

DREAM HOME DEVELOPERS PRIVATE LIMITED

Regd. Off: FF-19B, Omaxe Celebration Mall, Gurgaon-122001

CIN: U45201HR2003PTC049834

Email id: secretarial_1@omaxe.com; Contact No. : 011-41893100

Date: 09.05.2022

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 M/s Dream Home Developers Private Limited, being Promoter of the Company.

Kindly acknowledge the receipt of the same.

Thanking You.

For & on behalf of
Dream Home Developers Pvt. Ltd.

For Dream Home Developers Pvt. Ltd.



Director/Auth Signatory

Vinit Goyal
Director

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. M/s Dream Home Developers Pvt. Ltd. 2. M/s Guild Builders Private Limited 3. Mr. Rohtas Goel 4. Rohtas Goel HUF
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	61.47% (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: 04.05.2022)	Encumbrance 2 (Date of Creation of encumbrance: 07.05.2022)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge	Non Disposable Undertaking
No. and % of shares encumbered	No. of shares: 57,20,000 % of total share capital: 3.13	No. of shares: 31,75,117 % of total share capital: 1.74
Name of the entity in whose favour shares encumbered (X)	Venus India Asset-Finance Pvt. Ltd.	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	YES	No. 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. Omaxe Buildwell Limited Other entities (if any) – Not Applicable	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

[For Dream Home Developers Pvt. Ltd.]



Director/Auth Signatory



Specific details about the encumbrance	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	NO	<p>Yes. Name of Issuer: Omaxe Heritage Pvt. Ltd. (Wholly Owned Subsidiary of Omaxe Limited) Details of Debt Instruments: 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.</p> <p>- 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.</p> <p>Tenor:27 months from the date of first disbursement.</p> <p>Whether debt instruments listed on Stock Exchange: No</p> <p>ISIN: Series A: INE0LA607018 and Series B: INE0LA607026</p>
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 57.20 Cr.	Rs. 30,06,83,580
	Amount involved (against which shares have been encumbered) (B) *	Rs. 25.00 Cr	Rs. 440,00,00,000
	Ratio of A / B	2.29	0.07
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	<p>(A) No</p> <p>(B) Yes</p> <p>The Company has borrowed the funds for working capital purpose.</p> <p>Repayment Schedule: 21 Equal monthly instalment starting from 31st August 2022 to 30th April 2023.</p> <p>Cross collateralization of equity shares of Omaxe Limited pledged by Guild Builders Private Limited for existing loan availed by Venus India Assest Finance Limited</p>	<p>(A) No</p> <p>(B) Yes</p> <p>The funds has been borrowed by Omaxe Heritage Pvt. Ltd. (Wholly Owned Subsidiary of Omaxe Limited) for working capital requirements.</p> <p>Repayment Schedule: Repayable within 27 months.</p>

For Dream Home Development Pvt. Ltd.


Director/Auth Signatory