

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of Omaxe Limited will be held on Wednesday, the 28th day of September, 2022 at 12:00 Noon through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2022 together with the report of the Board of Directors and report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vinit Goyal (DIN: 03575020), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider the re-appointment of M/s BSD & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), M/s BSD & Co., Chartered Accountants having Firm Registration No. 000312S be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for the second term of 5 years commencing from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2027, on such remuneration as may be decided by the Board of Directors at the recommendation of Audit Committee and agreed by the Statutory Auditors.

RESOLVED FURTHER THAT any of the Executive Director(s) of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

4. CHANGE IN DESIGNATION OF MR. ROHTAS GOEL (DIN: 00003735) FROM CHAIRMAN & MANAGING DIRECTOR TO CHAIRMAN & WHOLE-TIME DIRECTOR OF 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 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required and at the recommendation of Board of Directors and Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded to re-designate Mr. Rohtas Goel (DIN: 00003735) as Chairman & Whole Time Director of the Company, who shall not be liable to retire by rotation with effect from October 30, 2021.

RESOLVED FURTHER THAT except for the change in designation mentioned above, the other terms & conditions of appointment of Mr. Rohtas Goel shall remain unchanged as approved by the shareholders at 29th Annual General Meeting of the Company held on August 23, 2018.

RESOLVED FURTHER THAT the Executive Director(s) and the Company Secretary of the Company be and are 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."

5. CHANGE IN DESIGNATION OF MR. MOHIT GOEL (DIN: 02451363) FROM CHIEF EXECUTIVE OFFICER & WHOLE TIME DIRECTOR TO MANAGING DIRECTOR OF 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 196, 197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force), and subject to such other approval/permissions, if any, as may be required and at the recommendation of Board of Directors and Nomination & Remuneration Committee, the approval of the Members of the Company be and is hereby accorded to re-designate Mr. Mohit Goel (DIN: 02451363) by appointing him as Managing Director of the Company, who shall not be liable to retire by rotation with effect from October 30, 2021.

RESOLVED FURTHER THAT except for the change in designation mentioned above, the other terms & conditions of appointment of Mr. Mohit Goel shall remain unchanged as approved by the shareholders at 30th Annual General Meeting & 32nd Annual General Meeting held on September 26, 2019 & September 30, 2021, respectively.”

RESOLVED FURTHER THAT the Executive Director(s) and the Company Secretary of the Company be and are 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”.

6. RE-APPOINTMENT OF MR. ROHTAS GOEL AS WHOLE TIME DIRECTOR UNDER THE DESIGNATION OF CHAIRMAN & WHOLE TIME 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 and/or approval of any appropriate authority(ies) under said Act or any other applicable law, Rules and Regulations

for the time being in force as amended from time to time and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rohtas Goel (DIN:00003735) as Whole Time Director under the designation of Chairman & Whole Time Director of the Company, not liable to retire by rotation, for a further period of five consecutive years with effect from 1st April, 2023 to 31st March, 2028 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 re-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 Nomination and Remuneration Committee:

Tenure of Appointment	5 years w.e.f. April 1, 2023
Basic Salary*	Up to Rs. 40,00,000/- (Rupees Forty Lakh Only) 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.
Commission	Upto 2% of the Net Profit of the Company
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), gardening etc. at the discretion of the Board from time to time.
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 (Including Mobile Phone): Charges for rental, local and official long distance calls for telephone at residence and mobile phone will be reimbursed by the Company.

- c. Club Fees: Fee(s) of club(s) including annual charges and other fee(s) or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.
- d. Education: Actual Expenses of education subject to maximum of one month basic salary on annual basis, payable as per the request of Mr. Rohtas Goel.
- e. 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.
- f. 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.
- g. Annual Leave: Mr. Rohtas Goel 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.
- h. Leave Travel Assistance: For self and family subject to a ceiling of one month's salary per year.
- i. 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 services in accordance with Payment of Gratuity Act, 1972

RESOLVED FURTHER THAT other terms and conditions of re-appointment of Mr. Rohtas Goel shall be as per the rules and policies of the Company applicable to all the employees 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) and period thereof, whenever and wherever applicable, as minimum remuneration comprising salary and perquisites to Mr. Rohtas Goel in the event of loss or inadequacy of profits in any financial year during the tenure 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 the tenure of appointment, provided however that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Executive Director(s) and the Company Secretary of the Company be and are 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.”

7. ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for insertion of following clauses after Article No. 136 to the existing Articles of Association of the Company as Article No. 137(a), (b) & (c):

137(a) Omaxe Limited shall not change its constitution in terms of clause 4.17.1 of concession Agreement dated January 06, 2022 with the Lucknow Development Authority or its name;

137(b) During the Development Term and for a period of one year thereafter, the total paid-up capital of Omaxe Limited shall represent an amount which shall not be less than 5% of the Total Project Cost i.e. INR 7,50,00,00,000/- (Indian Rupees Seven Hundred and Fifty Crores);

137(c) Any dilution (whether by fresh issue of shares or securities convertible into shares or

direct or indirect transfer or both) except as permitted above and/or any amendment of the memorandum of Articles of Association to amend provisions contained above or otherwise shall require prior written consent of the Lucknow Development Authority;

RESOLVED FURTHER THAT the Executive Director(s) of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary and incidental to the above matter to give effect to the proposed amendment to the Articles of Association of the Company.”

