense comprises of:		
Earlier year tax adjustments	(7.15)	128.66
Tax Impact of expenses which will never be allowed	12.65	9.66
Tax Impact of exempted income	(0.56)	(0.07)
Others	(8.95)	26.86
Total	329.96	611.50

Note 35: EARNINGS PER SHARE

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Profit attributable to equity shareholders (Rupees in mn)	635.05	678.35
Weighted average number of equity shares	182,900,540	182,900,540
Nominal value per share	10.00	10.00
Earnings per equity share		
Basic	3.47	3.71
Diluted	3.47	3.71

Note 36: CONTINGENT LIABILITIES AND COMMITMENTS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
I Claims against the Company not acknowledged as debts (to the extent quantifiable)	642.61	708.99
II Bank guarantees		
In respect of the Company	1,403.96	1,358.47
In respect of subsidiaries	324.46	328.46
In respect of other related party	0.10	0.10
In respect of erstwhile subsidiary company	35.21	35.21
III Counter guarantees	61.38	61.38
IV Letters of Credit		
In respect of subsidiary companies	7.14	107.64
V Disputed tax amounts		
Sales tax	198.31	54.55
Service tax	25.02	29.17
Income tax (Net of Provision)	2,056.92	2,177.94
VI Writ Petition filed by Income tax department against order of Settlement Commission before Delhi High Court	Amount unascertainable	Amount unascertainable

Particulars		As at 31 March 2018	As at 31 March 2017
VII	The Company may be contingently liable to pay damages / interest in the process of execution of real estate and construction projects and for specific non-performance of certain agreements, the amount of which cannot presently be ascertained	Amount unascertainable	Amount unascertainable
VIII	Certain civil cases preferred against the Company in respect of labour laws, specific performance of certain land agreements, etc. and disputed by the Company	Not Quantifiable	Not Quantifiable

- 37 Determination of revenues under 'Percentage of Completion method' necessarily involves making estimates by management for percentage of completion, cost to completion, revenues expected from projects, projected profits and losses. These estimates being of a technical nature have been relied upon by the auditors.
- 38 Balances of trade receivable, trade payable, loan/ advances given and other financial and non-financial assets and liabilities are subject to reconciliation and confirmation from respective parties. The balance of said trade receivable, trade payable, loan/ advances given and other financial and non-financial assets and liabilities are taken as shown by the books of accounts. The ultimate outcome of such reconciliation and confirmation cannot presently be determined, therefore, no provision for any liability that may result out of such reconciliation and confirmation has been made in the financial statement, the financial impact of which is unascertainable due to the reasons as above stated.
- 39 The Income Tax Department has filed writ petition before Hon'ble Supreme Court against the order of Income tax settlement commission in earlier years for assessment year 2000-01 to 2006-07, which is pending for hearing. Pending final outcome of such petition filed, no provision of any potential liability has been made in the books of accounts, the amount of which cannot presently be ascertained. In earlier year, the company was subjected to search as per the provisions of income Tax Act, 1961, the proceedings of which are underway, the tax liability if any on account of this would be accounted in the year of occurrence.

The income tax department has raised a demand of Rs. 1,093.51 mn against the company after giving effect to orders of CIT(A) / ITAT for A.Y. 2007-08 to A.Y. 2010-11, mainly on account of disallowance u/s 80IB. The company has filed further appeals before the higher authorities against the impugned orders of the CIT (A) / ITAT. An amount of Rs. 1,052.30 mn has been deposited by the company against this demand under dispute. Further the Income Tax Department has also filed necessary appeals/writ petitions/ SLP with appropriate authority against the relief given of Rs. 1,317.51 mn by various appellate authorities to the Company. A further demand of Rs. 289.57 mn has been raised against the company for A.Y.s 2007-08, 2009-10 to 2013-14 either mainly on account of disallowance u/s 80IB or penalty u/s 271(1)(c) and the company has filed appeals before the CIT(A) against this demand. An amount of Rs. 147.25 mn has been deposited by the company against this demand under dispute. Provision against disputed tax demands amounting to Rs. 643.66 mn has been made in financial statement and is appearing in long term provisions in note no. 7 A.

Based on the decision of various appellate authorities and the interpretations of relevant provisions of Income Tax Act, 1961, the Company has been advised by the experts that the claim of the company under Section 80IB is sustainable; accordingly the Company is hopeful that the demand so raised is likely to be deleted.

- 40 The Company had in earlier year advanced a sum of Rs. 745.05 mn (PY Rs. 745.05 mn) to one of its wholly owned subsidiary company namely Eden Buildcon Limited (hereinafter referred to as "Subsidiary Company") for acquiring land from Hyderabad Metropolitan Development Authority (HMDA) for real estate projects. The said subsidiary company participated in bid in respect of auction by HMDA and paid initial deposit of Rs. 750.63 mn against total value of Rs. 3,002.50 mn. During the process of post auction verification of title to the auctioned land, the subsidiary company on scrutiny of documents found that the auctioned land is the subject matter of pending litigations before Hon'ble Andhra Pradesh High Court. Thereafter, the subsidiary company requested HMDA to obtain necessary orders from the court empowering HMDA to alienate the auction land and also expressed its earnest intention to pay the balance cost of land. HMDA asserted that there is no legal impediment for transferring the title of the land and directed the subsidiary company to remit the balance sales consideration. The subsidiary company applied to HMDA for refund of the initial booking amount. The request for such refund was not considered by HMDA and HMDA demanded balance amount of Rs. 2,251.87 mn failing which the entire booking amount was liable to be forfeited. On writ petition filed by the company for refund of the amount deposited which was tagged along with other similar petitions, single bench of Hon'ble Andhra Pradesh High Court allowed the appeal in favour of the subsidiary company. Appeal against the order of the single bench was filed by HMDA before division bench, which was allowed in favour of HMDA. The subsidiary company has filed special leave petition (SLP) before Hon'ble Supreme Court of India and stay order has been granted. The matter is sub-judice and is pending before Hon'ble Supreme Court of India at advanced stage of hearing. Pending final outcome of such petition filed, the amount advanced by the company to subsidiary company is considered good and classified as current.

- 41 The amount of expenditure for the year ended 31st March, 2018, which the Company was required to incur related to Corporate Social Responsibility as per section 135 of Companies Act, 2013 worked out to be Rs. 19.32 mn (P.Y. 16.53 mn). During the year ended 31st March, 2018, the Company has incurred a sum of Rs. 6.38 mn (P.Y. 2.46 mn) on this account.

Note 42: EMPLOYEE BENEFIT OBLIGATIONS

1) Post-Employment Obligations – Gratuity

The Company provides gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service. For the funded plan the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amounts recognised in the Financial Statement and the movements in the net defined benefit obligation over the year are as follows:

(Rupees in mn)			
a.	Reconciliation of present value of defined benefit obligation and the fair value of plan assets	As at 31 March 2018	As at 31 March 2017
	Present value obligation as at the end of the year	82.72	67.78
	Fair value of plan assets as at the end of the year	1.60	5.51
	Net liability (asset) recognized in balance sheet	81.12	62.27
(Rupees in mn)			
b.	Bifurcation of PBO at the end of year in current and non current	As at 31 March 2018	As at 31 March 2017
	Current liability	4.01	-
	Non-current liability	77.11	62.27
	Total	81.12	62.27
(Rupees in mn)			
c.	Expected contribution for the next annual reporting period	As at 31 March 2018	As at 31 March 2017
	Service Cost	13.39	11.00
	Net Interest Cost	6.25	4.69
	Total	19.64	15.69
(Rupees in mn)			
d.	Changes in defined benefit obligation	Year ended 31 March 2018	Year ended 31 March 2017
	Present value obligation as at the beginning of the year	67.78	57.33
	Interest cost	5.11	4.59
	Past Service Cost including curtailment Gains/Losses	2.08	-
	Service cost	11.00	33.80
	Benefits paid	(26.09)	(16.09)
	Actuarial loss/(gain) on obligations	22.84	(11.85)
	Present value obligation as at the end of the year	82.72	67.78

(Rupees in mn)

e. Change in fair value of plan assets	Year ended 31 March 2018	Year ended 31 March 2017
Fair value of plan assets as at the beginning of the year	5.51	0.12
Actual Return on plan assets	0.35	0.85
Employer Contribution	21.85	20.03
Difference in Opening Fund	-	0.77
FMC	(0.02)	(0.17)
Benefits paid	(26.09)	(16.09)
Fair value of plan assets as at the end of the year	1.60	5.51

(Rupees in mn)

f. Actuarial Gain/(Loss) on Plan Assets	Year ended 31 March 2018	Year ended 31 March 2017
Expected Interest income	(0.42)	(0.02)
Actuarial Income on Plan Asset	0.35	0.85
Actuarial gain /(loss) for the year on Asset	(0.07)	0.83

(Rupees in mn)

g. Amount recognized in the statement of profit and loss	Year ended 31 March 2018	Year ended 31 March 2017
Current service cost	11.00	33.80
Past service cost including curtailment Gains/Losses	2.08	-
Net Interest cost	4.69	4.57
Amount recognised in the statement of profit and loss	17.77	38.37

(Rupees in mn)

h. Other Comprehensive Income	Year ended 31 March 2018	Year ended 31 March 2017
Net cumulative unrecognized actuarial gain/(loss) opening	13.43	1.58
Adjustment	(23.71)	-
Actuarial gain/(loss) for the year on PBO	(22.84)	11.02
Actuarial gain/(loss) for the year on Asset	(0.07)	0.83
Unrecognised actuarial gain/(loss) at the end of the year	(33.19)	13.43

i. Economic Assumptions	As at 31 March 2018	As at 31 March 2017
Discount rate	7.70%	7.54%
Future salary increase	6.00%	6.00%

j. Demographic Assumption	As at 31 March 2018	As at 31 March 2017
Retirement Age (Years)	58	58
Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 Years	2.00	2.00
Above 44 Years	1.00	1.00

(Rupees in mn)

k. Sensitivity analysis for gratuity liability	As at 31 March 2018	As at 31 March 2017
Impact of the change in discount rate		
Present value of obligation at the end of the year	82.72	67.78
a) Impact due to increase of 0.50 %	(4.63)	(3.95)
b) Impact due to decrease of 0.50 %	5.06	4.32

(Rupees in mn)

l. Impact of the change in salary increase	As at 31 March 2018	As at 31 March 2017
Present value of obligation at the end of the year	82.72	67.78
a) Impact due to increase of 0.50%	4.77	4.36
b) Impact due to decrease of 0.50 %	(4.46)	(4.02)

(Rupees in mn)

m. Maturity Profile of Defined Benefit Obligation	As at 31 March 2018	As at 31 March 2017
Year		
0 to 1 year	5.61	3.96
1 to 2 year	2.09	1.10
2 to 3 year	3.46	1.13
3 to 4 year	3.00	1.98
4 to 5 year	4.30	2.56
5 to 6 year	2.64	3.08
6 Year onward	61.62	53.97

n. The major categories of plan assets are as follows: (As Percentage of total Plan Assets)	As at 31 March 2018	As at 31 March 2017
Funds Managed by Insurer	100%	100%

o. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow-

- A. Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B. Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C. Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.
- D. Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E. Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

2) Leave Encashment

Provision for leave encashment in respect of un-availed leaves standing to the credit of employees is made on actuarial basis. The Company does not maintain any fund to pay for leave encashment

3) Defined Contribution Plans

The Company also has defined contribution plan i.e. contributions to provident fund in India for employees. The Company makes contribution to statutory fund in accordance with Employees Provident Fund and Misc. Provision Act, 1952. This is post-employment benefit and is in the nature of defined contribution plan. The contributions are made to registered provident fund administered by the government. The provident fund contribution charged to statement of profit & loss for the year ended 31 March, 2018 amount to Rs. 7.12 mn (PY Rs. 5.83 mn).

Note 43: LEASES

Operating leases – Assets taken on lease

- a. The Company has taken certain premises on non-cancellation operating lease. The future minimum lease payments are as follows:-

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Within one year	599.94	625.70
After one year but not later than five years	1,325.23	2,349.35
More than five years	141.77	507.43
Total	2,066.94	3,482.48

- b. The lease agreements provide for an option to the Company to renew the lease period at the end of the non-cancellation period. There are no exceptional / restrictive covenants in the lease agreement.
- c. Lease rent expenses in respect of operating lease debited to statement of profit and loss Rs. 42.68 mn (P.Y. Rs. 46.49 mn).

Note 44: AUDITOR'S REMUNERATION

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Audit fees	2.20	2.53
Limited review fees	0.60	0.69
Tax audit fees	-	0.50
Certification charges	-	0.12
Out of pocket expenses	0.05	0.03
Total	2.85	3.87

Note 45: Disclosure in accordance with Ind AS-11, in respect of construction contracts:

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Contract revenue recognized as revenue for the year ended March, 2018	-	18.95
Aggregate amount of contract costs incurred and recognized profits (less recognized losses) upto March 31, 2018 for all the contracts in progress	625.91	622.23
The amount of customer advances outstanding for contracts in progress as at March 31, 2018	6.77	6.77
The amount of retentions due from customers for contracts in progress as at March 31, 2018	1.46	1.46
Gross amount due from customers including work in progress for contracts in progress as at March 31, 2018	127.07	123.39
Gross amount due to customers for contracts in progress as at March 31, 2018	-	-

Note 46: SEGMENT INFORMATION

In line with the provisions of Ind AS 108 - Operating Segments and on the basis of review of operations being done by the management of the Company, the operations of the Company falls under real estate business, which is considered to be the only reportable segment by management.

Note 47: FAIR VALUE MEASUREMENTS**(i) Financial Assets by category**

(Rupees in mn)

Particulars	Note	As at 31 March 2018	As at 31 March 2017
Financial Assets			
Non Current			
At FVTPL			
Investments in mutual fund	4	2.86	2.79
Investments in Bonds	4	0.66	0.74
At FVTOCI			
Investments in equity share instrument	4	100.57	94.11
At Amortised Cost			
Loan	5	59.08	424.66
Other Financial Assets	6	182.41	1,217.99
Current			
Trade Receivables	10	6,117.92	7,587.60
Cash & Cash Equivalents	11	534.34	474.97
Other bank balance	12	1,585.01	1,324.73
Loans	13	1,353.78	1,705.66
Other Financial Assets	14	3,884.95	3,119.39
Total Financial Assets		13,821.58	15,952.64
Financial Liabilities			
At Amortised Cost			
Non-current liabilities			
Borrowings	17	5,553.23	4,248.87
Trade Payable	18	91.70	340.85
Other Financial Liabilities	19	596.01	4,894.30
Current Liabilities			
Borrowings	22	1,698.20	1,649.81
Trade Payables	23	4,704.50	5,072.27
Other Financial Liabilities	24	7,022.71	6,136.36
Total Financial Liabilities		19,666.35	22,342.46

Investment in subsidiaries and associates are measured at cost as per Ind AS 27, 'Separate financial statements'.

(ii) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard. An explanation of each level follows underneath the table.

(Rupees in mn)

As at 31 March 2018	Level 1	Level 2	Level 3	Total
Financial Assets				
Mutual Funds	2.86			2.86
Investment in Bonds	0.66			0.66
Investment in Equity Shares		100.57		100.57

(Rupees in mn)

As at 31 March 2017	Level 1	Level 2	Level 3	Total
Financial Assets				
Mutual Funds	2.79			2.79
Investment in Bonds	0.74			0.74
Investment in Equity Shares		94.11		94.11

(iii) Fair value of financial assets and liabilities measured at amortised cost

(Rupees in mn)

Particulars	As at 31 March 2018		As at 31 March 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Non Current				
Loan	59.08	59.08	424.66	424.66
Other Financial Assets	182.41	182.41	1,217.99	1,217.99
Current				
Trade Receivables	6,117.92	6,117.92	7,587.60	7,587.60
Cash & Cash Equivalents	534.34	534.34	474.97	474.97
Other bank balances	1,585.01	1,585.01	1,324.73	1,324.73
Loans	1,353.78	1,353.78	1,705.66	1,705.66
Other Financial Assets	3,884.95	3,884.95	3,119.39	3,119.39
Total Financial Assets	13,717.49	13,717.49	15,855.00	15,855.00
Financial Liabilities				
Non-current liabilities				
Borrowings	5,553.23	5,553.23	4,248.87	4,248.87
Trade Payable	91.70	91.70	340.85	340.85
Other Financial Liabilities	596.01	596.01	4,894.30	4,894.30
Current Liabilities				
Borrowings	1,698.20	1,698.20	1,649.81	1,649.81
Trade Payables	4,704.50	4,704.50	5,072.27	5,072.27
Other Financial Liabilities	7,022.71	7,022.71	6,136.36	6,136.36
Total Financial Liabilities	19,666.35	19,666.35	22,342.46	22,342.46

For short term financial assets and liabilities carried at amortized cost. The carrying value is reasonable approximation of fair value.

Note 48: RISK MANAGEMENT

'The Company's activities expose it to market risk, liquidity risk and credit risk. The management has the overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk management*Credit risk rating*

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: Moderate credit risk

C: High credit risk

The Company provides for expected credit loss based on the following:

Credit risk	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances and investment	12 month expected credit loss
Moderate credit risk	Trade receivables and other financial assets	Life time expected credit loss or 12 month expected credit loss

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in the statement of profit and loss.

Credit rating	Particulars	As at 31 March 2018	As at 31 March 2017
A: Low credit risk	Cash and cash equivalents, other bank balances and investment	5,430.57	5,104.06
B: Moderate credit risk	Trade receivables and other financial assets	11,598.14	14,055.30

Concentration of trade receivables

Trade receivables consist of a large number of customers spread across various states in India with no significant concentration of credit risk.

Credit risk exposure

Provision for expected credit losses

The Company provides for 12 month expected credit losses for following financial assets –

As at 31 March 2018

(Rupees in mn)

Particulars	Gross carrying amount	Expected credit losses	Carrying amount net of expected credit losses
Trade Receivables	6,125.71	7.79	6,117.92
Security deposits	258.57	18.00	240.57
Loans and Advances	5,360.43	120.78	5,239.65
Total	11,744.71	146.57	11,598.14

As at 31 March 2017

(Rupees in mn)

Particulars	Gross carrying amount	Expected credit losses	Carrying amount net of expected credit losses
Trade Receivables	7,595.39	7.79	7,587.60
Security deposits	183.94	18.00	165.94
Loans and Advances	6,381.70	79.94	6,301.76
Total	14,161.03	105.73	14,055.30

The Company considers provision for lifetime expected credit loss for trade receivables, loans and advances given. Given the nature of business operations, the Company's receivables from real estate business has little history of losses as transfer of legal title of properties sold is generally passed on to the customer, once the Company receives the entire consideration. Advances are given for purchase of land and for other goods and services. Therefore trade receivables and advances given have been considered as moderate credit risk financial assets.

Reconciliation of loss provision – lifetime expected credit losses

(Rupees in mn)

Reconciliation of loss allowance	Trade Receivables	Security deposits	Loans and Advances
Loss allowance as on 1 April 2016	7.79	18.00	79.94
Impairment loss recognised/(reversed) during the year	-	-	-
Amounts written off	-	-	-
Loss allowance as on 31 March 2017	7.79	18.00	79.94
Impairment loss recognised/(reversed) during the year	-	-	40.84
Amounts written off	-	-	-
Loss allowance as on 31 March 2018	7.79	18.00	120.78

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyses the financial liabilities into relevant maturity pattern based on their contractual maturities.

(Rupees in mn)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	3 - 6 years	More than 6 years	Total	Carrying Amount
As at 31 March 2018							
Long term borrowings	3,327.33	2,936.30	1,767.73	533.11	5,500.00	14,064.47	8,852.25
Short term borrowings	1,698.20	-	-	-	-	1,698.20	1,698.20
Trade Payables	4,704.50	78.85	5.24	7.61	-	4,796.20	4,796.20
Other Financial Liabilities	3,718.79	420.93	53.75	31.28	129.91	4,354.66	4,319.70
Total	13,448.82	3,436.08	1,826.72	572.00	5,629.91	24,913.53	19,666.35
As at 31 March 2017							
Long term borrowings	3,465.01	2,433.43	692.60	750.50	5,500.00	12,841.54	7,686.08
Short term borrowings	1,650.05	-	-	-	-	1,650.05	1,649.81
Trade Payables	5,072.27	297.50	37.59	5.76	-	5,413.12	5,413.12
Other Financial Liabilities	4,035.36	933.70	603.32	2,032.81	126.01	7,731.20	7,593.45
Total	14,222.69	3,664.63	1,333.51	2,789.07	5,626.01	27,635.91	22,342.46

Market risk

Interest Rate risk

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As At 31st March the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. Other borrowings are at fixed interest rates.

Company's exposure to interest rate risk on borrowings is as follows:

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Variable rate	6,408.14	6,239.68
Fixed rate	4,135.40	3,086.99
Total	10,543.54	9,326.67

The following table illustrates the sensitivity of profit and equity to a possible change in interest rates of +/- 1% (31 March 2018: +/- 1% ; 31 March 2017: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

(Rupees in mn)

Particulars	Profit for the year +1%	Profit for the year -1%
31 March 2018	41.35	(41.35)
31 March 2017	40.23	(40.23)

Note 49: CAPITAL MANAGEMENT POLICIES

(a) Capital Management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

'The Company monitors capital on the basis of the carrying amount of equity plus its subordinated loan, less cash and cash equivalents as presented on the face of the statement of financial position and cash flow hedges recognised in other comprehensive income.

'The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company

may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The amounts managed as capital by the Company are summarised as follows:

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Long term borrowings	8,852.25	7,686.08
Short term borrowings	1,698.20	1,649.81
Less: Cash and cash equivalents	(534.34)	(474.97)
Net debt	10,016.11	8,860.92
Total equity	19,247.31	18,676.92
Net debt to equity ratio	0.52	0.47

(b) Dividends

(Rupees in mn)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
(i) Equity and Preference shares		
Final dividend paid during the year	32.22	130.53
(ii) Dividends not recognised at the end of the reporting period		

In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 0.70 per fully paid equity share (31 March 2017 – INR 0.70) only to public shareholders and 0.1% on preference shares. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

Note 50: Related parties disclosure**A. Related parties are classified as:**

S.N.	Name of Company
I Holding Company	
1	Guild Builders Private Limited
II Fellow Subsidiary companies	
1	Dream Home Developers Private Limited
2	Hansa Properties Private Limited
III Wholly owned Subsidiary companies	
1	Anjaniputra Builders Private Limited
2	Ansh Builders Private Limited
3	Arman Builders Private Limited
4	Atulah Contractors and Constructions Private Limited
5	Eden Buildcon Limited
6	Ekansh Buildtech Private Limited
7	Garv Buildtech Private Limited
8	Golden Glades Builders Private Limited
9	Green Planet Colonisers Private Limited
10	Hamara Ghar Constructions and Developers Private Limited
11	Jagdamba Contractors and Builders Limited
12	JKB Constructions Private Limited
13	JRS Projects Private Limited
14	Kamini Builders And Promoters Private Limited
15	Kashish Buildtech Private Limited
16	Kavya Buildtech Private Limited
17	Landlord Developers Private Limited
18	Link Infrastructure and Developers Private Limited
19	Mehboob Builders Private Limited
20	Mehtab Infratech Private Limited
21	Monarch Villas Private Limited
22	National Affordable Housing and Infrastructure Limited

23	Navratan Techbuild Private Limited
24	Oasis Township Private Limited
25	Omaxe Buildhome Limited
26	Omaxe Buildwell Limited
27	Omaxe Chandigarh Extension Developers Private Limited
28	Omaxe Connaught Place Mall Limited
29	Omaxe Entertainment Limited
30	Omaxe Forest Spa and Hills Developers Limited
31	Omaxe Hitech Infrastructure Company Private Limited
32	Omaxe Housing and Developers Limited
33	Omaxe Housing And Infrastructure Limited
34	Omaxe Infotech City Developers Limited
35	Omaxe Infrastructure Limited
36	Omaxe International Bazaar Private Limited
37	Omaxe Power Private Limited
38	Omaxe Rajasthan SEZ Developers Limited
39	Omtch Infrastructure and Construction Limited
40	Pam Developers (India) Private Limited
41	Pancham Realcon Private Limited
42	Panchi Developers Private Limited
43	Primordial Buildcon Private Limited
44	Rohtas Holdings (Gulf) Limited
45	Shamba Developers Private Limited
46	Shikhar Landcon Private Limited
47	Zodiac Housing and Infrastructure Private Limited
IV Other Subsidiary Companies	
1	PP Devcon Private Limited
2	Rivaj Infratech Private Limited
3	Robust Buildwell Private Limited
4	Sri Balaji Green Heights Private Limited
5	Giant Dragon Mart Private Limited

V Step Subsidiary Companies

1	Aadhira Developers Private Limited
2	Aarzo Technobuild Private Limited
3	Aashna Realcon Private Limited
4	Abhas Realcon Private Limited
5	Abheek Builders Private Limited
6	Adesh Realcon Private Limited
7	Aditya Realtech Private Limited
8	Anveshan Builders Private Limited
9	Aradhya Real Estate Private Limited
10	Ashok Infrabuild Private Limited
11	Ashray Infrabuild Private Limited
12	Aviral Colonizers Private Limited
13	Ayush Landcon Private Limited
14	Bhanu Infrabuild Private Limited
15	Caspian Realtors Private Limited
16	Chapal Buildhome Private Limited
17	Daman Builders Private Limited
18	Damodar Infratech Private Limited
19	Davesh Technobuild Private Limited
20	Dhanu Real Estate Private Limited
21	Dinkar Realcon Private Limited
22	Ekapad Developers Private Limited
23	Glacier Agro Foods Products Private Limited
24	Hemang Buildcon private Limited
25	Hiresh Builders Private Limited
26	Manit Developers Private Limited
27	Marine Sands Limited
28	Navadip Developers Private Limited
29	Nri City Developers Private Limited (w.e.f. 15.06.2017)
30	Oasis Suncity Realtors Private Limited
31	Omaxe India Trade Centre Private Limited
32	Radiance Housing and Properties Private Limited
33	Reliable Manpower Solutions Limited
34	RPS Suncity Promoters and Developers Private Limited
35	Rupesh Infratech private Limited
36	S N Realtors Private Limited
37	Sanvim Developers Private Limited
38	Sarthak Landcon Private Limited
39	Sarva Buildtech Private Limited
40	Satkar Colonisers Private Limited
41	Satvik Hitech Builders Private Limited
42	Shubh Bhumi Developers Private Limited
43	Silver Peak Township Private Limited
44	Tejpal Infra Developers Private Limited
45	Utkrisht Real Estate and Associates Private Limited

VI Associates Company

1	Parkash Omaxe Amusement Park Private Limited
2	Capital Redevelopment Private Limited

VII Other Entities under significant control

1	Aanchal Infrabuild Private Limited
2	Abhay Technobuild Private Limited
3	Abhiman Buildtech Private Limited
4	Absolute Infrastructure Private Limited
5	Adil Developers Private Limited
6	Advaita Properties Private Limited
7	Advay Properties Private Limited

