



OMAXE LIMITED

CIN: L74899HR1989PLC051918

Registered Office: Shop No-19-B, First Floor Omaxe Celebration Mall, Sohna Road Gurugram, Haryana-122001

Corporate Office: Omaxe House, 7 Local Shopping Centre, Kalkaji, New Delhi-110019

Tel.: 011-41896680-85; **Website:** www.omaxe.com; **Email Id:** secretarial_1@omaxe.com

NOTICE OF 1^{/2021-22} EXTRA-ORDINARY GENERAL MEETING (EGM) OF OMAXE LIMITED

NOTICE is hereby given that 1^{/2021-22} Extra-Ordinary General Meeting (EGM) of the Members of Omaxe Limited will be held on Wednesday, 27th day of October, 2021 at 12:00 Noon through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) facility to transact the following businesses:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. SUNIL GOEL (DIN:00003743) AS JOINT MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act and provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Goel (DIN: 00003743), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors, at the recommendation of the Nomination & Remuneration Committee, with effect from October 1, 2021 in terms of Section 161(1) of the Act, be and is hereby appointed as Joint Managing Director, liable to retire by rotation for a period of five years with effect from October 1, 2021 on the terms and conditions including remuneration as set out below with the authority to the Board to alter and vary the terms and conditions of the said appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of the Nomination and Remuneration Committee, subject to overall limits as prescribed, from time to time, under the Companies Act, 2013 and rules made there under.

- (i) Tenure of appointment: 5 years with effect from October 1, 2021.
- (ii) Basic Salary: Up to Rs. 20,00,000/- (Rupees Twenty Lakhs) per month.

(Basic Salary and/or Annual increment shall be paid as the Board may deem fit, at such quantum, periodicity and intervals, at the discretion of the Board and subject to overall limits as prescribed, from time to time, under the Companies Act, 2013 and rules made there under).

- (iii) Housing: House Rent Allowance may be provided by the Company as per Company Policies; Or The Company may provide fully furnished accommodation along with its upkeep and maintenance including payment towards electricity, water, security, servant(s), and gardening etc. at the discretion of the Board from time to time.
- (iv) Perquisites:
 - a. Car: Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
 - b. Telephone: All Charges for telephone at residence and mobile phone will be reimbursed by the Company.
 - c. Club Fees: Fees of clubs including annual charges and other fees or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.
 - d. Personal Medical: Reimbursement of all medical expenses/premium amounts of any Medclaim Policy etc. for self and family as per the rules of the Company.
 - e. Insurance: Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life, personal and accidental insurance.
 - f. Annual Leave: The Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
 - g. Leave Travel Assistance: For self and family subject to a ceiling of one month's salary per year.
 - h. Contributions to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.

RESOLVED FURTHER THAT other terms and conditions of appointment of Mr. Sunil Goel shall be as per the rules and policies of the Company except those mentioned in this resolution.

RESOLVED FURTHER THAT subject to the provisions of Schedule V of the Companies Act, 2013, the aforesaid remuneration shall be paid within the applicable limit(s), in case of loss or absence/inadequacy of profits for a period of three years from the date of his appointment.

RESOLVED FURTHER THAT the Board of Directors may, at recommendation of Nomination & Remuneration Committee, from time to time, vary or modify the above terms, including the remuneration as it thinks fit during his tenure, provided that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT any of the Executive Director(s) of the Company and /or the Company Secretary be and is hereby severally authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.”

2. INCREASE IN REMUNERATION OF MR. JATIN GOEL HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time and at the recommendation of Board, Audit Committee and Nomination & Remuneration Committee, the consent of Members be and is hereby accorded to enhance the remuneration payable to Mr. Jatin Goel, holding an office or place of profit, as “Director-Operations” of the Company, as set out below with the authority to the Board to alter and vary the terms and conditions of the said appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of the Nomination & Remuneration Committee.

- (i) Salary: Up to Rs. 10,00,000/- (Rupees Ten Lakhs) per month.
- (ii) Housing: House Rent Allowance may be provided by the Company as per Company Policies; Or The Company may provide fully furnished accommodation along with its upkeep and maintenance including payment towards electricity, water, security, servant(s), and gardening etc. at the discretion of the Board from time to time.
- (iii) Perquisites:
 - a. Car: Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
 - b. Telephone: All Charges for telephone at residence and mobile phone will be reimbursed by the Company.
 - c. Club Fees: Fees of clubs including annual charges and other fees or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.