8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) ENTERED INTO/TO BE ENTERED INTO WITH M/S OMAXE WORLD STREET PRIVATE LIMITED (“OWSPL”) AND M/S OMAXE INDIA TRADE CENTRE PRIVATE LIMITED (“OITCPL”)

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“LODR Regulations”), other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, such other approval(s), consent(s), permission(s) as may be necessary from time to time and at the recommendation of Audit Committee and Board of Directors of the Company, the consent of Members be and is hereby accorded to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with (a) M/s Omaxe World Street Private Limited (“OWSPL”); and (b) M/s Omaxe India Trade Centre Private Limited (“OITCPL”), Subsidiary Companies of the Company, being the entities falling within the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015, to provide loans and advances to OWSPL and OITCPL by the Company for carrying out

Real Estate Projects by the Subsidiary Companies on such material terms and conditions as may be mutually agreed between the above entities and the Company, during the Financial Year 2022-23, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed Rs. 200 Crores and Rs. 150 Crores respectively, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors and Audit Committee of the Company be and are hereby authorised to do or to further authorize any person on behalf of the Company for doing all such acts, deeds, matters and things as they may deem necessary, expedient or desirable for giving effect to the above resolution without being required to seek further consent or approval of the Members of the Company in this regard.”

9. WAIVER OF RIGHT TO RECOVER EXCESS REMUNERATION PAID TO MR. ROHTAS GOEL DURING THE FINANCIAL YEAR 2021-22

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 Section 197 of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the approval of Members of the Company be and is hereby accorded for waiver of right to recover excess remuneration paid to Mr. Rohtas Goel, Chairman & Whole Time Director of the Company, amounting to Rs. 4,80,00,000/- and other allowances & perquisites during the Financial Year 2021-22.

RESOLVED FURTHER THAT the Executive Director(s) and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to this resolution in this regard.”

10. REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23

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 provisions of Section 148 and applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) 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 (Firm Registration No.: 000312), appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2023, be paid a remuneration of Rs. 1,75,000/- plus out of pocket expenses and applicable taxes as recommended by the Audit Committee of the Company.

RESOLVED FURTHER THAT the Executive Director(s) and the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By order of the Board
For Omaxe Limited

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

Date: 10th August, 2022
Place: Gurugram, Haryana

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

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022, have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 33rd AGM of the Company is being convened and conducted through VC/OAVM. The registered office of the Company shall be deemed to be venue for the AGM.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 10 are 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/Re-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 Section 152 of the Companies Act, 2013, Mr. Vinit Goyal (DIN: 03575020), Whole Time Director is liable to retire by rotation from the position of Director at this Annual General Meeting. Mr. Vinit Goyal has expressed his willingness to be re-appointed as Director under the designation of Whole Time Director. The Board of Directors, at the recommendation of Nomination & Remuneration of Committee, has proposed to re-appoint Mr. Vinit Goyal as Director under the designation of Whole Time Director. Further, Mr. Rohtas Goel was re-designated as Chairman & Whole Time Director and Mr. Mohit Goel was re-designated as Managing Director of the Company w.e.f. 30th October, 2021. The Board of Directors, at the recommendation of Nomination & Remuneration Committee, has proposed the approval of shareholders for re-designation of Mr. Rohtas Goel as Chairman & Whole Time Director and Mr. Mohit Goel as Managing Director of the Company at this AGM. Further, Board of Directors at the recommendation of Nomination & Remuneration Committee has proposed the approval of shareholders for the re-appointment of Mr. Rohtas Goel as Chairman & Whole Time Director of the Company for a further period of 5 years effective from April 1, 2023 to March 31, 2028. 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 person also hold Directorship and Membership of Committees of the Board along with listed entities from which the person has resigned in the past three years, shareholding of non-executive directors in the listed entity including shareholding as a beneficial owner and in case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements, of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting are provided in Annexure A & B 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 AGM of the Company.
6. Since this AGM 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 AGM. Hence, Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.

7. Members may note that the Notice of 33rd AGM and Annual Report for Financial Year 2021-22 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 33rd AGM 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 33rd AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 33rd AGM.
9. The attendance of the Members attending the AGM 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 AGM, 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 AGM through VC/OAVM and e-voting during the AGM 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 Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection by Members in electronic mode during the AGM. Members who wish to inspect the documents, may send their request through an email at investors@omaxe.com up to the date of AGM.
13. 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 AGM.
14. 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, including dividend matters to the RTA i.e. Link Intime India Private Limited or the Secretarial Department of the Company.
15. In compliance with the General Circular No.14/2020, 17/2020, 20/2020, 02/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021 and 5th May, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May 2020, 15th January 2021 and 13th May, 2022 respectively, issued by the Securities and Exchange Board of India ("SEBI Circular"), the Notice of the AGM along with the Annual Report 2021-22, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.
16. 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, 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.
17. The Company has fixed Wednesday, September 21, 2022 as Record Date/Cut-off date for determining the eligibility of Members entitled to vote at the ensuing AGM. The remote e-voting shall remain open for a period of 3 days commencing from 9.00 a.m. (IST) on Sunday, September 25, 2022 up to 5.00 p.m. (IST) on Tuesday, September 27, 2022 (both days inclusive).
18. 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.
19. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections

124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, the amount of dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits etc., if any, and which has remained unclaimed/unpaid for a period of seven years, shall be transferred to the Investor Education and Protection Fund (IEPF).

As per Section 124(6) of the Act read with the IEPF Rules as amended for the time being in force, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account.

During Financial Year 2021-22, out of 68,100 shares (on which dividend remained unclaimed for seven consecutive years), 67,884 shares were transferred to Investor Education and Protection Fund and remaining 216 shares were rejected by the depositories.

The Company had sent reminders to all the Members in respect of the Shares and Notice that if the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

NOTE: In compliance with the various requirements set out in the Rules, the Company has communicated to the concerned shareholders individually. This communication is addressed to those shareholders, whose dividend(s) remain unclaimed and whose share(s) are liable to be transferred to IEPF. The details of such shareholders along with the Folio Number/ DP ID & Client ID, shares and dividend liable to be transferred to IEPF are uploaded on the Company's website at www.omaxe.com. To claim above unpaid dividend or in case you need any information/ clarification, please write to or contact our RTA M/s. Link Intime India Pvt. Ltd., Noble

Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058, Tel No.: 011-41410592, e-mail : iepf.shares@linkintime.co.in along with required details in all your communications i.e. 1. Name of the Company; 2. Folio No. Or DP and Client ID; 3. Name of shareholder; 4. Contact No.; 5. Email ID. Also provide self-attested KYC documents of the shareholder like PAN, cancelled, cheques leaf along with latest utility bill as address proof.