8	Agasthya Properties Private Limited
9	Alpesh Builders Private Limited
10	Amber Infrabuild Private Limited
11	Amit Jain Builders Private Limited
12	Amod Builders Private Limited
13	Ananddeep Realtors Private Limited
14	Anant Realcon Private Limited
15	Aneesh Buildtech Private Limited
16	Apoorva Infrabuild Private Limited
17	Arhant Infrabuild Private Limited
18	Aric Infrabuild Private Limited
19	Arjit Builders Private Limited
20	Art Balcony Private Limited
21	Avindra Estate Developers Private Limited
22	Avval Builders Private Limited
23	Balesh Technobuild Private Limited
24	Bali Buildtech Private Limited
25	Bandhu Buildtech Private Limited
26	Beautiful Landbase Private Limited
27	Bhargav Builders Private Limited
28	Bhavesh Buildcon Private Limited
29	Chaitanya Realcon Private Limited
30	Chetan Infrabuild Private Limited
31	Chirag Buildhome Private Limited
32	Cress Propbuild Private Limited
33	Daksh Township Private Limited
34	Darsh Buildtech Private Limited
35	Deejit Developers Private Limited
36	Deepaalay Realtors Private Limited
37	Deepal Township Private Limited
38	Deepsing Realtors Private Limited
39	Desire Housing and Construction Private Limited
40	Devgar Estate Developers Private Limited
41	Distinctive Infrastructure And Construction Private Limited
42	Dream Techno Build Private Limited
43	Dream Towers Private Limited
44	DVM Realtors Private Limited
45	Excellent Apartments Private Limited
46	Fast Track Buildcon Private Limited
47	Fragrance Housing And Properties Private Limited
48	Gaamit Realtors Private Limited
49	Garg and Goel Estate Developers Private Limited
50	Garg Realtors Private Limited
51	Garvish Realtors Private Limited
52	Gaurang Buildcon Private Limited
53	Geet Buildhome Private Limited
54	Girish Buildwell Private Limited
55	Goel Isha Colonisers Private Limited
56	Green Earth Promoters Private Limited
57	Gurmeet Builders Private Limited
58	Hina Technobuild Private Limited
59	Indrasan Developers Private Limited
60	Inesh Developers Private Limited
61	Istuti Realcon Private Limited
62	Jagat Buildtech Private Limited
63	Jai Dev Colonisers Private Limited

64	Jayant Buildhome Private Limited
65	Jishnu Buildcon Private Limited
66	Jitenjay Realtors Private Limited
67	Jivish Colonisers Private Limited
68	JSM Enterprises Private Limited
69	Kalp Buildtech Private Limited
70	Kanak Buildhome Private Limited
71	Kartik Buildhome Private Limited
72	KBM Constructions Private Limited
73	Keshtho Buildcon Private Limited
74	Kishordeep Realtors Private Limited
75	Krishan Kripa Buildcon Private Limited
76	Laldeep Realtors Private Limited
77	Lavanya Builders Private Limited
78	Lifestyle Township Private Limited
79	Lohith Developers Private Limited
80	Luxury Township Private Limited
81	M I J Infrastructure Private Limited
82	Mangal Bhumi Properties Private Limited
83	Mangla Villas Private Limited
84	Manik Buildcon Private Limited
85	Mankish Colonisers Private Limited
86	Manwal Colonisers Private Limited
87	Meghmala Builders Private Limited
88	Mihir Buildwell Private Limited
89	Milestone Township Private Limited
90	Motto Developers Private Limited
91	Nakul Technobuild Private Limited
92	Naptune Technobuild Projects Private Limited
93	Natraj Colonisers Private Limited
94	Naveenraj Realtors Private Limited
95	Neegar Developers Private Limited
96	New Horizons Township Developers Private Limited
97	Omaxe Affordable Homes Private Limited
98	Omaxe Hotels Limited
99	Omaxe Realtors Limited
100	P N Buildcon Private Limited
101	Parjit Realtors Private Limited
102	Prabal Developers Private Limited
103	Praveen Buildcon Private Limited
104	Praveen Mehta Builders Private Limited
105	PSJ Developers Private Limited
106	Puru Builders Private Limited
107	Ramniya Estate Developers Private Limited
108	Raveendeeep Colonisers Private Limited
109	Rocky Valley Resorts Private Limited
110	Rockyard Properties Private Limited
111	Sandeep Landcon Private Limited
112	Sandeep Township Private Limited
113	Sangupt Developers Private Limited
114	Sanjit Realtors Private Limited
115	Sankalp Realtors Private Limited
116	Sanya Realtors Private Limited
117	Savim Realtors Private Limited
118	Sentinent Properties Private Limited
119	Shalin Buildwell Private Limited
120	Shantiniwas Developers Private Limited

121	Shardul Builders Private Limited
122	Shashank Buildhome Private Limited
123	Shivkripa Buildhome Private Limited
124	Shivshakti Realbuild Private Limited
125	Shreyas Buildhome Private Limited
126	Singdeep Estate Developers Private Limited
127	Smart Buildhome Private Limited
128	Snehal Buildcon Private Limited
129	SNJ Builders Private Limited
130	Source Developers Private Limited
131	Spike Developers Private Limited
132	Starex Projects Private Limited
133	OH-Max Entertainment Private Limited
134	Stepping Stone Buildhome Private Limited
135	Stronghold Properties Private Limited
136	Subodh Buildwell Private Limited
137	Sumedha Builders Private Limited
138	Sunrise Township Private Limited
139	Sunview Township Private Limited
140	Swapan Sunder Township Developers Private Limited
141	Swapnil Buildhome Private Limited
142	Swarg Sukh Buildhome Private Limited
143	Taru Buildcon Private Limited
144	True Dreams Developers Private Limited
145	True Estate Build Developers Private Limited
146	True Gem Tech Developers Private Limited
147	Tushar Landcon Private Limited
148	Udal Properties Private Limited
149	Umang Buildcon Private Limited
150	Vaibhav Technobuild Private Limited
151	Vaman Buildhome Private Limited
152	Veenish Realtors Private Limited
153	VGSG Realtors Private Limited
154	Vimsan Realtors Private Limited
155	Vineera Colonisers Private Limited

VIII Entities over which key managerial personnel or their relatives exercises significant influence

1	Adhar Buildtech Private Limited
2	Affordable Home Loan Advisors Private Limited
3	Aftab Developers Private Limited
4	Amani Realcon Private Limited
5	Annay Realtors Private Limited
6	Arhan Builders Private Limited
7	Asian Fast Food Services Private Limited
8	Aviral Buildtech Private Limited
9	Axeom Advertising Solutions Limited
10	B D Agarwal Securities Private Limited
11	Badal Developers Private Limited
12	Badal Impex Private Limited
13	Banke Builders Private Limited
14	Bhanu Retail Private Limited
15	Bharatbhoomi Township Limited
16	Bhuvan Buildtech Private Limited
17	Blossom Buildhome Private Limited
18	Buildwell Builders Private Limited
19	Caleen Hotels Private Limited
20	Daksh Airport Developers Private Limited

21	Damini Infratech Private Limited
22	Darpan Consultancy & Retail Services Private Limited (formerly known as Darpan Buildtech Private Limited)
23	Deepsan Realtors Private Limited
24	Derwal Realtors Private Limited
25	Devang Builders Private Limited
26	Divya Buildhome Private Limited
27	Dwarkadish Land and Farms Private Limited
28	Examo Estate Management Private Limited
29	Forever Housing and Properties Private Limited
30	Fragrance Information And Communication Technologies Private Limited
31	Gagan Realcon Private Limited
32	Glamour Hotels Private Limited
33	Havish Buildcon Private Limited
34	Hitech Hotels Private Limited
35	Hriday Hitech Builders Private Limited
36	Inesh Buildcon Private Limited
37	Inqalab Builders Private Limited
38	Interactive Buildtech Private Limited
39	Jai Bhoomi Projects Limited
40	Jalesh Builders And Developers Private Limited
41	Kanha Logistics Private Limited
42	Kirti Hotels Private Limited
43	LB Circle India Private Limited
44	Maa Omwati Education Trust
45	Manprav Developers Private Limited
46	Megh Airways Private Limited
47	Miniature Township and Properties Private Limited
48	Mohak Tours and Travels Private Limited
49	NAFHIL Gujrat Homes Limited
50	Nikunj Infrabuild Private Limited
51	NJS Developers Private Limited
52	Obalesh Buildcon Private Limited
53	Omaxe Lake City Private Limited
54	Omaxe Foundation (Regd.)
55	Omaxe Global Trading Corporation Private Limited
56	Omaxe Housing And Commercial Projects Limited
57	Omaxe Infrastructure Development Private Limited
58	Omaxe Madhya Pradesh Affordable Housing Private Limited
59	Omaxe Orissa Developers Limited
60	Omaxe Pragati Maidan Exhibition Limited
61	Omaxe Punjab Affordable Housing Private Limited
62	Omaxe Rajasthan Affordable Housing Private Limited
63	Omaxe Retail Limited
64	Omaxe Uttar Pradesh Affordable Housing Private Limited
65	Paradise On Earth Properties Private Limited
66	Radhika Buildwell Private Limited
67	Rahi Transport Private Limited
68	Ramneesh Builders Private Limited
69	Renown Estate Developers Private Limited
70	Rishit Buildcon Private Limited
71	Rohak Builders Private Limited
72	Ryhme Propbuild Private Limited
73	Saamit Realtors Private Limited
74	Sakal Agrotech Private Limited

75	Sapphire Township and Developers Private Limited
76	Shining Home Infrastructure Private Limited
77	Starshine Realtors Pvt. Ltd.
78	Sukhversa Properties Private Limited
79	Sunlife Properties Private Limited
80	Supplified Technologies Private Limited
81	Swarn Bhumi Buildhome Private Limited
82	Tariq Infrabuild Private Limited
83	The International Omaxe Construction Limited
84	Veer Buildhome Private Limited
85	Vingar Developers Private Limited
86	Vishishth Buildhome Private Limited
87	VSG Builders Private Limited
88	Affordable India Housing Finance Limited
89	Swarndhara Housing LLP (upto 01.06.2017)
90	Magppie Living Private Limited
91	M/s J.B. Goel & Family (HUF)
92	M/s Rohtas Goel (HUF)
93	M/s Sunil Goel (HUF)

IX Key managerial personnel

1	Mr. Rohtas Goel
2	Mr. Sunil Goel (upto 27 th September, 2017)
3	Mr. Jai Bhagwan Goel
4	Mr. Mohit Goel
5	Mr. Sudhangshu Shekhar Biswal
6	Mr. Vimal Gupta
7	Ms. Shubha Singh
8	Ms. Vijayalaxmi
9	Mr. Sudip Bandyopadhyay
10	Mr. Srinivas Kanakagiri (w.e.f. 29.07.2017)
11	Ms. Shruti Divedi Sodhi (w.e.f. 29.05.2017)
12	Ms. Seema Prasad Avasarala (w.e.f. 27.09.2017)
13	Mr. Prem Singh Rana (upto 23.10.2017)
14	Lt. Gen (Retd) Bhopinder Singh (upto 12.07.2017)
15	Ms. Padmaja Ruparel (Upto 29.05.2017)

X Relatives of key managerial personnel

1	Mrs. Sushma Goel
2	Mr. Sunil Goel
3	Mrs. Seema Goel
4	Mr. Jatin Goel
5	Mrs. Rekha Goel
6	Mr. Nakul Goel

A. Summary of related parties transactions are as under:

(Rupees in mn)												
S. No.	Nature of Transaction	Holding Company	Fellow Subsidiaries	100% Subsidiaries	Other Subsidiaries	Step Subsidiaries	Associates	Other Entities under significant control	Entities over which key managerial personnel and/or their relatives exercise significant influence	Key managerial personnel	Relatives of key managerial personnel	Total
A	Transactions made during the year											
1	Income from real estate projects	(-)	(-)	(-)	(-)	(-)	(-)	87.05 (19.03)	(-)	(-)	(-)	87.05 (19.03)
2	Income from trading goods	(-)	(-)	13.10 (12.33)	0.11	5.91	(-)	(-)	(-)	(-)	(-)	19.12 (12.33)
3	Lease rent received	0.12 (0.12)	0.12 (0.12)	(-)	(-)	(-)	(-)	(-)	1.13	(-)	(-)	1.37 (0.24)
4	Interest income	(-)	(-)	41.85 (15.55)	(-)	(-)	(-)	27.50	(-)	(-)	(-)	69.35 (15.55)
5	Finance income	(-)	(-)	119.76 (102.06)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	119.76 (102.06)
6	Income -Hire charges	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(0.20)	(-)	(-)	(0.20)
7	Legal and Professional Expenses	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
8	Dividend Paid	2.50 (83.78)	(-)	(-)	(-)	(-)	(-)	(-)	(0.80)	(-)	(-)	(0.80) 2.50 (98.16)
9	Sale of fixed assets	(-)	(-)	2.60	1.08	(-)	(-)	(-)	1.04	(-)	(-)	4.72
10	Land, development & other rights purchased	(-)	(-)	(71.06) (43.10)	(-)	(-)	(-)	(353.61) (-167.27)	(-)	(-)	(-)	(424.67) (-124.17)
11	Purchase of fixed assets	(-)	(-)	0.12	(-)	(-)	(-)	(-)	(-)	(-)	(-)	0.12
12	Building material purchased	(-)	(-)	2.73 (0.89)	0.52	(-)	(-)	(-)	(-)	(-)	(-)	3.25 (0.89)
13	Construction cost	(-)	(-)	1,205.17 (2,288.67)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	1,205.17 (2,288.67)
14	Interest cost	12.64 (19.76)	(-)	(-)	(-)	(0.09)	(-)	(-)	(-)	(-)	(-)	12.64 (22.07)
15	Reimbursement of Finance/ other Charges	(-)	(-)	74.28 (109.82)	0.28	(-)	(-)	(-)	0.15	(-)	(-)	74.71 (109.82)
16	Remuneration #	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	43.25 (68.95)	(-)	44.75 (68.95)

S. No.	Nature of Transaction	Holding Company	Fellow Subsidiaries	100% Subsidiaries	Other Subsidiaries	Step Subsidiaries	Associates	Other Entities under significant control	Entities over which key managerial personnel and/or their relatives exercise significant influence	Key managerial personnel	Relatives of key managerial personnel	Total
17	Royalty paid	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	1.00	(-)	1.00
18	Directors sitting fees	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	1.83	(-)	1.83
19	Directors commission	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	2.02	(-)	2.02
20	Lease rent paid	(-)	1.80	(-)	(-)	(-)	(-)	(-)	4.20	(-)	(-)	6.00
21	Hire charges paid	(-)	(-)	(-)	(-)	(-)	(-)	(-)	0.45	(-)	(-)	0.45
22	Recovery of finance cost	(-)	(-)	11.17	(-)	(-)	(-)	15.79	(-)	(-)	(-)	26.96
23	Balances written off	(-)	(-)	(53.58)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(53.58)
24	Donation made	(-)	(-)	45.94	(-)	(-)	(-)	(-)	(-)	(-)	(-)	45.94
25	Investments made	(-)	(-)	(-)	(-)	(-)	(-)	(-)	1.20	(-)	(-)	1.20
26	Loan given (Net)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
27	Loan received (Net)	(24.50)	(3.90)	(20.10)	(-)	(-)	(-)	(-)	(-)	(0.10)	(16.56)	(41.16)
28	Bank guarantees given	(-)	(-)	1.00	(-)	(-)	(-)	(-)	(-)	(-)	(-)	1.00
29	Bank guarantees matured	(-)	(-)	5.00	(-)	(-)	(-)	(-)	(-)	(-)	(-)	5.00

Expenses towards gratuity and leave encashment provisions are determined actuarially on an overall group basis at the end of each year and accordingly have not been considered in the above information.

S. No.	Nature of Transaction	Holding Company	Fellow Subsidiaries	100% Subsidiaries	Other Subsidiaries	Step Subsidiaries	Associates	Other Entities under significant control	Entities over which key managerial personnel and/or their relatives exercise significant influence	Key managerial personnel	Relatives of key managerial personnel	Total
B	Closing balances											
1	Investments	- (-)	- (-)	2,920.72 (2,920.31)	286.30 (286.30)	0.04 (0.04)	0.07 (0.07)	- (-)	- (-)	- (-)	- (-)	3,207.13 (3,206.72)
2	Trade receivables	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	184.64 (179.44)	2.21 (0.99)	- (-)	- (-)	186.85 (180.43)
3	Loans & advances recoverable	- (-)	- (-)	14,429.18 (10,410.00)	277.49 (307.19)	835.88 (238.61)	1.65 (1.61)	453.66 (242.31)	51.87 (36.82)	- (-)	- (-)	16,049.73 (11,236.54)
4	Trade payables	- (-)	- (-)	229.46 (848.38)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	229.46 (848.38)
5	Advances/balance outstanding	16.83 (21.15)	- (-)	984.26 (524.23)	112.32 (113.05)	2,245.08 (2,196.54)	- (-)	54.60 (58.69)	- (-)	112.14 (104.65)	0.13 (-)	3,525.36 (3,018.31)
6	Loans received outstanding	181.95 (206.45)	20.10 (20.10)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	1.89 (19.60)	1.06 (-)	205.00 (246.15)
7	Lease security payable	0.03 (0.03)	0.03 (0.03)	- (-)	- (-)	- (-)	- (-)	- (-)	0.01 (-)	- (-)	- (-)	0.07 (0.06)
8	Bank guarantees	- (-)	- (-)	121.49 (125.49)	153.60 (153.60)	49.38 (49.38)	- (-)	- (-)	0.10 (0.10)	- (-)	- (-)	324.57 (328.57)
9	Corporate guarantees	- (-)	- (-)	5,344.80 (5,157.50)	443.90 (972.20)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	5,788.70 (6,129.70)
10	Letter of Credit	- (-)	- (-)	7.14 (107.64)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	7.14 (107.64)

B. Particulars of transactions in excess of 10% of the total related party transactions and their balance at year end (Rupees in mn)

S. No.	Name of Related Party	Holding Company		Fellow Subsidiaries		100% Subsidiaries		Other Subsidiaries		Step Subsidiaries		Associates		Other Entities under significant control		Entities over which key managerial personnel and / or their relatives exercise significant influence		Key managerial personnel		Independent Directors		Relatives of key managerial personnel		
		Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018
A Transactions made during the year																								
1	Income from real estate projects																							
	Krishan Kripa Buildcon Private Limited														25.70									
	Praveen Buildcon Private Limited														19.30									
	Vineera Colonisers Private Limited														8.71									
	Kalp Buildtech Private Limited														22.81									
2	Income from trading goods																							
	Atulah Contractors and Constructions Private Limited					9.29																		
	Omaxe Chandigarh Extension Developers Private Limited					1.52																		
	Robust Buildwell Private Limited							0.11																
	Omaxe India Trade Centre Private Limited									5.90														
3	Lease rent received																							
	Guild Builders Private Limited	0.12	0.12																					
	Oh-Max Entertainment Private Limited																1.13							
	Dream Home Developers Private Limited			0.12	0.12																			
4	Interest income																							
	Jagdamba Contractors and Builders Limited			9.48	13.82																			

Note 51: Previous year figures were audited by M/s Doogar & Associates, Chartered Accountants.

Note 52: STANDARDS ISSUED BUT NOT YET EFFECTIVE

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (India Accounting Standards) Amendments Rules, 2018 amending the following standards:

Ind AS 115 Revenue from Contracts with Customer

Ind AS 115 was issued on 29 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognized at an amount that reflects that consideration to which an entity expects to be entitled in exchange for transferring goods or service to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS and the guidance note or real estate issued by ICAI. Ind AS 115 is applicable to the Company for annual periods beginning on or after 1st April, 2018.

The management of the Company believes that the contract satisfies the conditions of Ind AS 115 for recognition of revenue over time. Hence the effect of applying Ind AS 115 on the financial statements will be immaterial.

Note 53: The Previous year figures have been regrouped/ reclassified, wherever necessary, to make them comparable with current year figures.

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

As per our audit report of even date attached

For and on behalf of

For and on behalf of board of directors

B S D & Co.

Chartered Accountants
(ICAI Firm Reg. No. 000312S)

Sd/-
Prakash Chand Surana
Partner
M. No.010276

Sd/-
Rohtas Goel
DIN: 00003735
Chairman and Managing Director

Sd/-
Sudhangshu S Biswal
DIN: 07580667
Executive Director

Sd/-
Mohit Goel
Chief Executive Officer

Place: New Delhi
Date: 23rd May, 2018

Sd/-
Vimal Gupta
Chief Financial Officer

Sd/-
Shubha Singh
Company Secretary

Consolidated Financial Statements

Independent Auditor's Report

To the Members of Omaxe Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS Financial Statements of **Omaxe Limited** ("the Holding Company"), its subsidiaries and its associates (collectively referred to as "the Group") comprising of the consolidated Balance Sheet as at 31st March 2018, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules, 2016. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those

Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and based on the financial statements audited by other auditors and unaudited Ind AS Financial Statements referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the financial statements audited by other auditors and unaudited Ind AS Financial Statements as certified referred to in Other Matters paragraph below, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2018, and their consolidated profit (including other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements and other financial information in respect of 74 subsidiary companies, included in the Statement, whose Ind AS financial statements include total assets of Rs. 2,082.16 mn as at March 31, 2018, total revenues (including other income) of Rs. (29.85) mn for the year ended March 31, 2018 and net cash flows amounting to Rs. (0.24) mn for the year ended on that date, as considered in the consolidated Ind AS financial statements. The Ind AS consolidated financial results also include the Group's share of net profit/(loss) of Rs. (0.03) mn for the year ended March 31, 2018, as considered in the consolidated financial statements, in respect of 2 associates. These financial statements have been audited by other auditors whose report(s) have been furnished to us by

the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

- (b) We did not audit the financial statements and other financial information in respect of 158 subsidiary companies, included in the Statement, whose Ind AS financial statements include total assets of Rs. 1,425.23 mn as at March 31, 2018, total revenues (including other income) of Rs. (160.37) mn for the year ended March 31, 2018 and net cash flows amounting to Rs. 11.63 mn for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, are based solely on such unaudited financial statements as certified. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.
- (c) The Ind AS consolidated financial statements of the Company for the year ended March 31, 2017, included in these consolidated Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements vide report dated May 28, 2017.

Our opinion on the consolidated Ind AS Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of above matter with respect to our reliance on the work done by and the reports of the other auditors and the financial statements as certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
- (c) The consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow

Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules, 2016.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate Report in "Annexure" and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group- Refer note no. 36, 39, 40 to the consolidated Ind AS financial statements.
- ii) Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Companies incorporated in India.

For B S D & Co.

Chartered Accountants
Firm's Registration No: 000312S

Sd/-

Prakash Chand Surana
Partner

Membership No: 010276

Place of Signature: New Delhi
Date: 23rd May, 2018

Annexure to the Independent Auditors' Report - 31 March 2018 on the Consolidated Ind AS Financial Statements (Referred to in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS Financial Statements of Omaxe Limited ("the Holding Company") as of and for the year ended 31st March 2018, we have audited the internal financial controls over financial reporting of the Holding Company, its subsidiary companies, and its associate companies which are companies incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, and its associate companies, incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls over financial reporting

is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Group has, in all material respects, an adequate internal financial controls system over financial reporting but requires more strengthening and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Group consisting the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to consolidated/standalone financial statements of 2 wholly owned subsidiaries incorporated outside India, and 230 subsidiary companies which are companies incorporated in India, is based on the financial statements as certified by the Management and as provided by other auditors.

For B S D & Co.

Chartered Accountants
Firm's Registration No: 000312S

Sd/-

Prakash Chand Surana

Partner
M.No.: 010276

Place of Signature: New Delhi

Date: 23rd May, 2018

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2018

(Rupees in mn)

Particulars		Note No.	As at 31 March 2018	As at 31 March 2017
ASSETS				
Non-Current Assets				
a)	Property, Plant and Equipment	1	5,304.36	5,302.57
b)	Capital Work-in-Progress	2	-	0.27
c)	Other Intangible Assets	3	2.86	6.14
d)	Goodwill		730.10	730.23
e)	Financial Assets			
i)	Investments	4	124.13	117.71
ii)	Loans	5	119.16	170.43
iii)	Other Financial Assets	6	214.48	672.67
f)	Deferred Tax Assets (net)	7	1,282.08	1,836.42
g)	Non Current Tax Assets (net)	7A	985.65	717.30
h)	Other Non-Current Assets	8	16.49	871.27
			8,779.31	10,425.01
Current Assets				
a)	Inventories	9	51,201.83	48,715.81
b)	Financial Assets			
i)	Trade Receivables	10	7,935.65	10,484.12
ii)	Cash & Cash Equivalents	11	905.38	862.60
iii)	Other Bank Balances	12	1,726.85	1,365.81
iv)	Loans	13	1,848.50	1,659.15
v)	Other Financial Assets	14	4,564.07	4,243.66
c)	Other Current Assets	15	4,318.19	5,502.92
			72,500.47	72,834.07
TOTAL ASSETS			81,279.78	83,259.08
EQUITY AND LIABILITIES				
Equity				
a)	Equity Share Capital	16	1,829.01	1,829.01
b)	Other Equity		20,139.51	19,357.23
	Non Controlling Interest		160.63	149.09
Liabilities				
Non-Current Liabilities				
a)	Financial Liabilities			
i)	Borrowings	17	10,560.13	7,533.80
ii)	Trade Payables	18	893.00	1,612.77
iii)	Other Financial Liabilities	19	854.55	6,388.29
b)	Other Non Current Liabilities	20	58.72	45.09
c)	Provisions	21	147.23	137.77
			12,513.63	15,717.72
Current liabilities				
a)	Financial Liabilities			
i)	Borrowings	22	1,703.20	1,654.81
ii)	Trade Payables	23	11,228.18	10,248.11
iii)	Other Financial Liabilities	24	11,573.06	10,244.27
b)	Other Current Liabilities	25	22,073.29	23,852.51
c)	Provisions	26	28.21	89.17
d)	Current tax liabilities (net)		31.06	117.16
			46,637.00	46,206.03
TOTAL EQUITY AND LIABILITIES			81,279.78	83,259.08

Significant accounting policies

A

Notes on financial statements

1-55

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For and on behalf of For and on behalf of board of directors

B S D & Co.

