

Notice

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Omaxe Limited will be held on Tuesday, the 29th day of September, 2015 at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana at 11.00 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, 2015, the reports of the Board of Director's and Auditors' thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.
2. To declare Dividend on 0.1% Non-Cumulative, Redeemable Non- Convertible Preference Shares for the financial year 2014-15.
3. To declare Dividend on Equity Shares for the financial year 2014-15.
4. To appoint a Director in place of Mr. Sunil Goel (DIN 00003743), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Auditors of the Company and to fix their remuneration and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and based on the recommendations of the Audit Committee, the Board of Directors be and hereby recommends the ratification of the appointment of M/s Doogar & Associates, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2015-16 at the remuneration fixed by the Board of Directors/Audit Committee of the Company.”

SPECIAL BUSINESS

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

“RESOLVED THAT subject to the Section 149, 152, and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (hereinafter referred as 'Act'), consent of the members be and is hereby accorded for the appointment of Ms. Padmaja Ruparel (DIN 01383513), who has submitted a declaration under Section 149(7) of the Act, as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from March 31, 2015 up to March 30, 2020.

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

“RESOLVED THAT subject to the Section 148 and applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditor) 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, Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 be paid a remuneration as set out in the Statement Annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as **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 and 2014 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 in existence or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) or issue(s) to subscribe to Secured/Unsecured/Redeemable Non-Convertible/listed/unlisted and/or otherwise/Debentures/Bonds or such other Debt Securities by whatever name called including but not limited to subordinate Debentures, Bonds, and/or other debt securities, etc., on a private placement basis, in one or more tranches or issue(s) during the period of one year from the date of passing of the Special Resolution by the Members, for an aggregate amount of ₹ 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, fix, finalize, alter, vary, revise and modify, from time to

time, the terms and conditions of the aforesaid issue is (Pre and Post) including without limitation, the class of investors to whom NCDs/Bonds are to be issued, time, securities to be offered/issued, currency (i.e. INR or its equivalent in any other currency, the number of NCDs/Bonds, tranches/issue(s), issue price, tenure/period, interest rate, premium/ discount, listing and/or otherwise and to do all such acts and things and deal with all such matters including pre and post issue/allotment and any variation/modification in term of such debt instruments whereof and to 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 Bankers, Merchant Bankers, Debenture Trustee(s), Intermediaries, Agent(s), Attorney(s) and such other authorities and to finalize incidental documents by whatever named called 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.”

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

Sd/-
Rohtas Goel

Chairman and Managing Director
(DIN:00003735)

Place: New Delhi
Date: August 27, 2015

REGISTERED OFFICE:

Shop No.- 19-B, First Floor,
Omaxe Celebration Mall, Sohna Road,
Gurgaon - 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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting 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 authorizing their 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. Sunil Goel, Joint Managing Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment. A brief resume of the Director, nature of his expertise in specific functional areas names of companies in which he hold Directorship and membership of Committees of the Board and his shareholding in the Company, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends his re-appointment.
5. 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.
6. 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.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. There are 6852 shares issued pursuant to the public issue of the Company which are remain unclaimed and are lying in the Demat Account named and styled as “OMAXE LTD UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT”. The voting rights on such shares shall remain frozen till the rightful owner claims the shares.

9. The Register of Members and Share Transfer Books of the Company will remain closed from **September 24, 2015 to September 29, 2015** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.
10. The dividend, declared at the meeting, will be paid on or before **Wednesday, October 28, 2015** to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Wednesday, September 28, 2015** 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 **Wednesday, September 23, 2015**.
11. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank accounts of the Members. Members are requested to register their bank account details (Core Banking Solutions enabled account number, 9 digits MICR and 11 digits IFS Code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Pvt. Ltd.
12. Under Section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form SH-13 as per the companies act 2013 to the Company's Register & Share Transfer Agent.
13. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS & ECS mandates, nominations, power of attorney, change of address/ name/ email address etc. to their depository participant only and not to the Company or its Registrar and Share Transfer Agent. The said changes will be automatically reflected in the Company's records.
14. 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.
15. Pursuant to applicable provisions of the Companies Act, 2013, the unpaid/unclaimed dividends which remains unpaid or unclaimed for a period of 7 years from the date it became due for payment will be transferred by the Company to the Investors Education and Protection Fund. Members who have not encashed dividend warrants may approach to the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for financial year 2007-08, 2012-13 and 2013-14 can be viewed on Company's website i.e. www.omaxe.com, which was uploaded in compliance to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012. Unclaimed dividend for the year 2007-08 will be transferred to the investor education and protection fund in November 4, 2015. Please note that no claim shall lie in respect of unpaid or unclaimed dividend after its transfer to the aforesaid Fund.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
17. 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.
18. Non-Resident Indian Members are requested to inform Registrar, and Share Transfer Agent and their relevant DP's immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) 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.
19. The Company is desirous to send various documents in electronic form to the email addresses provided by the members and made available by the depositories. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, 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 addresses with the Registrar and Share Transfer Agent of the Company, if shares are held in physical mode or with their DP, if the holding is in electronic mode.
20. The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members from **September 4, 2015 to September 29, 2015** at the Registered Office of the Company between 14:00 - 16:00 hrs. on all working days from the date hereof up to the date of the Meeting.
21. Voting through electronic means:
 - a. The Company is offering e-voting facility to its members enabling them to cast their vote electronically from the place other than venue of Annual General Meeting and the resolutions may be transacted through such voting. The Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to the provisions of

Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement.