20. Members who have not en-cashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for financial 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 can be viewed on Company's website i.e. www.omaxe.com, which was uploaded in compliance with the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012.
21. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2022 to Wednesday, September 28, 2022 (both days inclusive).
22. 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.
23. 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.
24. 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.

25. 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.

26. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:

- Change in their residential status on return to India for permanent settlement.
- 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.

27. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s).

28. 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.

29. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

1. Existing users who have opted for Easi / Easiest, 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.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. 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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding

securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 - *Shareholders holding shares in NSDL form, shall provide ‘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).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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.

Individual Shareholder holding securities in Physical mode who has forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders 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”.

30. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET (FACILITY PROVIDED BY LINK INTIME INDIA PRIVATE LIMITED):

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.

31. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL 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 investors@omaxe.com 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.

32. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL 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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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.

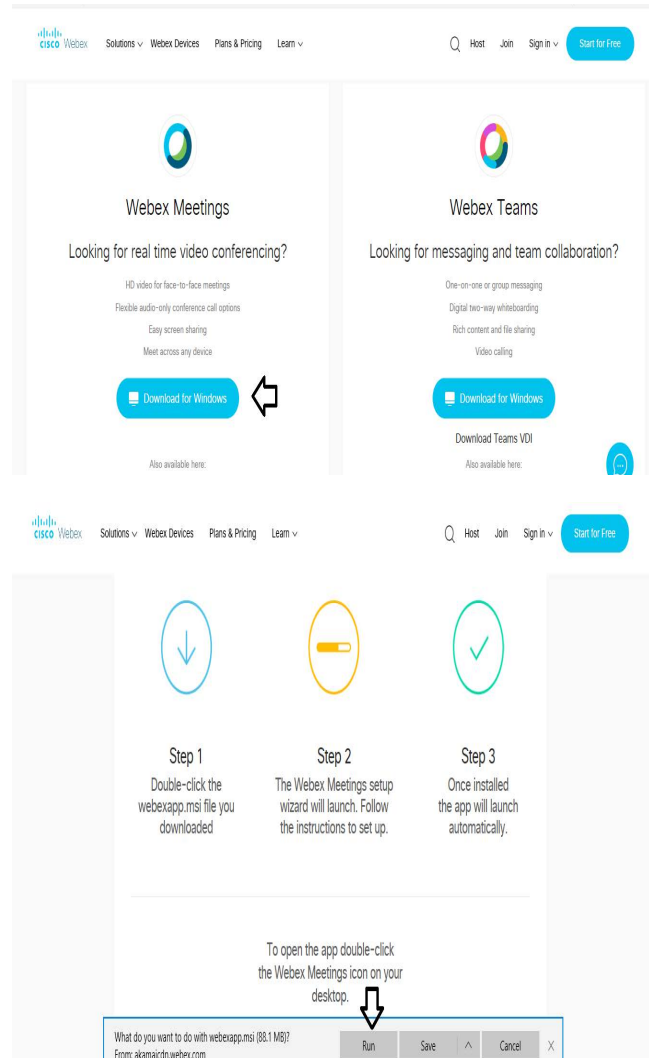
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

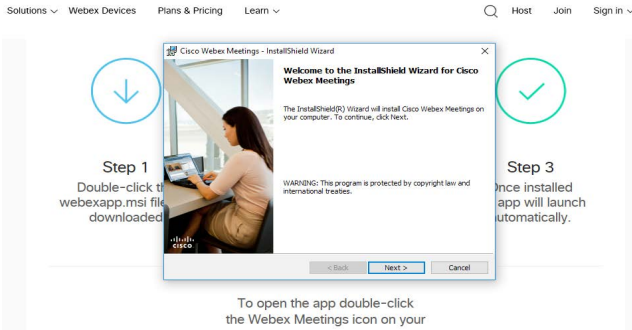
Annexure

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:

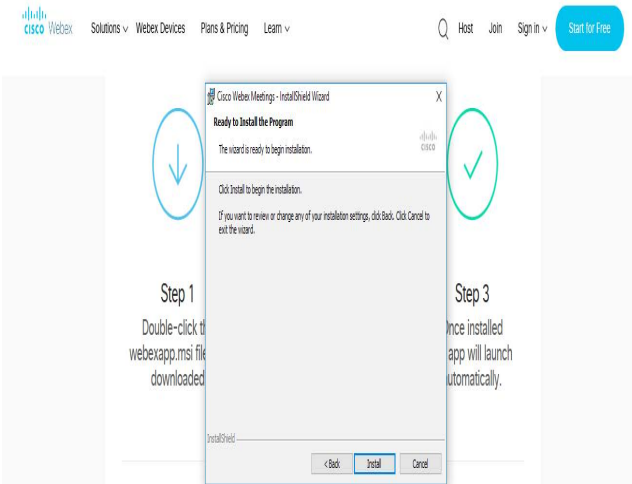
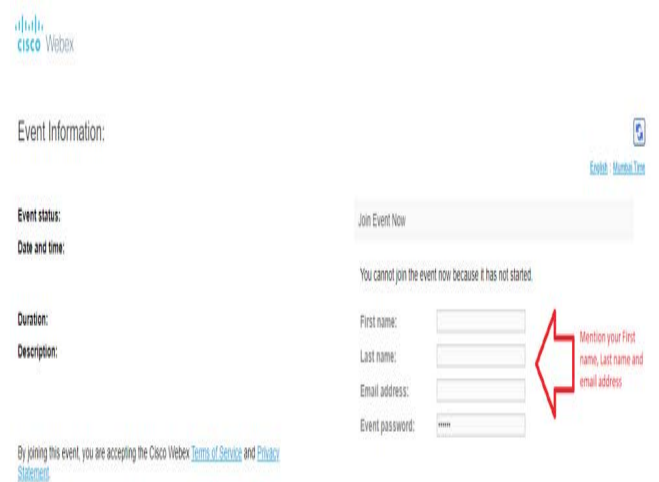
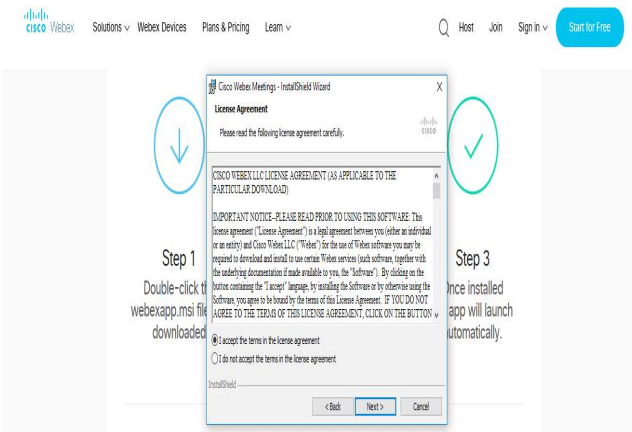
- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
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 <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , 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:



Or

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

ITEM NO. 3: RE-APPOINTMENT OF M/S BSD & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIXATION OF THEIR REMUNERATION

The Members of the Company at the 28th Annual General Meeting (AGM) had approved the appointment of M/s BSD & Co., Chartered Accountants (Firm Registration No. 000312S) as Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 28th AGM till the conclusion of the 33rd AGM. In view of the same, the said term of M/S BSD & Co. will expire on the conclusion of this AGM.

Pursuant to the provisions of Section 139, Section 142 of the Companies Act, 2013 ("Act") and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the Company may appoint/re-appoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. Hence, M/s BSD & Co. may be re-appointed for a second term of five consecutive years.

M/s BSD & Co., Chartered Accountants, in their consent letter, have confirmed that they are eligible for re-appointment as Statutory Auditors of the Company under Section 139 of the Act and meet the criteria for re-appointment specified in Section 141 of the Act. Further, they have also confirmed that they are not disqualified from being re-appointed as Statutory Auditors under the applicable provisions of the Act and the rules or regulations made thereunder and proposed re-appointment, if made, shall be as per the terms provided under the provisions of the Act. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of Audit, Independence, etc., the Board of Directors of the Company ("Board") has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s BSD & Co., Chartered Accountants, for a second term of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the year 2027.

The disclosures pursuant to the provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as mentioned below:

a) Proposed fees payable to Statutory Auditors: The details of proposed fees payable to the Statutory Auditors for the Financial Year 2022-23 shall be Rs. 0.20 Crores

for Auditing of Financial Statements, Rs. 0.12 Crores for Limited Review of Unaudited Results and Rs. 0.05 Crores towards Tax Audit Fees aggregating to Rs. 0.37 Crores plus applicable taxes and reimbursement of out-of-pocket expenses. Further, the Company may obtain certifications from M/s BSD & Co., Chartered Accountants under statutory regulations and avail other permissible non-audit services, as may be required from time to time. The remuneration for certifications and non-audit services will be paid on mutually agreed terms between the Board of Directors, at the recommendation of Audit Committee and the Statutory Auditors. Revision, if any, to the statutory fees for subsequent years of the term, the remuneration shall be paid as may be mutually agreed between the Statutory Auditors and the Board of Directors of the Company at the recommendation of Audit Committee. The same is proposed for approval of Members of the Company.

- b) Terms of Appointment: The re-appointment of M/s BSD & Co., Chartered Accountants as the Statutory Auditors, if approved, shall be valid from the conclusion of 33rd AGM till the conclusion of 38th AGM to be held in the year 2027, for carrying out Audit of Financial Statements & Annual Financial Results, Limited Review of Unaudited Quarterly Financial Results. Besides this, the Company may obtain Tax Audit services, certifications from M/s BSD & Co., Chartered Accountants under statutory regulations and avail other permissible non-audit services, as may be required from time to time.
- c) In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not Applicable
- d) Basis of recommendation for Appointment: The Board of Directors & Audit Committee of the Company, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of Audit, Independence, etc. had considered, approved and recommended the re-appointment of M/s BSD & Co. as the Statutory Auditors of the Company, to the Shareholders for their approval.
- e) Details in relation to and credentials of the Statutory Auditors proposed to be appointed: M/s BSD & Co., has had a long and prestigious history. It was formed as M/s G. Bagrodia & Co. by the founding partner Sri. G.B Bagrodia in 1973 and since the firm's formation

it has prided itself on values such as competency, professionalism, responsibility and accountability, honesty, integrity and dedication, values which have been critical to our continued growth and success.

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

The Board recommends the resolution as set out in Item No. 3 for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 4: CHANGE IN DESIGNATION OF MR. ROHTAS GOEL (DIN: 00003735) FROM CHAIRMAN & MANAGING DIRECTOR TO CHAIRMAN & WHOLE TIME DIRECTOR

The Members of the Company at the 29th Annual General Meeting held on 23rd August, 2018 had approved the appointment of Mr. Rohtas Goel as Chairman & Managing Director of the Company for a period of five consecutive years w.e.f. April 1, 2018 to March 31, 2023 along with the terms and conditions of his appointment, including remuneration, in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors, at the recommendation of the Nomination & Remuneration Committee, has re-designated Mr. Rohtas Goel from Chairman & Managing Director to Chairman & Whole Time Director of the Company w.e.f. 30th October, 2021, subject to the approval of Shareholders of the Company, keeping all other terms & conditions unaltered. Hence, this resolution is being proposed to approve only the change in designation of Mr. Rohtas Goel as Chairman & Whole Time Director and except for the change in designation, all other terms and conditions as approved by the shareholders on 23rd August, 2018 shall remain unaltered.

Pursuant to the provisions of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the required details to be disclosed with respect to the above matter are appended in Annexure A to the explanatory statement and in the Corporate Governance Report.