Chartered Accountants

(ICAI Firm Reg. No. 000312S)

Sd/-
Prakash Chand Surana
Partner
M. No.010276Sd/-
Rohtas Goel
DIN: 00003735
Chairman and Managing DirectorSd/-
Sudhangshu S Biswal
DIN: 07580667
Executive DirectorSd/-
Mohit Goel
Chief Executive OfficerPlace: New Delhi
Date: 23rd May, 2018Sd/-
Vimal Gupta
Chief Financial OfficerSd/-
Shubha Singh
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31ST MARCH 2018

(Rupees in mn)

Particulars	Note No.	Year Ended 31 March 2018	Year Ended 31 March 2017
REVENUE			
Revenue from Operations	27	18,390.94	16,267.53
Other Income	28	587.06	589.18
TOTAL INCOME		18,978.00	16,856.71
EXPENSES			
Cost of Material Consumed, Construction & Other Related Project Cost	29	19,133.89	14,877.55
Changes in Inventories of Finished Stock & Projects in Progress	30	(5,008.95)	(3,032.65)
Employee Benefits Expense	31	571.82	555.12
Finance Cost	32	1,692.84	1,545.28
Depreciation and Amortization Expense		87.63	88.93
Other Expenses	33	1,093.71	1,031.05
TOTAL EXPENSES		17,570.94	15,065.28
Profit Before Tax		1,407.06	1,791.43
Tax Expense	34	555.28	738.84
Share of profit/(loss) in associates		(0.03)	-
Profit For The Year (A)		851.75	1,052.59
Other Comprehensive Income			
1) Items that will not be reclassified to Statement of Profit and Loss			
Remeasurement of the Net Defined Benefit Plans		(36.58)	(2.95)
Tax On Remeasurement of The Net Defined Benefit Plans - Actuarial Gain or Loss		13.83	1.02
2) Items that will be reclassified to Statement of Profit and Loss			
Equity Instruments at Fair Value through Other Comprehensive Income		6.46	-
Tax on Above Items		(1.50)	-
Total Other Comprehensive Income (B)		(17.79)	(1.93)
Total Comprehensive Income for the year (comprising of profit for the year and other comprehensive income) (A+B)		833.96	1,050.66
Net Profit attributable to :			
a) Owners of the Company		839.98	1,020.88
b) Non Controlling Interest		11.77	31.71
Other Comprehensive Income attributable to :			
a) Owners of the Company		(17.75)	(1.93)
b) Non Controlling Interest		(0.04)	-
Total Comprehensive Income attributable to :			
a) Owners of the Company		822.23	1,018.95
b) Non Controlling Interest		11.73	31.71
Earning Per Equity Share-Basic & Diluted (In Rupees)	35	4.59	5.58

Significant accounting policies

A

Notes on financial statements

1-55

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For and on behalf of

For and on behalf of board of directors

B S D & Co.Chartered Accountants
(ICAI Firm Reg. No. 000312S)

Sd/-

Prakash Chand Surana

Partner

M. No.010276

Sd/-

Rohtas Goel

DIN: 00003735

Chairman and Managing Director

Sd/-

Vimal Gupta

Chief Financial Officer

Sd/-

Sudhangshu S Biswal

DIN: 07580667

Executive Director

Sd/-

Shubha Singh

Company Secretary

Sd/-

Mohit Goel

Chief Executive Officer

Place: New Delhi

Date: 23rd May, 2018

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital

Particulars	Numbers	Rupees in mn
Balance as at 1 April 2016	182,900,540	1,829.01
Changes in equity share capital during 2016-17	-	-
Balance as at 31 March 2017	182,900,540	1,829.01
Balance as at 1 April 2017	182,900,540	1,829.01
Changes in equity share capital during 2017-18	-	-
Balance as at 31 March 2018	182,900,540	1,829.01

B. Other Equity

(Rupees in mn)

Description	Attributable to owners of Omaxe Limited									
	Equity Component of Compound Financial Instruments	Reserves and Surplus					Other Comprehensive Income			Total Other Equity
		Securities Premium Reserve	Capital Reserve	Retained Earnings	General Reserve	Debenture Redemption Reserve	Remeasurement of Defined Benefit Obligation	Equity Instruments at Fair Value through Other Comprehensive Income		
Balance as at 1 April 2016	2,252.25	4,996.07	2.64	7,454.67	3,656.25	110.00	1.33	2.14	18,475.35	
Profit for the year	-	-	-	1,020.88	-	-	-	-	1,020.88	
Other Comprehensive Income	-	-	-	-	-	-	(1.93)	-	(1.93)	
Transactions with owners in their capacity as owners :									-	
Transfer from deferred tax liability			0.18						0.18	
Transfer to other income on account of capital profit pursuant to sec 45(2) of Income Tax Act, 1961			(1.05)						(1.05)	
Other adjustments				20.90					20.90	
Dividends	-	-		(130.53)	-	-	-	-	(130.53)	
Tax on dividends	-	-		(26.57)	-	-	-	-	(26.57)	
Transfer In/Out General Reserve	-	-		(100.00)	100.00	-	-	-	-	
Transfer In/Out Debenture Redemption Reserve	-	-		85.00	-	(85.00)	-	-	-	
Balance as at 31 March 2017	2,252.25	4,996.07	1.77	8,324.35	3,756.25	25.00	(0.60)	2.14	19,357.23	
Balance as at 1 April 2017	2,252.25	4,996.07	1.77	8,324.35	3,756.25	25.00	(0.60)	2.14	19,357.23	
Profit for the year	-	-	-	839.98	-	-	-	-	839.98	
Other Comprehensive Income	-	-	-	-	-	-	(22.71)	4.96	(17.75)	
Transactions with owners in their capacity as owners :									-	
Transfer from deferred tax liability			0.16						0.16	
Transfer to other income on account of capital profit pursuant to sec 45(2) of Income Tax Act, 1961			(0.78)						(0.78)	
Other adjustments				(14.37)			14.33		(0.04)	
Dividends	-	-		(32.22)	-	-	-	-	(32.22)	
Tax on dividends	-	-		(7.07)	-	-	-	-	(7.07)	
Transfer in/out General Reserve	-	-		(100.00)	100.00	-	-	-	-	
Transfer in/out Debenture Redemption Reserve	-	-		25.00	-	(25.00)	-	-	-	
Balance as at 31 March 2018	2,252.25	4,996.07	1.15	9,035.67	3,856.25	-	(8.98)	7.10	20,139.51	

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For and on behalf of

For and on behalf of board of directors

B S D & Co.

Chartered Accountants
(ICAI Firm Reg. No. 000312S)

Sd/-

Prakash Chand Surana

Partner

M. No.010276

Sd/-

Rohtas Goel

DIN: 00003735

Chairman and Managing Director

Sd/-

Vimal Gupta

Chief Financial Officer

Sd/-

Sudhangshu S Biswal

DIN: 07580667

Executive Director

Sd/-

Shubha Singh

Company Secretary

Sd/-

Mohit Goel

Chief Executive Officer

Place: New Delhi

Date: 23rd May, 2018

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2018

(Rupees in mn)

	Year Ended 31 March 2018	Year Ended 31 March 2017
A. <u>Cash flow from operating activities</u>		
Profit for the year before tax	1,407.06	1,791.43
Adjustments for :		
Depreciation and amortization expense	147.19	146.83
Interest income	(405.16)	(374.49)
Dividend reinvested	(1.62)	(0.20)
Interest and finance charges	3,674.96	3,895.08
Unrealised profit	(65.07)	5.37
Transfer from Capital Reserve	(0.78)	(1.05)
Bad debts	31.96	(0.22)
Provision for doubtful trade receivable, deposits and advances	40.83	22.63
Liabilities no longer required written back	(82.81)	(11.55)
Loss/(profit) on sale/ discarded of fixed assets	(2.66)	(0.88)
Profit on sale of investment	-	(1.32)
Decrease in value of current investment	0.66	
Foreign exchange Fluctuation Loss	3.23	-
Maintenance Income	(31.43)	(161.74)
Operating profit before working capital changes	4,716.36	5,309.89
Adjustments for working capital		
Inventories	(2,486.02)	(3,561.55)
Trade receivable	2,516.51	(2,585.19)
Loans and advances	(141.31)	(314.88)
Other financial assets	(213.28)	1,162.47
Other non-financial assets	2,039.51	(1,450.86)
Trade payable, other liabilities and provisions	(5,898.15)	3,086.14
	(4,182.74)	(3,663.87)
Net cash flow from operating activities	533.62	1,646.02
Direct tax paid	342.90	437.48
Net cash generated from Operating activities (A)	190.72	1,208.54
B <u>Cash flow from investing activities</u>		
Purchase of fixed assets (including Capital work in progress)	(157.51)	(198.21)
Sale of fixed assets	14.74	8.81
Purchase of investments	(4.81)	(0.77)
Movement in other bank balances	(46.23)	(75.39)
Realisation of receivable against sale of investments	-	106.33
Interest received	400.58	360.63
Goodwill on consolidation (net)	0.14	(0.13)
Minority interest	(0.24)	(2.41)
Net cash generated from /(used in) investing activities (B)	206.67	198.86
C <u>Cash flow from financing activities</u>		
Dividend and dividend distribution tax paid	(39.44)	(156.51)
Interest and finance charges paid	(3,361.88)	(3,280.03)
Repayment of borrowings	(8,236.68)	(6,280.27)
Proceeds from borrowings	11,283.39	7,985.52
Net cash (used in)/generated from Financing activities (C)	(354.61)	(1,731.29)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	42.78	(323.89)
Opening balance of cash and cash equivalents	862.60	1,186.49
Closing balance of cash and cash equivalents	905.38	862.60

(Rupees in mn)

FOR THE YEAR ENDED	Year Ended 31 March 2018	Year Ended 31 March 2017
COMPONENTS OF CASH AND CASH EQUIVALENTS AS AT		
Cash on hand (including stamp in hand)	163.72	159.11
Balance with banks	720.23	617.33
Cheques on hand	21.26	85.68
Fixed deposits with banks, having original maturity of three months or less	0.17	0.48
Cash and cash equivalents at the end of the year	905.38	862.60

RECONCILIATION STATEMENT OF CASH AND BANK BALANCE

(Rupees in mn)

FOR THE YEAR ENDED	Year Ended 31 March 2018	Year Ended 31 March 2017
Cash and cash equivalents at the end of the year as per above	905.38	862.60
Add: Balance with bank in dividend / unclaimed dividend accounts	1.10	0.95
Add: Fixed deposits with banks, having remaining maturity for less than twelve months	0.19	-
Add: Fixed deposits with banks (lien marked)	1,725.56	1,364.86
Cash and bank balance as per balance sheet (refer note 11 & 12)	2,632.23	2,228.41

DISCLOSURE AS REQUIRED BY IND AS 7**Reconciliation of liabilities arising from financing activities**

(Rupees in mn)

31-Mar-18	Opening Balance	Cash flows	Non Cash Changes	Closing balance
Short term secured borrowings	1,023.18	(16.89)	-	1,006.29
Long term secured borrowings	12,036.44	2,547.78	-	14,584.22
Short term unsecured borrowings	631.63	65.28	-	696.91
Long term unsecured borrowings	1,362.77	389.85	-	1,747.62
Total liabilities from financial activities	15,054.02	2,981.01	-	18,035.04

(Rupees in mn)

31-Mar-17	Opening Balance	Cash flows	Non cash changes	Closing balance
Short term secured borrowings	1,743.12	(719.94)	-	1,023.18
Long term secured borrowings	9,164.76	2,871.68	-	12,036.44
Short term unsecured borrowings	662.27	(30.64)	-	631.63
Long term unsecured borrowings	1,714.87	(352.10)	-	1,362.77
Total liabilities from financial activities	13,285.02	1,769.00	-	15,054.02

Significant accounting policies (refer note A)

The accompanying notes from an integral part of the financial statements

Note: - Depreciation includes amount charged to cost of material consumed, construction & other related project cost.

As per our audit report of even date attached

For and on behalf of For and on behalf of board of directors

B S D & Co.Chartered Accountants
(ICAI Firm Reg. No. 000312S)Sd/-
Prakash Chand Surana
Partner
M. No.010276Sd/-
Rohtas Goel
DIN: 00003735
Chairman and Managing DirectorSd/-
Sudhangshu S Biswal
DIN: 07580667
Executive DirectorSd/-
Mohit Goel
Chief Executive OfficerPlace: New Delhi
Date: 23rd May, 2018Sd/-
Vimal Gupta
Chief Financial OfficerSd/-
Shubha Singh
Company Secretary

A Significant Accounting Policies:

1 Corporate information

Omaxe Limited (“The Company”) and its subsidiaries (collectively referred to as “Group”) are mainly into the business of developing real estate properties for residential, commercial and retail purposes. The shares of the Company are listed on the National Stock Exchange and the Bombay Stock Exchange. The registered office of the Company is at Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana-122001.

2 Significant Accounting Policies:

(i) Basis of Preparation

The financial statements of the Group have been prepared in accordance with the Companies (Indian Accounting Standards) Rules 2015 (‘Ind AS’) issued by Ministry of Corporate Affairs (‘MCA’).

The financial statements for the year ended 31 March 2018 were authorised and approved for issue by the Board of Directors on 23rd May, 2018.

(ii) Basis of Consolidation

The consolidated financial statements relate to Omaxe Limited (‘the Company’) and its subsidiary companies and associates. The consolidated financial statements have been prepared on the following basis:

- (a) The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- (b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- (c) Where the cost of the investment is higher/lower than the share of equity in the subsidiary / associates at the time of acquisition, the resulting difference is disclosed as goodwill/capital reserve in the investment schedule. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for in the consolidated statement of profit and loss.

- (d) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the consolidated statement of profit and loss.
- (e) Offset (eliminate) the carrying amount of the parent’s investment in each subsidiary and the parent’s portion of equity of each subsidiary.
- (f) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- (g) Non Controlling Interest’s share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (h) Non Controlling Interest’s share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company’s shareholders.
 - (i) Investment in Associates has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
 - (j) The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates’ Statement of Profit and Loss and through its reserves for the balance based on available information.

(iii) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

(a) Real estate projects

Revenue from real estate projects is recognized on the 'Percentage of Completion method' (POC) of accounting on fulfillment of following conditions:

- (1) All critical approvals necessary for commencement of the project have been obtained.
- (2) The expenditure incurred on construction and development is not less than 25% of the total estimated construction and development cost.
- (3) At least 25% of the saleable project area is secured by way of contracts or agreements with buyers.
- (4) At least 10% of the total revenue as per the agreement of sale or any other legally enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the respective contracts.

The estimates of the projected revenues, projected profits, projected costs, cost to completion and the foreseeable losses are reviewed periodically by the management and any effect of changes in estimates is recognized in the period in which such changes are determined.

Unbilled revenue disclosed under other current financial assets represents revenue recognized based on percentage of completion method over and above amount due as per payment plan agreed with the customers. Amount received from customers which exceeds the cost and recognized profits to date on projects in progress, is disclosed as advance received from customers under other current liabilities. Any billed amount against which revenue is recognised but amount not collected is disclosed under trade receivables.

(b) Interest Income

Interest due on delayed payments by customers is accounted on accrual basis.

(c) Sale of completed real estate projects

Revenue from sale of completed real estate projects, land, development rights and sale/transfer of rights in agreements are recognised in the financial year in which agreements of such sales are executed and there is no uncertainty about ultimate collections.

(d) Income from construction contracts

Revenue from construction contracts is recognized on the 'Percentage of Completion method' of accounting.

Income from construction contracts is recognized by reference to the stage of completion of the contract activity as certified by the client.

Revenue on account of contract variations, claims and incentives are recognized upon determination or settlement of the contract.

(e) Income from trading sales

Revenue from trading activities is accounted for on accrual basis.

(f) Dividend income

Dividend income is recognized when the right to receive the payment is established.

(iv) Borrowing Cost

Borrowing cost that are directly attributable to the acquisition or construction of a qualifying asset (including real estate projects) are considered as part of the cost of the asset/project. All other borrowing costs are treated as period cost and charged to the statement of profit and loss in the year in which incurred.

(v) Property, Plant and Equipment**Recognition and initial measurement**

Properties plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated

with the item will flow to the Group. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Depreciation on Property, Plant and Equipment is provided on written down value method based on the useful life of the asset as specified in Schedule II to the Companies Act, 2013. The management estimates the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in the case of steel shuttering and scaffolding, whose life is estimated as five years considering obsolescence.

Cost of building constructed on land owned by third party under 'Build Own Transfer' agreement is amortized over the period of the agreement.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

On transition to Ind AS, the Group has elected to fair value land within property, plant and equipment and fair value as on transition date has been taken as carrying value and subsequent company follows cost model.

(vi) Intangible Assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent measurement (amortization and useful lives)

Intangible assets comprising of ERP & other computer software are stated at cost of acquisition less accumulated amortization and are amortised over a period of four years on straight line method.

(vii) Impairment of Non Financial Assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

(viii) Financial Instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs

Subsequent measurement

(1) Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All other debt instruments are measured at Fair Value through other comprehensive income or Fair value through profit and loss based on Group's business model.

(2) Equity investments – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at

fair value through profit and loss (FVTPL). For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

- (3) Mutual funds – All mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

(b) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost that are attributable to the acquisition of the financial liabilities are also adjusted. These liabilities are carried at as amortised cost.

Subsequent measurement

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings and deposits.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or on the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(c) Compound financial instrument

Compound financial instrument are separated into liability and equity components based on the terms of the contract. On issuance of the said instrument, the liability component

is arrived by discounting the gross sum at a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost until it is extinguished on conversion or redemption. The remainder of the proceeds is recognised as equity component of compound financial instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently re-measured.

(d) Financial guarantee contracts

Financial guarantee contracts are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified party fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of expected loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortization.

(e) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 48 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(f) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(ix) Fair value measurement

Fair value is the price that would be received to sell as asset or paid to transfer a liability in an

orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfer have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosure, the Company has determined classes of

assets and liabilities on the basis of nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(x) Inventories and Projects in Progress

(a) Inventories

- Building material and consumable stores are valued at lower of cost and net realisable value. Cost is determined on the basis of the 'First in First out' method.
- Land is valued at lower of cost and net realisable value. Cost is determined on average method. Cost includes cost of acquisition and all related costs.
- Construction work in progress is valued at lower of cost or net realisable value. Cost includes cost of materials, services and other related overheads related to project under construction.
- Completed real estate project for sale and trading stock are valued at lower of cost or net realizable value. Cost includes cost of land, materials, construction, services and other related overheads.

(b) Projects in progress

Projects in progress are valued at lower of cost or net realisable value. Cost includes cost of land, development rights, materials, construction, services, borrowing costs and other overheads relating to projects.

(xi) Foreign currency translation

(a) Functional and presentation currency

The financial statements are presented in currency INR, which is also the functional currency of the Group.

(b) Foreign currency transactions and balances

- Foreign currency transactions are recorded at exchange rates prevailing on the date of respective transactions.
- Financial assets and financial liabilities in foreign currencies existing at balance sheet date are translated at year-end rates.
- Foreign currency translation differences related to acquisition of imported fixed assets are adjusted in the carrying amount

of the related fixed assets. All other foreign currency gains and losses are recognized in the statement of profit and loss.

(xii) Retirement benefits

- i. Contributions payable by the Group to the concerned government authorities in respect of provident fund, family pension fund and employee state insurance are charged to the statement of profit and loss.
- ii. The Group is having Group Gratuity Scheme with Life Insurance Corporation of India. Provision for gratuity is made based on actuarial valuation in accordance with Ind AS-19.
- iii. Provision for leave encashment in respect of unavailed leave standing to the credit of employees is made on actuarial basis in accordance with Ind AS-19.
- iv. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

(xiii) Provisions, contingent assets and contingent liabilities

A provision is recognized when:

- the Group has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

(xiv) Earnings per share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of

shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xv) Operating lease

Lease arrangements where the risk and rewards incident to ownership of an asset substantially vest with the lessor are recognized as operating lease. Lease rent under operating lease are charged to statement of profit and loss on a straight line basis over the lease term except where scheduled increase in rent compensate the lessor for expected inflationary costs.

(xvi) Income Taxes

- i. Provision for current tax is made based on the tax payable under the Income Tax Act, 1961. Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity)
- ii. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(xvii) Cash and Cash Equivalent

Cash and Cash equivalent in the balance sheet comprises cash at bank and cash on hand, demand deposits and short term deposits which are subject to an insignificant change in value.

The amendment to Ind AS-7 requires entities to provide disclosure of change in the liabilities arising from financing activities, including both changes arising from cash flows and non cash changes (such as foreign exchange gain or loss). The Company has provided information for both current and comparative period in cash flow statement.

(xviii) Significant management judgement in applying accounting policies and estimation of uncertainty

Significant management judgements

When preparing the financial statements, management

undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the financial statements.

(a) Revenue

The Group recognises revenue using the percentage of completion method. This requires estimation of the projected revenues, projected profits, projected costs, cost to completion and the foreseeable losses. These are reviewed periodically by the management and any effect of changes in estimates is recognized in the period in which such changes are determined.

(b) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized.

Estimation of uncertainty

(a) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

(b) Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

(c) Provisions

At each balance sheet date based on management judgment, changes in facts and legal aspects, the Group assesses

the requirement of provisions against the outstanding warranties and guarantees. However the actual future outcome may be different from this judgement.

(d) Inventories

Inventory is stated at the lower of cost or net realisable value (NRV).

NRV for completed inventory is assessed including but not limited to market conditions and prices existing at the reporting date and is determined by the Company based on net amount that it expects to realise from the sale of inventory in the ordinary course of business.

NRV in respect of inventories under construction is assessed with reference to market prices (by referring to expected or recent selling price) at the reporting date less estimated costs to complete the construction, and estimated cost necessary to make the sale. The costs to complete the construction are estimated by management.

(e) Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument / assets. Management bases its assumptions on observable data as far as possible but this may not always be available. In that case Management uses the best relevant information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

(f) Classification of assets and liabilities into current and non-current

The Management classifies assets and liabilities into current and non-current categories based on its operating cycle.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2018

Note 1: PROPERTY, PLANT AND EQUIPMENT

(Rupees in mn)

Particulars	Land #	Office Building ##	Plant and Machinery \$	Office Equipments	Furniture and Fixtures	Vehicles *	Computers	Total
Gross Carrying amount								
Balance as at 1 April 2016	4,820.00	42.83	238.12	19.39	79.22	165.85	15.23	5,380.64
Additions	-	-	122.83	7.02	32.55	30.51	4.02	196.93
Disposals	-	-	(9.82)	(0.60)	(0.62)	(22.05)	-	(33.09)
Balance as at 31 March 2017	4,820.00	42.83	351.13	25.81	111.15	174.31	19.25	5,544.48
Balance as at 1 April 2017	4,820.00	42.83	351.13	25.81	111.15	174.31	19.25	5,544.48
Additions	-	-	62.53	14.06	15.76	54.93	10.44	157.72
Disposals	-	-	(20.67)	(0.48)	(1.92)	(33.35)	(1.13)	(57.55)
Balance as at 31 March 2018	4,820.00	42.83	392.99	39.39	124.99	195.89	28.56	5,644.65
Accumulated depreciation								
Balance as at 1 April 2016	-	3.45	54.26	5.05	22.46	35.56	5.37	126.15
Depreciation charge during the year	-	2.39	57.90	5.59	23.13	46.01	5.91	140.93
Disposals	-	-	(3.70)	(0.55)	(0.55)	(20.37)	-	(25.17)
Balance as at 31 March 2017	-	5.84	108.46	10.09	45.04	61.20	11.28	241.91
Balance as at 1 April 2017	-	5.84	108.46	10.09	45.04	61.20	11.28	241.91
Depreciation charge during the year	-	2.21	59.56	7.84	22.89	45.30	6.06	143.86
Disposals	-	-	(14.83)	(0.44)	(0.99)	(28.15)	(1.07)	(45.48)
Balance as at 31 March 2018	-	8.05	153.19	17.49	66.94	78.35	16.27	340.29
Net carrying amount as at 31 March 2018	4,820.00	34.78	239.80	21.90	58.05	117.54	12.29	5,304.36
Net carrying amount as at 31 March 2017	4,820.00	36.99	242.67	15.72	66.11	113.11	7.97	5,302.57

Land Rs. 1,000.00 mn (1,000.00 mn) is mortgaged against borrowing (refer note 17.1)

Office Building are mortgaged against borrowings (refer note 17.1)

\$ Plant & Machinery are hypothecated against working capital and equipment loans (refer Note 17.1 and 22.1)

* Vehicles are hypothecated against the vehicle loans (refer note: 17.1)

Note:

(Rupees in mn)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Depreciation has been charged to		
- Cost of material consumed, construction & other related project cost (refer note 29)	59.56	57.90
- Statement of profit & loss	84.30	83.04
Total	143.86	140.94

Note 2: CAPITAL WORK IN PROGRESS

(Rupees in mn)

Particulars	Total
Gross carrying amount	
Balance as at 1 April 2016	-
Additions	0.27
Disposals	-

Balance as at 31 March 2017	0.27
Balance as at 1 April 2017	0.27
Additions	-
Disposals	(0.27)
Balance as at 31 March 2018	-
Net carrying amount as at 31 March 2018	-
Net carrying amount as at 31 March 2017	0.27

Note 3: OTHER INTANGIBLE ASSETS

(Rupees in mn)

Particulars	Total
Gross carrying amount	
Balance as at 1 April 2016	20.35
Additions	1.00
Disposals	-
Balance as at 31 March 2017	21.35
Balance as at 1 April 2017	21.35
Additions	0.05
Disposals	
Balance as at 31 March 2018	21.40
Accumulated Amortization and Impairment	
Balance as at 1 April 2016	9.32
Depreciation charge during the year	5.89
Disposals	-
Balance as at 31 March 2017	15.21
Balance as at 1 April 2017	15.21
Depreciation charge during the year	3.33
Disposals	-
Balance as at 31 March 2018	18.54
Net carrying amount as at 31 March 2018	2.86
Net carrying amount as at 31 March 2017	6.14

Note:

(Rupees in mn)

Particulars	Year Ended March 2018	Year Ended March 2017
Depreciation has been charged to		
- Cost of material consumed, construction & other related project Cost	-	-
- Statement of profit & loss	3.33	5.89
Total	3.33	5.89

Note 4: NON CURRENT INVESTMENTS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Unquoted, at cost, fully paid up		
In Associate Companies		
5,000 (5,000) Equity Shares of Parkash Omaxe Amusement Park Private Limited of Rs. 10 Each	0.05	0.05
Share of Profit/(loss)	0.00	-
2,400 (2,400) Equity Shares of Capital Redevelopment Private Limited of Rs. 10 each	0.02	0.02
Share of Profit/(loss)	(0.03)	-
	0.04	0.07
Investments In Bonds - quoted, fully paid up		
35 (35) Units of Sovereign Gold Bond 2016-17	0.10	0.10
160 (160) Units of Sovereign Gold Bond 2016-17 Series I	0.44	0.50
45 (45) Units of Sovereign Gold Bond 2016-17 Series II	0.12	0.14
	0.66	0.74
Investments In Mutual Funds -measured at fair value through Profit & Loss account		
214,673.326 (208,386.409) Units in Principal Dynamic Bond Fund	2.86	2.79
	2.86	2.79
Investments In Equity Instruments -Unquoted, Fully Paid up at Fair Market Value through OCI		
1,496,500 (1,496,500) Equity Shares Of Delhi Stock Exchange Limited of Rs. 1 Each	100.57	94.11
	100.57	94.11
Investments In Debentures - unquoted at cost, fully paid up		
20,00,000 (20,00,000) 0.001% Convertible debentures of DSR Agro Services Private Limited of Rs. 10/- each	20.00	20.00
	20.00	20.00
Total	124.13	117.71

