

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.

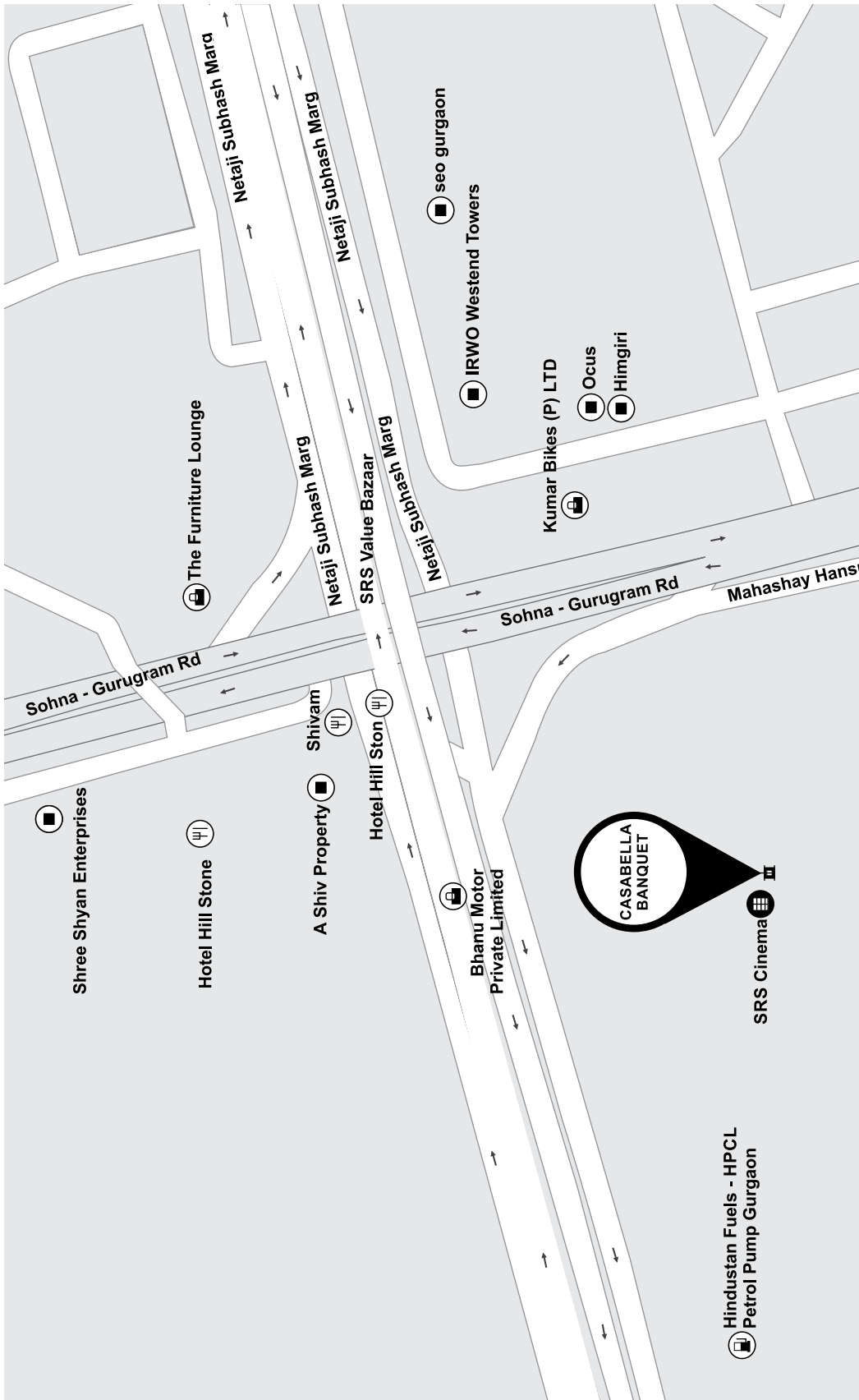
For and on behalf of the Board
For **Omaxe Limited**

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)

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)

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.