The existing terms of appointment of Mr. Rohtas Goel are set out in Annexure C forming part of the Notice of the 33rd AGM.

Save and except, Mr. Rohtas Goel to whom the resolution relates along with his relatives including Mr. Mohit Goel, Managing Director, none of the Directors/ Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 4 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO. 5: CHANGE IN DESIGNATION OF MR. MOHIT GOEL (DIN: 02451363) FROM CHIEF EXECUTIVE OFFICER & WHOLE TIME DIRECTOR TO MANAGING DIRECTOR

The Members of the Company at the 30th Annual General Meeting held on 26th September, 2019 approved the appointment of Mr. Mohit Goel as Whole Time Director of the Company, under the designation of CEO & Whole Time Director, for a period of five consecutive years w.e.f. September 26, 2019 to September 25, 2024. Also, the Members at the 32nd AGM held on September 30, 2021 approved the payment of remuneration to Mr. Mohit Goel, in case of absence / inadequacy of profits. The terms and conditions of his appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors, at the recommendation of the Nomination & Remuneration Committee has re-designated Mr. Mohit Goel as the Managing Director of the Company w.e.f. 30th October, 2021 subject to the approval of Shareholders, keeping all other terms & conditions unaltered. Hence, this resolution is being proposed to approve only the change in designation of Mr. Mohit Goel, by appointing him as Managing Director of the Company and except for the change in designation, all other terms and conditions as approved by the shareholders on 26th September, 2019 and 30th September, 2021 shall remain unaltered.

Pursuant to the provisions of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the required details to be disclosed with respect to the above matter are appended in Annexure A to the explanatory statement and in the Corporate Governance Report.

The existing terms of appointment of Mr. Mohit Goel are set out in Annexure C forming part of the Notice of the 33rd AGM.

Save and except, Mr. Mohit Goel to whom the resolution relates along with his relatives including Mr. Rohtas Goel, Chairman & Whole Time Director, none of the Directors/ Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 5 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO. 6: RE-APPOINTMENT OF MR. ROHTAS GOEL AS WHOLE TIME DIRECTOR UNDER THE DESIGNATION OF CHAIRMAN & WHOLE TIME DIRECTOR OF THE COMPANY

The Members of the Company at the recommendation of Nomination & Remuneration Committee, had approved the re-appointment of Mr. Rohtas Goel as the Managing Director under the designation of Chairman & Managing Director of the Company along with his remuneration, for a period of five consecutive years with effect from April 1, 2018 till March 31, 2023. Further, the Board of Directors in its meeting held on October 30, 2021 had re-designated Mr. Rohtas Goel as Chairman & Whole Time Director of the Company with effect from October 30, 2021, keeping all other terms of original appointment unchanged, subject to the approval of the Shareholders and the said resolution is forming part of this Notice as Item No. 4.

The tenure of Mr. Rohtas Goel as the Whole Time Director of the Company will expire on March 31, 2023, hence the Board, at the recommendation of Nomination & Remuneration Committee of the Company, at its meeting held on August 10, 2022, had considered, approved and recommended the re-appointment of Mr. Rohtas Goel as Whole Time Director under the designation of Chairman & Whole Time Director of the Company, not liable to retire by rotation, for a further period of five consecutive years, along with the remuneration, with effect from April 1, 2023 till March 31, 2028, to the Shareholders for their approval.

Mr. Rohtas Goel is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. Mr. Goel is a civil engineer who started his professional career with a private construction firm, but later undertook his own entrepreneurial journey. Mr. Goel has won several awards

and accolades, been invited to national and international conferences, has had two terms as President of National Real Estate Development Council (NAREDCO) and has emerged as a prominent voice of the real estate industry.

Keeping in view the contributions made by Mr. Rohtas Goel towards the Business of the Company and efforts being made by him, the Board, at the recommendation of Nomination & Remuneration Committee has proposed for the payment of remuneration to Mr. Rohtas Goel, within the limits approved by the Members at this AGM, in case of absence/inadequacy of profits for a period of three consecutive years with effect from the 1st April, 2023 with the authority to the Board of Directors to alter and vary the same 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 Nomination & Remuneration Committee. The details/disclosures pursuant to Schedule V of the Companies Act, 2013, are annexed herewith as Annexure-B to this Notice of 33rd AGM.

Further, it is hereby informed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

This explanatory statement may be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013. Pursuant to the provisions of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the required details to be disclosed with respect to the above matter are appended in Annexure A to the explanatory statement and in the Corporate Governance Report.

Save and except, Mr. Rohtas Goel to whom the resolution relates along with his relatives including Mr. Mohit Goel, Managing Director, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution as set out at item No. 7 for approval of Members as a Special Resolution.

ITEM NO. 7: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Company had entered into a Concession Agreement dated January 06, 2022 with Lucknow Development Authority for development, marketing and sale of Real Estate Township on a land parcel admeasuring approximately 668.9 acres (including Master Plan road) situated at Villages- Pyarepur and Kaliya Khera near the proposed ring road and on existing link road between Kanpur Road & Mohan Road, Lucknow. Consequent to this agreement the Company will be entitled for development, marketing and sale of Real Estate Township on aforementioned land parcel.

In view of the said Concession Agreement, following clauses shall be inserted after Article No. 136 to the existing Articles of Association of the Company as Article No. 137(a), (b) & (c):

137(a) Omaxe Limited shall not change its constitution in terms of clause 4.17.1 of concession Agreement dated January 06, 2022 with the Lucknow Development Authority or its name;

137(b) During the Development Term and for a period of one year thereafter, the total paid-up capital of Omaxe Limited shall represent an amount which shall not be less than 5% of the Total Project Cost i.e. INR 7,50,00,00,000/- (Indian Rupees Seven Hundred and Fifty Crores);

137(c) Any dilution (whether by fresh issue of shares or securities convertible into shares or direct or indirect transfer or both) except as permitted above and/or any amendment of the memorandum of Articles of Association to amend provisions contained above or otherwise shall require prior written consent of the Lucknow Development Authority;

In terms of Sections 5 and 14 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013, read with Rules made thereunder, the consent of the members by way of special resolution is required for alteration in Articles of Association of the Company in the nature of insertion of entrenchment provisions. The copy of the said Concession Agreement and the altered set of Articles of Association of the Company is available for inspection for the Members in such manner as defined in the Notes forming part of this Notice.

