

OL/SE/252/DEC 2020-21

December 25, 2020

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary National Stock Exchange Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051
Security code: 532880	Symbol: OMAXE
Fax No 022-22723121/2037/39/41/61	Fax No 022-2659 8237/38

Sub: Voting Results of 31st Annual General Meeting (AGM) of Omaxe Limited held on Thursday, December 24, 2020

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the result of the e-voting (including remote e-voting) along with Scrutinizer's Report with respect to the Resolutions passed at the 31st Annual General Meeting (AGM) of the Members of Omaxe Limited held on Thursday, the 24th day of December, 2020 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



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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Tel.: +91-11-41896680-85, 41893100, **Fax:** +91-11-41896653, 41896655, 41896799

Regd. Office: Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)
Toll Free No. 18001020064, **Website:** www.omaxe.com, **CIN:** L74899HR1989PLC051918





A. K. NANDWANI & ASSOCIATES
Company Secretaries

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Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014]*

To,
Mr. Mohit Goel, Chairman of 31st Annual General Meeting,
Omaxe Limited
Shop No-19-B, First Floor Omaxe Celebration Mall,
Sohna Road Gurgaon 122001

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting process as well as E-Voting at the 31st Annual General Meeting of the Members of Omaxe Limited ("the Company") held on Thursday, December 24, 2020 at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Kavita, Practicing Company Secretary and Partner, M/s A.K. Nandwani & Associates, Company Secretaries in whole-time practice, appointed by the Board of Directors of the Company at the meeting held on 12th November, 2020 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and e-voting during the 31st Annual General Meeting (AGM) of the Company held on December 24, 2020 at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules and General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated November 12, 2020.

Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated November 12, 2020, based on the reports generated from the e-voting system provided by LINK INTIME INDIA PRIVATE LIMITED, the agency engaged by the Company to provide remote e-voting facility and e-voting facility during the AGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of LINK INTIME INDIA PRIVATE LIMITED through instavote.



2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 18th December, 2020 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting remained 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).
4. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. After Conclusion of Voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 01:15 P.M., in the presence of two witnesses, Mr. Anil Kumar Nandwani & Ms. Heena Rathore neither of whom are in employment of the Company.
6. Based on the report generated from Instavote e-voting website instavote.linkintime.co.in, which I have scrutinized, the consolidated results of voting are reported as under:

ORDINARY BUSINESS

Item No. 1 — As an Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements and the audited consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the report of the Board of Directors and report of the Auditors thereon.

	Remote e-voting		Voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	*212	131679230	10	60	222	131679290	97.44
Voted against the Resolution	*12	3371162		-	12	3371162	02.49
Votes Abstain	04	88181			04	88181	00.07
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00

****One Member voted in favour and against equally***

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.



Item No. 2 — As an Ordinary Resolution

To declare dividend on 0.1% Non-Cumulative Redeemable Non Convertible Preference Shares for the financial year 2019-20.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	216	135123735	10	60	226	135123795	99.99
Voted against the Resolution	08	567		-	08	567	00.00
Votes Abstain	03	14271			03	14271	00.01
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.

Item No. 3-As an Ordinary Resolution

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.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	217	129985375	10	60	227	129985435	96.19
Voted against the Resolution	07	367		-	07	367	00.00
Votes Abstain	03	5152831			03	5152831	03.81
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00



#Except Mr. Mohit Goel, Mr. Rohtas Goel and their relatives, none of the other Directors/ Key Managerial Personnel of the Company and their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.

SPECIAL BUSINESS

Item No. 4-As an Ordinary Resolution

Regularisation of Ms. Nishal Jain (DIN: 06934656) as an Independent and Non-Executive Director of the Company.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	213	131753315	10	60	223	131753375	97.49
Voted against the Resolution	11	3370987		-	11	3370987	02.50
Votes Abstain	03	14271			03	14271	00.01
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00

#Except Ms. Nishal Jain, none of the other Directors/ Key Managerial Personnel of the Company and their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.



Item No. 5- As an Ordinary Resolution

To Regularise Mr. Shridhar Rao (DIN: 08600252) as an Independent and Non-Executive Director of the Company.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	213	131753315	10	60	223	131753375	97.49
Voted against the Resolution	11	3370987		-	11	3370987	02.50
Votes Abstain	03	14271			03	14271	00.01
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00

#Except Mr. Shridhar Rao, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.

Item No. 6-As an Ordinary Resolution

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 ended on March 31, 2021.



	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	217	135123736	10	60	227	135123796	99.99
Voted against the Resolution	07	566	-	-	07	566	00.00
Abstain	03	14271	-	-	03	14271	00.01
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.

Item No. 7 — As a Special Resolution

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 the Companies Act 2013.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	212	131753115	10	60	222	131753175	97.49
Voted against the Resolution	12	3371187	-	-	12	3371187	02.50
Abstain	03	14271	-	-	03	14271	00.01
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.



Item No. 8-As a Special Resolution

To consider issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-Convertible Debentures and such other securities.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	200	130340725	10	60	210	130340785	96.45
Voted against the Resolution	24	4783577	-	-	24	4783577	03.54
Votes Abstain	03	14271	-	-	03	14271	00.01
Invalid votes	-	-	22	104	22	104	00.00
Total	227	135138573	32	164	259	135138737	100.00

Based on the aforesaid results, Special Resolution as contained in Item No. 8 of the AGM Notice of the Company dated November 12, 2020 has been passed with Requisite Majority.

1. One Hundred and Two (102) members were present in person and all the resolutions are passed with requisite majority.
2. All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of the 31st Annual General Meeting and the same shall be handed over thereafter to the Chairperson for safe keeping.

Thanking you,

Yours faithfully,

For A. K. Nandwani & Associates

Kavita



(Kavita)

Partner

M. No.: F9115

C.P. No.: 10641

UDIN: F009115B001645497

Place: New Delhi

Date: 24.12.2020