Note:

Aggregated book value of quoted investments measured at Fair value through profit & loss	0.74	0.74
Aggregate fair value of quoted investments measured through profit and loss	0.66	0.74
Aggregate book value of unquoted investments measured at Fair value through OCI	104.76	104.76
Aggregate fair value of unquoted investments measured at Fair value through OCI	100.57	94.11
Aggregate amount of unrealized gain/ (loss) recognized through OCI	(4.20)	(10.65)

Note 5: NON CURRENT LOANS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
(Unsecured-considered good unless stated otherwise)		
Security Deposits		
Considered Good	119.16	170.43
Considered Doubtful	18.00	18.00
	137.16	188.43
Less: Provision For Doubtful Deposits	18.00	18.00
Total	119.16	170.43

Note 6: NON CURRENT OTHER FINANCIAL ASSETS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Bank Deposits with maturity of more than 12 months held as margin money	177.43	382.21
Interest Accrued On Deposits & Others	6.73	22.62
Deposit Account For Public Fixed Deposit and Debentures	-	110.02
Other Advances		
(Unsecured-considered good unless stated otherwise)		
-Considered good	30.32	157.82
-Considered doubtful	-	79.94
Less: Provision For Doubtful Advances	-	(79.94)
Total	214.48	672.67

Note - 7: DEFERRED TAX ASSETS- NET

The movement on the deferred tax account is as follows:

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
At the beginning of the year	1,836.42	2,078.76
Credit/ (Charge) to statement of profit and loss (refer note 34)	(772.39)	(187.42)
Credit/ (Charge) to other comprehensive income	12.33	1.02
Transfer to capital reserve	0.16	-
Movement in MAT credit	205.56	(55.94)
At the end of the year	1,282.08	1,836.42

Component of deferred tax assets/ (liabilities):

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Deferred Tax Assets		
MAT Credit	221.42	15.86
Effect of Fair Valuation of Development Income	1765.28	2,630.31
Difference Between Book And Tax Base Of Fixed Assets	90.35	91.03
Provisions	105.82	92.89
Financial Assets	-	(27.41)
Fair valuation of Equity Investments	0.98	2.46
Others	54.88	38.49
Deferred Tax Liabilities		
Financial Assets		59.60
On account of conversion of fixed asset into stock in trade	0.20	0.36
Fair valuation of Property, Plant and Equipment	956.45	947.25
Total	1,282.08	1,836.42

Note 7A: NON CURRENT TAX ASSETS (NET)

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Direct tax refundable	1629.30	1,240.96
Less: Provision for disputed tax demands	643.65	523.66
Total	985.65	717.30

Note 8: OTHER NON CURRENT ASSETS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Advance against goods, services and others (Unsecured considered good unless stated otherwise)	-	850.25
Prepaid Expenses	16.49	21.02
Total	16.49	871.27

Note 9: INVENTORIES

Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Building Material And Consumables	505.60	583.35
Land	6,339.60	8,784.78
Construction Work In Progress	179.60	905.89
Completed Real Estate Projects	3,596.48	4,012.88
Project In Progress	40,580.55	34,428.91
Total	51,201.83	48,715.81

Note 10: TRADE RECEIVABLES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
(Unsecured considered good unless stated otherwise)		
Considered Good	7,935.65	10,484.12
Considered Doubtful	7.79	7.79
	7,943.44	10,491.91
Less: Provision For Doubtful Trade Receivables	7.79	7.79
	7,935.65	10,484.12
Total	7,935.65	10,484.12

Note-10.1**Due from related parties included in trade receivables are as under:**

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Supplied Technologies Private Limited	0.99	0.99
OH-Max Entertainment Private Limited	1.22	-
Total	2.21	0.99

Note 11: CASH AND CASH EQUIVALENTS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Balances With Banks:-		
In Current Accounts	720.23	617.33
In Deposit Account With Maturity Of Less Than Three Months	0.17	0.48
Cheques, Drafts On Hand	21.26	85.68
Cash On Hand	162.43	157.82
Stamp on Hand	1.29	1.29
Total	905.38	862.60

Note 12: OTHER BANK BALANCES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Held As Margin Money	1,602.36	1,359.39
Deposits with maturity of more than three months but less than twelve months	0.19	-
Balances With Banks :		
In Earmarked Accounts		
- In Deposit Account For Public Fixed Deposit and Debentures	122.82	5.09
- In Unpaid Dividend Account	1.10	0.95
- Unpaid Fractional Share Payable	0.38	0.38
Total	1,726.85	1,365.81

Note 13: CURRENT LOANS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
(Unsecured considered good unless stated otherwise)		
Security Deposits	193.15	52.58
Loan to Others	1,655.35	1,606.57
Total	1,848.50	1,659.15

Note 14: CURRENT OTHER FINANCIAL ASSETS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Interest Accrued On Deposits & Others	46.76	26.29
Advance Recoverable (Unsecured considered good unless stated otherwise)		
Considered good		
- Related parties	53.52	-
- Others	2,277.17	397.59
Considered doubtful	120.78	-
Less: Provision For Doubtful Advances	(120.78)	-
Other receivables	78.00	78.00
Unbilled Revenue	2,108.62	3,741.78
Total	4,564.07	4,243.66

Note 15: OTHER CURRENT ASSETS

(Rupees in mn)

Particulars	As at	
	31 March 2018	31 March 2017
(Unsecured considered good unless stated otherwise)		
Advance against goods, services and others		
- Related Parties	-	50.82
- Others	3,512.04	4,871.79
	3,512.04	4,922.61
Balance With Government / Statutory Authorities	746.10	515.45
Prepaid Expenses	60.05	64.86
Total	4,318.19	5,502.92

Note 16: EQUITY SHARE CAPITAL

(Rupees in mn)

Particulars	As at	
	31 March 2018	31 March 2017
Authorised		
210,000,000 (210,000,000) Equity Shares of Rs.10 Each	2,100.00	2,100.00
350,000,000 (350,000,000) Preference Shares of Rs.10 Each	3,500.00	3,500.00
	5,600.00	5,600.00
Issued, Subscribed & Paid Up		
182,900,540 (182,900,540) Equity Shares of Rs.10 Each Fully Paid Up	1,829.01	1,829.01
	1,829.01	1,829.01

Note-16.1**Reconciliation of the shares outstanding at the beginning and at the end of the year**

Particulars	As at March 31, 2018		As at March 31, 2017	
	Numbers	Rupees in mn	Numbers	Rupees in mn
Equity Shares of Rs. 10 each fully paid				
Shares outstanding at the beginning of the year	182,900,540	1,829.01	182,900,540	1,829.01
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	182,900,540	1,829.01	182,900,540	1,829.01

Note-16.2**Terms/rights attached to shares****Equity**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. During the year ended March 31, 2018 the amount of dividend approved by shareholders for only to public shareholders pertaining to FY 2016-17 in AGM held on 27th September, 2017 was Rs. 0.70 per share amounting to Rs. 32.22 mn including dividend distribution tax of Rs. 6.56 mn which was duly paid and reduced from retained earnings in other equity.

Note-16.3**Shares held by holding company and subsidiary of holding Company in aggregate**

Name of Shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	Rupees in mn	Number of shares held	Rupees in mn
Equity Shares				
Guild Builders Private Limited (Holding Company)	116,632,697	1,166.33	116,632,697	1,166.33
Dream Home Developers Private Limited (subsidiary of the holding Company)	8,925,117	89.25	8,925,117	89.25

Note-16.4**Detail of shareholders holding more than 5% shares in capital of the company
Equity Shares**

Name of Shareholder	As at March 31, 2018		As at March 31, 2017	
	Number of shares held	% of Holding	Number of shares held	% of Holding
Guild Builders Private Limited	116,632,697	63.77	116,632,697	63.77

Note-16.5

During the year ended March 31, 2014, the Company allotted 9,333,540 equity shares of Rs. 10/- each as bonus shares to the existing shareholders of the Company to the exception of promoter/promoter group out of securities premium account, thereby, the paid up equity share capital of the Company had increased by Rs. 93.34 mn. The Company has not allotted any other fully paid shares except as above pursuant to contract(s) without payment being received in cash and has neither allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

Note 17: BORROWINGS – NON CURRENT

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Secured		
Term Loans		
Banks	811.92	1,186.09
Financial Institutions	1,045.42	1,642.82
Non Banking Financial Companies	2,250.38	1,469.73
Housing Finance Companies	5,105.89	2,348.28
Vehicle And Equipment Loan	38.45	57.53
	9,252.06	6,704.45
Unsecured loans		
Term Loans From Non Banking Financial Companies	489.11	157.04
Public Fixed Deposits	358.00	275.97
Preference Capital		
250,000,000 (250,000,000) 0.1% Non-Cumulative, Non Convertible, Redeemable Preference Share Capital Of Rs. 10 Each	460.96	396.34
Total	10,560.13	7,533.80

Note 17.1: Nature of security of long term borrowings are as under:

(Rupees in mn)

S. No.	Particulars	Amount outstanding as at		Current Maturity	
		Mar 31, 2018	Mar 31, 2017	Mar 31, 2018	Mar 31, 2017
	Secured				
1	Term loan from banks are secured by equitable mortgage of project properties in possession of the company / its subsidiaries for development of real estate projects in terms of collaboration arrangements with subsidiaries/ associates/ related parties / third parties and for which consideration has been paid by the company for its share of land/ land development rights and corporate guarantees provided by such associate/ subsidiary companies and charge on receivable, material at site and work in progress as applicable. Term loan from banks are further secured by personal guarantee of director(s) of the Company.	2,117.25	2,979.19	1,305.33	1,793.10

S. No.	Particulars	Amount outstanding as at		Current Maturity	
		Mar 31, 2018	Mar 31, 2017	Mar 31, 2018	Mar 31, 2017
2	Term loan from Financial Institutions are secured by equitable mortgage of project land of the company / subsidiary company/ associate/other company. Term loans from financial institutions are further secured by personal guarantee of director(s) of the Company and corporate guarantee provided by such subsidiaries / associates / other companies.	211.63	354.65	190.29	207.06
3	Term loan from Financial Institutions are secured by equitable mortgage of project land of the company / subsidiary company/ associate/other company. Term loan from financial institution are further secured by personal guarantee of director(s) of the Company & pledge of shares held by promoter companies. These loans are further secured by corporate guarantee of subsidiaries / associates / promoters /other companies.	1,790.85	2,276.88	766.77	781.65
4	Term loan from Non Banking Financial Companies are secured by equitable mortgage of project properties, fixed assets of the Company/ subsidiaries/ associate companies & charge over cash flow of the project(s), and corporate guarantee of such companies. These loans are further secured by pledge of shares held by promoter companies and personal guarantee of director(s) of the Company.	3,545.54	2,388.42	1,295.16	918.69
5	Term loan from housing finance companies are secured by equitable mortgage of project land & hypothecation of receivables of the company/ subsidiary/ associate company and pledge of shares of subsidiary company and shares of the company held by promoter / promoter companies and corporate guarantee of such companies. Term loan from housing finance companies are further secured by personal guarantee of director(s) of the Company.	6,828.25	3,823.60	1,722.36	1,475.32
6	Vehicle/ equipment loan are secured by hypothecation of the vehicles purchased there against.	90.70	114.55	52.25	57.02
7	Non-Convertible Debentures are secured by equitable mortgage of project properties and all present and future construction and development work and charge on receivable thereon as applicable. Non-Convertible Debentures are further secured by personal guarantee of director(s) of the Company.	-	99.15	-	99.15
	Unsecured				
8	Loan from non-banking financial companies / housing finance company are secured by pledge of shares of the company held by promoter / promoter companies, personal guarantee of director(s) of the company and corporate guarantee of promoter companies.	784.28	534.06	295.17	377.02
9	Fixed Deposit from Public	489.54	409.09	131.54	133.12

S. No.	Particulars	Amount outstanding as at		Current Maturity	
		Mar 31, 2018	Mar 31, 2017	Mar 31, 2018	Mar 31, 2017
10	The Company has one class of non-convertible redeemable preference shares and having a par value of Rs. 10 per share. The preference shares carry a right to preferential dividend of 0.1 % per annum in relation to capital paid on them and are redeemable upon 20 years from the date of allotment with call and put option for redemption after 10 years from the date of allotment. The redemption of preference share shall be at a premium of 6% per annum from the date of allotment over and above the total issue price per preference share and premium will be prorated/proportionate to the period of holding of these shares. As the aforesaid preference shares carry nominal rate of preference dividend and premium on redemption, therefore, on transition to Ind AS, these has been considered as compound financial instrument, which has been bifurcated into liability and equity components. In subsequent years, the liability part is increased with the notional interest computed using effective interest rate and said interest is charged to statement of profit and loss. Further, the premium payable on redemption of preference shares shall be provided out of the profit of the company or out of securities premium account before the preference shares are redeemed. The company has chosen to pay premium on such redemption out of securities premium account, therefore, no appropriation out of profit have been made. The terms and conditions may be modified/ varied/ amended with due approval.	460.96	396.34	-	-
11	Interest accrued & due on borrowings	12.84	23.28	12.84	23.28
	Total	16,331.84	13,399.21	5,771.71	5,865.41

Note 17.2: The year wise repayment schedule of long term borrowing:

(Rupees in mn)

Particulars	outstanding as at 31.03.2018	Years wise repayment schedule				
		with in 1 year	1 -2 year	2-3 year	3-6 year	More than 6 years
Secured						
Term loans						
Banks	2,117.25	1,305.33	706.70	105.22	-	-
Financial institutions	2,002.48	957.06	457.06	310.71	277.65	-
Non-banking financial companies	3,545.54	1,295.16	1,363.40	646.86	240.12	-
Housing finance companies	6,828.25	1,722.36	2,138.69	1,951.33	1,015.87	-
Vehicle & equipment loans	90.70	52.25	31.40	6.61	0.44	-
Unsecured						
Term loans						
From non banking financial companies	784.28	295.17	250.73	117.49	120.89	-
Fixed deposits from public	489.54	131.54	182.54	175.46	-	-
Preference Capital						
0.1% Non-Cumulative, Non Convertible, Redeemable Preference Share Capital of Rs. 10 Each	460.96	-	-	-	-	460.96
Interest accrued & due on borrowings	12.84	12.84	-	-	-	-
Total Long Term Borrowings	16,331.84	5,771.71	5,130.52	3,313.68	1,654.97	460.96

Note 18: NON CURRENT TRADE PAYABLES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Deferred payment liabilities		
- In respect of land purchased on deferred credit terms from authorities	64.90	195.51
- In respect of development & other charges to be paid on deferred credit terms to authorities	761.93	1,417.26
- Others	66.17	-
Total	893.00	1,612.77

Note 19: NON CURRENT OTHER FINANCIAL LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Security deposits received	358.11	338.22
Interest accrued but not due on borrowings	16.65	11.59
Rebates payable to customers	479.79	6,038.48
Total	854.55	6,388.29

Note 20: OTHER NON CURRENT LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Deferred Income	58.72	45.09
Total	58.72	45.09

Note 21: PROVISIONS – NON CURRENT

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Provision for Employee Benefits		
Leave Encashment	50.91	51.21
Gratuity	96.32	86.56
Total	147.23	137.77

Note 22: BORROWINGS - CURRENT

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Secured		
Working Capital Loans From Banks	886.32	897.30
Term Loan From Financial Institution	119.97	125.88
	1,006.29	1,023.18
Unsecured loans		
Non Banking Financial Companies	49.93	32.89
Promoter Companies (Repayable On Demand)	202.05	226.55
Public Fixed Deposits	436.98	347.59
Other Loan From Directors	2.95	19.60
Others (repayable on demand)	5.00	5.00
	696.91	631.63
Total	1,703.20	1,654.81

Note 22.1:**Nature of security of Short Term Borrowing are as under:**

(Rupees in mn)

Particulars	Amount Outstanding	
	As at 31 March 2018	As at 31 March 2017
Secured		
Working capital loans from banks are secured by first charge on current assets of the company including stock at site, receivables, plant and machinery and mortgage of certain land of the Company/ subsidiaries/ associates companies. The working capital loans are further secured by personal guarantee of director(s) of the Company / corporate guarantee of promoter companies.	886.32	897.30
Short term loans from Financial Institution are secured by equitable mortgage of project properties of company, subsidiary and associate companies and also by way of pledge of shares of the company held by promoter/promoters companies. Further secured by personal guarantee of director(s) of the company and corporate guarantee of subsidiary / associate / promoter companies.	119.97	125.88
Unsecured		
Short term loan from Non Banking Financial Companies	49.93	32.89
Inter corporate loans from promoter companies (repayable on demand)	202.05	226.55
Fixed Deposit from Public	436.98	347.59
Loan from directors (repayable on demand)	2.95	19.60
Other unsecured loans (repayable on demand)	5.00	5.00
Total	1,703.20	1,654.81

Note 23: CURRENT TRADE PAYABLES

(Rupees in mn)

Particulars	As at	As at
	31 March 2018	31 March 2017
Deferred payment liabilities		
- In respect of land purchased on deferred credit terms from authorities	2,287.81	2,127.02
- In respect of development & other charges to be paid on deferred credit terms to authorities	3,545.93	3,023.49
	5,833.74	5,150.51
Other Trade Payables		
- Due To Micro, Small & Medium Enterprises	566.99	551.27
- Others	4,827.45	4,546.33
	5,394.44	5,097.60
	11,228.18	10,248.11

Note-23.1

* The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available.

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Principal amount due to suppliers under MSMED Act, 2006	566.99	551.27
Interest accrued and due to supplier under MSMED Act, 2006 on above amount	37.87	17.84
Payment made to suppliers (other than interest) beyond appointed day during the year	1496.00	573.52
Interest paid to suppliers under MSMED Act, 2006	-	-
Interest due and payable on payment made to suppliers beyond appointed date during the year	12.13	16.32
Interest accrued and remaining unpaid at the end of the accounting year	85.09	64.57
Interest charged to statement of profit and loss account during the year for the purpose of disallowance under section 23 of MSMED Act, 2006	20.52	3.28

Note 24: CURRENT OTHER FINANCIAL LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Current Maturities of Long Term Borrowings	5,771.71	5,865.41
Interest Accrued But Not Due On Borrowings	55.76	54.96
Rebate Payable	1,118.40	-
Interest on Trade Payables	3,531.49	3,158.58
Security Deposit Received	852.00	708.97
Dues to Directors	110.41	102.92
Payable to employees	95.29	82.05
Other Liabilities	30.60	261.82
Unpaid Dividend	1.10	0.95
Unpaid Matured Deposits	5.92	8.23
Unpaid Fractional Share Payable	0.38	0.38
Total	11,573.06	10,244.27

Note 25: OTHER CURRENT LIABILITIES

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Statutory Dues Payable	144.01	268.79
Deferred Income	35.98	110.35
Advance from customers and others		
- From Related Parties	446.44	509.46
- From Others	21,446.86	22,963.91
Total	22,073.29	23,852.51

Note 26: PROVISIONS - CURRENT

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Provision for Employee Benefits		
Leave Encashment	2.79	2.76
Gratuity	5.03	0.95
Others		
Provision for unrealised profit	20.39	85.46
Total	28.21	89.17

Note 27: REVENUE FROM OPERATIONS

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Income From Real Estate Projects	18,201.43	16,074.44
Income From Trading Goods	10.90	43.60
Income From Construction Contracts	36.63	34.45
Other Operating Revenue	141.98	115.04
Total	18,390.94	16,267.53

Note 28: OTHER INCOME

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Interest Income		
On Bank Deposits	61.95	58.93
Others	313.21	185.03
Dividend Income	1.62	0.20
Liabilities No Longer Required Written Back (Net)	82.81	11.55
Profit on Sale Of Fixed Assets	2.66	0.88
Profit on Sale Of Investment	-	1.32
Miscellaneous Income	62.59	34.87
Transfer from Capital Reserve	0.78	1.05
Gain on financial assets/liabilities carried at amortised cost	61.44	295.35
Total	587.06	589.18

Note 29: COST OF MATERIAL CONSUMED, CONSTRUCTION & OTHER RELATED PROJECT COST

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Inventory at the Beginning of The Year		
Building Materials and Consumables	583.35	602.09
Land *	8,832.89	8,254.71
	9,416.24	8,856.80
Add: Incurred During The Year		
Land, Development and Other Rights	6,954.19	5,268.57
Building Materials Purchases	3,628.45	4,311.70
Construction Cost	2,815.79	2,554.03
Employee Cost	318.82	276.08
Rates And taxes	110.52	141.93
Administration Cost	333.70	235.40
Depreciation	59.56	57.90
Power & Fuel and Other Electrical Cost	395.80	317.65
Repairs & Maintenance-Plant & Machinery	4.97	4.34
Finance Cost	1,982.12	2,349.80
	16,603.92	15,517.40
Less: Inventory at the End of The Year		
Building Materials and Consumables	505.60	583.35
Land *	6,380.67	8,913.30
	6,886.27	9,496.65
Total	19,133.89	14,877.55

* Difference in closing and opening balances is on account of addition/deletion of subsidiary/ other entities consolidated during the year.

Note 30: CHANGES IN INVENTORIES OF PROJECT IN PROGRESS AND FINISHED STOCK

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Inventory at the Beginning of The Year		
Completed Real Estate Projects	4,012.88	4,586.84
Construction Work In Progress	905.89	661.88
Projects In Progress	34,428.91	31,066.31
	39,347.68	36,315.03
Inventory at the End of The Year		
Completed Real Estate Projects	3,596.48	4,012.88
Construction Work In Progress	179.60	905.89
Projects In Progress	40,580.55	34,428.91
	44,356.63	39,347.68
Changes In Inventory	(5,008.95)	(3,032.65)

Note 31: EMPLOYEE BENEFIT EXPENSE

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Salaries, Wages, Allowances And Bonus	821.87	738.64
Contribution To Provident And Other Funds	19.90	18.19
Directors Remuneration	29.46	51.45
Staff Welfare Expenses	19.41	22.92
	890.64	831.20
Less: Allocated To Projects	318.82	276.08
Total	571.82	555.12

Note 32: FINANCE COST

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Interest On		
-Term Loans	2,358.02	1,734.97
-Others	1,125.44	1,944.86
Other Borrowing Cost	73.50	110.47
Bank Charges	50.89	49.54
Finance Charge on compound financial instrument	67.11	55.24
	3,674.96	3,895.08
Less: Allocated To Projects	1,982.12	2,349.80
Total	1,692.84	1,545.28

Note 33: OTHER EXPENSES

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Administrative Expenses		
Rent	61.53	63.74
Rates And Taxes	69.05	22.61
Insurance	21.68	20.29
Repairs And Maintenance- Building	1.18	1.54
Repairs And Maintenance- Others	51.35	30.82
Royalty	1.00	1.00

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Water & Electricity Charges	19.13	18.81
Vehicle Running And Maintenance	25.41	37.79
Travelling And Conveyance	84.29	115.28
Legal And Professional Charges	285.67	212.64
Printing And Stationery	18.15	21.51
Postage, Telephone & Courier	26.45	32.67
Donation	8.73	2.85
Auditors' Remuneration	5.00	5.67
Directors Sitting Fees	2.10	1.81
Commission To Non-Executive Directors	2.02	2.00
Bad Debts & Advances Written Off	31.96	(0.22)
Corporate Social Responsibility Expenses	6.38	2.46
Provision For Doubtful Debts, Deposits And Advances	40.83	22.63
Unrealised loss on fair value changes on Investment classified at FVTPL	0.08	-
Miscellaneous Expenses	68.63	43.69
	830.62	659.59
Less: Allocated To Projects	333.70	235.40
	496.92	424.19
Selling Expenses		
Business Promotion	102.18	63.70
Commission	433.85	475.08
Advertisement and Publicity	60.76	68.08
	596.79	606.86
Less: Allocated To Projects	-	-
	596.79	606.86
Total	1,093.71	1,031.05

Note 34: INCOME TAX

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Current income tax	88.39	424.60
Earlier year tax adjustments	(99.94)	126.82
Minimum alternate tax credit entitlement (including earlier years)	(205.56)	-
Deferred tax	772.39	187.42
Total	555.28	738.84

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 34.608% and the reported tax expense in statement of profit and loss are as follows:

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Accounting profit before tax	1,407.06	1,791.43
Applicable tax rate	34.608%	34.608%
Computed tax expense	486.96	619.98
Tax expense comprises of:		
Earlier year tax adjustments	(99.94)	126.82
Tax Impact of expenses which will never be allowed	20.27	11.33
Tax Impact of exempted income	(0.56)	(0.07)
Others	148.55	(19.22)
Total	555.28	738.84

Note 35: EARNINGS PER SHARE

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Profit attributable to equity shareholders (Rupees in mn)	839.98	1,020.88
Weighted average number of equity shares	182,900,540	182,900,540
Nominal value per share	10	10

Earnings per equity share

Basic	4.59	5.58
Diluted	4.59	5.58

Note 36: CONTINGENT LIABILITIES AND COMMITMENTS

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
I Claims against the group not acknowledged as debts (to the extent quantifiable)	765.63	923.81
II Bank guarantees		
In respect of the group	1,612.37	1,566.37
In respect of other related party	0.10	0.10
In respect of erstwhile subsidiary company	35.21	35.21
III Disputed tax amounts		
Sales tax	203.87	74.28
Service tax	411.16	36.70
Income tax (Net of provision)	2,163.50	2,893.71
IV Writ Petition filed by Income tax department against order of Settlement Commission before Delhi High Court	Amount unascertainable	Amount unascertainable
V The Company may be contingently liable to pay damages / interest in the process of execution of real estate and construction projects and for specific non-performance of certain agreements, the amount of which cannot presently be ascertained	Amount unascertainable	Amount unascertainable
VI Certain civil cases preferred against the Company in respect of labour laws, specific performance of certain land agreements, etc. and disputed by the Company	Not Quantifiable	Not Quantifiable

37 Determination of revenues under 'Percentage of Completion method' necessarily involves making estimates by management for percentage of completion, cost to completion, revenues expected from projects, projected profits and losses. These estimates being of a technical nature have been relied upon by the auditors.

38 Balances of trade receivables, trade payables, loan/ advances given and financial and non financial assets and liabilities are subject to reconciliation and confirmation from respective parties. The balance of said trade receivables, trade payables, loan/ advances given and financial and non financial assets and liabilities are taken as shown by the books of accounts. The ultimate outcome of such reconciliation and confirmation cannot presently be determined, therefore, no provision for any liability that may result out of such reconciliation and confirmation has been made in the financial statement, the financial impact of which is unascertainable due to the reasons as above stated.

39 The Income Tax Department has filed writ petition before Hon'ble Supreme Court against the order of Income tax settlement commission in earlier years for assessment year 2000-01 to 2006-07, which is pending for hearing. Pending final outcome of such petition filed, no provision of any potential liability has been made in the books of accounts, the amount of which cannot presently be ascertained. In earlier year, the company was subjected to search as per the provisions of income Tax Act, 1961, the proceedings of which are underway, the tax liability if any on account of this would be accounted in the year of occurrence.