None of the Directors/ Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution as set out at item

No. 7 for approval of Members as a Special Resolution.

ITEM NO. 8: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) ENTERED INTO OR TO BE ENTERED INTO WITH M/S OMAXE WORLD STREET PRIVATE LIMITED ("OWSPL") AND M/S OMAXE INDIA TRADE CENTRE PRIVATE LIMITED ("OITCPL") DURING FINANCIAL YEAR 2022-23

The Securities and Exchange Board of India ("SEBI"), vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendment Regulations") dated November 9, 2021, introduced amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"). As per the said Amendment Regulations, transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Also, the scope of definitions of 'Related Party' and 'Related Party Transaction' as provided under Regulations 2(1)(zb) and 2(1)(zc) of the LODR Regulations respectively has been considerably widened.

Further in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 the Shareholders' approval on Material Related Party Transactions accorded in Annual General Meeting shall be valid up to the date of next Annual General Meeting for a period not exceeding fifteen months.

In view of the changes brought in by the above Amendment Regulations, the time limitation defined for the validity of Shareholders' Approval on Material Related Party Transactions and upon the recommendations of Audit Committee and the Board of Directors in their respective meetings held on August 10, 2022, the Company has to seek the approval of the shareholders for material contracts/ arrangements entered/ to be entered into with M/s Omaxe World Street Private Limited ("OWSPL") and M/s Omaxe India Trade Centre Private Limited ("OITCPL").

Brief details of the Transactions:

OWSPL and OITCPL, Subsidiary Companies of Omaxe Limited falling under the definition of Related Party under the provisions of Companies At, 2013 and SEBI (LODR) Regulations, 2015, engaged in the Real Estate Business in India, had approached the Company to provide funds to carry out Real Estate Projects/Activities.

The information as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is as mentioned below:

S.No.	Particulars	Details of 1 st Related Party Transaction	Details of 2 nd Related Party Transaction
a	Type, material terms and particulars of the proposed transaction	Type: Loan and Advances Terms: Unsecured, Non-interest bearing, repayable on demand	Type: Loan and Advances Terms: Unsecured, Non-interest bearing, repayable on demand
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Omexe World Street Private Limited ("OWSPL") Relationship: Subsidiary of Omexe Ltd. Nature of Concern: Financial	Omexe India Trade Centre Private Limited ("OITCPL") Relationship: Step down Subsidiary of Omexe Ltd. Nature of Concern: Financial
c	Tenure of the proposed transaction	Three Years	Three Years
d	Value of the proposed transaction	Up to Rs. 200 Crores	Up to Rs. 150 Crores
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	32.37% of Annual Consolidated Turnover of the Omexe Limited & 465.39% of Annual Standalone Turnover of OWSPL for the Financial Year ended March 31, 2022	24.28% of Annual Consolidated Turnover of the Omexe Limited & 34150.40% of Annual Standalone Turnover of OITCPL for the Financial Year ended March 31, 2022
f	Justification for why the proposed transaction is in the interest of the listed entity	The proposed RPT is entered into by the Company in execution of Real Estate Projects/ Activities by above mentioned subsidiaries in furtherance of their Business Activities, thereby adding value to the consolidated turnover of the listed entity.	
g	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	i) Company/ Group Companies own resources ii) No indebtedness is incurred with respect to this transaction iii) Loans and advances, unsecured, Non-interest bearing, repayable on demand iv) For carrying out Real Estate Projects by OWSPL	i) Company/ Group Companies own resources ii) No indebtedness is incurred with respect to this transaction iii) Loans and advances, unsecured, Non-interest bearing, repayable on demand iv) For carrying out Real Estate Projects by OITCPL
h	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable	Not Applicable
i	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	464.47% of Annual Consolidated Turnover of OWSPL for the Financial Year ended March 31, 2022	34150.40% of the Annual Standalone Turnover of OITCPL for the Financial Year ended March 31, 2022 since, OITCPL does not have any subsidiary/ associate/ joint venture entity
j	Any other information that may be relevant	All the relevant information has been disclosed hereinabove, forming part of Explanatory Statement to Item No. 8.	

The above transactions are being carried out in ordinary course of business of the Company at arm's length basis.

Save and except, Mr. Rohtas Goel, Chairman & Whole Time Director and Mr. Mohit Goel, Managing Director, none of the Directors/ Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution as set out at item No. 8 for approval of Members as an Ordinary Resolution.

ITEM NO. 9: WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. ROHTAS GOEL DURING THE FINANCIAL YEAR 2021-22

The Members of the Company at their Annual General Meeting (AGM) held on August 23, 2018, upon the recommendations of Board of Directors and Nomination & Remuneration Committee of the Company, had approved the remuneration to be paid to Mr. Rohtas Goel, Chairman & Whole Time Director of the Company in the manner, as specified in Annexure C to the Notice of this AGM. The Company has paid remuneration to Mr. Rohtas Goel for the FY 2021-22 in case of absence/inadequacy of profits. However, in terms of the provisions of Section 197(10) of the Companies Act, 2013, the Company may waive the recovery of payment of excess remuneration paid to Mr. Rohtas Goel subject to the approval of Shareholders of the Company by way of Special Resolution.

