

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the Members of Omaxe Limited will be held on Thursday, the 24th day of December, 2020 at 12:00 Noon through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone Financial Statements and the audited consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2020 together with the report of the Board of Directors and report of the Auditors thereon.
2. To declare dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2019-20.
3. To appoint Mr. Mohit Goel (DIN: 02451363), who retires by rotation at this Annual General Meeting and has expressed his willingness to be re-appointed as Director under the designation of CEO & Whole Time Director.

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Nishal Jain (DIN: 06934656), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 04, 2019 in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Director (Independent & Non-Executive) of the Company to hold office for a term of five consecutive years with effect from November 04 ,2019 to November 03,2024.”

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

Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Shridhar Rao (DIN: 08600252), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 04, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Director (Independent & Non-Executive) of the Company to hold office for a term of five consecutive years with effect from November 04,2019 to November 03, 2024.”

6. To consider ratification of remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors of the Company for Financial Year ending on March 31, 2021 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, 2021, 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 any of the Executive 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.”

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, including amendment & statutory modification thereof 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 the 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 Crores or its equivalent in any other currency.

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 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 SEBI (LODR) Regulations, 2015 and the listing agreements entered into with the stock exchanges and in accordance with the SEBI (ICDR) Regulations, SEBI (Issue and Listing of Debt Securities) Regulations, 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 (“GoI”), 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) and consent of the Members of the Company to the Board of Directors (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 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-organization 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 authorized 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 resolutions, 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 authorized 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."

By order of the Board
Omaxe Limited

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

Date: 12.11.2020
Place: New Delhi

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

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, safety and social distancing norms to be followed and the continuing restrictions on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 31st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. Since, the Company will be conducting the 31st AGM through VC/OAVM Facility hence, the Registered Office of the Company shall be deemed as Venue of the Meeting.
 2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 4 to 8 is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) & Secretarial Standard-2 of the person seeking Re-appointment as Director are also annexed.
 3. Corporate Members intending to appoint 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. Mohit Goel, CEO & Whole Time Director is liable to retire by rotation from the position of Director at the ensuing Annual General Meeting. He has expressed his willingness to be re-appointed as Whole Time Director under the designation of CEO & Whole Time Director. It has been proposed to re-appoint Mr. Mohit Goel as Whole Time Director under the designation of CEO & Whole Time Director. The relevant details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards 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.
 5. The Company has appointed M/s. Link Intime India Private Limited, Registrars and Transfer Agent (‘RTA’) of the Company, to provide VC/OVAM facility for the AGM of the Company
 6. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Member has been dispensed with. Accordingly, the facility for appointment of Proxies by Members will not be available for this AGM. Hence, Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.
- Members may note that the Notice of 31st AGM and Annual Report for Financial Year 2019-20 will also be available on the website of the Company at www.omax.com, on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
7. Members may join the 31st AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:45 a.m. IST i.e. 15 minutes before the time scheduled to start the 31st AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 31st AGM.
 8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
 10. Instructions and other information relating to remote e-voting, participation in the AGM through VC/OAVM and

- e-voting during the AGM are integral part of this Notice. The Company will also send communication which *inter alia* would contain details about User ID and Password along with a copy of this Notice to the members, separately.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection by Members in electronic mode during the AGM. Members who wish to seek inspection, may send their request through an email at **secretarial_1@omaxe.com** up to the date of AGM.
 12. The documents, if any, referred to in the Notice and Explanatory Statement, shall be available for inspection through electronic mode, upon the request being sent on **secretarial_1@omaxe.com** up to the date of AGM.
 13. Members holding shares in Electronic (DEMAT) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the RTA i.e. Link Intime India Private Limited or the Secretarial Department of the Company.
 14. In compliance with the provisions of MCA vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.
 15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
 16. The Company has fixed Friday, December 18, 2020 as Record Date/Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from 9.00 a.m. (IST) on Monday, December 21, 2020 up to 5.00 p.m. (IST) on Wednesday, December 23, 2020 (both days inclusive).
 17. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
- 18. 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, the amount of dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits etc., if any, and which has remained unclaimed/unpaid for a period of seven years, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority.
- 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 1251 Equity Shares as at 31st March, 2020 issued pursuant to the bonus issue in the Financial Year 2013-14, 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.
- In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website

www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

NOTE: In compliance with the various requirements set out in the Rules, the Company has communicated to the concerned shareholders individually. This communication is addressed to those shareholders, whose dividend(s) remain unclaimed and whose share(s) are liable to be transferred to IEPF. The details of such shareholders along with the Folio Number/ DP ID & Client ID, shares and dividend liable to be transferred to IEPF are uploaded on the Company's website at www.omaxe.com. To claim above unpaid dividend or in case you need any information/clarification, please write to or contact our RTA M/s. Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel No.: 011-41410592, e-mail: iepf.shares@linkintime.co.in along with required details in all your communications i.e. 1. Name of the Company; 2. Folio No. or DP and Client ID; 3. Name of shareholder; 4. Contact No.; 5. Email ID. Also provide self-attested KYC documents of the shareholder like PAN, cancelled cheque leaf along with latest utility bill as address proof.

