

OL/SE/440/Sep 2022-23

September 28, 2022

The Secretary <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Limited Dalal Street, Mumbai 400001	The Secretary <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai 400051
Security Code: 532880	Symbol: OMAXE

**Subject: Proceedings of the 33<sup>rd</sup> Annual General Meeting of Omaxe Limited held on September 28, 2022 pursuant to Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company held on Wednesday, September 28, 2022 at 12:00 Noon (IST) through Audio-Video Conferencing in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

You are requested to take the same on record.

Thanking You

For Omaxe Limited

For OMAXE LIMITED

  
Company Secretary

Navin Jain  
Company Secretary

Encl: a/a

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

**OMAXE LIMITED**

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### **Proceedings of the 33<sup>rd</sup> Annual General Meeting (AGM) of Omaxe limited**

The 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, September 28, 2022 at 12:00 Noon through video conference (VC) in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 ("SEBI Circulars"), and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Navin Jain, Company Secretary, welcomed Members and others present at the 33<sup>rd</sup> Annual General Meeting of the Company through VC and briefed them on certain points relating to the participation at the Meeting through VC.

The Company had engaged M/s Link Intime India Pvt. Ltd. to provide remote e-voting and e-voting facility for this AGM. The remote e-voting was commenced at 9:00 a.m. on September 25, 2022 and ended at 5:00 p.m. on September 27, 2022. The Company Secretary also informed that facility for voting through e-voting system was made available during the Meeting for Members who have not voted through remote e-voting. The Company has appointed M/s A.K. Nandwani & Associates, Company Secretaries to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner. The documents that are required to be kept open at the AGM for inspection were open for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

The Company Secretary introduced the Board of Directors & representatives of Auditors, who has joined through Audio Video Conferencing from their respective locations.

Mr. Rohtas Goel, Chairman & Whole Time Director of the Company occupied the Chair as Chairperson of this AGM and welcomed all the participants to the 33<sup>rd</sup> AGM of the Company. The Chairperson after ascertaining the presence of requisite quorum, called the meeting to order and commenced the proceedings of the meeting.

With the permission of the Members present, the notice convening the 33<sup>rd</sup> Annual General Meeting together with the statement prepared in terms of Section 102 of the Companies Act, 2013 attached to the said notice, the Audited Financial Statements for the financial year ended March 31, 2022, Auditors' Report thereon, the Board's Report along with the

annexure thereto, was taken as read. Since, there were no qualifications in the Audit Report, it was not required to be read.

Thereafter the Chairman's speech was delivered, including Company's performance, financial highlights, future aspects, accomplishments to the Members present at the AGM.

Further, the following items of business, as per the Notice of 33<sup>rd</sup> AGM dated August 10, 2022 were transacted at the meeting:

**ORDINARY BUSINESS:-**

1. Adoption of the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2022 together with the report of the Board of Directors and report of the Auditors thereon.
2. Appointment of Director in place of Mr. Vinit Goyal (DIN: 03575020), who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of M/s BSD & Co., Chartered Accountants as Statutory Auditors for the second term of five years and to fix their remuneration.

**SPECIAL BUSINESS:-**

4. Change in designation of Mr. Rohtas Goel from Chairman & Managing Director to Chairman & Whole Time Director of the Company.
5. Change in designation of Mr. Mohit Goel from CEO & Whole Time Director to Managing Director of the Company.
6. Re-appointment of Mr. Rohtas Goel as Whole Time Director under the designation of Chairman & Whole Time Director for a period of 5 years with effect from 01.04.2023.
7. Alteration of Articles of Association of the Company.
8. Approval of Material Related Party Transactions entered/to be entered into with M/s Omaxe World Street Private Limited and M/s Omaxe India Trade Centre Private Limited.
9. Waiver of right to recover excess remuneration paid to Mr. Rohtas Goel during FY 2021-22.
10. Remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants as Cost Auditors for Financial Year 2022-23.

Thereafter, the speaker shareholders, who had registered themselves prior to the AGM were invited to express their views and ask questions, if any.

The queries/questions raised by the members were suitably replied by Company Secretary and Director - Finance of the Company.

The Company Secretary informed that e-voting results along with the scrutinizer's report shall be made available on the website of the Stock Exchanges ie. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and will also be placed on the website of the Company i.e. [www.omaxe.com](http://www.omaxe.com) in accordance with the provisions of Companies Act, 2013 & Listing Regulations.

The meeting was concluded at 2:10 P.M. after the e-voting by the Members.

All the items/resolutions mentioned in the Notice of 33<sup>rd</sup> Annual General Meeting were passed with requisite majority.

You are requested to take the above on record.

**For Omaxe Limited**

**For OMAXE LIMITED**

  
**Navin Jain**  
**Company Secretary**  
**Company Secretary**