Keeping in view the contributions made by Mr. Rohtas Goel towards the Business of the Company, the efforts being made by him and the fact that Mr. Rohtas Goel has forwent his remuneration for the Financial Year 2020-21, the Board, at the recommendation of Nomination & Remuneration Committee, has recommended to waive the right to recover excess remuneration paid to Mr. Rohtas Goel, Chairman & Whole Time Director of the Company, amounting to Rs. 4,80,00,000/- and other allowances & perquisites during the Financial Year 2021-22. The remuneration paid to Mr. Rohtas Goel was within the limits as approved by the Shareholders at their AGM held on August 23, 2018.

Further, it is hereby informed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Save and except, Mr. Rohtas Goel to whom the resolution relates along with his relatives including Mr. Mohit Goel,

Managing Director, none of the Directors/ Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

Considering the contribution and dedication of Mr. Rohtas Goel towards the growth of Omaxe Limited, the Board recommends the Resolution as set out at item No. 9 for approval of Members as a Special Resolution.

ITEM NO. 10: REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23

The Board, at 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 FY 2022-23 at a remuneration of Rs. 1,75,000/- plus out of pocket expenses and applicable taxes. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Record and Audit) 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 required for confirmation and ratification of the remuneration payable to the Cost Auditors for the FY 2022-23.

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

The Board recommends the Resolution as set out at Item No. 10 for approval of Members to be passed as an Ordinary Resolution.

For and on behalf of the Board
For Omaxe Limited

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

Date: 10.08.2022
Place: Gurugram

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

Annexure-A to Notice of AGM

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/CHANGE IN DESIGNATION AT THE 33RD ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Name of Director	Mr. Rohtas Goel	Mr. Vinit Goyal	Mr. Mohit Goel
Director Identification Number (DIN)	00003735	03575020	02451363
Date of First/Original Appointment	8 th March, 1989	12 th April, 2021	26 th September, 2019
Date of Birth	19 th May, 1962	18 th August, 1987	16 th June, 1989
Age	60 Years	35 Years	33 Years
Brief resume and nature of expertise of directors in specific functional area	Mr. Rohtas Goel is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. Mr. Goel is a civil engineer who started his professional career with a private construction firm, but later undertook his own entrepreneurial journey. Mr. Goel has won several awards and accolades, been invited to national and international conferences, has had two terms as President of National Real Estate Development Council (NAREDCO) and has emerged as a prominent voice of the real estate industry.	Mr. Vinit Goyal, possesses 15 years of rich experience in Finance & Treasury Functions. He has an expertise in financial analysis, liquidity management, financial strategies, annual budgeting, MIS and liasoning with Financial Institutions/ Banks etc.	Mr. Mohit Goel has over 11 years of rich experience in Real Estate Sector in the areas of strategic & tactical planning, profit center operations, marketing strategy and project management. During his tenure as the Head of Youth CREDAI (North Zone) an illustrious body of real estate developers, from April, 2013 to March, 2015, Mr. Mohit Goel was credited with galvanizing the institution and infusing new energy in the institution through regular meetings, discussions, events etc.
Qualifications	Diploma in Civil	Graduated from Agra University	Commerce Graduate, Executive Program from IIM, Bangalore and Summer School at London School of Economics.
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2022 along with listed entities from which the person has resigned in the past three years	1. Omaxe Limited (holds Chairmanship and Directorship of the Company and Membership* in the Audit Committee & Investor Grievances Cum Stakeholders Relationship Committee as on 31.03.2022) Note: No resignation from the listed entities during past three years except for change in designation from Chairman & Managing Director to Chairman & Whole Time Director of Omaxe Limited, w.e.f. 30 th October, 2021, subject to the approval of shareholders.	1. Omaxe Limited (holds Directorship of the Company and Membership in the Committees) Note: No resignation from the listed entities during past three years.	1. Omaxe Limited (holds Directorship of the Company and Membership* in the Investor Grievances Cum Stakeholders Relationship Committee as on 31.03.2022) Note: No resignation from the listed entities during past three years except for cessation as CEO and change in designation from Whole Time Director to Managing Director of Omaxe Limited, w.e.f. 30 th October, 2021, subject to the approval of shareholders.

Name of Director	Mr. Rohtas Goel	Mr. Vinit Goyal	Mr. Mohit Goel
Directorship held in other companies/LLP as on March 31, 2022	<ol style="list-style-type: none"> 1. Omaxe Limited 2. Magppie Living Private Limited 3. Examo Estate Management Private Limited 4. VSG Builders Private Limited 5. NJS Developers Private Limited 6. Next10 Redevelopment Private Limited 7. Affordable India Housing Finance Limited 8. Next10 Land Developers Private Limited 9. Next10 Buildtech Private Limited 10. Next10 Realbuild Private Limited 11. Hansa Properties Private Limited 12. Buildwell Builders Private Limited 13. B D Agarwal Securities Private Limited 	<ol style="list-style-type: none"> 1. Omaxe Limited 2. Shamba Developers Private Limited 3. Ekansh Buildtech Private Limited 4. Green Planet Colonisers Private Limited 5. Naptune Technobuild Projects Private Limited 6. Sangupt Developers Private Limited 7. Kishordeep Realtors Private Limited 8. Laldeep Realtors Private Limited 9. Oasis Township Private Limited 10. Dream Home Developers Private Limited 11. Mehtab Infratech Private Limited 12. Vingar Developers Private Limited 13. Garg and Goel Estate Developers Private Limited 14. VGSG Realtors Private Limited 15. Jagdamba Contractors and Builders Limited 16. Giant Dragon Mart Private Limited 17. Dreamze New Faridabad Developers LLP 	<ol style="list-style-type: none"> 1. Omaxe Limited 2. Radhika Buildwell Private Limited 3. Ramneesh Builders Private Limited 4. Omaxe Global Trading Corporation Private Limited 5. Be Together Developers Private Limited (formerly known as ISW Lifespaces Private Limited)
Committee position held in other Companies as on March 31, 2022	NIL	NIL	NIL
Committee* position held in Omaxe Limited as on March 31, 2022	Member in Audit Committee and Investor Grievances Cum Stakeholders Relationship Committee	Member in Investor Grievances cum Stakeholders Relationship Committee	Member in Investor Grievances cum Stakeholders Relationship Committee
Shareholding in Omaxe Limited	27,47,250 Equity Shares of Rupees 10/- each.	NIL	NIL
Relationship with other Directors, Managers and other KMP of the Company	Mr. Rohtas Goel is father of Mr. Mohit Goel, Managing Director of Omaxe Limited	Not Related	Mr. Mohit Goel is son of Mr. Rohtas Goel, Chairman & Whole Time Director of Omaxe Limited
Terms and Conditions of Appointment/ Re-appointment	As set out in Item No. 4 and 6 read with respective Explanatory Statements thereto.	As per original appointment letter.	As set out in Item No. 5 read with Explanatory Statement thereto.
Details of Remuneration sought to be paid	Upto Rs. 40,00,000/- per month	Upto Rs. 4,16,667/- per month	Upto Rs. 12,00,000/- per month
Last Remuneration drawn	Upto Rs. 40,00,000/- per month	Upto Rs. 4,16,667/- per month	Upto Rs. 12,00,000/- per month
Number of Meetings of Board of Directors attended during the Financial Year 2021-22	05 out of 10	09 out of 09	02 out of 10