- d. Personal Medical: Reimbursement of all medical expenses/premium amounts of any Mediclaim Policy etc. for self and family as per the rules of the Company.
- e. Insurance: Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life, personal and accidental insurance.
- f. Annual Leave: He would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
- g. Leave Travel Assistance: For self and family subject to a ceiling of one month's salary per year.
- h. Contributions to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.
- i. Other terms and conditions with respect to remuneration of Mr. Jatin Goel shall be as per the rules and policies of the Company except those mentioned in this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, any Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority.”

By order of the Board
For Omaxe Limited

Sd/-
Rohtas Goel
Chairman & Managing Director
(DIN: 00003735)

Date: 27th September, 2021
Place: New Delhi

REGISTERED OFFICE:
Shop No. 19-B, First Floor,
Omaxe Celebration Mall, Sohna Road,
Gurugram, Haryana -122001

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, safety and social distancing norms to be followed and the continuing restrictions on movement of persons at several places in the country and pursuant to General Circular No.14/2020, 17/2020, 20/2020, 39/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 31st December, 2020 and 13th January 2021 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated 12th May 2020 and 15th January 2021 respectively, issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), an EGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. Since, the Company will be conducting an EGM through VC/OAVM facility hence, the Registered Office of the Company shall be deemed as Venue of the Meeting.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 1 & 2 is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) & Secretarial Standard-2 of the person seeking Appointment as Director are also annexed herewith as Annexure A & B.
3. Corporate Members intending to appoint their authorized representative to attend the meeting are requested to send a certified true copy of the Board Resolution together with the specimen signature(s) of their authorized 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 provisions of the Companies Act, 2013, Mr. Sunil Goel was appointed as an Additional Director (Executive) of the Company with effect from October 1, 2021 subject to approval of the shareholders. The Board of Directors, at the recommendation of Nomination & Remuneration of Committee, has proposed to appoint him as Joint Managing Director at this EGM. The relevant details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, i.e. brief resume of the Director(s), nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities in which they hold Directorship and Membership of Committees of the Board and shareholding of the Directors seeking appointment at the ensuing EGM are provided in Annexure A to the Explanatory Statement as required under Section 102 of the Companies Act, 2013.
5. The Company has appointed M/s Link Intime India Private Limited, Registrar and Transfer Agent (‘RTA’) of the Company, to provide VC/OAVM facility for the ensuing EGM of the Company.
6. Since this EGM is being held through VC/OAVM, the requirement of physical

attendance of Member has been dispensed with. Accordingly, the facility for appointment of Proxies by Members will not be available for this EGM. Hence, Proxy Form, RouteMap and Attendance Slip are not annexed to this Notice.

7. Members may note that the Notice of an EGM will also be available on the website of the Company at www.omaxe.com and on the websites of Stock Exchanges i.e. BSE Limited & National Stock Exchange of India Limited respectively.
8. Members may join the EGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:45 a.m. IST i.e. 15 minutes before the time scheduled to start the EGM and the company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the EGM.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. In case of joint holders attending the EGM, only such joint holder who has seniority in the order of names will be entitled to vote.
11. Instructions and other information relating to remote e-voting, participation in the EGM through VC/OAVM and e-voting during the EGM are integral part of this Notice. The Company will also send communication which *inter alia* would contain details about User ID and Password along with a copy of this Notice to the members, separately.
12. The documents, if any, referred to in the Notice and Explanatory Statement, shall be available for inspection through electronic mode, upon the request being sent on investors@omaxe.com up to the date of an EGM.
13. Members holding shares in Electronic (DEMAT) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences to the RTA i.e. Link Intime India Private Limited or the Secretarial Department of the Company.
14. In compliance with the General Circular No.14/2020, 17/2020, 20/2020, 39/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 31st December, 2020 and 13th January 2021 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 12th May 2020 and 15th January 2021 respectively, issued by the Securities and Exchange Board of India (“SEBI Circular”), the Notice of an EGM along with explanatory statements, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.
15. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for time being in force and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice under Annexure C, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.

