

## Omaxe Limited

**Registered Office:** 19-B, First Floor, Omaxe Celebration Mall,  
Sohna Road, Gurugram, Haryana-122001  
**CIN:** L74899HR1989PLC051918; Telephone No. 011-41893100  
**Website:** www.omaxe.com; **E-mail Id:** secretarial\_1@omaxe.com

### NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of Omaxe Limited will be held on Friday, September 29, 2023 at 12:00 Noon through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”) (“**AGM**”), to seek the consent of the shareholders of the Company (“**Members**”), on the business items herein below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

#### ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended on March 31, 2023, together with the report of the Board of Directors and reports of the Auditors thereon.
2. To declare dividend on 0.1% Non-Cumulative, Redeemable, Non-Convertible Preference Shares for the financial year 2022-23.
3. To appoint a Director in place of Mr. Rohtas Goel (DIN: 00003735), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### **4. CONFIRMATION/ RATIFICATION OF REMUNERATION PAID TO MR. ROHTAS GOEL DURING THE FINANCIAL YEAR 2022-23**

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 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, as amended from time to time, the approval of Members of the Company be and is hereby accorded to confirm/ratify the remuneration paid to Mr. Rohtas Goel in the capacity of Chairman & Whole-Time Director of the Company, amounting to Rs. 4,80,00,000/- during the Financial Year 2022-23 in absence of profits.

**RESOLVED FURTHER THAT** Executive Director(s) and/or 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.”

#### **5. CHANGE IN DESIGNATION OF MR. ROHTAS GOEL (DIN: 00003735) FROM “CHAIRMAN & WHOLE-TIME DIRECTOR” TO “CHAIRMAN & NON-EXECUTIVE DIRECTOR/ NON-EXECUTIVE CHAIRMAN” AND PAYMENT OF REMUNERATION**

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 & all other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V of the 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 the approval/permissions, if any, as may be required, and in accordance with Articles of Association and policy on appointment and remuneration of directors of the Company and at the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-designate Mr. Rohtas Goel (DIN: 00003735) as “Chairman & Non-Executive Director / Non-Executive Chairman” of the Company, liable to retire by rotation, consequent upon his relinquishment of office of Executive Director of the Company with effect from May 27, 2023, within the same limits of remuneration and tenure, as approved by the shareholders of the Company at their 33<sup>rd</sup> Annual General Meeting held on September 28, 2022 and the revised structure of remuneration is indicated below:

Tenure	5 Years with effect from 01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2028
Gross Remuneration	Up to Rs. 40,00,000/- (Rupees Forty Lakh Only) per month
Perquisites and Allowances	As may be deemed fit to the Board of Directors upon the recommendation of Nomination & Remuneration Committee of the Company in terms of policy of the Company.

**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 to Mr. Rohtas Goel in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment and 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** except for the change in designation & remuneration structure, as above, and continuation of remuneration in the capacity of non-executive director designated as “Chairman & Non-Executive Director / Non-Executive Chairman”, the other terms & conditions of appointment of Mr. Rohtas Goel shall remain unchanged, as approved by the shareholders at their 33<sup>rd</sup> Annual General Meeting held on September 28, 2022.

**RESOLVED FURTHER THAT** Executive Director(s) and/or 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.”

**6. PAYMENT OF REMUNERATION TO MR. ROHTAS GOEL (DIN: 00003735), CHAIRMAN & NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24, WHICH MAY EXCEED 50% OF THE TOTAL ANNUAL REMUNERATION PAYABLE TO ALL OTHER NON-EXECUTIVE DIRECTORS 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 Regulation 17(6)(ca) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, if any and the Rules framed thereunder, as amended from time to time, and in accordance with Articles of Association and policy on appointment and remuneration of directors of the Company and at the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to pay a remuneration, as set out in the statement annexed to this notice, to Mr. Rohtas Goel (DIN: 00003735), in the capacity of Chairman & Non-Executive Director of the Company, which may exceed 50% of total remuneration payable to all other Non-Executive Directors for the financial year 2023-24.