- 1) 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 shall be able to exercise their right at the meeting.
2. Members who have cast their vote through e-voting prior to the meeting may also attend the meeting but shall not be entitle to cast their vote again.
3. 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 September 23, 2015

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 26, 2015 at 09:00 a.m and ends on September 28, 2015 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 September 23, 2015, may cast their vote electronically. The e-voting module shall be disable by CDSL for voting thereafter
- (ii) The shareholders should log on the e-voting website i.e. www.evotingindia.com.
- (iii) Click on “Shareholder” tab to cast your votes.
- (iv) Now Enter your user ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number Registered with the Company,
- (v) Next enter the Image Verification as displayed on Click on Login.
- (vi) If you are holding Shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.

	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rahul Kant with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank Details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Omaxe Limited.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the

resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to

link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 23, 2015 may follow the same instructions as mentioned above for e-Voting and may contact RTA for any query.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. and RTA.

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

ITEM NO. 6

APPOINTMENT OF Ms. PADMAJA RUPAREL AS INDEPENDENT DIRECTOR

Pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges and pursuant to the provisions of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (here in after referred as LA & 'Act', respectively), every listed public company is required to have at least one women Director on its Board. Accordingly to align with said requirement Board had appointed Ms. Padmaja Ruperal as an additional and Independent Director on the Board at its Meeting held on March 31, 2015.

Ms. Padmaja Ruperal aged 45 years, has over 25 years of experience in finance, banking and management. She has done MBA and by profession she is an Angel Investor and President of India Angel Network (IAN), India's first and now one of Asia's largest groups of business angels, comprising the who's who of successful entrepreneurs and dynamic CEO's from India and overseas. She built IAN from inception, taking it within 7 years to nearly 350 investor across 10 countries portfolio of 100+ operations in London-making it the only angel group in the world to set up operation outside of its home country

A brief resume of Ms. Padmaja Ruperal has been given in the report of Corporate Governance annexed here with this Annual Report.

Further, in terms of LA & Act, the appointment of Independent Director is subject to such terms & conditions.

Ms. Ruperal fulfills the above conditions and the Company is proposing to the appointment, as per above requirement, as Independent Director for a term of 5 years from March 31, 2015 to March 30, 2020.

The Nominations and Remuneration Committee has recommended the appointment of the Ms. Padmaja Ruperal.

In compliance with the provisions of LA & Act, the appointment of Ms. Padmaja Ruperal, as Independent Director is now being placed before the Members for approval as item no. 6 of the Notice.

Copy of the draft letters for Independent Director, LA & Act, setting out the term and conditions are available for inspection by the Members on any working day from September 4, 2015 to September 29, 2015 between 14.00 Hours to 16.00 Hours at Registered Office of the Company.

This Statement may also be regarded as a disclosure under LA.

Except Ms. Padmaja Ruperal being appointee Director, none of the Directors, KMP(s) and their relative(s) is/are concerned or interested, financially or otherwise, in the proposed business.

ITEM NO 7.**RATIFICATION OF REMUNERATION OF M/S S. K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2015-16**

The Board, on 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 financial year ending March 31, 2016 at a remuneration of ₹ 1,50,000 (Rupees One Lacs Fifty Thousand only) plus applicable taxes and out of pocket expenses subject to the maximum of ₹ 25000 (Rupees Twenty Five Thousand only) as approved by the Board). 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 sought for passing an Ordinary Resolution as set out in Item No. 7 of the Notice for confirmation and ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board recommends Item No. 7 regarding the ratification of remuneration of M/s S. K. Bhatt & Associates, Cost Accountant, Cost Auditor of the Company for the financial year 2015-16 for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed business.

ITEM NO 8.**PRIVATE PLACEMENT OF NON CONVERTIBLE DEBENTURES AND/OR OTHER DEBT SECURITIES UNDER SECTION 42 AND 71 OF COMPANIES ACT 2013**

Pursuant to the provisions of Section 42, other applicable provisions of the Companies Act, 2013 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 and 2014 and other SEBI regulations and guidelines, if applicable, a Company offering or making an invitation to subscribe to Debentures/ Bonds or such other Debt Securities (hereinafter referred to as "Debt Instruments") on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution.

Such approval by a Special Resolution can be obtained once a year for all the offers and an invitation for such Debt

Instruments to be made during the year. Debt Instruments including subordinated debentures, bonds, etc., issued on a private placement basis constitute a significant source of borrowings for the Company. It is proposed to offer or invite subscriptions for Debt Instruments on 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 ₹ 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent in any other currency, as may be approved by the Members, with authority to the Board to determine the terms and conditions as referred in the resolution, including the Nominal value/issue price of the Debt Securities, 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 and in respect of pre and post issue/allotment and including in variation/modification in terms of the Debt Instruments issued whereof as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 of the Companies Act, 2013 and the rules framed thereunder for issue of the aforesaid Debt Instruments on private placement basis.

The Board recommends item No. 8 regarding private placement of Non Convertible Debenture and/or other debt securities for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed business.

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

Sd/-

Rohtas Goel

Chairman and Managing Director
(DIN: 00003735)

Place: New Delhi
Date: August 27, 2015

REGISTERED OFFICE:

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