16. The Company has fixed Wednesday, October 20, 2021 as Record Date/Cut-off date for determining the eligibility of Members entitled to vote at the ensuing EGM. The remote e-voting shall remain open for a period of 3 days commencing from 9.00 a.m. (IST) on Sunday, October 24, 2021 up to 5.00 p.m. (IST) on Tuesday, October 26, 2021 (both days inclusive).
17. Members who are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
18. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Registrar & Share Transfer Agent of the Company.
19. 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.
20. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled Cheque. The original cancelled Cheque should bear the name of the Member. The alternative Members are requested to submit a copy of Bank Passbook / Statement Attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
21. 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.
22. Pursuant to Section 101 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s).
23. The Board of Directors has appointed M/s A.K. Nandwani & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
24. The process and manner for attending the EGM through Instameet (Facility provided by M/s. Link Intime India Private Limited) and instructions for shareholders/members to speak during the EGM including instructions to vote during EGM through instameet are enclosed herewith under Annexure C, forming part of this Notice.

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

ITEM NO. 1: APPOINTMENT OF MR. SUNIL GOEL (DIN: 00003743) AS JOINT MANAGING DIRECTOR OF THE COMPANY

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Sunil Goel (DIN: 00003743) was appointed as Additional Director (Executive) with effect from October 1, 2021 subject to the approval of Members of the Company.

Mr. Sunil Goel, aged 58 years, is Promoter of the Company and has overall experience of 28 years in Real Estate Sector. He was former Joint Managing Director of Omaxe Limited. He is a Bachelor of Science from Maharishi Dayanand University, Rohtak and Master of Arts (Maths) from RSA, Mathura, Uttar Pradesh.

Mr. Sunil Goel is the brother of Mr. Rohtas Goel, Chairman & Managing Director of the Company and also the promoter of the Company.

The appointment of Mr. Sunil Goel as Joint Managing Director has been recommended by the Board, at the recommendation of Nomination & Remuneration Committee for a period of five years with effect from October 1, 2021 and subject to provisions of Schedule V of the Companies Act, 2013, the remuneration shall be paid within the applicable limit(s), in case of absence/inadequacy of profits for a period of three years from the date of his appointment.

This explanatory statement may be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013. The required information/ details with respect to appointment of Mr. Sunil Goel are annexed as Annexure-A and the details/disclosures pursuant to Schedule V of the Companies Act, 2013, are annexed herewith as Annexure-B to this Notice of EGM.

The Board recommends the Resolution as set out at Item No. 1 for the approval of Members as Special Resolution.

None of the Directors/Key Managerial Personnel (KMPs) of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 except Mr. Rohtas Goel, Chairman & Managing Director, who is brother of Mr. Sunil Goel and Mr. Sunil Goel, himself, being appointee.

ITEM NO. 2: INCREASE IN REMUNERATION OF MR. JATIN GOEL HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any

office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval of the Company by way of Ordinary Resolution.

Mr. Jatin Goel, son of Mr. Rohtas Goel, Chairman & Managing Director (Promoter) and brother of Mr. Mohit Goel, CEO & Whole Time Director of the Company, being related party, is holding an office or place of profit as Director-Operations in the Company at a monthly remuneration not exceeding Rs. 2.5 Lakhs.

Considering his contribution to the Company, the Board of Directors, at the recommendation of Audit Committee and Nomination & Remuneration Committee, recommended the Resolution as set out at Item No. 2 for the approval of Members as Ordinary Resolution to increase the remuneration of Mr. Jatin Goel.

None of the Directors/Key Managerial Personnel (KMPs) of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2, except Mr. Rohtas Goel, Chairman & Managing Director of the Company and Mr. Mohit Goel, CEO & Whole Time Director.

By order of the Board
For Omaxe Limited

Sd/-
Rohtas Goel
Chairman & Managing Director
(DIN: 00003735)

Date: 27th September, 2021
Place: New Delhi

REGISTERED OFFICE:
Shop No. 19-B, First Floor,
Omaxe Celebration Mall, Sohna Road,
Gurugram, Haryana -122001