The income tax department has raised a demand of Rs. 1,093.51 mn against the company after giving effect to orders of CIT(A) / ITAT for A.Y. 2007-08 to A.Y. 2010-11, mainly on account of disallowance u/s 80IB. The company has filed further appeals before the higher authorities against the impugned orders of the CIT (A) / ITAT. An amount of Rs. 1,052.30

mn has been deposited by the company against this demand under dispute. Further the Income Tax Department has also filed necessary appeals/writ petitions/ SLP with appropriate authority against the relief given by various appellate authorities of Rs. 1,398.21 mn to the Company. A further demand of Rs. 296.27 mn has been raised against the company for A.Y.s 2007-08, 2009-10 to 2014-15 mainly on account of disallowance u/s 80IB and penalty u/s 271(1)(c) and the company has filed appeals before the CIT(A) against this demand. An amount of Rs. 147.25 mn has been deposited by the company against this demand under dispute. Provision against disputed tax demands amounting to Rs. 643.65 mn has been made in financial statement and its appearing in long term provisions in note no. 7 A.

Based on the decision of various appellate authorities and the interpretations of relevant provisions of Income Tax Act, 1961, the Company has been advised by the experts that the claim of the company under Section 80IB is sustainable; accordingly the Company is hopeful that the demand so raised is likely to be deleted.

- 40 The Company had in earlier year advanced a sum of Rs. 745.05 mn (PY Rs. 745.05 mn) to one of its wholly owned subsidiary company namely Eden Buildcon Limited (hereinafter referred to as "Subsidiary Company") for acquiring land from Hyderabad Metropolitan Development Authority (HMDA) for real estate projects. The said subsidiary company participated in bid in respect of auction by HMDA and paid initial deposit of Rs. 750.63 mn against total value of Rs. 3,002.50 mn. During the process of post auction verification of title to the auctioned land, the subsidiary company on scrutiny of documents found that the auctioned land is the subject matter of pending litigations before Hon'ble Andhra Pradesh High Court. Thereafter, the subsidiary company requested HMDA to obtain necessary orders from the court empowering HMDA to alienate the auction land and also expressed its earnest intention to pay the balance cost of land. HMDA asserted that there is no legal impediment for transferring the title of the land and directed the subsidiary company to remit the balance sales consideration. The subsidiary company applied to HMDA for refund of the initial booking amount. The request for such refund was not considered by HMDA and HMDA demanded balance amount of Rs. 2,251.87 mn failing which the entire booking amount was liable to be forfeited. On writ petition filed by the company for refund of the amount deposited which was tagged along with other similar petitions, single bench of Hon'ble Andhra Pradesh High Court allowed the appeal in favour of the subsidiary company. Appeal against the order of the single bench was filed by HMDA before division bench, which was allowed in favour of HMDA. The subsidiary company has filed special leave petition (SLP) before Hon'ble Supreme Court of India and stay order has been granted. The matter is sub-judice and is pending before Hon'ble Supreme Court of India at advanced stage of hearing. Pending final outcome of such petition filed, the amount advanced by the company to subsidiary company is considered good and classified as current.
- 41 The amount of expenditure for the year ended 31st March, 2018, which the group was required to incur related to Corporate Social Responsibility as per section 135 of Companies Act, 2013 worked out to be Rs.25.56 mn (P.Y. 21.59 mn). During the year ended 31st March, 2018, the group has incurred a sum of Rs. 6.38 mn (P.Y. 2.46 mn) on this account.

Note 42: EMPLOYEE BENEFIT OBLIGATIONS

1) Post-Employment Obligations – Gratuity

The group provides gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service. For the funded plan the group makes contributions to recognised funds in India. The group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amounts recognised in the Financial Statement and the movements in the net defined benefit obligation over the year are as follows:

		(Rupees in mn)	
a. Reconciliation of present value of defined benefit obligation and the fair value of plan assets	As at 31 March 2018	As at 31 March 2017	
Present value obligation as at the end of the year	102.95	93.02	
Fair value of plan assets as at the end of the year	1.60	5.51	
Net liability (asset) recognized in balance sheet	101.35	87.51	

(Rupees in mn)

b. Bifurcation of PBO at the end of year in current and non current	As at 31 March 2018	As at 31 March 2017
Current liability	5.03	0.95
Non-current liability	96.32	86.56
Total	101.35	87.51

(Rupees in mn)

c. Expected contribution for the next annual reporting period	As at 31 March 2018	As at 31 March 2017
Service Cost	16.89	16.46
Net Interest Cost	7.80	6.60
Total	24.69	23.06

(Rupees in mn)

d. Changes in defined benefit obligation	Year ended 31 March 2018	Year ended 31 March 2017
Present value obligation as at the beginning of the year	93.02	79.41
Interest cost	7.02	6.35
Past Service Cost including curtailment Gains/Losses	2.29	0.53
Service cost	13.90	19.87
Benefits paid	(26.09)	(16.09)
Actuarial loss/(gain) on obligations	12.81	2.95
Present value obligation as at the end of the year	102.95	93.02

(Rupees in mn)

e. Change in fair value of plan assets	Year ended 31 March 2018	Year ended 31 March 2017
Fair value of plan assets as at the beginning of the year	5.51	0.12
Actual Return on plan assets	0.35	0.85
Employer Contribution	21.85	20.03
Difference in Opening Fund	-	0.77
FMC	(0.02)	(0.17)
Benefits paid	(26.09)	(16.09)
Fair value of plan assets as at the end of the year	1.60	5.51

(Rupees in mn)

f. Actuarial Gain/(Loss) on Plan Assets	Year ended 31 March 2018	Year ended 31 March 2017
Interest income	(0.42)	(0.02)
Actuarial Income on Plan Asset	0.35	0.85
Actuarial gain /(loss) for the year on Asset	(0.07)	0.83

(Rupees in mn)

g. Amount recognized in the statement of profit and loss	Year ended 31 March 2018	Year ended 31 March 2017
Current service cost	13.90	19.87
Past service cost including curtailment Gains/Losses	2.29	0.53
Net Interest cost	6.60	6.34
Amount recognised in the statement of profit and loss	22.79	26.74

(Rupees in mn)

h. Other Comprehensive Income	Year ended 31 March 2018	Year ended 31 March 2017
Net cumulative unrecognized actuarial gain/(loss) opening	21.07	2.04
Adjustment	(23.70)	21.98
Actuarial gain/(loss) for the year on PBO	(12.81)	(3.78)
Actuarial gain/(loss) for the year on Asset	(0.07)	0.83
Unrecognised actuarial gain/(loss) at the end of the year	(15.51)	21.07

i. Economic assumptions	As at 31 March 2018	As at 31 March 2017
Discount rate	7.70%	7.54%
Future salary increase	6.00%	6.00%

j. Demographic Assumption	As at 31 March 2018	As at 31 March 2017
Retirement Age (Years)	58	58
Mortality rates inclusive of provision for disability	100% of IALM (2006-08)	
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3.00	3.00
From 31 to 44 Years	2.00	2.00
Above 44 Years	1.00	1.00

(Rupees in mn)

k. Sensitivity analysis for gratuity liability	As at 31 March 2018	As at 31 March 2017
Impact of the change in discount rate		
Present value of obligation at the end of the year	102.95	93.02
a) Impact due to increase of 0.50 %	(5.92)	(5.66)
b) Impact due to decrease of 0.50 %	6.48	6.21

(Rupees in mn)

l. Impact of the change in salary increase	As at 31 March 2018	As at 31 March 2017
Present value of obligation at the end of the year	102.95	93.02
a) Impact due to increase of 0.50%	6.20	6.28
b) Impact due to decrease of 0.50 %	(5.78)	(5.77)

(Rupees in mn)

m. Maturity Profile of Defined Benefit Obligation	As at 31 March 2018	As at 31 March 2017
Year		
0 to 1 year	6.63	4.91
1 to 2 year	2.44	1.55
2 to 3 year	3.81	1.58
3 to 4 year	3.35	2.58
4 to 5 year	4.71	3.12
5 to 6 year	3.26	3.58
6 Year onward	78.75	75.71

n. The major categories of plan assets are as follows:(As Percentage of total Plan Assets)	As at 31 March 2018	As at 31 March 2017
Funds Managed by Insurer	100%	100%

o. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow-

- A. Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B. Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C. Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.
- D. Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E. Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

2) Leave Encashment

Provision for leave encashment in respect of un-availed leaves standing to the credit of employees is made on actuarial basis. The group does not maintain any fund to pay for leave encashment

3) Defined Contribution Plans

The group also has defined contribution plan i.e. contributions to provident fund in India for employees. The group makes contribution to statutory fund in accordance with Employees Provident Fund and Misc. Provision Act, 1952. This is post employment benefit and is in the nature of defined contribution plan. The contributions are made to registered provident fund administered by the government. The provident fund contribution charged to statement of profit & loss for the year ended 31 March, 2018 amount to Rs. 11.68 mn (PY Rs. 12.35 mn).

Note 43: LEASES

Operating leases – Assets taken on lease

- a. The Company has taken certain premises on non-cancellation operating lease. The future minimum lease payments are as follows:-

Particulars	(Rupees in mn)	
	As at 31 March 2018	As at 31 March 2017
Within one year	602.35	658.34
After one year but not later than five years	1,326.29	2,380.90
More than five years	141.77	507.43
Total	2,070.41	3,546.67

- b. The lease agreements provide for an option to the Company to renew the lease period at the end of the non-cancellation period. There are no exceptional / restrictive covenants in the lease agreement.
- c. Lease rent expenses in respect of operating lease debited to statement of profit and loss Rs. 61.53 mn (Rs. 63.74 mn).

Note 44: AUDITOR'S REMUNERATION

Particulars	(Rupees in mn)	
	Year Ended 31 March 2018	Year Ended 31 March 2017
Audit fees	4.35	4.28
Limited review fees	0.60	0.69
Tax audit fees	-	0.50
Certification charges	-	0.17
Out of pocket expenses	0.05	0.03
Total	5.00	5.67

Note 45: Disclosure in accordance with Ind AS-11, in respect of construction contracts:

(Rupees in mn)

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017
Contract revenue recognized as revenue for the year ended March, 2018	36.63	34.45
Aggregate amount of contract costs incurred and recognized profits (less recognized losses) upto March 31, 2018 for all the contracts in progress	836.46	810.96
The amount of customer advances outstanding for contracts in progress as at March 31, 2018	6.77	6.77
The amount of retentions due from customers for contracts in progress as at March 31, 2018	1.46	1.46
Gross amount due from customers including work in progress for contracts in progress as at March 31, 2018	236.05	225.52
Gross amount due to customers for contracts in progress as at March 31, 2018	-	-

Note 46: SEGMENT INFORMATION

In line with the provisions of Ind AS 108 - Operating Segments and on the basis of review of operations being done by the management of the company, the operations of the group falls under real estate business, which is considered to be the only reportable segment by management.

Note 47: FAIR VALUE MEASUREMENTS**(i) Financial Assets by category**

(Rupees in mn)

Particulars	Note	As at 31 March 2018	As at 31 March 2017
Financial Asset			
Non Current			
At FVTPL			
Investments in mutual fund	4	2.86	2.79
Investments in bonds	4	0.66	0.74
At FVTOCI			
Investments in equity share instrument	4	100.57	94.11
At Amortised Cost			
Investments in Bonds/Debentures	4	20.00	20.00
Loan	5	119.16	170.43
Other Financial Assets	6	214.48	672.67
Current			
Trade Receivables	10	7,935.65	10,484.12
Cash & Cash Equivalents	11	905.38	862.60
Other bank balance	12	1,726.85	1,365.81
Loans	13	1,848.50	1,659.15
Other Financial Assets	14	4,564.07	4,243.66
Total Financial Assets		17,438.18	19,576.08
Financial Liabilities			
At Amortised Cost			
Non-current liabilities			
Borrowings	17	10,560.13	7,533.80
Trade Payable	18	893.00	1,612.77
Other Financial Liabilities	19	854.55	6,388.29
Current Liabilities			
Borrowings	22	1,703.20	1,654.81

Particulars	Note	As at 31 March 2018	As at 31 March 2017
Trade Payables	23	11,228.18	10,248.11
Other Financial Liabilities	24	11,573.06	10,244.27
Total Financial Liabilities		36,812.12	37,682.05

Investment in associates are measured at cost as per Ind AS 27, 'Separate financial statements'.

(ii) **Fair Value Hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard. An explanation of each level follows underneath the table.

(Rupees in mn)

As at 31 March 2018	Level 1	Level 2	Level 3	Total
Financial Assets				
Mutual Funds	2.86			2.86
Investment in Bonds	0.66			0.66
Investment in Equity Shares		100.57		100.57

(Rupees in mn)

As at 31 March 2017	Level 1	Level 2	Level 3	Total
Financial Assets				
Mutual Funds	2.79			2.79
Investment in Bonds	0.74			0.74
Investment in Equity Shares		94.11		94.11

(iii) **Fair value of financial assets and liabilities measured at amortized cost**

(Rupees in mn)

	As at 31 March 2018		As at 31 March 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Non Current				
Investments	20.00	20.00	20.00	20.00
Loan	119.16	119.16	170.43	170.43
Other Financial Assets	214.48	214.48	672.67	672.67
Current				
Trade Receivables	7,935.65	7,935.65	10,484.12	10,484.12
Cash & Cash Equivalents	905.38	905.38	862.60	862.60
Other bank balance	1,726.85	1,726.85	1,365.81	1,365.81
Loans	1,848.50	1,848.50	1,659.15	1,659.15
Other Financial Assets	4,564.07	4,564.07	4,243.66	4,243.66
Total	17,344.09	17,344.09	19,478.44	19,478.44
Financial Liabilities				
Non-current liabilities				
Borrowings	10,560.13	10,560.13	7,533.80	7,533.80
Trade Payable	893.00	893.00	1,612.77	1,612.77
Other Financial Liabilities	854.55	854.55	6,388.29	6,388.29
Current Liabilities				
Borrowings	1,703.20	1,703.20	1,654.81	1,654.81
Trade Payables	11,228.18	11,228.18	10,248.11	10,248.11
Other Financial Liabilities	11,573.06	11,573.06	10,244.27	10,244.27
Total	36,812.12	36,812.12	37,682.05	37,682.05

For short term financial assets and liabilities carried at amortized cost, the carrying value is reasonable approximation of fair value.

Note 48: RISK MANAGEMENT

'The Group's activities expose it to market risk, liquidity risk and credit risk. The management has the overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group. The Group's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk management

Credit risk rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk on financial reporting date

B: Moderate Credit Risk

C: High credit risk

The Group provides for expected credit loss based on the following:

Credit risk	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances and investment	12 month expected credit loss
Moderate credit risk	Trade receivables and other financial assets	Life time expected credit loss or 12 month expected credit loss

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in the statement of profit and loss.

(Rupees in mn)

Credit rating	Particulars	As at 31 March 2018	As at 31 March 2017
A: Low credit risk	Cash and cash equivalents, other bank balances and investment	2,756.36	2,346.12
B: Moderate credit risk	Trade receivables and other financial assets	14,681.86	17,230.03

Concentration of trade receivables

Trade receivables consist of a large number of customers spread across various states in India with no significant concentration of credit risk.

Credit risk exposure**Provision for expected credit losses**

The Group provides for 12 month expected credit losses for following financial assets –

As at 31 March 2018

(Rupees in mn)

Particulars	Gross carrying amount	Expected credit losses	Carrying amount net of expected credit losses
Trade Receivables	7,943.44	7.79	7,935.65
Security Deposits	330.31	18.00	312.31
Loans and Advances	6,554.68	120.78	6,433.90
Total	14,828.43	146.57	14,681.86

As at 31 March 2017

(Rupees in mn)

Particulars	Gross carrying amount	Expected credit losses	Carrying amount net of expected credit losses
Trade Receivables	10,491.91	7.79	10,484.12
Security Deposits	241.01	18.00	223.01
Loans and Advances	6,602.84	79.94	6,522.90
Total	17,335.76	105.73	17,230.03

The Group considers provision for lifetime expected credit loss for trade receivables, loans and advances given. Given the nature of business operations, the Group's receivables from real estate business has little history of losses as transfer of legal title of properties sold is generally passed on to the customer, once the Group receives the entire consideration. Advances are given for purchase of land and for other goods and services. Therefore trade receivables and advances given have been considered as moderate credit risk financial assets.

Reconciliation of loss provision – lifetime expected credit losses

(Rupees in mn)

Reconciliation of loss allowance	Trade receivables	Security Deposits	Loans and Advances
Loss allowance as on 01 April 2016	7.79	18.00	79.94
Impairment loss recognised/(reversed) during the year	-	-	-
Amounts written off	-	-	-
Loss allowance as on 31 March 2017	7.79	18.00	79.94
Impairment loss recognised/(reversed) during the year	-	-	40.84
Amounts written off	-	-	-
Loss allowance as on 31 March 2018	7.79	18.00	120.78

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the financial liabilities into relevant maturity pattern based on their contractual maturities.

(Rupees in mn)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	3 - 6 years	More than 6 years	Total	Carrying Amount
As at 31 March 2018							
Long term borrowings	5,822.30	5,130.51	3,412.21	1,722.51	5,500.00	21,587.53	16,331.84
Short term borrowings	1,703.20	-	-	-	-	1,703.20	1,703.20
Trade Payables	11,228.18	592.39	221.01	79.60	-	12,121.18	12,121.18
Other Financial Liabilities	5,798.27	626.04	64.41	43.77	190.60	6,723.09	6,655.90
Total	24,551.95	6,348.94	3,697.63	1,845.88	5,690.60	42,135.00	36,812.12
As at 31 March 2017							
Long term borrowings	5,931.01	4,480.04	1,634.76	1,070.60	5,500.00	18,616.41	13,399.21
Short term borrowings	1,655.05	-	-	-	-	1,655.05	1,654.81
Trade Payables	10,248.11	1,205.39	339.03	68.35	-	11,860.88	11,860.88
Other Financial Liabilities	6,165.41	958.05	666.30	2,980.65	176.65	10,947.06	10,767.15
Total	23,999.58	6,643.48	2,640.09	4,119.60	5,676.65	43,079.40	37,682.05

Market risk**Interest Rate risk**

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. As At 31st March the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. Other borrowings are at fixed interest rates.

Group's exposure to interest rate risk on borrowings is as follows:

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Variable rate	13,454.59	11,275.53
Fixed rate	4,567.61	3,755.18
Total	18,022.20	15,030.71

The following table illustrates the sensitivity of profit and equity to a possible change in interest rates of +/- 1% (31 March 2018: +/- 1% ; 31 March 2017: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

(Rupees in mn)

Particulars	Profit for the year +1%	Profit for the year -1%
31 March 2018	80.86	(80.86)
31 March 2017	65.32	(65.32)

Note 49: CAPITAL MANAGEMENT POLICIES**(a) Capital Management**

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity plus its subordinated loan, less cash and cash equivalents as presented on the face of the statement of financial position and cash flow hedges recognised in other comprehensive income.

'The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust

the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The amounts managed as capital by the group are summarised as follows:

(Rupees in mn)

Particulars	As at 31 March 2018	As at 31 March 2017
Long term borrowings	16,331.84	13,399.21
Short term borrowings	1,703.20	1,654.81
Less: Cash and cash equivalents	(905.38)	(862.60)
Net debt	17,129.66	14,191.42
Total equity	21,968.52	21,186.24
Net debt to equity ratio	0.78	0.67

(b) Dividends

(Rupees in mn)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
(i) Equity and Preference shares		
Final dividend paid during the year	32.22	130.53
(ii) Dividends not recognised at the end of the reporting period		

In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 0.70 per fully paid equity share (31 March 2017 – INR 0.70) only to public shareholders and 0.1% on preference shares. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

Note 50: Related parties disclosures**A. Related parties are classified as :**

S. No.	Name of Company
I Holding Company	
1	Guild Builders Private Limited
II Fellow Subsidiary companies	
1	Dream Home Developers Private Limited
2	Hansa Properties Private Limited
III Associates Company	
1	Parkash Omaxe Amusement Park Private Limited
2	Capital Redevelopment Private Limited
IV Entities over which key managerial personnel or their relatives exercises significant influence	
1	Adhar Buildtech Private Limited
2	Affordable Home Loan Advisors Private Limited
3	Aftab Developers Private Limited
4	Amani Realcon Private Limited
5	Annay Realtors Private Limited
6	Arhan Builders Private Limited
7	Asian Fast Food Services Private Limited
8	Aviral Buildtech Private Limited
9	Axeom Advertising Solutions Limited
10	B D Agarwal Securities Private Limited
11	Badal Developers Private Limited
12	Badal Impex Private Limited
13	Banke Builders Private Limited
14	Bhanu Retail Private Limited
15	Bharatbhoomi Township Limited
16	Bhuvan Buildtech Private Limited
17	Blossom Buildhome Private Limited
18	Buildwell Builders Private Limited
19	Caleen Hotels Private Limited
20	Daksh Airport Developers Private Limited
21	Damini Infratech Private Limited
22	Darpan Buildtech Private Limited
23	Deepsan Realtors Private Limited
24	Derwal Realtors Private Limited
25	Devang Builders Private Limited
26	Divya Buildhome Private Limited
27	Dwarkadish Land and Farms Private Limited
28	Examo Estate Management Private Limited
29	Forever Housing and Properties Private Limited
30	Fragrance Information And Communication Technologies Private Limited
31	Gagan Realcon Private Limited
32	Glamour Hotels Private Limited
33	Havish Buildcon Private Limited
34	Hitech Hotels Private Limited
35	Hriday Hitech Builders Private Limited
36	Inesh Buildcon Private Limited
37	Inqalab Builders Private Limited
38	Interactive Buildtech Private Limited
39	Jai Bhoomi Projects Limited
40	Jalesh Builders And Developers Private Limited
41	Kanha Logistics Private Limited
42	Kirti Hotels Private Limited
43	LB Circle India Private Limited
44	Maa Omwati Education Trust
45	Manprav Developers Private Limited
46	Megh Airways Private Limited

47	Miniature Township and Properties Private Limited
48	Mohak Tours and Travels Private Limited
49	NAFHIL Gujrat Homes Limited
50	Nikunj Infrabuild Private Limited
51	NJS Developers Private Limited
52	Obalesh Buildcon Private Limited
53	Omaxe Lake City Private Limited
54	Omaxe Foundation (Regd.)
55	Omaxe Global Trading Corporation Private Limited
56	Omaxe Housing And Commercial Projects Limited
57	Omaxe Infrastructure Development Private Limited
58	Omaxe Madhya Pradesh Affordable Housing Private Limited
59	Omaxe Orissa Developers Limited
60	Omaxe Pragati Maidan Exhibition Limited
61	Omaxe Punjab Affordable Housing Private Limited
62	Omaxe Rajasthan Affordable Housing Private Limited
63	Omaxe Retail Limited
64	Omaxe Uttar Pradesh Affordable Housing Private Limited
65	Paradise On Earth Properties Private Limited
66	Radhika Buildwell Private Limited
67	Rahi Transport Private Limited
68	Ramneesh Builders Private Limited
69	Renown Estate Developers Private Limited
70	Rishit Buildcon Private Limited
71	Rohak Builders Private Limited
72	Ryhme Propbuild Private Limited
73	Saamit Realtors Private Limited
74	Sakal Agrotech Private Limited
75	Sapphire Township and Developers Private Limited
76	Shining Home Infrastructure Private Limited
77	Starshine Hotels Private Limited
78	Sukhversa Properties Private Limited

79	Sunlife Properties Private Limited
80	Supplied Technologies Private Limited
81	Swarn Bhumi Buildhome Private Limited
82	Tariq Infrabuild Private Limited
83	The International Omaxe Construction Limited
84	Veer Buildhome Private Limited
85	Vingar Developers Private Limited
86	Vishishth Buildhome Private Limited
87	VSG Builders Private Limited
88	Swarndhara Housing LLP (upto 01.06.2017)
89	Affordable India Housing Finance Limited
90	Magppie Living Private Limited
91	M/s J.B. Goel & Family (HUF)
92	M/s Rohtas Goel (HUF)
93	M/s Sunil Goel (HUF)

V Key managerial personnel

1	Mr. Rohtas Goel
2	Mr. Sunil Goel (upto 27 th September, 2017)
3	Mr. Jai Bhagwan Goel
4	Mr. Mohit Goel
5	Mr. Sudhangshu Shekhar Biswal
6	Mr. Vimal Gupta
7	Ms. Shubha Singh
8	Ms. Vijayalaxmi
9	Mr. Sudip Bandyopadhyay
10	Mr. Srinivas Kanakagiri (w.e.f. 29.07.2017)
11	Ms. Shruti Dvivedi Sodhi (w.e.f. 29.05.2017)
12	Ms. Seema Prasad Avasarala (w.e.f. 27.09.2017)
13	Mr. Prem Singh Rana (upto 23.10.2017)
14	Lt. Gen (Retd) Bhopinder Singh (upto 12.07.2017)
15	Ms. Padmaja Ruparel (Upto 29.05.2017)

VI Relatives of key managerial personnel

1	Mrs. Sushma Goel
2	Mr. Sunil Goel
3	Mrs. Seema Goel
4	Mr. Jatin Goel
5	Mrs. Rekha Goel
6	Mr. Nakul Goel

B. Summary of related parties transactions are as under:

S. No.	Nature of Transaction	Holding Company	Fellow Subsidiaries	Associates	Entities over which key managerial personnel and / or their relatives exercise significant influence	Key managerial personnel	Relatives of key managerial personnel	Total
A	Transactions made during the year							
1	Lease rent received	0.12 (0.12)	0.12 (0.12)	- (-)	1.13 (-)	- (-)	- (-)	1.37 (0.24)
2	Income -Hire charges	- (-)	- (-)	- (-)	- (0.20)	- (-)	- (-)	- (0.20)
3	Dividend paid	2.50 (83.78)	- (6.25)	- (-)	- (0.02)	- (6.43)	- (1.68)	2.50 (98.16)
4	Sale of fixed assets	- (-)	- (-)	- (-)	1.04 (-)	- (-)	- (-)	1.04 (-)
5	Legal and Professional Expenses	- (-)	- (-)	- (-)	- (4.00)	- (-)	- (-)	- (4.00)
6	Interest cost	12.64 (19.76)	- (-)	- (-)	- (-)	- (-)	- (-)	12.64 (19.76)
7	Reimbursement of Finance/other Charges	- (-)	- (-)	- (-)	0.15 (-)	- (-)	- (-)	0.15 (-)
8	Remuneration #	- (-)	- (-)	- (-)	- (-)	43.25 (68.95)	1.50 (-)	44.75 (68.95)
9	Royalty paid	- (-)	- (-)	- (-)	- (-)	1.00 (1.00)	- (-)	1.00 (1.00)
10	Directors sitting fees	- (-)	- (-)	- (-)	- (-)	2.10 (1.81)	- (-)	2.10 (1.81)
11	Directors commission	- (-)	- (-)	- (-)	- (-)	2.02 (2.00)	- (-)	2.02 (2.00)
12	Lease rent paid	- (-)	1.80 (1.80)	- (-)	4.20 (4.20)	- (-)	- (-)	6.00 (6.00)
13	Hire charges paid	- (-)	- (-)	- (-)	0.45 (-)	- (-)	- (-)	0.45 (-)
14	Donation made	- (-)	- (-)	- (-)	1.20 (1.20)	- (-)	- (-)	1.20 (1.20)

S. No.	Nature of Transaction	Holding Company	Fellow Subsidiaries	Associates	Entities over which key managerial personnel and / or their relatives exercise significant influence	Key managerial personnel	Relatives of key managerial personnel	Total
15	Building Material Purchased	- (-)	- (-)	- (-)	- (16.50)	- (-)	- (-)	- (16.50)
16	Loan received (Net)	(24.50) (3.90)	- (20.10)	- (-)	- (-)	(0.10) (-19.28)	(16.56) (-)	(41.16) (4.72)
B	Closing balances							
1	Investments	- (-)	- (-)	0.07 (0.07)	- (-)	- (-)	- (-)	0.07 (0.07)
2	Trade receivables	- (-)	- (-)	- (-)	2.21 (0.99)	- (-)	- (-)	2.21 (0.99)
3	Loans & advances recoverable	- (-)	- (-)	1.65 (1.61)	51.87 (49.21)	- (-)	- (-)	53.52 (50.82)
4	Trade payable	- (-)	- (-)	- (-)	1.82 (2.99)	- (-)	- (-)	1.82 (2.99)
5	Advances/balance outstanding	415.07 (419.39)	31.37 (-)	- (-)	- (-)	157.93 (150.45)	0.13 (-)	604.50 (569.84)
6	Loans received outstanding	181.95 (206.45)	20.10 (20.10)	- (-)	- (-)	1.89 (19.60)	1.06 (-)	205.00 (246.15)
7	Lease security payable	0.03 (0.03)	0.03 (0.03)	- (-)	0.01 (-)	- (-)	- (-)	0.07 (0.06)
8	Bank guarantees	- (-)	- (-)	- (-)	0.10 (0.10)	- (-)	- (-)	0.10 (0.10)

Expenses towards gratuity and leave encashment provisions are determined actuarially on an overall group basis at the end of each year and accordingly have not been considered in the above information.