**RESOLVED FURTHER THAT** Executive Director(s) and/or 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.”

**7. APPROVAL FOR PAYMENT OF COMMISSION OF UPTO 1% OF THE NET PROFITS OF THE COMPANY TO THE NON-EXECUTIVE DIRECTORS**

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 Section 197 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including the statutory modifications or re-enactment thereof for the time being in force) and in accordance with Articles of Association and policy on appointment and remuneration of directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of Commission of upto 1% (one percent) of the Net Profits of the Company in a financial year (FY), as calculated under Section 198 of the Companies Act, 2013, to the Non- Executive Director(s) of the Company, who are not in the whole-time employment of the Company, over a period of five years i.e. from FY 2023-24 to FY 2027-28.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to determine, within the limits as approved by the Members of the Company, the exact amount of commission payable to any one or more Non-Executive Director(s) of the Company and the manner, periodicity and interval of such payment as it may deem fit and to vary or modify the amount of commission, from time to time, as it may deem fit at the recommendation of Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** Executive Director(s) and/or 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.”

**8. REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24**

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, 2024, be paid a remuneration upto Rs. 2,00,000/- plus out of pocket expenses and applicable taxes as recommended by the Audit Committee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to determine, within the limits as approved by the Members of the Company, the exact amount of remuneration payable to the Cost Auditors, as it may deem fit at the recommendation of Audit Committee.

**RESOLVED FURTHER THAT** Executive Director(s) and/or 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.”

**Date:** 10<sup>th</sup> August, 2023

**Place:** New Delhi

**Regd. Office:** 19-B, First Floor,  
Omaxe Celebration Mall, Sohna Road,  
Gurugram, Haryana -122001

**By order of the Board  
For Omaxe Limited**

**Sd/-  
Vikas Khandelwal  
Company Secretary  
(M. No. A18475)**

**NOTES:**

1. The statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the special business under Item Nos. 4 to 8 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 LODR”) & Secretarial Standard-2 of the person seeking Appointment/Re-appointment as Director are also annexed herewith as Annexure A & B.
2. Pursuant to General Circular no. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 39/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022 dated April 8, 2020, April 13, 2020, December 31, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, respectively issued by Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”) and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), the 34<sup>th</sup> Annual General Meeting (“AGM”) is being held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

The Company has made arrangements through Link Intime India Pvt. Ltd. (LIPL), Registrar and Share Transfer Agent (RTA), of the Company to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the 34<sup>th</sup> AGM and for conducting of the e-AGM.

3. Pursuant to the provisions of Section 105 the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this AGM Notice.
4. Institutional/ Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/ authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent by email through its registered email address to [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. In accordance with the aforesaid MCA Circulars and SEBI Circulars and in compliance of in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015 (SEBI LODR), the financial statements including report of Board of Directors, Auditor’s report or other documents required to be attached therewith and the Notice of AGM, are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/ Depository Participants (DP). In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-23, he/she may send request to the Company’s email id at [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com) mentioning their Folio No./DP ID and Client ID. Members may note that the Annual Report and 34<sup>th</sup> AGM Notice are available on the Company’s website at <https://www.omaxe.com/investor> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
7. Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get the same registered with their DP or RTA of the Company.
8. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of this 34<sup>th</sup> AGM. Members who wish to inspect the documents, may send their request through an email at [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com).
9. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Rohtas Goel (DIN: 00003735), Director of the Company, is liable to retire by rotation at this Annual General Meeting and being eligible offered himself for re-appointment as Director. The Board of Directors, at the recommendation of Nomination & Remuneration of Committee, has proposed his re-appointment. Further, Mr. Rohtas Goel was also re-designated as Chairman & Non-Executive Director/Non-Executive Chairman w.e.f. May 27, 2023 consequent upon his relinquishment of office of Executive Director. The Board of Directors, at the recommendation of Nomination & Remuneration Committee, has approved the payment of

remuneration, as set out in the resolution at Item No. 5, to Mr. Rohtas Goel, subject to approval of Members of the Company.

10. Members desiring any information with regard to financial statements are requested to write to the Company at [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com) at an early date so as to enable the management to keep the information ready.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Also, pursuant to Regulation 40 of SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's RTA i.e. Link Intime India Pvt. Ltd., for assistance in this regard.
12. 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.
13. 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.
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. Members may join the 34<sup>th</sup> 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 34<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 34<sup>th</sup> AGM. The instructions and other information relating to remote e-voting, participation in the AGM through VC/OAVM and e-voting during the 34<sup>th</sup> AGM are integral part of this Notice.
16. 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.
17. 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 LODR 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. 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 are present in meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
18. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, during the FY 2022-23, Rs. 9,85,528/- and 24492 equity shares were transferred to the IEPF Authority, after giving due notice to the Members of the Company. The Members, whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

Members/claimants whose shares and/or unclaimed dividend have been transferred to the Fund, may claim the shares or apply for refund by making an application to IEPF Authority in Form No. IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time. The details of the unclaimed dividends are available on the Company's website at <https://www.omaxe.com/investor/iepf> and IEPF Authority's website at [www.iepf.gov.in](http://www.iepf.gov.in).