19. Members who have not en-cashed 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, 2017-18 and 2018-19 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.
20. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 19, 2020 to Thursday, December 24, 2020 (both days inclusive).
21. The dividend on 0.1% Non-Cumulative, Redeemable Non-Convertible Preference Shares, if declared at the meeting will be paid on or before Friday, January 22, 2021.
22. 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 Registrar & Share Transfer Agent of the Company.
23. 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.
24. 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.
25. 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.
26. 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.

27. 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).

28. The Board of Directors has appointed M/s A.K. Nandwani & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

29 PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET (FACILITY PROVIDED BY LINKIN TIME INDIA PRIVATE LIMITED):

1. Open the internet browser (Chrome/Internet Explorer) and launch the URL: <https://instameet.linkintime.co.in>

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- Click “**Go to Meeting**” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (Annexure 1) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMEET Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

30. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the investors@omaxe.com created for the general meeting.

Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

Other shareholder may ask questions to the panelist, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

31. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option

“Favour/ Against” for voting.

4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

32. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Enter your User ID
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - D. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - E. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
 - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- Set the password of your choice (The password

should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter **User ID**, select **Mode** and Enter Image Verification

(CAPTCHA) Code and Click on ‘**Submit**’.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

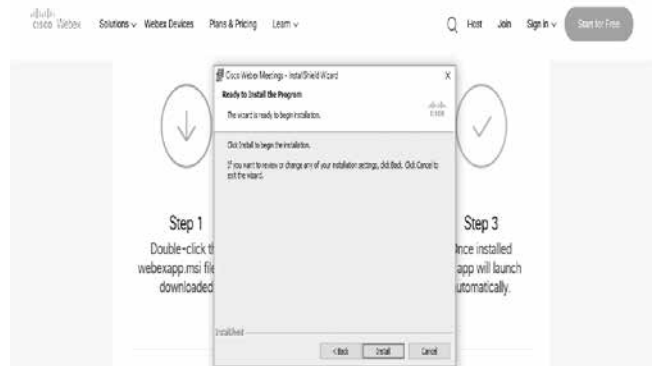
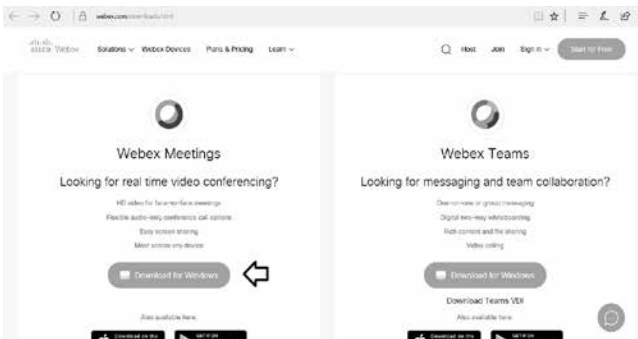
In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Annexure-1

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



or

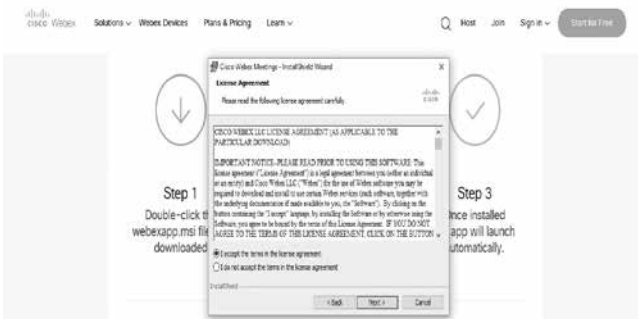
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
(A) 1	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
(B) 1	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Event Information:



Event status:
Date and time:

Duration:
Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service and Privacy Statement](#)

Join Event Now

You cannot join the event now because it has not started.

First name:

Last name:

Email address:

Event password:

Join by browser **NEW**

If you are the host, start your event

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

ITEM NO. 4

APPOINTMENT OF MS. NISHAL JAIN (DIN: 06934656) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT)

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Ms. Nishal Jain (DIN: 06934656) was appointed as Additional Director in the capacity of Non-executive & Independent Director of the Company w.e.f. November 04, 2019 subject to the approval of Members of the Company. Accordingly, Ms. Nishal Jain shall hold office upto the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from her signifying her candidature as an Independent Director of the Company.

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

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

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

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

Except Ms. Nishal Jain, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at item No. 4.

The Board recommends the Resolution as set out in Item No. 4 for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 5

APPOINTMENT OF MR. SHRIDHAR RAO (DIN: 08600252) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT)

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Shridhar Rao (DIN: 08600252), was appointed as Additional Director in the capacity of Non-executive & Independent Director of the Company w.e.f. November 04, 2019 subject to the approval of Members of the Company. Accordingly, Mr. Shridhar Rao shall hold office upto the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from him signifying his candidature as an Independent Director of the Company.