C. Particulars of transactions in excess of 10% of the total related party transactions during the year:

S. No.	Name of Transaction	Holding Company		Fellow Subsidiaries		Associates		Entities over which key managerial personnel and / or their relatives exercise significant influence		Key managerial personnel		Relatives of key managerial personnel	
		Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
A	Transactions during the year												
1	Lease rent received												
	Guild Builders Private Limited	0.12	0.12										
	Dream Home Developers Private Limited			0.12	0.12								
	Oh-Max Entertainment Private Limited							1.13					
2	Dividend paid												
	Guild Builders Private Limited	2.50	83.78										
3	Sale of fixed assets												
	Sukhversha Properties Private Limited							1.04					
4	Interest cost												
	Guild Builders Private Limited	12.64	19.76										
5	Reimbursement of Finance/other Charges												
	Oh-Max Entertainment Private Limited							0.15					
6	Remuneration												
	Rohitas Goel									17.15	32.70		
	Sunil Goel									5.46	9.60		
	Suchangshu S. Biswal									4.92			
	Jatin Goel												1.50

S. No.	Name of Transaction	Holding Company		Fellow Subsidiaries		Associates		Entities over which key managerial personnel and / or their relatives exercise significant influence		Key managerial personnel		Relatives of key managerial personnel	
		Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
		(Rupees in mn)											
B	Closing balances												
1	Investments												
	Capital Redevelopment Private Limited					0.02	0.02						
	Parkash Omaxe Amusement Park Private Limited					0.05	0.05						
2	Trade receivables												
	Supplified Technologies Private Limited						0.99	0.99					
	Oh-Max Entertainment Private Limited						1.22						
3	Loans & advances recoverable												
	Axeom Advertising Solutions Limited						36.57	36.07					
	Oh-Max Entertainment Private Limited						12.86						
	Capital Redevelopment Private Limited					1.65	1.61						
4	Trade payable												
	Magppie Living Private Limited						0.98	2.15					
	Supplified Technologies Private Limited						0.84	0.84					
5	Advances/Balance outstanding												
	Guild Builders Private Limited	415.07	419.39										
	Dream Home Developers Private Limited			31.37									
	Rohitas Goel									152.79	147.15		
	Jatin Goel											0.13	
6	Loans received outstanding												
	Guild Builders Private Limited	181.95	206.45									17.71	1.06
	Sunil Goel										1.89		
	Rohitas Goel												
	Dream Home Developers Private Limited			20.10	20.10								
7	Lease security payable												
	Guild Builders Private Limited	0.03	0.03										
	Dream Home Developers Private Limited			0.03	0.03								
	Oh-Max Entertainment Private Limited						0.01						
8	Bank guarantees												
	Omaxe Retail Limited						0.10	0.10					

Note 51: GROUP INFORMATION**Information about subsidiaries/entities consolidated**

The consolidated financial statements of the Group include entities listed in the table below:

S. No.	Name of Subsidiary	Country of Incorporation	Year ended March 31, 2018	Year ended March 31, 2017
% of shareholding				
A.	Subsidiaries of Omaxe Limited			
1	Kavya Buildtech Private Limited	India	100.00	100.00
2	Champion Realtors Private Limited (up to 22.02.2017)	India	-	100.00
3	Ekansh Buildtech Private Limited	India	100.00	100.00
4	Pancham Realcon Private Limited	India	100.00	100.00
5	Garv Buildtech Private Limited	India	100.00	100.00
6	Omaxe Infrastructure Limited	India	100.00	100.00
7	Omaxe Housing and Developers Limited	India	100.00	100.00
8	JRS Projects Private Limited	India	100.00	100.00
9	Monarch Villas Private Limited	India	100.00	100.00
10	JKB Constructions Private Limited	India	100.00	100.00
11	Green Planet Colonisers Private Limited	India	100.00	100.00
12	Omaxe Connaught Place Mall Limited	India	100.00	100.00
13	Primordial Buildcon Private Limited	India	100.00	100.00
14	Omaxe Infotech City Developers Limited	India	100.00	100.00
15	Landlord Developers Private Limited	India	100.00	100.00
16	Omaxe Power Private Limited	India	100.00	100.00
17	Omaxe Rajasthan SEZ Developers Limited	India	100.00	100.00
18	Eden Buildcon Limited	India	100.00	100.00
19	Jagdamba Contractors and Builders Limited	India	100.00	100.00
20	Ansh Builders Private Limited	India	100.00	100.00
21	Arman Builders Private Limited	India	100.00	100.00
22	Omaxe Buildtech Limited (upto 03.01.2017)	India	-	100.00
23	Golden Glades Builders Private Limited	India	100.00	100.00
24	Rohtas Holdings (Gulf) Limited	UAE	100.00	100.00
25	Omaxe Chandigarh Extension Developers Private Limited	India	100.00	100.00
26	Oasis Township Private Limited	India	100.00	100.00
27	Omaxe Buildwell Limited	India	100.00	100.00
28	Omaxe Housing And Infrastructure Limited	India	100.00	100.00
29	Omaxe Buildhome Limited	India	100.00	100.00
30	Shamba Developers Private Limited	India	100.00	100.00
31	Panchi Developers Private Limited	India	100.00	100.00
32	Atulah Contractors and Constructions Private Limited	India	100.00	100.00
33	Mehboob Builders Private Limited	India	100.00	100.00
34	Mehtab Infratech Private Limited	India	100.00	100.00
35	Omaxe Hitech Infrastructure Company Private Limited	India	100.00	100.00
36	Omaxe Entertainment Limited	India	100.00	100.00
37	Omtech Infrastructure and Construction Limited	India	100.00	100.00
38	Navratan Techbuild Private Limited	India	100.00	100.00
39	Link Infrastructure and Developers Private Limited	India	100.00	100.00
40	Anjaniputra Builders Private Limited	India	100.00	100.00
41	Zodiac Housing and Infrastructure Private Limited	India	100.00	100.00
42	Hamara Ghar Constructions and Developers Private Limited	India	100.00	100.00
43	Jewel Projects Private Limited (Up to 09.02.2017)	India	-	100.00
44	Rivaj Infratech Private Limited	India	51.00	51.00
45	Sri Balaji Green Heights Private Limited	India	75.00	75.00
46	Robust Buildwell Private Limited	India	75.00	75.00

S. No.	Name of Subsidiary	Country of Incorporation	Year ended March 31, 2018	Year ended March 31, 2017
47	Pam Developers (India) Private Limited	India	100.00	100.00
48	Omaxe Forest Spa and Hills Developers Limited	India	100.00	100.00
49	PP Devcon Private Limited	India	75.00	75.00
50	National Affordable Housing and Infrastructure Limited	India	100.00	100.00
51	Kamini Builders And Promoters Private Limited	India	100.00	100.00
52	Kashish Buildtech Private Limited	India	100.00	100.00
53	Shikhar Landcon Private Limited	India	100.00	100.00
54	Capital Redevelopment Private Limited (upto 22.08.2016)	India	-	76.00
55	Omaxe International Bazaar Private Limited	India	100.00	100.00
56	Giant Dragon Mart Private Limited	India	50.00	50.00
B.	Subsidiaries of Omaxe Chandigarh Extension Developers Private Limited			
1	Silver Peak Township Private Limited	India	100.00	100.00
2	Ashray Infrabuild Private Limited	India	100.00	100.00
3	Hiresh Builders Private Limited	India	100.00	100.00
4	Bhanu Infrabuild Private Limited	India	100.00	100.00
5	Aadhira Developers Private Limited	India	100.00	100.00
6	Shubh Bhumi Developers Private Limited	India	100.00	100.00
7	Sanvim Developers Private Limited	India	100.00	100.00
8	Manit Developers Private Limited	India	100.00	100.00
9	Nri City Developers Private Limited (w.e.f. 15.06.2017)	India	100.00	-
10	Caspian Realtors Private Limited	India	100.00	100.00
11	Aashna Realcon Private Limited	India	100.00	100.00
12	Rupesh Infratech Private Limited	India	100.00	100.00
13	Damodar Infratech Private Limited	India	100.00	100.00
14	Daman Builders Private Limited	India	100.00	100.00
15	Dhanu Real Estate Private Limited	India	100.00	100.00
16	Ekapad Developers Private Limited	India	100.00	100.00
17	Ayush Landcon Private Limited	India	100.00	100.00
18	Aradhya Real Estate Private Limited	India	100.00	100.00
19	Dinkar Realcon Private Limited	India	100.00	100.00
20	Davesh Technobuild Private Limited	India	100.00	100.00
21	Sarva Buildtech Private Limited	India	100.00	100.00
22	Hemang Buildcon Private Limited	India	100.00	100.00
23	Sarthak Landcon Private Limited	India	100.00	100.00
24	Chapal Buildhome Private Limited	India	100.00	100.00
C.	Subsidiaries of Bhanu Infrabuild Private Limited			
1	Radiance Housing and Properties Private Limited	India	100.00	100.00
2	Aarzo Technobuild Private Limited	India	100.00	100.00
3	Abheek Builders Private Limited	India	100.00	100.00
D.	Subsidiaries of Garv Buildtech Private Limited			
1	Ashok Infrabuild Private Limited	India	100.00	100.00
2	Tejpal Infra Developers Private Limited	India	100.00	100.00
3	Glacier Agro Foods Products Private Limited	India	100.00	100.00
E.	Subsidiary of Navratan Tech Build Private Limited			
1	S N Realtors Private Limited	India	100.00	100.00
F.	Subsidiaries Omaxe Buildhome Limited			
1	Reliable Manpower Solutions Limited	India	99.18	99.18
2	Oasis Suncity Realtors Private Limited	India	100.00	100.00
3	RPS Suncity Promoters and Developers Private Limited	India	100.00	100.00
G.	Subsidiary of Omaxe Forest SPA and Hills Developers Limited			

S. No.	Name of Subsidiary	Country of Incorporation	Year ended March 31, 2018	Year ended March 31, 2017
1	Satvik Hitech Builders Private Limited	India	100.00	100.00
H.	Subsidiary of Pam Developers (India) Private Limited			
1	Omaxe India Trade Centre Private Limited	India	90.00	90.00
I.	Subsidiaries of Pancham Realcon Private Limited			
1	Aviral Colonizers Private Limited	India	100.00	100.00
2	Satkar Colonisers Private Limited	India	100.00	100.00
3	Utkrisht Real Estate and Associates Private Limited	India	100.00	100.00
J.	Subsidiaries of Robust Buildwell Private Limited			
1	Anveshan Builders Private Limited	India	75.00	75.00
2	Adesh Realcon Private Limited	India	75.00	75.00
3	Navadip Developers Private Limited	India	75.00	75.00
4	Abhas Realcon Private Limited	India	75.00	75.00
K.	Subsidiary company hold by subsidiary companies of Omaxe Limited			
1	Aditya Realtech Private Limited	India	100.00	100.00
L.	Subsidiary of Rohtas Holdings (Gulf) Limited			
1	Marine Sands Limited	UAE	100.00	100.00
M	Associates			
1	Parkash Omaxe Amusement Park Private Limited	India	50.00	50.00
2	Capital Redevelopment Private Limited (w.e.f. 23.08.2016)	India	24.00	24.00
N	Other Entities under significant control			
1	Aanchal Infrabuild Private Limited	India	-	-
2	Abhay Technobuild Private Limited	India	-	-
3	Abhiman Buildtech Private Limited	India	-	-
4	Absolute Infrastructure Private Limited	India	-	-
5	Adil Developers Private Limited	India	-	-
6	Advaita Properties Private Limited	India	-	-
7	Advay Properties Private Limited	India	-	-
8	Agasthya Properties Private Limited	India	-	-
9	Alpesh Builders Private Limited	India	-	-
10	Amber Infrabuild Private Limited	India	-	-
11	Amit Jain Builders Private Limited	India	-	-
12	Amod Builders Private Limited	India	-	-
13	Ananddeep Realtors Private Limited	India	-	-
14	Anant Realcon Private Limited	India	-	-
15	Aneesh Buildtech Private Limited	India	-	-
16	Apoorva Infrabuild Private Limited	India	-	-
17	Arhant Infrabuild Private Limited	India	-	-
18	Aric Infrabuild Private Limited	India	-	-
19	Arjit Builders Private Limited	India	-	-
20	Art Balcony Private Limited	India	-	-
21	Avindra Estate Developers Private Limited	India	-	-
22	Avval Builders Private Limited	India	-	-
23	Balesh Technobuild Private Limited	India	-	-
24	Bali Buildtech Private Limited	India	-	-
25	Bandhu Buildtech Private Limited	India	-	-
26	Beautiful Landbase Private Limited	India	-	-
27	Bhargav Builders Private Limited	India	-	-
28	Bhavesh Buildcon Private Limited	India	-	-
29	Chaitanya Realcon Private Limited	India	-	-

S. No.	Name of Subsidiary	Country of Incorporation	Year ended March 31, 2018	Year ended March 31, 2017
30	Chetan Infrabuild Private Limited	India	-	-
31	Chirag Buildhome Private Limited	India	-	-
32	Cress Propbuild Private Limited	India	-	-
33	Daksh Township Private Limited	India	-	-
34	Deejit Developers Private Limited	India	-	-
35	Deepaalay Realtors Private Limited	India	-	-
36	Deepal Township Private Limited	India	-	-
37	Deepsing Realtors Private Limited	India	-	-
38	Desire Housing and Construction Private Limited	India	-	-
39	Devgar Estate Developers Private Limited	India	-	-
40	Distinctive Infrastructure And Construction Private Limited	India	-	-
41	Dream Techno Build Private Limited	India	-	-
42	Dream Towers Private Limited	India	-	-
43	DVM Realtors Private Limited	India	-	-
44	Excellent Apartments Private Limited	India	-	-
45	Fast Track Buildcon Private Limited	India	-	-
46	Fragrance Housing And Properties Private Limited	India	-	-
47	Gaamit Realtors Private Limited	India	-	-
48	Garg and Goel Estate Developers Private Limited	India	-	-
49	Garg Realtors Private Limited	India	-	-
50	Garvish Realtors Private Limited	India	-	-
51	Gaurang Buildcon Private Limited	India	-	-
52	Geet Buildhome Private Limited	India	-	-
53	Girish Buildwell Private Limited	India	-	-
54	Goel Isha Colonisers Private Limited	India	-	-
55	Green Earth Promoters Private Limited	India	-	-
56	Gurmeet Builders Private Limited	India	-	-
57	Hina Technobuild Private Limited	India	-	-
58	Indrasan Developers Private Limited	India	-	-
59	Inesh Developers Private Limited	India	-	-
60	Istuti Realcon Private Limited	India	-	-
61	Jagat Buildtech Private Limited	India	-	-
62	Jai Dev Colonisers Private Limited	India	-	-
63	Jayant Buildhome Private Limited	India	-	-
64	Jishnu Buildcon Private Limited	India	-	-
65	Jitenjay Realtors Private Limited	India	-	-
66	Jivish Colonisers Private Limited	India	-	-
67	JSM Enterprises Private Limited	India	-	-
68	Kalp Buildtech Private Limited	India	-	-
69	Kanak Buildhome Private Limited	India	-	-
70	Kartik Buildhome Private Limited	India	-	-
71	KBM Constructions Private Limited	India	-	-
72	Keshto Buildcon Private Limited	India	-	-
73	Kishordeep Realtors Private Limited	India	-	-
74	Krishan Kripa Buildcon Private Limited	India	-	-
75	Laldeep Realtors Private Limited	India	-	-
76	Lavanya Builders Private Limited	India	-	-
77	Lifestyle Township Private Limited	India	-	-
78	Lohith Developers Private Limited	India	-	-
79	Luxury Township Private Limited	India	-	-

S. No.	Name of Subsidiary	Country of Incorporation	Year ended March 31, 2018	Year ended March 31, 2017
80	M I J Infrastructure Private Limited	India	-	-
81	Mangal Bhumi Properties Private Limited	India	-	-
82	Manik Buildcon Private Limited	India	-	-
83	Mankish Colonisers Private Limited	India	-	-
84	Manwal Colonisers Private Limited	India	-	-
85	Meghmala Builders Private Limited	India	-	-
86	Mihir Buildwell Private Limited	India	-	-
87	Milestone Township Private Limited	India	-	-
88	Motto Developers Private Limited	India	-	-
89	Nakul Technobuild Private Limited	India	-	-
90	Naptune Technobuild Projects Private Limited	India	-	-
91	Natraj Colonisers Private Limited	India	-	-
92	Naveenraj Realtors Private Limited	India	-	-
93	Neegar Developers Private Limited	India	-	-
94	New Horizons Township Developers Private Limited	India	-	-
95	Omaxe Realtors Limited	India	-	-
96	P N Buildcon Private Limited	India	-	-
97	Parjit Realtors Private Limited	India	-	-
98	Prabal Developers Private Limited	India	-	-
99	Praveen Buildcon Private Limited	India	-	-
100	Praveen Mehta Builders Private Limited	India	-	-
101	PSJ Developers Private Limited	India	-	-
102	Puru Builders Private Limited	India	-	-
103	Ramniya Estate Developers Private Limited	India	-	-
104	Raveendeeep Colonisers Private Limited	India	-	-
105	Rockyard Properties Private Limited	India	-	-
106	Sandeep Landcon Private Limited	India	-	-
107	Sandeep Township Private Limited	India	-	-
108	Sangupt Developers Private Limited	India	-	-
109	Sanjit Realtors Private Limited	India	-	-
110	Sankalp Realtors Private Limited	India	-	-
111	Sanya Realtors Private Limited	India	-	-
112	Savim Realtors Private Limited	India	-	-
113	Sentinent Properties Private Limited	India	-	-
114	Shalin Buildwell Private Limited	India	-	-
115	Shantiniwas Developers Private Limited	India	-	-
116	Shardul Builders Private Limited	India	-	-
117	Shashank Buildhome Private Limited	India	-	-
118	Shivkripa Buildhome Private Limited	India	-	-
119	Shivshakti Realbuild Private Limited	India	-	-
120	Shreyas Buildhome Private Limited	India	-	-
121	Singdeep Estate Developers Private Limited	India	-	-
122	Smart Buildhome Private Limited	India	-	-
123	Snehal Buildcon Private Limited	India	-	-
124	SNJ Builders Private Limited	India	-	-
125	Source Developers Private Limited	India	-	-
126	Spike Developers Private Limited	India	-	-
127	Starex Projects Private Limited	India	-	-
128	Stepping Stone Buildhome Private Limited	India	-	-
129	Stronghold Properties Private Limited	India	-	-

S. No.	Name of Subsidiary	Country of Incorporation	Year ended March 31, 2018	Year ended March 31, 2017
130	Subodh Buildwell Private Limited	India	-	-
131	Sumedha Builders Private Limited	India	-	-
132	Sunrise Township Private Limited	India	-	-
133	Sunview Township Private Limited	India	-	-
134	Swapan Sunder Township Developers Private Limited	India	-	-
135	Swapnil Buildhome Private Limited	India	-	-
136	Swarg Sukh Buildhome Private Limited	India	-	-
137	Taru Buildcon Private Limited	India	-	-
138	True Dreams Developers Private Limited	India	-	-
139	True Estate Build Developers Private Limited	India	-	-
140	True Gem Tech Developers Private Limited	India	-	-
141	Tushar Landcon Private Limited	India	-	-
142	Udal Properties Private Limited	India	-	-
143	Umang Buildcon Private Limited	India	-	-
144	Vaibhav Technobuild Private Limited	India	-	-
145	Vaman Buildhome Private Limited	India	-	-
146	Veenish Realtors Private Limited	India	-	-
147	VGSG Realtors Private Limited	India	-	-
148	Vimsan Realtors Private Limited	India	-	-
149	Vineera Colonisers Private Limited	India	-	-
150	Omaxe Affordable Homes Private Limited	India	-	-
151	Omaxe Hotels Limited	India	-	-
152	OH-Max Entertainment Private Limited	India	-	-
153	Darsh Buildtech Private Limited	India	-	-
154	Mangla Villas Private Limited	India	-	-
155	Rocky Valley Resorts Private Limited	India	-	-

Note 52: Additional information, as required under Schedule III of the Companies Act, 2013, of the enterprises consolidated as subsidiaries / entities consolidated:

S. No.	Name of Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount (Rupees in mn)	As % of consolidated profit or loss	Amount (Rupees in mn)	As % of consolidated Other Comprehensive Income	Amount (Rupees in mn)	As % of consolidated Total Comprehensive Income	Amount (Rupees in mn)
	Parent								
	Omaxe Limited	86.65	19,247.31	75.61	635.05	142.90	(25.37)	74.15	609.67
	Subsidiaries-Indian								
1	Omaxe Buildhome Limited	6.81	1,513.03	0.09	0.79	(1.59)	0.28	0.13	1.07
2	Omaxe Chandigarh Extension Developers Private Limited	0.71	157.56	16.30	136.88	18.68	(3.32)	16.24	133.56
3	Garv Buildtech Private Limited	(0.14)	(30.73)	2.70	22.70	-	-	2.76	22.70
4	Pancham Realcon Private Limited	0.07	15.36	0.73	6.09	1.89	(0.34)	0.70	5.76
5	Robust Buildwell Private Limited	0.98	217.36	5.98	50.21	0.94	(0.17)	6.09	50.05

S. No.	Name of Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount (Rupees in mn)	As % of consolidated profit or loss	Amount (Rupees in mn)	As % of consolidated Other Comprehensive Income	Amount (Rupees in mn)	As % of consolidated Total Comprehensive Income	Amount (Rupees in mn)
6	Pam Developers (India) Private Limited	0.09	19.49	0.05	0.46	-	-	0.06	0.46
7	Navratan Techbuild Private Limited	0.81	180.11	0.79	6.61	0.62	(0.11)	0.79	6.50
8	Omaxe Forest Spa and Hills Developers Limited	1.57	348.59	8.96	75.24	2.33	(0.41)	9.10	74.82
9	Omaxe Buildwell Limited	1.38	305.87	1.87	15.72	0.16	(0.03)	1.91	15.69
10	Omaxe Housing and Developers Limited	0.22	48.91	0.23	1.89	-	-	0.23	1.89
11	Omaxe Infrastructure Limited	0.21	46.99	0.07	0.57	-	-	0.07	0.57
12	Rivaj Infratech Private Limited	(0.01)	(1.27)	(0.09)	(0.74)	-	-	(0.09)	(0.74)
13	Jagdamba Contractors and Builders Limited	0.67	148.36	2.44	20.52	(68.49)	12.16	3.98	32.69
14	Atulah Contractors and Constructions Private Limited	0.26	56.67	0.80	6.70	2.77	(0.49)	0.75	6.20
15	Kamini Builders And Promoters Private Limited	(0.01)	(2.23)	(0.27)	(2.24)	-	-	(0.27)	(2.24)
16	Oasis Township Private Limited	(0.01)	(1.20)	(0.02)	(0.13)	-	-	(0.02)	(0.13)
17	Landlord Developers Private Limited	(0.00)	(0.18)	0.00	0.00	-	-	0.00	0.00
18	Primordial Buildcon Private Limited	0.43	95.75	(0.03)	(0.22)	-	-	(0.03)	(0.22)
19	JKB Constructions Private Limited	0.00	0.22	0.00	0.00	-	-	0.00	0.00
20	Monarch Villas Private Limited	0.00	0.59	0.03	0.22	-	-	0.03	0.22
21	JRS Projects Private Limited	0.00	0.68	0.00	0.00	-	-	0.00	0.00
22	Omaxe Entertainment Limited	0.00	0.06	0.00	0.00	-	-	0.00	0.00
23	Omtech Infrastructure and Construction Limited	(0.00)	(0.02)	0.00	0.00	-	-	0.00	0.00
24	Omaxe Connaught Place Mall Limited	0.00	0.02	0.00	0.00	-	-	0.00	0.00
25	Green Planet Colonisers Private Limited	0.00	0.57	0.00	0.00	-	-	0.00	0.00
26	Anjaniputra Builders Private Limited	0.00	0.05	(1.15)	(9.63)	-	-	(1.17)	(9.63)
27	Giant Dragon Mart Private Limited	(0.03)	(6.96)	0.00	0.00	-	-	0.00	0.00
28	Hamara Ghar Constructions and Developers Private Limited	0.00	0.17	0.00	0.00	-	-	0.00	0.00
29	Link Infrastructure and Developers Private Limited	0.00	0.14	0.00	0.00	-	-	0.00	0.00

S. No.	Name of Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount (Rupees in mn)	As % of consolidated profit or loss	Amount (Rupees in mn)	As % of consolidated Other Comprehensive Income	Amount (Rupees in mn)	As % of consolidated Total Comprehensive Income	Amount (Rupees in mn)
30	Omaxe Infotech City Developers Limited	0.00	0.01	0.00	0.00	-	-	0.00	0.00
31	Zodiac Housing and Infrastructure Private Limited	0.00	0.15	0.00	0.00	-	-	0.00	0.00
32	Kashish Buildtech Private Limited	0.00	0.07	0.00	0.00	-	-	0.00	0.00
33	Omaxe Rajasthan SEZ Developers Limited	(0.00)	(0.00)	0.00	0.00	-	-	0.00	0.00
34	Omaxe Power Private Limited	0.00	0.07	0.00	0.00	-	-	0.00	0.00
35	Shikhar Landcon Private Limited	(0.04)	(8.43)	(1.00)	(8.38)	-	-	(1.02)	(8.38)
36	Eden Buildcon Limited	0.02	5.19	(13.11)	(110.14)	-	-	(13.40)	(110.14)
37	Arman Builders Private Limited	(0.00)	(0.01)	0.00	0.00	-	-	0.00	0.00
38	Ansh Builders Private Limited	(0.00)	(0.01)	0.00	0.00	-	-	0.00	0.00
39	Omaxe International Bazaar Limited	0.00	0.01	0.00	0.01	-	-	0.00	0.01
40	Golden Glades Builders Private Limited	0.00	0.01	0.00	0.00	-	-	0.00	0.00
41	Shamba Developers Private Limited	0.00	0.01	0.00	0.00	-	-	0.00	0.00
42	Ekansh Buildtech Private Limited	0.00	0.02	0.00	0.00	-	-	0.00	0.00
43	Kavya Buildtech Private Limited	(0.00)	(0.02)	0.00	0.00	-	-	0.00	0.00
44	Aditya Realtech Private Limited	(0.00)	(0.02)	0.00	0.00	-	-	0.00	0.00
45	Panchi Developers Private Limited	0.00	0.01	0.00	0.00	-	-	0.00	0.00
46	Omaxe Housing And Infrastructure Limited	(0.00)	(0.57)	(0.07)	(0.63)	-	-	(0.08)	(0.63)
47	Omaxe Hitech Infrastructure Company Private Limited	(0.00)	(0.00)	0.00	0.00	-	-	0.00	0.00
48	Mehtab Infratech Private Limited	(0.00)	(0.01)	0.00	0.00	-	-	0.00	0.00
49	Mehboob Builders Private Limited	(0.00)	(0.01)	0.00	0.00	-	-	0.00	0.00
50	Sri Balaji Green Heights Private Limited	0.00	0.78	0.00	0.00	-	-	0.00	0.00
51	P P Devcon Private Limited	(0.04)	(8.87)	(0.02)	(0.16)	-	-	(0.02)	(0.16)
52	National Affordable Housing & Infrastructure Limited	(0.00)	(0.10)	0.00	0.00	-	-	0.00	0.00
53	Other Subsidiaries	0.11	24.83	(0.05)	(0.42)			(0.05)	(0.42)
	Subsidiary-Foreign								

S. No.	Name of Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount (Rupees in mn)	As % of consolidated profit or loss	Amount (Rupees in mn)	As % of consolidated Other Comprehensive Income	Amount (Rupees in mn)	As % of consolidated Total Comprehensive Income	Amount (Rupees in mn)
1	Rohtas Holding (Gulf) Limited	(0.00)	(0.00)	0.57	4.78	-		0.58	4.78
	Minority Interests in all subsidiaries	(0.72)	(160.63)	(1.40)	(11.77)	(0.21)	0.04	(1.43)	(11.74)
	Associates-Indian								
1	Parkash Omaxe Amusement Park Private Limited	(0.00)	(0.00)	(0.00)	(0.00)	-		(0.00)	(0.00)
2	Capital Redevelopment Private Limited	0.00	(0.03)	(0.00)	(0.03)	-		(0.00)	(0.03)

Note 53: Previous year figures were audited by M/s Doogar & Associates, Chartered Accountants.