Annexure-A

Details of Directors seeking appointment/re-appointment/change in designation at the Extra Ordinary General Meeting pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Name of Director	Mr. Sunil Goel
Director Identification Number	00003743
Date of First/Original Appointment	October 1, 2021
Date of Birth	October 13, 1963
Brief Profile	Mr. Sunil Goel, aged 58 years, is Promoter of the Company and has overall experience of 28 years in Real Estate Sector. He was former Joint Managing Director of Omaxe Limited. He is a Bachelor of Science from Maharishi Dayanand University, Rohtak and Master of Arts (Maths) from RSA, Mathura, Uttar Pradesh.
Qualifications	Bachelor of Science from Maharishi Dayanand University, Rohtak and Master of Arts (Maths) from RSA, Mathura, Uttar Pradesh.
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on October 1, 2021	NIL
Directorship held in other companies/ LLP as on October 1, 2021	<ol style="list-style-type: none">1. Annay Realtors Private Limited2. Sukhversa Properties Private Limited3. Examo Estate Management Private Limited4. Ramneesh Builders Private Limited5. B D Agarwal Securities Private Limited6. Buildwell Builders Private Limited7. Hansa Properties Private Limited8. P N Buildcon Private Limited9. Numax Realcon Private Limited10. SSTC Homes Private Limited
Committee position held in other Companies as on October 1, 2021	NIL
Committee position held in Omaxe Limited as on October 1, 2021	NIL

Shareholding in Omaxe Limited	3336120 Equity Shares held by Mr. Sunil Goel and 13500 Equity Shares held by Sunil Goel (HUF)
Relationship with other Directors, Managers and other KMP of the Company	He is brother of Mr. Rohtas Goel, Chairman & Managing Director of the Company
Terms and Conditions of Appointment/ Re-appointment	As per Resolution as set out at Item No. 1
Details of Remuneration sought to be paid	As per Resolution as set out at Item No. 1
Last Remuneration drawn	NA
Number of Board Meetings attended/ held during Financial Year 2021-22	NA

ANNEXURE-B

The other disclosures as required under Section- II Part II of Schedule- V of the Companies Act, 2013 is provided hereunder:

I. GENERAL INFORMATION-

1. Nature of Industry: Real Estate
2. Date of Commencement of Production or Expected Date: N.A
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus: N.A
4. Financial Performance based on given indicators: Financial performance of the Company in preceding three financial years are hereunder:

(Rupees in Cr.)

Financial Parameters	Financial Year		
	2018-2019	2019-20	2020-21
Total Revenue	928.09	923.08	284.05
Depreciation	6.78	66.69	57.28
Total Expenses (Excluding Depreciation)	879.64	827.12	506.87
Net Profit/(Loss)	23.14	(94.35)	(210.21)
Paid Up Capital	182.90	182.90	182.90
Reserve & Surplus	1406.96	1308.41	1098.91
Earnings Per Share	1.27	(5.16)	(11.49)

5. Foreign Collaborations and Investments etc.: There is no direct foreign investment in the Company except to the extent shares held. There is no foreign collaboration in the company.

II. INFORMATION ABOUT APPOINTEE:

PARTICULARS	MR. SUNIL GOEL
Background details, job profile and its suitability	Mr. Sunil Goel, aged 58 years, is Promoter of the Company and has overall experience of 28 years in Real Estate Sector. He was former Joint Managing Director of Omaxe Limited. He is a Bachelor of Science from Maharishi Dayanand University, Rohtak and Master of Arts (Maths) from RSA, Mathura, Uttar Pradesh. Considering his vast experience, he is suitable for the profile of Joint Managing Director of the Company
Past remuneration	NA
Recognition or awards	-
Remuneration proposed	As per Resolution as set out at Item No. 1
Comparative remuneration, profile with respect to industry, size of the	The proposed remuneration is comparable with the remuneration drawn by peers and is

company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	necessitated
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	Apart from receiving remuneration, Mr. Sunil Goel is Promoter and brother of Mr. Rohtas Goel, Promoter cum Chairman & Managing Director of the Company

III. OTHER INFORMATION:

Reason of loss or inadequate profits: The COVID-19 induced lockdown brought the economy to a complete stand still leading to a disruption in cash flows, customer sentiments and stoppage in construction activities due to migration of labours thereby heavily impacting the real estate sector in the first half. In the second half, on the back of low interest rates and bottomed out property prices, demand was restored across several sectors of the economy including real estate but the overall impact of COVID was severely felt on the real estate sector.