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

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

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

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

Except Mr. Shridhar Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

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

ITEM NO. 6

RATIFICATION OF REMUNERATION OF M/S S.K.

BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2020-21

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 2020-21 at a remuneration of Rs.1,75,000 (Rupees One Lakh 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 2020-21.

The Board recommends the Resolution as set out at item No.6 for approval of Members to be passed as an Ordinary Resolution.

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. 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. Hence, the said resolution shall be an enabling resolution.

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 Resolution as set out at item No.7 for approval of Members to be passed as Special Resolution.

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

ITEM NO. 8

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, nonresident 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. Hence, the said resolution shall be an enabling resolution.

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 Resolution as set out at item No.8 for approval of Members to be passed as Special Resolution.

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.

By order of the Board

For **Omaxe Limited**

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

Date: 12.11.2020

Place: New Delhi

REGISTERED OFFICE:

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

Annexure-A

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT/CHANGE IN DESIGNATION AT THE 31ST ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Name of Director	Ms. Nishal Jain	Mr. Sridhar Rao	Mr. Mohit Goel
Director Identification Number (DIN)	06934656	08600252	02451363
Date of First/Original Appointment	4 th November, 2019	4 th November, 2019	26 th September, 2019
Date of Birth	6 th September, 1984	19 th March, 1976	16 th June, 1989
Brief Profile	She possesses 12 years of rich experience in Recruitment, Manpower Planning, Compensation Planning, Appraisals, Employee Engagement & related HR activities. Recently appointed as Independent Director with Kamdhenu Ispat Limited the largest manufacturer of International quality Steel Bars in India is the first company to get the prestigious ISO 9001:2000 certifications.	Mr. Rao has over 15 years of experience in the field of architecture. During his tenure at Gehry Partners, he has worked on many noteworthy projects. Prior to this he has also worked on many commercial projects such as Al Babbain Tower, Kuwait, The sail Residency, Singapore, Vatika Town Square in Manesar, India. Mr. Rao is visiting faculty of Sushant School of Art and Architecture, Gurugram, India.	He is CEO of Omaxe Limited and has 9 years of rich experience in Real Estate Sector in the areas of strategic & tactical planning, profit center operations, marketing strategy And project management. During his tenure as the Head of Youth CREDAI (North Zone) — an illustrious body of real estate developers, from April, 2013 to March, 2015, Mr. Mohit Goel was credited with galvanizing the institution and infusing new energy in the institution through regular meetings, discussions, events etc.
Qualifications	PGDM - Human Resource Management B.B.A- Marketing	M.S.A.A.D, Columbia University M.Arch, M.S. University, Baroda, India	Commerce Graduate, Executive Program from IIM, Bangalore and Summer School at London School of Economics.
Listed entities in which the person also holds the Directorship and Membership/Chairmanship of the Committees thereof as on March 31, 2020	1.Omaxe Limited 2.Kamdhenu Limited	1.Omaxe Limited	1.Omaxe Limited
Directorship held in other companies/LLP as on March 31, 2020	H and N Styles LLP	Nil	1. Radhika Buildwell Private Limited 2. Ramneesh Builders Private Limited 3. Omaxe Global Trading Cooperation Private Limited 4. LB Circle India Private Limited
Committee position held in other companies as on March 31, 2020	Audit Committee	Nil	Nil

Name of Director	Ms. Nishal Jain	Mr. Sridhar Rao	Mr. Mohit Goel
Committee position held in Omaxe Limited as on March 31, 2020		Nil	Finance, Legal & Administrative Committee
Shareholding in Omaxe Limited	N.A	N.A	N.A
Relationship with other Directors, Managers and other KMP 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	Mr. Rohtas Goel, Chairman & Managing Director is father of Mr. Mohit Goel, CEO & Whole Time Director of the Company
Terms and Conditions of Appointment/ Re-appointment	N.A	N.A	As per original appointment letter
Details of Remuneration sought to be paid	N.A	N.A	N.A
Last Remuneration drawn	Sitting fee of Rs.40,000/- each per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission upto Rs.5,00,000 p.a.	Sitting fee of Rs.40,000/- each per Board & Audit Committee Meeting and Rs.25,000/- for other Committee Meeting(s) thereof including conveyance charges and Commission upto Rs.5,00,000 p.a.	22 Lacs (from 26 th September, 2019 to 31 st March, 2020) Mr. Mohit Goel was CEO prior to his appointment as Whole Time Director under the designation of CEO & Whole Time Director
Number of Board Meetings of Omaxe Limited attended/ held during Financial Year 2019-20	2	2	2

* The Directorship/Committee membership is based on the disclosures received from the Directors and excludes foreign Companies. Further, chairmanship/ membership of only Audit and Investor Grievances Cum Stakeholder Relationship Committees are indicated.