

Date: 06.05.2022

To,

**Listing Department
BSE Limited
P. J. Tower, Dalal Street,
Mumbai 400001**

**Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) Mumbai-400051**

**Subject: Disclosure of reason for Encumbrance of shares in terms of SEBI Circular
No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019**

Dear Sir/Madam,

This is to inform you that in terms of Circular No.: SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019 issued by Securities and Exchange Board of India, please find enclosed herewith the disclosure of reasons for creating encumbrance (Non-Disposal Undertaking) on shares of Omaxe Limited held by Rohtas Goel HUF being member of Promoter Group of Omaxe Limited.

Kindly acknowledge the receipt of the same.

Thanking You.

**For and on behalf of
Rohtas Goel HUF**


**Rohtas Goel
Karta- Rohtas Goel HUF**

Encl. a/a

Copy to:

Omaxe Limited
Shop No. FF, 19B, Omaxe Celebration Mall,
Sohna Road Gurgaon Gurgaon HR 122001 IN

Omaxe Limited
7 Local Shopping Centre, Kalkaji, New Delhi-
110019 IN

Annexure – II	
Format for disclosure of reasons for encumbrance	
(In addition to Annexure – I prescribed by way of circular dated August 05, 2015)	
Name of listed company	Omaxe Limited
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	1. Rohtas Goel HUF 2. M/s Guild Builders Private Limited 3. M/s Dream Home Developers Pvt. Ltd. 4. Mr. Rohtas Goel
Total promoter shareholding in the listed company	No. of shares : 13,56,06,918 % of total share capital – 74.14%
Encumbered shares as a % of promoter shareholding	62.45% (Including other Promoter/Promoter Group)
Whether encumbered share is 50% or more of promoter shareholding	Yes (Including other Promoter/Promoter Group)
Whether encumbered share is 20% or more of total share capital	Yes (Including other Promoter/Promoter Group)

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of Creation of encumbrance: 06.05.2022)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Non-Disposal Undertaking in favor of Vistra ITCL (India) Limited
No. and % of shares encumbered		No. of shares: 13,500 % of total share capital: 0.01
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Lender: Credit Solutions India Trust Debenture Trustee: Vistra ITCL (India) Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Category II Alternative Investment Fund registered with SEBI
	Names of all other entities in the agreement	Omaxe Limited and its promoters/group entities i.e. 1. Guild Builders Private Limited 2. Dream Home Developers Private Ltd. 3. Rohtas Goel HUF Other entities (if any) – Not Applicable
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Yes. Issue of debentures by Omaxe Heritage Pvt. Ltd. (Wholly Owned Subsidiary of Omaxe Limited). The details of debentures is indicated below: - Kind of Debentures: (i) 224 (two hundred and twenty four) fully secured, having first charge over all the security, unlisted, guaranteed, redeemable, rupee denominated, transferable and interest bearing non-convertible cumulative Series A debentures; and (ii) 216 (two hundred and sixteen) fully secured, being junior and subordinate to Series A debentures and having second charge over all the security, unlisted, guaranteed, redeemable, rupee denominated, transferable and interest bearing non-convertible cumulative Series B debentures. - The Series A Debentures and Series B Debentures are being offered at par i.e. at a Face Value of Rs.1,00,00,000/- each on the basis of current market conditions in the real estate industry. - Terms: Series A: 224 (two hundred and twenty four) fully secured, having first charge over all the security, unlisted, guaranteed, redeemable, rupee denominated, transferable and interest bearing non-convertible cumulative Series A debenture. Series B: 216 (two hundred and sixteen) fully secured, being junior and subordinate to Series A debentures and having second charge over all the security, unlisted, guaranteed, redeemable, rupee denominated, transferable and interest bearing non-convertible cumulative Series B debentures. Tenor:27 months from the date of first disbursement.
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) * Ratio of A / B	Not Applicable 440 Cr. Not Applicable
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	(A) Not Applicable (B) The funds has been borrowed by Omaxe Heritage Pvt. Ltd. (Wholly Owned Subsidiary of Omaxe Limited) for working capital requirements. Repayment Schedule: Repayable within 27 months.