Steps taken or proposed to be taken for improvement: The Company's good brand equity in tier 2/3 cities helped its projects in Delhi, Ludhiana, Lucknow and New Chandigarh perform as per its potential. These centers will be a propeller for future demand, construction, possession and strategic project expansion of the company going forward. The Company delivered 2.71 million sq. ft. across various projects in FY21. The company also provided financial incentives to customers facing difficulties during the year. Besides, the company enhanced its social efforts during COVID to provide relief to construction workers, Customers, associates and the society at large.

Expected increase in productivity and profits in measurable terms: The first quarter of FY 2021-22 is expected to be severely impacted due to the restricted lockdowns imposed by various state governments as a result of the second wave of COVID-19 pandemic. Going forward, an immediate revival of demand like last year looks unlikely since consumers are cautious in their purchases due to emotional and financial disruption. The government's preparations for a possible third wave and the vaccination roll-out will determine how the customer sentiments which can lead to restoration of demand. A healthy mix of our residential and commercial projects, which performed well last year, will continue to remain a priority with construction and possession being on top of the company's endeavor in this financial year.

IV. DISCLOSURES:

PARTICULARS	MR. SUNIL GOEL
All elements of remuneration package such as salary, benefits, bonuses, stock	As per terms & conditions of appointment mentioned in the resolution

options, pension, etc., of all the directors	under item no. 1 read with explanatory statement
Details of fixed component. and performance linked incentives along with the performance criteria	As per terms & conditions of appointment mentioned in the resolution under item no. 1 read with explanatory statement
Service contracts, notice period, severance fees	As per terms & conditions of appointment mentioned in the resolution under item no. 1 read with explanatory statement
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	NIL

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

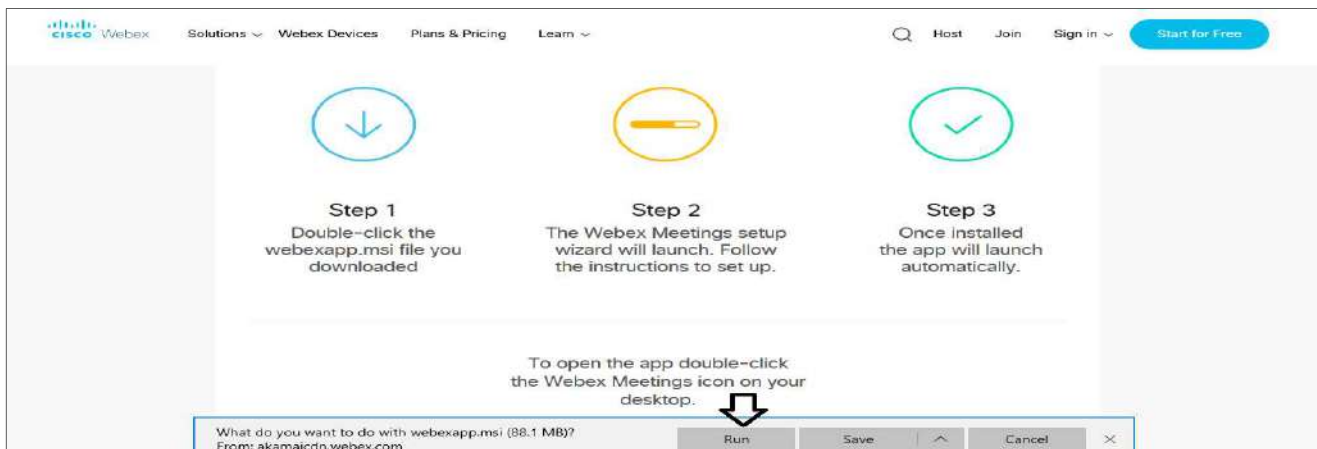
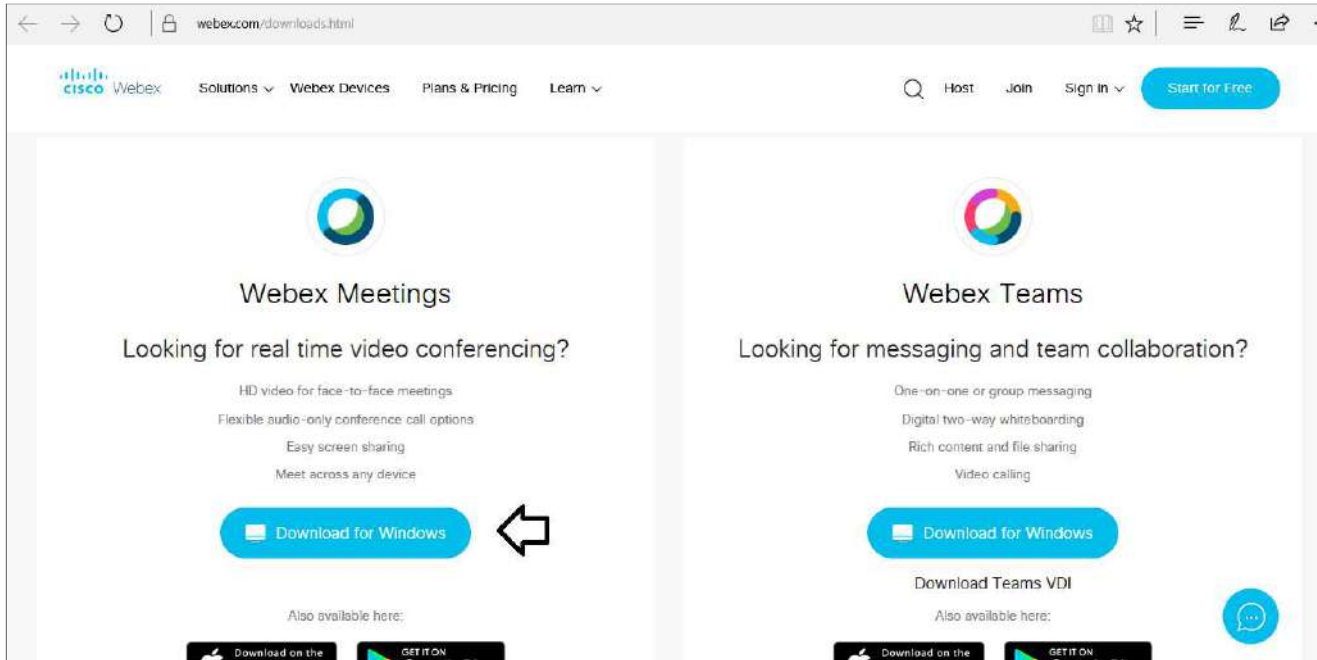
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>



Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

The screenshot shows the Cisco Webex website with a navigation bar including 'Solutions', 'Webex Devices', 'Plans & Pricing', and 'Learn'. A search bar and 'Host', 'Join', 'Sign In' buttons are also visible. A 'Start for Free' button is in the top right. An InstallShield Wizard window is overlaid on the page. The window title is 'Cisco Webex Meetings - InstallShield Wizard'. The main text says 'Welcome to the InstallShield Wizard for Cisco Webex Meetings'. Below this, it states 'The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.' There is a 'WARNING' section: 'WARNING: This program is protected by copyright law and international treaties.' At the bottom of the wizard are buttons for '< Back', 'Next >', and 'Cancel'. To the left of the wizard, a blue circle with a downward arrow is labeled 'Step 1 Double-click the webexapp.msi file downloaded'. To the right, a green circle with a checkmark is labeled 'Step 3 Once installed app will launch automatically'. Below the wizard, text reads 'To open the app double-click the Webex Meetings icon on your'.

The screenshot is similar to the previous one, but the InstallShield Wizard window is now at the 'License Agreement' screen. The main text says 'Please read the following license agreement carefully.' Below this is a scrollable area containing the 'CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)'. The text includes an 'IMPORTANT NOTICE--PLEASE READ PRIOR TO USING THIS SOFTWARE' and details about the license agreement. At the bottom, there are radio buttons for 'I accept the terms in the license agreement' (which is selected) and 'I do not accept the terms in the license agreement'. The 'Next >' button is highlighted. The step labels and wizard title remain the same as in the previous screenshot.

The screenshot is similar to the previous ones, but the InstallShield Wizard window is now at the 'Ready to Install the Program' screen. The main text says 'The wizard is ready to begin installation.' Below this, it says 'Click Install to begin the installation. If you want to review or change any of your installation settings, click Back. Click Cancel to exit the wizard.' The 'Install' button is highlighted. The step labels and wizard title remain the same as in the previous screenshots.

or

1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