Note 54: STANDARDS ISSUED BUT NOT YET EFFECTIVE

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (India Accounting Standards) Amendments Rules, 2018 amending the following standards:

Ind AS 115 Revenue from Contracts with Customer

Ind AS 115 was issued on 29 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognized at an amount that reflects that consideration to which an entity expects to be entitled in exchange for transferring goods or service to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS and the guidance note or real estate issued by ICAI. Ind AS 115 is applicable to the Company for annual periods beginning on or after 1st April, 2018.

The management of the Company believes that the contract satisfies the conditions of Ind AS 115 for recognition of revenue over time. Hence the effect of applying Ind AS 115 on the financial statements will be immaterial.

Note 55: The Previous year figures have been regrouped/ reclassified, wherever necessary, to make them comparable with current year figures.

The notes referred to above form an integral part of financial statements.

As per our audit report of even date attached

For and on behalf of

For and on behalf of board of directors

B S D & Co.

Chartered Accountants

(ICAI Firm Reg. No. 000312S)

Sd/-

Prakash Chand Surana

Partner

M. No.010276

Sd/-

Rohtas Goel

DIN: 00003735

Chairman and Managing Director

Sd/-

Sudhangshu S Biswal

DIN: 07580667

Executive Director

Sd/-

Mohit Goel

Chief Executive Officer

Place: New Delhi

Date: 23rd May, 2018

Sd/-

Vimal Gupta

Chief Financial Officer

Sd/-

Shubha Singh

Company Secretary

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) AOC-1
Statement containing salient features of the financial statement of subsidiaries

Part-A

S. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Note No.	Share capital	Reserves & surplus	Total assets	Total Liabilities (Non Current and Current Liability)	Investments	Turnover (including other income)	Profit/ (loss) before taxation	Provision for taxation	Profit/ (loss) after taxation	Proposed Dividend	% of share-holding
1	Aditya Realetech Private Limited	March 31, 2018	INR	1	0.10	(0.03)	0.09	0.02	-	0.04	0.00	-	0.00	-	100.00
2	Anjaniputra Builders Private Limited	March 31, 2018	INR	1	0.50	0.13	0.63	-	-	0.05	(9.63)	0.00	(9.63)	-	100.00
3	Ansh Builders Private Limited	March 31, 2018	INR	1	0.50	(0.02)	0.50	0.02	-	0.05	0.00	-	0.00	-	100.00
4	Arman Builders Private Limited	March 31, 2018	INR	1	0.50	(0.03)	0.49	0.02	-	0.05	0.00	-	0.00	-	100.00
5	Atulrah Contractors and Constructions Private Limited	March 31, 2018	INR	1	10.00	54.51	797.57	733.06	-	334.07	10.97	4.28	6.70	-	100.00
6	Eden Buildcon Limited	March 31, 2018	INR	1	0.50	5.16	750.73	745.07	-	0.03	(110.14)	(0.00)	(110.14)	-	100.00
7	Ekansh Buildtech Private Limited	March 31, 2018	INR	1	0.50	0.00	0.53	0.02	0.03	0.05	0.00	0.00	0.00	-	100.00
8	Garv Buildtech Private Limited	March 31, 2018	INR	1	0.50	(60.96)	11,841.44	11,841.89	17.25	14.75	11.86	(10.84)	22.70	-	100.00
9	Golden Grades Builders Private Limited	March 31, 2018	INR	1	0.50	(0.01)	0.51	0.02	-	0.02	0.00	0.00	0.00	-	100.00
10	Green Planet Colonisers Private Limited	March 31, 2018	INR	1	10.00	55.83	65.85	0.02	-	0.04	0.00	0.00	0.00	-	100.00
11	Hamara Ghar Constructions and Developers Private Limited	March 31, 2018	INR	1	0.50	0.40	1.61	0.71	-	0.04	0.00	0.00	0.00	-	100.00
12	Jagdamba Contractors and Builders Limited	March 31, 2018	INR	1	50.00	148.35	1,038.06	839.71	-	2,510.94	35.31	14.78	20.52	-	100.00
13	JKB Constructions Private Limited	March 31, 2018	INR	1	0.50	0.22	0.74	0.02	-	0.04	0.00	0.00	0.00	-	100.00
14	JRS Projects Private Limited	March 31, 2018	INR	1	0.50	0.68	1.19	0.02	-	0.04	0.00	0.00	0.00	-	100.00
15	Kamini Builders And Promoters Private Limited	March 31, 2018	INR	1	0.10	(2.09)	1.56	3.55	-	0.00	(2.24)	-	(2.24)	-	100.00
16	Kashish Buildtech Private Limited	March 31, 2018	INR	1	0.10	0.25	100.56	100.21	0.03	0.04	0.00	0.00	0.00	-	100.00
17	Kavya Buildtech Private Limited	March 31, 2018	INR	1	0.50	(0.03)	0.49	0.02	-	0.05	0.00	-	0.00	-	100.00
18	Landlord Developers Private Limited	March 31, 2018	INR	1	20.00	55.46	134.98	59.52	-	0.05	0.00	-	0.00	-	100.00
19	Link Infrastructure and Developers Private Limited	March 31, 2018	INR	1	0.50	0.31	0.86	0.05	-	0.04	0.00	0.00	0.00	-	100.00
20	Mehboob Builders Private Limited	March 31, 2018	INR	1	0.50	0.00	0.52	0.02	0.13	0.04	0.00	0.00	0.00	-	100.00
21	Mehtab Infratech Private Limited	March 31, 2018	INR	1	0.50	0.00	0.52	0.02	0.12	0.05	0.00	0.00	0.00	-	100.00
22	Monarch Villas Private Limited	March 31, 2018	INR	1	0.50	0.59	1.11	0.02	-	21.53	0.29	0.07	0.22	-	100.00
23	National Affordable Housing and Infrastructure Limited	March 31, 2018	INR	1	0.50	0.28	0.80	0.02	-	0.05	0.00	0.00	0.00	-	100.00
24	Navratna Techbuild Private Limited	March 31, 2018	INR	1	0.50	148.28	351.25	202.46	324.01	4.69	4.22	-	4.22	-	100.00
25	Oasis Township Private Limited	March 31, 2018	INR	1	0.10	(1.16)	0.69	1.76	-	0.03	(0.13)	0.01	(0.13)	-	100.00
26	Omaxe Buildhome Limited	March 31, 2018	INR	1	250.00	1,511.77	5,305.74	3,543.97	123.91	304.79	42.14	41.35	0.79	-	100.00
27	Omaxe Buildwell Limited	March 31, 2018	INR	1	10.50	311.47	1,592.51	1,270.54	5.60	303.09	22.30	6.58	15.72	-	100.00
28	Omaxe Chandigarh Extension Developers Private Limited	March 31, 2018	INR	1	500.00	255.97	16,676.84	15,920.87	8.90	2,280.19	199.88	64.28	135.60	-	100.00
29	Omaxe Connaught Place Mall Limited	March 31, 2018	INR	1	0.50	(0.14)	0.38	0.02	-	0.05	0.00	-	0.00	-	100.00
30	Omaxe Entertainment Limited	March 31, 2018	INR	1	0.50	0.06	0.56	0.02	-	0.05	0.00	0.00	0.00	-	100.00
31	Omaxe Forest Spa and Hills Developers Limited	March 31, 2018	INR	1	911.00	642.84	4,219.08	2,865.23	1,400.00	1,128.75	33.51	30.10	3.42	-	100.00
32	Omaxe Hitech Infrastructure Company Private Limited	March 31, 2018	INR	1	0.50	(0.11)	0.40	0.02	-	0.05	0.00	0.00	0.00	-	100.00
33	Omaxe Housing and Developers Limited	March 31, 2018	INR	1	22.62	48.77	465.27	393.87	-	6.64	2.71	0.82	1.89	-	100.00
34	Omaxe Housing And Infrastructure Limited	March 31, 2018	INR	1	0.50	(0.86)	0.74	1.11	-	-	(0.58)	0.05	(0.63)	-	100.00

(Rupees in mn)

S. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Note No.	Share capital	Reserves & surplus	Total assets	Total Liabilities (Non Current and Current Liability)	Investments	Turnover (including other income)	Profit/ (loss) before taxation	Provision for taxation	Profit/ (loss) after taxation	Proposed Dividend	% of share-holding
35	Omaxe Intotech City Developers Limited	March 31, 2018	INR	1	0.50	(0.01)	0.50	0.02	-	0.05	0.00	0.00	0.00	-	100.00
36	Omaxe Infrastructure Limited	March 31, 2018	INR	1	46.29	46.96	215.70	122.46	-	158.62	6.03	5.45	0.57	-	100.00
37	Omaxe Power Private Limited	March 31, 2018	INR	1	0.50	0.06	2.15	1.59	-	0.02	0.00	0.00	0.00	-	100.00
38	Omaxe Rajasthan SEZ Developers Limited	March 31, 2018	INR	1	0.50	(0.03)	0.49	0.02	-	0.05	0.00	-	0.00	-	100.00
39	Omatech Infrastructure and Construction Limited	March 31, 2018	INR	1	0.50	(0.02)	0.50	0.02	-	0.05	0.00	-	0.00	-	100.00
40	Pam Developers (India) Private Limited	March 31, 2018	INR	1	0.10	(0.60)	1.45	1.95	0.09	0.06	0.00	0.00	0.00	-	100.00
41	Pancham Realcon Private Limited	March 31, 2018	INR	1	0.50	15.18	7,564.30	7,548.61	0.30	16.49	3.72	(2.37)	6.09	-	100.00
42	Panchi Developers Private Limited	March 31, 2018	INR	1	0.50	0.00	0.52	0.02	0.12	0.05	0.00	0.00	0.00	-	100.00
43	PP Devcon Private Limited	March 31, 2018	INR	1	0.10	(9.09)	165.71	174.70	-	0.01	(0.16)	-	(0.16)	-	75.00
44	Primordial Buildcon Private Limited	March 31, 2018	INR	1	0.50	94.19	99.73	5.03	-	3.54	0.32	0.54	(0.22)	-	100.00
45	Rivaj Infotech Private Limited	March 31, 2018	INR	1	0.50	(1.52)	140.13	141.15	-	-	(0.74)	-	(0.74)	-	100.00
46	Robust Buildwell Private Limited	March 31, 2018	INR	1	380.00	130.69	3,705.15	3,194.46	0.40	1,362.49	102.11	51.90	50.21	-	75.00
47	Rohtas Holdings (Gulf) Limited #	March 31, 2018	1 AED = Rs. 17.74	1	0.59	(0.59)	18.25	18.25	1.77	46.95	14.17	-	14.17	-	100.00
48	Shamba Developers Private Limited	March 31, 2018	INR	1	0.50	0.01	0.52	0.02	-	0.05	0.00	0.00	0.00	-	100.00
49	Shikhar Landcon Private Limited	March 31, 2018	INR	1	0.10	(8.28)	2.02	10.21	-	2.80	(6.38)	-	(6.38)	-	100.00
50	Sri Balaji Green Heights Private Limited	March 31, 2018	INR	1	0.50	0.64	35.07	33.93	-	0.04	0.00	0.00	0.00	-	75.00
51	Zodiac Housing and Infrastructure Private Limited	March 31, 2018	INR	1	0.50	0.40	1.61	0.70	-	0.04	0.00	0.00	0.00	-	100.00
52	Omaxe International Bazaar Private Limited	March 31, 2018	INR	1	1.00	(0.02)	1.00	0.01	-	0.02	0.00	0.00	0.00	-	100.00
53	Giant Dragon Mat Private Limited	March 31, 2018	INR	1	0.10	(7.01)	0.50	7.41	-	0.02	0.00	0.00	0.00	-	50.00
54	Oasis Suncity Realtors Private Limited	March 31, 2018	INR	2	0.50	(0.28)	0.24	0.02	-	0.04	0.00	-	0.00	-	100.00
55	Reliable Manpower Solutions Limited	March 31, 2018	INR	2	122.00	0.30	122.33	0.03	-	0.07	0.00	-	0.00	-	99.18
56	RPS Suncity Promoters and Developers Private Limited	March 31, 2018	INR	2	0.50	(0.02)	0.52	0.04	-	0.04	0.00	0.00	0.00	-	100.00
57	Aadhira Developers Private Limited	March 31, 2018	INR	3	0.10	0.12	0.24	0.02	-	0.02	0.00	-	0.00	-	100.00
58	Aashma Realcon Private Limited	March 31, 2018	INR	3	0.10	0.10	0.22	0.02	-	0.02	0.00	-	0.00	-	100.00
59	Aradhya Real Estate Private Limited	March 31, 2018	INR	3	0.10	0.10	0.22	0.02	-	0.02	0.00	-	0.00	-	100.00
60	Ashray Infrabuild Private Limited	March 31, 2018	INR	3	0.50	0.03	0.55	0.02	-	0.04	0.00	-	0.00	-	100.00
61	Ayush Landcon Private Limited	March 31, 2018	INR	3	0.10	0.06	0.18	0.02	-	0.02	0.00	0.00	0.00	-	100.00
62	Bhanu Infrabuild Private Limited	March 31, 2018	INR	3	0.50	(105.39)	1,559.69	1,664.59	1.50	185.62	26.59	25.37	1.22	-	100.00
63	Caspian Realtors Private Limited	March 31, 2018	INR	3	0.10	0.11	0.23	0.02	-	0.03	0.00	0.00	0.00	-	100.00
64	Chapel Buildhome Private Limited	March 31, 2018	INR	3	0.10	0.16	0.27	0.02	-	0.04	0.00	0.00	0.00	-	100.00
65	Daman Builders Private Limited	March 31, 2018	INR	3	0.10	0.12	0.24	0.02	-	0.02	0.00	0.00	0.00	-	100.00
66	Damodar Infotech Private Limited	March 31, 2018	INR	3	0.10	0.11	0.22	0.02	-	0.02	0.00	0.00	0.00	-	100.00
67	Davesh Technobuild Private Limited	March 31, 2018	INR	3	0.10	0.09	0.20	0.02	-	0.04	0.00	-	0.00	-	100.00
68	Dhanu Real Estate Private Limited	March 31, 2018	INR	3	0.10	0.04	0.16	0.02	-	0.02	0.00	-	0.00	-	100.00
69	Dinkar Realcon Private Limited	March 31, 2018	INR	3	0.10	0.12	0.24	0.02	-	0.05	0.00	0.00	0.00	-	100.00
70	Ekapad Developers Private Limited	March 31, 2018	INR	3	0.10	0.12	0.24	0.02	-	0.02	0.00	0.00	0.00	-	100.00
71	Hemang Buildcon private Limited	March 31, 2018	INR	3	0.10	0.09	0.20	0.02	-	0.05	0.00	-	0.00	-	100.00

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72	Hireesh Builders Private Limited	March 31, 2018	INR	3	0.50	0.07	0.59	0.02	-	0.04	0.00	0.00	0.00	-	100.00
73	Manit Developers Private Limited	March 31, 2018	INR	3	0.10	0.12	0.24	0.02	-	0.03	0.00	0.00	0.00	-	100.00
74	Ni City Developers Private Limited (w.e.f. 15.06.2017)	March 31, 2018	INR	3	0.10	2.02	11.63	9.51	-	0.07	0.00	0.00	0.00	-	100.00
75	Rupesh Infotech private Limited	March 31, 2018	INR	3	0.10	0.12	0.24	0.02	-	0.02	0.00	0.00	0.00	-	100.00
76	Sanvim Developers Private Limited	March 31, 2018	INR	3	0.10	0.11	0.23	0.02	-	0.03	0.00	-	0.00	-	100.00
77	Sarihak Landcon Private Limited	March 31, 2018	INR	3	0.10	0.09	0.21	0.02	-	0.02	0.00	0.00	0.00	-	100.00
78	Sava Buildtech Private Limited	March 31, 2018	INR	3	0.10	0.27	0.38	0.02	-	0.03	0.00	0.00	0.00	-	100.00
79	Shubh Bhumi Developers Private Limited	March 31, 2018	INR	3	0.10	0.13	69.49	69.26	-	0.06	0.00	0.00	0.00	-	100.00
80	Silver Peak Township Private Limited	March 31, 2018	INR	3	0.50	0.12	0.64	0.02	-	0.02	0.00	-	0.00	-	100.00
81	Astrok Infrabuild Private Limited	March 31, 2018	INR	4	0.10	0.01	16.24	16.13	-	0.03	0.00	0.00	0.00	-	100.00
82	Glacier Agro Foods Products Private Limited	March 31, 2018	INR	4	3.79	5.50	9.30	0.02	-	0.02	0.00	(0.00)	0.00	-	100.00
83	Tejpal Infra Developers Private Limited	March 31, 2018	INR	4	0.10	0.01	7.24	7.14	-	0.02	0.00	0.00	0.00	-	100.00
84	Aviral Colonizers Private Limited	March 31, 2018	INR	5	0.10	0.03	31.24	31.11	-	0.02	0.00	0.00	0.00	-	100.00
85	Satkar Colonisers Private Limited	March 31, 2018	INR	5	0.10	0.01	47.04	46.92	-	0.02	0.00	0.00	0.00	-	100.00
86	Utkrishi Real Estate and Associates Private Limited	March 31, 2018	INR	5	0.10	0.11	35.40	35.19	-	0.02	0.00	0.00	0.00	-	100.00
87	Aarzo Technobuild Private Limited	March 31, 2018	INR	6	0.50	0.04	0.56	0.02	-	0.05	0.00	0.00	0.00	-	100.00
88	Abheek Builders Private Limited	March 31, 2018	INR	6	0.50	0.15	0.67	0.02	-	0.03	0.00	0.00	0.00	-	100.00
89	Radiance Housing and Properties Private Limited	March 31, 2018	INR	6	0.50	0.13	0.65	0.02	-	0.06	0.00	0.00	0.00	-	100.00
90	Abhas Realcon Private Limited	March 31, 2018	INR	7	0.10	(0.01)	128.66	128.57	-	0.04	0.00	0.00	0.00	-	75.00
91	Adesh Realcon Private Limited	March 31, 2018	INR	7	0.10	(8.08)	183.32	191.30	-	0.05	0.00	0.00	0.00	-	75.00
92	Anveshan Builders Private Limited	March 31, 2018	INR	7	0.10	(0.01)	119.36	119.27	-	0.04	0.00	0.00	0.00	-	75.00
93	Navadip Developers Private Limited	March 31, 2018	INR	7	0.10	(0.02)	17.10	17.01	-	0.04	0.00	0.00	0.00	-	75.00
94	Marine Sands Limited #	March 31, 2018	1 AED = Rs. 17.74	8	1.77	-	1.77	(0.00)	-	35.02	(9.28)	-	(9.28)	-	100.00
95	Omaxe India Trade Centre Private Limited	March 31, 2018	INR	9	0.10	21.40	1,399.39	1,377.89	-	280.97	2.18	1.72	0.46	-	90.00
96	S N Realtors Private Limited	March 31, 2018	INR	10	0.50	32.36	631.89	599.02	-	20.64	2.94	0.54	2.40	-	100.00
97	Satvik Hitech Builders Private Limited	March 31, 2018	INR	11	1,400.00	(10.62)	1,389.42	0.03	-	-	(0.21)	-	(0.21)	-	100.00
98	Aanchal Infrabuild Private Limited	March 31, 2018	INR	12	0.10	(0.12)	0.21	0.23	-	0.03	0.00	-	0.00	-	-
99	Abhay Technobuild Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.00	-	0.02	0.00	0.00	0.00	-	-
100	Abhinan Buildtech Private Limited	March 31, 2018	INR	12	0.10	(0.09)	0.21	0.20	-	0.03	0.00	-	0.00	-	-
101	Absolute Infrastructure Private Limited	March 31, 2018	INR	12	0.10	0.02	0.12	0.00	-	0.02	0.00	-	0.00	-	-
102	Adil Developers Private Limited	March 31, 2018	INR	12	0.10	0.00	0.10	0.00	-	0.03	0.00	-	0.00	-	-
103	Advaita Properties Private Limited	March 31, 2018	INR	12	0.10	0.06	0.16	-	-	0.02	0.00	-	0.00	-	-
104	Advay Properties Private Limited	March 31, 2018	INR	12	0.10	0.11	0.22	0.01	-	0.02	0.00	-	0.00	-	-
105	Agasthya Properties Private Limited	March 31, 2018	INR	12	0.10	0.08	0.18	0.01	-	0.01	0.00	-	0.00	-	-
106	Alpesh Builders Private Limited	March 31, 2018	INR	12	0.10	0.11	0.21	0.01	-	0.01	0.00	-	0.00	-	-
107	Amber Infrabuild Private Limited	March 31, 2018	INR	12	0.10	0.01	0.12	0.01	-	0.03	0.00	-	0.00	-	-
108	Amit Jain Builders Private Limited	March 31, 2018	INR	12	0.10	0.11	0.64	0.43	-	0.01	0.00	0.00	0.00	-	-