* Only Audit Committee and Investor Grievances Cum Stakeholders Relationship Committee (IGSRC) have been considered.

Annexure-B to Notice of AGM

The other disclosures as required under Section II of 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 Crores)

Financial Parameters	Financial Year		
	2019-20	2020-21	2021-22
Total Revenue	923.08	284.05	422.18
Depreciation	66.69	57.28	38.95
Total Expenses (Excluding Depreciation)	827.12	506.87	471.40
Net Profit/(Loss)	(94.35)	(210.21)	(76.29)
Paid Up Capital	182.90	182.90	182.90
Reserve & Surplus	1308.41	1098.91	1025.04
Earnings Per Share	(5.16)	(11.49)	(4.17)

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. ROHTAS GOEL
Background details, job profile and its suitability	Mr. Rohtas Goel is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. Mr. Goel is a civil engineer who started his professional career with a private construction firm, but later undertook his own entrepreneurial journey.
Past remuneration	Upto Rs. 40,00,000/- per month
Recognition or awards	Mr. Goel has won several awards and accolades, been invited to national and international conferences, has had two terms as President of National Real Estate Development Council (NAREDCO) and has emerged as a prominent voice of the real estate industry.
Remuneration proposed	Upto Rs. 40,00,000/- per month
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is comparable with the remuneration drawn by peers and is necessitated.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	Apart from receiving remuneration as stated above there is no other pecuniary relationship. Also, Mr. Rohtas Goel is father of Mr. Mohit Goel, Managing Director of the Company.

III. OTHER INFORMATION:

Reason of loss or inadequate profits	The Financial Results for the FY 2021-22 were severely impacted due to the restricted lockdowns imposed by various state governments as a result of the second wave of COVID-19 pandemic. The profits of the Company may not be adequate due to COVID impact. Also, the future profitability would largely depend on the macroeconomic and geopolitical factors, unforeseen events & disruptions, legal regulations and the operating business environment. The Company is well-poised to take advantage of these and other long-term trends. Its presence in the high-growth markets of NCR and projects focused on Tier-II and Tier-III cities make an attractive portfolio. In addition, Omaxe's well-diversified product portfolio means it can immensely benefit from the good prospects of both, Housing and Commercial-Office segments. The Company remains committed to delivering a superlative customer experience and leveraging the reputation and trust it has built over the years to accelerate its growth in tune with the market.
Steps taken or proposed to be taken for improvement	
Expected increase in productivity and profits in measurable terms	

IV. DISCLOSURES:

PARTICULARS	MR. ROHTAS GOEL
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	As per terms & conditions of appointment mentioned in the resolution under Item No. 6 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. 6 read with explanatory statement.
Service contracts, notice period, severance fees	As per terms & conditions of appointment mentioned in the resolution under Item No. 6 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

Annexure-C to Notice of AGM

TERMS & CONDITIONS OF APPOINTMENT OF MR. ROHTAS GOEL AND MR. MOHIT GOEL APPROVED BY THE MEMBERS OF THE COMPANY AT 29TH ANNUAL GENERAL MEETING AND 30TH ANNUAL GENERAL MEETING RESPECTIVELY

Particulars	Mr. Rohtas Goel	Mr. Mohit Goel
Tenure of Appointment	5 years w.e.f. 1 st April, 2018 to 31 st March, 2023	5 years with effect from date of 30th Annual General Meeting of the Company.
Basic Salary	Up to Rs. 40,00,000/- 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.	Up to Rs. 12,00,000/- (Rupees Twelve Lakh Only) 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.
Commission	Upto 2% of the Net Profit of the Company	NIL
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), gardening etc. at the discretion of the Board from time to time.	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.
Perquisites	<p>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.</p> <p>b. Telephone (Including Mobile Phone): Charges for rental, local and official long distance calls for telephone at residence and mobile phone will be reimbursed by the Company.</p> <p>c. Club Fees: Fee(s) of club(s) including annual charges and other fee(s) or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.</p> <p>d. Education: Actual Expenses of education for dependents of Mr. Rohtas Goel, subject to maximum of one month basic salary on annual basis, payable as per the request of Mr. Rohtas Goel.</p> <p>e. 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.</p> <p>f. 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.</p>	<p>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.</p> <p>b. Telephone: All Charges for telephone at residence and mobile phone will be reimbursed by the Company.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>

Particulars	Mr. Rohtas Goel	Mr. Mohit Goel
	<p>g. Annual Leave: Mr. Rohtas Goel 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.</p> <p>h. Leave Travel Assistance: For self and family subject to a ceiling of one month's salary per year.</p> <p>i. 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 services in accordance with Payment of Gratuity Act, 1972</p>	<p>g. Leave Travel Assistance: For self and family subject to a ceiling of one month's salary per year.</p> <p>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.</p>