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109	Amod Builders Private Limited	March 31, 2018	INR	12	0.10	0.04	0.15	0.01	-	0.01	0.00	-	0.00	-	-
110	Ananddeep Realtors Private Limited	March 31, 2018	INR	12	0.10	0.11	0.22	0.01	-	0.02	0.00	0.00	0.00	-	-
111	Anant Reacon Private Limited	March 31, 2018	INR	12	0.10	(0.00)	0.10	0.01	-	0.03	0.00	0.00	0.00	-	-
112	Aneesh Buildtech Private Limited	March 31, 2018	INR	12	0.20	(0.00)	0.20	0.01	0.12	0.03	0.00	0.00	0.00	-	-
113	Apoorna Infrabuild Private Limited	March 31, 2018	INR	12	0.10	0.02	0.13	0.01	-	0.03	0.00	-	0.00	-	-
114	Amanat Infrabuild Private Limited	March 31, 2018	INR	12	0.10	(0.34)	128.08	128.31	-	-	(0.15)	-	(0.15)	-	-
115	Aric Infrabuild Private Limited	March 31, 2018	INR	12	0.10	0.00	0.11	0.00	-	0.03	0.00	-	0.00	-	-
116	Ajitt Builders Private Limited	March 31, 2018	INR	12	0.10	(0.14)	80.15	80.19	-	0.00	(0.11)	-	(0.11)	-	-
117	Art Balcony Private Limited (formerly known as Ashram Builders Private Limited)	March 31, 2018	INR	12	0.10	0.09	0.19	0.00	-	0.02	0.00	0.00	0.00	-	-
118	Avindra Estate Developers Private Limited	March 31, 2018	INR	12	0.10	0.07	0.18	0.00	-	0.03	0.00	-	0.00	-	-
119	Awal Builders Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.01	-	0.03	0.00	-	0.00	-	-
120	Balesh Technobuild Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.10	0.01	-	0.02	0.00	-	0.00	-	-
121	Bali Buildtech Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.01	-	0.02	0.00	-	0.00	-	-
122	Bandhu Buildtech Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.11	0.03	-	0.02	0.00	-	0.00	-	-
123	Beautiful Landbase Private Limited	March 31, 2018	INR	12	0.10	0.15	2.70	2.45	-	0.01	(0.00)	0.00	(0.00)	-	-
124	Bhargav Builders Private Limited	March 31, 2018	INR	12	0.10	(0.11)	41.67	41.68	-	0.05	0.00	0.00	0.00	-	-
125	Bhawesh Buildcon Private Limited	March 31, 2018	INR	12	0.10	0.01	0.12	0.00	-	0.03	0.00	-	0.00	-	-
126	Chaitanya Realcon Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.01	-	0.03	0.00	(0.00)	0.00	-	-
127	Chetan Infrabuild Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.10	0.01	-	0.02	0.00	-	0.00	-	-
128	Chirag Buildhome Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.01	-	0.03	0.00	-	0.00	-	-
129	Cress Propbuild Private Limited	March 31, 2018	INR	12	0.10	(0.03)	18.14	18.06	-	0.02	0.00	0.00	0.00	-	-
130	Daksh Township Private Limited	March 31, 2018	INR	12	0.10	0.12	0.22	0.00	-	3.58	0.00	-	0.00	-	-
131	Deeji Developers Private Limited	March 31, 2018	INR	12	0.10	0.25	0.68	0.33	-	0.03	0.00	-	0.00	-	-
132	Deepaay Realtors Private Limited	March 31, 2018	INR	12	0.10	0.09	5.05	4.86	-	0.03	0.00	-	0.00	-	-
133	Deepal Township Private Limited	March 31, 2018	INR	12	0.10	(0.03)	0.07	0.01	-	0.03	0.00	-	0.00	-	-
134	Deeping Realtors Private Limited	March 31, 2018	INR	12	0.10	0.85	4.29	3.34	-	0.03	0.00	0.00	0.00	-	-
135	Desire Housing and Construction Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.10	0.01	-	0.02	0.00	-	0.00	-	-
136	Devgar Estate Developers Private Limited	March 31, 2018	INR	12	0.10	0.48	0.59	0.01	-	0.03	0.00	0.00	0.00	-	-
137	Distinctive Infrastructure And Construction Private Limited	March 31, 2018	INR	12	0.10	(0.06)	0.05	0.01	-	0.03	0.00	-	0.00	-	-
138	Dream Techno Build Private Limited	March 31, 2018	INR	12	0.10	(1.15)	0.11	1.16	-	0.02	0.00	-	0.00	-	-
139	Dream Towers Private Limited	March 31, 2018	INR	12	0.10	(0.03)	0.08	0.00	-	0.03	0.00	0.00	0.00	-	-
140	DVM Realtors Private Limited	March 31, 2018	INR	12	0.10	(0.63)	355.96	356.49	20.00	0.00	(0.23)	-	(0.23)	-	-
141	Excellent Apartments Private Limited	March 31, 2018	INR	12	0.10	(0.07)	9.51	9.48	-	0.01	0.00	-	0.00	-	-
142	Fast Track Buildcon Private Limited	March 31, 2018	INR	12	0.10	0.00	0.11	0.00	-	0.01	0.00	-	0.00	-	-
143	Fragrance Housing And Properties Private Limited	March 31, 2018	INR	12	0.10	(0.04)	0.06	0.00	-	0.02	0.00	-	0.00	-	-
144	Garmit Realtors Private Limited	March 31, 2018	INR	12	0.10	0.41	0.52	0.00	-	0.03	0.00	-	0.00	-	-

S. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Note No.	Share capital	Reserves & surplus	Total assets	Total Liabilities (Non Current and Current Liability)	Investments	Turnover (including other income)	Profit (loss) before taxation	Provision for taxation	Profit (loss) after taxation	Proposed Dividend	% of share-holding
145	Garg and Goel Estate Developers Private Limited	March 31, 2018	INR	12	0.10	0.11	0.22	0.00	-	0.03	0.00	0.00	0.00	-	-
146	Garg Realtors Private Limited	March 31, 2018	INR	12	0.10	0.48	0.56	0.00	-	6.00	0.23	0.06	0.17	-	-
147	Garvish Realtors Private Limited	March 31, 2018	INR	12	0.10	0.08	0.18	0.00	-	0.02	0.00	-	0.00	-	-
148	Gaurang Buildcon Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.00	-	0.03	0.00	-	0.00	-	-
149	Geet Buildhome Private Limited	March 31, 2018	INR	12	0.10	(0.24)	1.40	1.54	-	0.02	0.00	(0.00)	0.00	-	-
150	Ginsh Buildwell Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.10	0.00	-	0.02	0.00	-	0.00	-	-
151	Goel Isha Colonisers Private Limited	March 31, 2018	INR	12	0.10	(0.29)	7.68	7.87	-	0.03	0.00	0.02	(0.01)	-	-
152	Green Earth Promoters Private Limited	March 31, 2018	INR	12	0.10	0.20	0.31	0.00	-	0.03	0.00	-	0.00	-	-
153	Gurmeet Builders Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.00	-	0.02	0.00	-	0.00	-	-
154	Hina Technobuild Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.00	-	0.03	0.00	-	0.00	-	-
155	Indrasan Developers Private Limited	March 31, 2018	INR	12	0.10	0.00	0.11	0.01	-	0.02	0.00	-	0.00	-	-
156	Inesh Developers Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.00	-	0.00	0.00	-	0.00	-	-
157	Istuti Realcon Private Limited	March 31, 2018	INR	12	0.10	(0.02)	11.54	11.46	-	0.03	0.00	-	0.00	-	-
158	Jagat Buildtech Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.00	-	0.02	0.00	-	0.00	-	-
159	Jai Dev Colonisers Private Limited	March 31, 2018	INR	12	0.10	0.02	0.12	0.00	-	0.03	0.00	0.00	0.00	-	-
160	Jayant Buildhome Private Limited	March 31, 2018	INR	12	0.10	0.13	0.24	0.00	-	0.03	0.00	-	0.00	-	-
161	Jishnu Buildcon Private Limited	March 31, 2018	INR	12	0.10	0.03	0.14	0.00	-	0.03	0.00	0.00	0.00	-	-
162	Jitenjay Realtors Private Limited	March 31, 2018	INR	12	0.10	0.16	0.27	0.00	-	0.03	0.00	-	0.00	-	-
163	Jivish Colonisers Private Limited	March 31, 2018	INR	12	0.10	0.22	0.32	0.00	-	0.03	0.00	-	0.00	-	-
164	JSM Enterprises Private Limited	March 31, 2018	INR	12	0.10	0.17	0.27	0.00	-	0.03	0.00	-	0.00	-	-
165	Kalp Buildtech Private Limited	March 31, 2018	INR	12	0.10	0.00	190.19	190.09	-	0.00	(0.10)	-	(0.10)	-	-
166	Kanak Buildhome Private Limited	March 31, 2018	INR	12	0.10	(0.00)	0.10	0.00	-	0.03	0.00	-	0.00	-	-
167	Kartik Buildhome Private Limited	March 31, 2018	INR	12	0.10	0.07	0.18	0.00	-	0.03	0.00	-	0.00	-	-
168	KBM Constructions Private Limited	March 31, 2018	INR	12	0.10	0.03	0.14	0.00	-	0.02	0.00	-	0.00	-	-
169	Keshito Buildcon Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.08	0.00	-	0.01	0.00	-	0.00	-	-
170	Kishordeep Realtors Private Limited	March 31, 2018	INR	12	0.10	0.16	0.26	0.00	-	0.02	0.00	-	0.00	-	-
171	Krishan Kripa Buildcon Private Limited	March 31, 2018	INR	12	0.10	0.27	0.87	0.50	-	25.71	0.00	-	0.00	-	-
172	Laldeep Realtors Private Limited	March 31, 2018	INR	12	0.10	0.37	0.47	0.00	-	0.03	0.00	-	0.00	-	-
173	Lavanya Builders Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.10	0.00	-	0.04	0.00	-	0.00	-	-
174	Lifestyle Township Private Limited	March 31, 2018	INR	12	0.10	0.11	0.21	0.00	-	0.01	0.00	-	0.00	-	-
175	Lohith Developers Private Limited	March 31, 2018	INR	12	0.10	0.05	0.15	0.00	-	0.03	0.00	-	0.00	-	-
176	Luxury Township Private Limited	March 31, 2018	INR	12	0.10	0.07	0.18	0.00	-	0.03	0.00	-	0.00	-	-
177	M I J Infrastructure Private Limited	March 31, 2018	INR	12	0.10	(0.03)	0.07	0.00	-	0.02	0.00	-	0.00	-	-
178	Mangal Bhumi Properties Private Limited	March 31, 2018	INR	12	0.10	0.40	0.50	0.00	-	0.03	0.00	-	0.00	-	-
179	Manik Buildcon Private Limited	March 31, 2018	INR	12	0.10	(0.06)	382.88	382.83	-	-	(0.17)	(0.00)	(0.17)	-	-
180	Manikish Colonisers Private Limited	March 31, 2018	INR	12	0.10	0.05	0.15	0.00	-	0.03	0.00	0.00	0.00	-	-
181	Manwal Colonisers Private Limited	March 31, 2018	INR	12	0.10	0.47	0.57	0.00	-	0.03	0.00	-	0.00	-	-

S. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Note No.	Share capital	Reserves & surplus	Total assets	Total Liabilities (Non Current and Current Liability)	Investments	Turnover (including other income)	Profit/ (loss) before taxation	Provision for taxation	Profit/ (loss) after taxation	Proposed Dividend	% of shareholding
182	Meghmal Builders Private Limited	March 31, 2018	INR	12	0.20	(0.02)	0.19	0.01	0.13	0.03	0.00	-	0.00	-	-
183	Mihir Buildwell Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.10	0.00	-	0.03	0.00	-	0.00	-	-
184	Milestone Township Private Limited	March 31, 2018	INR	12	0.10	0.05	0.16	0.01	-	0.03	0.00	-	0.00	-	-
185	Motto Developers Private Limited	March 31, 2018	INR	12	0.10	0.66	10.65	9.90	-	6.38	0.00	0.00	0.00	-	-
186	Naku Technobuild Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.01	-	0.02	0.00	-	0.00	-	-
187	Naptune Technobuild Projects Private Limited	March 31, 2018	INR	12	0.10	0.08	0.19	0.00	-	0.03	0.00	0.00	0.00	-	-
188	Natraj Colonisers Private Limited	March 31, 2018	INR	12	0.10	(0.12)	13.49	13.50	-	0.01	0.00	-	0.00	-	-
189	Naveenraj Realtors Private Limited	March 31, 2018	INR	12	0.10	0.54	0.68	0.04	-	1.20	0.18	0.04	0.13	-	-
190	Neegar Developers Private Limited	March 31, 2018	INR	12	0.10	0.05	0.15	0.00	-	0.03	0.00	0.00	0.00	-	-
191	New Horizons Township Developers Private Limited	March 31, 2018	INR	12	0.10	0.37	0.48	0.01	-	0.02	0.00	-	0.00	-	-
192	Omaxe Realtors Limited	March 31, 2018	INR	12	0.50	(0.34)	42.75	42.58	-	-	-	-	-	-	-
193	P N Buildcon Private Limited	March 31, 2018	INR	12	0.10	(0.06)	0.04	0.02	-	0.03	0.00	0.00	0.00	-	-
194	Parjit Realtors Private Limited	March 31, 2018	INR	12	0.10	0.25	0.82	0.46	-	0.03	0.00	0.00	0.00	-	-
195	Prietal Developers Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.08	0.00	-	0.03	0.00	-	0.00	-	-
196	Preveen Buildcon Private Limited	March 31, 2018	INR	12	0.10	0.00	0.62	0.52	-	19.33	0.00	-	0.00	-	-
197	Preveen Mehta Builders Private Limited	March 31, 2018	INR	12	0.10	0.32	0.42	0.00	-	0.01	0.00	-	0.00	-	-
198	PSJ Developers Private Limited	March 31, 2018	INR	12	0.10	0.21	0.32	0.00	-	0.03	0.00	0.00	0.00	-	-
199	Puru Builders Private Limited	March 31, 2018	INR	12	0.10	(0.09)	0.07	0.00	-	0.02	0.00	-	0.00	-	-
200	Ramniya Estate Developers Private Limited	March 31, 2018	INR	12	0.10	0.03	0.13	0.01	-	0.02	0.00	0.00	0.00	-	-
201	Raveendeeep Colonisers Private Limited	March 31, 2018	INR	12	0.10	0.01	0.11	0.00	-	0.03	0.00	0.00	0.00	-	-
202	Rockyard Properties Private Limited	March 31, 2018	INR	12	0.10	(0.06)	0.05	0.00	-	-	0.00	-	0.00	-	-
203	Sandeep Landcon Private Limited	March 31, 2018	INR	12	0.10	0.24	0.37	0.03	-	6.96	0.00	-	0.00	-	-
204	Sandeep Township Private Limited	March 31, 2018	INR	12	0.10	0.24	0.35	0.00	-	0.02	0.00	-	0.00	-	-
205	Sangupt Developers Private Limited	March 31, 2018	INR	12	0.10	0.15	2.99	2.74	-	0.03	0.00	0.00	0.00	-	-
206	Sanjit Realtors Private Limited	March 31, 2018	INR	12	0.10	(0.04)	0.06	0.01	-	0.01	0.00	-	0.00	-	-
207	Sankalp Realtors Private Limited	March 31, 2018	INR	12	0.10	0.46	0.56	0.01	-	0.02	0.00	-	0.00	-	-
208	Sanya Realtors Private Limited	March 31, 2018	INR	12	0.10	0.15	0.25	0.01	-	0.02	0.00	-	0.00	-	-
209	Savim Realtors Private Limited	March 31, 2018	INR	12	0.10	0.03	0.14	0.01	-	0.03	0.00	-	0.00	-	-
210	Sentiment Properties Private Limited	March 31, 2018	INR	12	0.10	(0.03)	0.08	0.01	-	0.03	0.00	-	0.00	-	-
211	Shelini Buildwell Private Limited	March 31, 2018	INR	12	0.10	0.01	0.12	0.00	-	0.03	0.00	-	0.00	-	-
212	Shantniwas Developers Private Limited	March 31, 2018	INR	12	0.10	0.21	0.32	0.00	-	0.03	0.00	0.00	0.00	-	-
213	Sharadul Builders Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.00	-	0.01	0.00	0.00	0.00	-	-
214	Shashank Buildhome Private Limited	March 31, 2018	INR	12	0.10	(0.00)	0.10	0.00	-	0.02	0.00	0.00	0.00	-	-
215	Shikripa Buildhome Private Limited	March 31, 2018	INR	12	0.10	(0.03)	0.07	0.00	-	0.01	0.00	-	0.00	-	-
216	Shivshakti Reabuild Private Limited	March 31, 2018	INR	12	0.10	(0.04)	0.69	0.63	-	0.04	0.00	-	0.00	-	-
217	Shreyas Buildhome Private Limited	March 31, 2018	INR	12	0.10	0.01	0.12	0.01	-	0.03	0.00	-	0.00	-	-
218	Singdeep Estate Developers Private Limited	March 31, 2018	INR	12	0.10	0.21	2.15	1.84	-	0.03	0.00	0.00	0.00	-	-

S. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Note No.	Share capital	Reserves & surplus	Total assets	Total Liabilities (Non Current and Current Liability)	Investments	Turnover (including other income)	Profit/ (loss) before taxation	Provision for taxation	Profit/ (loss) after taxation	Proposed Dividend	% of share-holding
219	Smart Buildhome Private Limited	March 31, 2018	INR	12	0.10	0.02	0.12	0.00	-	0.01	0.00	-	0.00	-	-
220	Snehal Buildcon Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.09	0.01	-	0.03	0.00	-	0.00	-	-
221	SNU Builders Private Limited	March 31, 2018	INR	12	0.10	0.46	0.56	0.00	-	0.03	0.00	-	0.00	-	-
222	Source Developers Private Limited	March 31, 2018	INR	12	0.10	0.37	0.48	0.00	-	0.01	0.00	-	0.00	-	-
223	Spike Developers Private Limited	March 31, 2018	INR	12	0.10	0.06	0.16	0.00	-	0.03	0.00	0.00	0.00	-	-
224	Starx Projects Private Limited	March 31, 2018	INR	12	0.10	0.28	27.20	26.82	-	4.95	0.05	0.00	0.05	-	-
225	Stepping Stone Buildhome Private Limited	March 31, 2018	INR	12	0.10	0.12	4.72	4.50	-	0.03	0.00	0.00	0.00	-	-
226	Stronghold Properties Private Limited	March 31, 2018	INR	12	0.10	(0.03)	0.08	0.00	-	0.03	0.00	-	0.00	-	-
227	Subodh Buildwell Private Limited	March 31, 2018	INR	12	0.10	0.24	40.31	39.96	-	0.03	0.00	0.00	0.00	-	-
228	Sumedha Builders Private Limited	March 31, 2018	INR	12	0.10	0.19	0.49	0.20	-	0.03	0.00	-	0.00	-	-
229	Sunrise Township Private Limited	March 31, 2018	INR	12	0.10	0.07	0.18	0.00	-	0.02	0.00	-	0.00	-	-
230	Sunview Township Private Limited	March 31, 2018	INR	12	0.10	0.62	0.73	0.00	-	0.02	0.00	-	0.00	-	-
231	Swapn Sunder Township Developers Private Limited	March 31, 2018	INR	12	0.10	0.25	0.36	0.00	-	0.04	0.00	-	0.00	-	-
232	Swapnil Buildhome Private Limited	March 31, 2018	INR	12	0.10	0.00	0.11	0.00	-	0.02	0.00	0.00	0.00	-	-
233	Swarg Sukh Buildhome Private Limited	March 31, 2018	INR	12	0.10	0.12	1.24	1.02	-	0.01	0.00	-	0.00	-	-
234	Taru Buildcon Private Limited	March 31, 2018	INR	12	0.10	(0.00)	0.10	0.00	-	0.03	0.00	0.00	0.00	-	-
235	True Dreams Developers Private Limited	March 31, 2018	INR	12	0.10	0.08	0.18	0.00	-	0.03	0.00	-	0.00	-	-
236	True Estate Build Developers Private Limited	March 31, 2018	INR	12	0.10	0.45	0.56	0.00	-	14.49	0.00	-	0.00	-	-
237	True Gem Tech Developers Private Limited	March 31, 2018	INR	12	0.10	(0.06)	0.03	0.00	-	0.03	0.00	-	0.00	-	-
238	Tushar Landcon Private Limited	March 31, 2018	INR	12	0.10	(0.00)	0.10	0.00	-	0.03	0.00	0.00	0.00	-	-
239	Udal Properties Private Limited	March 31, 2018	INR	12	0.10	0.12	0.23	0.01	-	0.04	0.00	-	0.00	-	-
240	Umarang Buildcon Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.00	-	0.03	0.00	-	0.00	-	-
241	Vaibhav Technobuild Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.00	-	0.02	0.00	-	0.00	-	-
242	Vaman Buildhome Private Limited	March 31, 2018	INR	12	0.10	(0.01)	0.10	0.00	-	0.01	0.00	-	0.00	-	-
243	Veenish Realtors Private Limited	March 31, 2018	INR	12	0.10	0.14	0.24	0.00	-	2.00	0.00	0.00	0.00	-	-
244	VGSG Realtors Private Limited	March 31, 2018	INR	12	0.10	0.26	0.36	0.00	-	0.03	0.00	0.00	0.00	-	-
245	Vimsan Realtors Private Limited	March 31, 2018	INR	12	0.10	0.42	0.53	0.01	-	0.02	0.00	-	0.00	-	-
246	Vineera Colonisers Private Limited	March 31, 2018	INR	12	0.10	0.46	0.67	0.12	-	8.74	0.00	0.00	0.00	-	-
247	Omaxe Affordable Homes Private Limited	March 31, 2018	INR	12	0.10	(0.34)	0.05	0.29	-	0.02	0.00	-	0.00	-	-
248	Omaxe Hotels Limited	March 31, 2018	INR	12	0.50	(2.19)	0.14	1.83	-	0.03	0.00	-	0.00	-	-
249	Starshine Realtors Private Limited	March 31, 2018	INR	12	0.10	(0.04)	0.07	0.00	-	0.03	0.00	-	0.00	-	-
250	Darsh Buildtech Private Limited	March 31, 2018	INR	12	0.10	(0.02)	0.09	0.01	-	0.03	0.00	-	0.00	-	-
251	Mangla Vilas Private Limited	March 31, 2018	INR	12	0.10	(0.05)	9.06	9.01	-	0.03	0.00	-	0.00	-	-
252	Rocky Valley Resorts Private Limited	March 31, 2018	INR	12	0.10	0.03	0.14	0.00	-	0.04	0.00	-	0.00	-	-

Note no.

- 1 Subsidiaries of Omaxe Limited
 - 2 Subsidiaries of Omaxe Buildhome Limited
 - 3 Subsidiaries of Omaxe Chandigarh Extension Developers Private Limited
 - 4 Subsidiaries of Garv Buildtech Private Limited
 - 5 Subsidiaries of Pancham Realcon Private Limited
 - 6 Subsidiaries of Bhanu Infrabuild Private Limited
 - 7 Subsidiaries of Robust Buildwell Private Limited
 - 8 Subsidiaries of Rohtas Holdings (Gulf) Limited
 - 9 Subsidiaries of Pam Developers (India) Private Limited
 - 10 Subsidiaries of Navratan Tech Build Private Limited
 - 11 Subsidiaries of Omaxe Forest SPA and Hills Developers Limited
 - 12 Other Entities under significant control of Omaxe Limited
- # Foreign Subsidiaries registered in Dubai.

Part B**Statement containing salient features of the financial statement of associate company**

S. No.	Name of associate	Latest audited balance sheet date	Share of associate held by the company on the year end		Description of how there is significant influence	Reason why the associates is not consolidated	Net worth attributable to shareholding as per latest audited balance sheet		Profit/(loss) for the year	
			Number	Amount of investment			Extent of holding %	Considered for consolidation	Not considered for consolidation	Considered for consolidation
1	Parkash Omaxe Amusement Park Private Limited	March 31, 2018	5,000	50,000.00	50.00	Holding more than 20% of voting power	NA	0.04	0.00	NA
2	Capital Redevelopment Private Limited	March 31, 2018	2,400	24,000.00	24.00	Holding more than 20% of voting power	NA	(0.39)	(0.03)	NA

For and on behalf of board of directors

For and on behalf of
B S D & Co.
 Chartered Accountants
 (ICAI Firm Reg. No. 000312S)

Sd/-
Prakash Chand Surana
 Partner
 M. No. 010276

Sd/-
Rohitas Goel
 DIN:00003735
 Chairman and Managing
 Director

Sd/-
Sudhangshu S Biswal
 DIN: 07580667
 Executive Director

Sd/-
Mohit Goel
 Chief Executive Officer

Place: New Delhi
 Date: 23rd May, 2018

Sd/-
Shubha Singh
 Company Secretary

Sd/-
Vimal Gupta
 Chief Financial Officer



Omaxe Limited

(CIN: L74899HR1989PLC051918)

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

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

PROXY FORM - MGT - 11

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

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

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

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at 29th Annual General Meeting of the company, to be held on Thursday, the 23rd day of August, 2018 at 11.30 a.m. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-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 (including consolidated financial statements) and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2018		
2	Declaration of Dividend on Preference Shares		
3	Declaration of Dividend on Equity Shares only to Public Shareholders		
4	Reappointment of Mr. Jai Bhagwan Goel who retires by rotation		
5	Ratification of remuneration of M/s S.K. Bhatt & Associates, Cost Accountants as Cost Auditor of the Company for the FY 2018-19		
6	Issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-Convertible Debentures and such other securities		
7	Private Placement of Secured / Unsecured / Redeemable / Non-Redeemable / Convertible / Non-Convertible / Listed / Unlisted Debenture and/or other Debt Securities		
8	Conversion of loan(s) into equity on occurrence of event of default, pursuant to Section 62(3) of the Companies Act, 2013		
9	Payment of Commission to Non-Executive Directors		
10	Re-appointment of Mr. Rohtas Goel as Managing Director		

Dated: _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holder(s)



- Note:**
1. The Proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
 2. 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.
 3. 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.
 4. A proxy need not be a member.
 5. 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.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rohtas Goel

Chairman and Managing Director

Mr. Jai Bhagwan Goel

Whole Time Director

Mr. Sudhangshu S. Biswal

Whole Time Director

Mr. Sudip Bandyopadhyay

Director (Independent)

Ms. Shruti Dvivedi Sodhi*

Woman Director (Independent)

Mr. Srinivas Kanakagiri**

Director (Independent)

Ms. Seema Prasad Avasarala***

Woman Director (Non-Independent)

CHIEF EXECUTIVE OFFICER

Mr. Mohit Goel[^]

CHIEF OPERATING OFFICER

Ms. Vijayalaxmi

CHIEF FINANCIAL OFFICER

Mr. Vimal Gupta

COMPANY SECRETARY

Ms. Shubha Singh

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Sudip Bandyopadhyay, Chairman

Mr. Rohtas Goel

Mr. Srinivas Kanakagiri

Ms. Shruti Dvivedi Sodhi

NOMINATION AND REMUNERATION COMMITTEE

Mr. Sudip Bandyopadhyay, Chairman

Mr. Rohtas Goel

Ms. Shruti Dvivedi Sodhi

Ms. Seema Prasad Avasarala

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ms. Shruti Dvivedi Sodhi, Chairperson

Mr. Rohtas Goel

Mr. Sudip Bandyopadhyay

FINANCE, LEGAL AND ADMINISTRATIVE COMMITTEE

Mr. Rohtas Goel, Chairman

Mr. Sudhangshu S. Biswal

Ms. Seema Prasad Avasarala

Mr. Mohit Goel

Ms. Vijayalaxmi

SHARE/DEBENTURE TRANSFER COMMITTEE

Mr. Rohtas Goel, Chairman

Mr. Srinivas Kanakagiri

Mr. Vimal Gupta

AUDITORS

M/s BSD & Co.

Chartered Accountants

810, 8th floor, Antriksh Bhawan,

22, Kasturba Gandhi Marg,

New Delhi-110001

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited

44, Community Centre, 2nd Floor,

Naraina Industrial Area, Phase-I,

Near PVR, Naraina, New Delhi-110028

BANKS/FINANCIAL INSTITUTIONS

State Bank of India

Punjab National Bank

IDBI Bank Limited

Catholic Syrian Bank

Vijaya Bank

Indian Bank

Allahabad Bank

Syndicate Bank

IFCI Limited

STCI Finance Limited

SICOM Limited

PNB Housing Finance Limited

SREI Infrastructure Finance Limited

IndusInd Bank

ECL Finance Limited

REGISTERED OFFICE

Shop No. 19-B, First Floor,

Omaxe Celebration Mall, Sohna Road,

Gurugram-122001, Haryana

CORPORATE OFFICE

Omaxe House

7, Local Shopping Centre,

Kalkaji, New Delhi-110019

*appointed w.e.f. May 29, 2017 **appointed w.e.f. July 29, 2017 ***appointed w.e.f. September 27, 2017

[^] appointed w.e.f. February 12, 2018

Note: Ms. Padamja Ruparel resigned w.e.f. May 29, 2017, Lt. Gen. (Retd.) Bhopinder Singh resigned w.e.f. July 12, 2017, Mr. Sunil Goel ceased w.e.f. September 27, 2017 & Dr. Prem Singh Rana resigned w.e.f. October 23, 2017.



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