19. 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.

20. The Company has fixed Friday, September 22, 2023 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 Tuesday, September 26, 2023 up to 5.00 p.m. (IST) on Thursday, September 28, 2023 (both days inclusive).
21. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of 34<sup>th</sup> AGM of the Company.
22. The Board of Directors has appointed M/s Ankit Ghorawat & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- 23. 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
  - a. Existing IDEAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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.
  - b. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDEAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  - c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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
  - a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  - b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  - c. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  - d. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-

Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider 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](mailto: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
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders 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 shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 has 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”.

#### **24. Process and manner for attending the Annual General Meeting through InstaMeet:**

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

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

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

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

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

**C. Mobile No.:** Enter your mobile number.

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

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

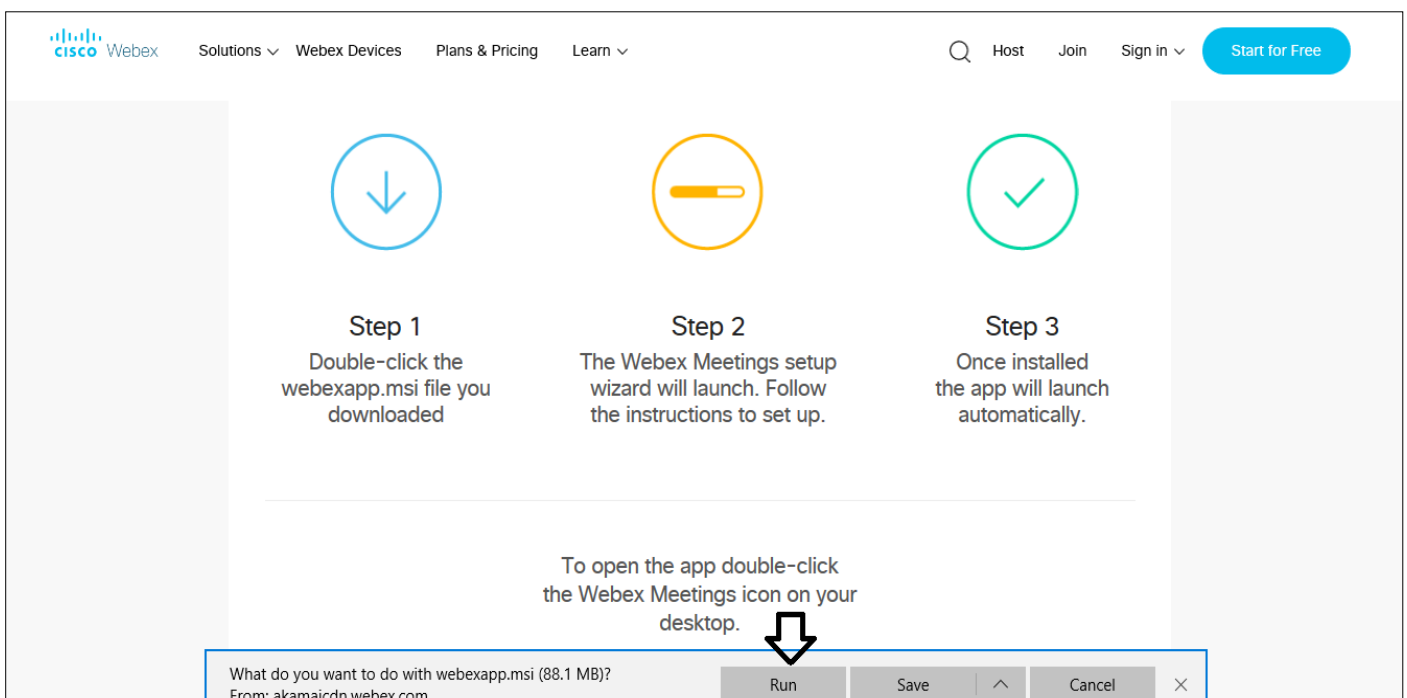
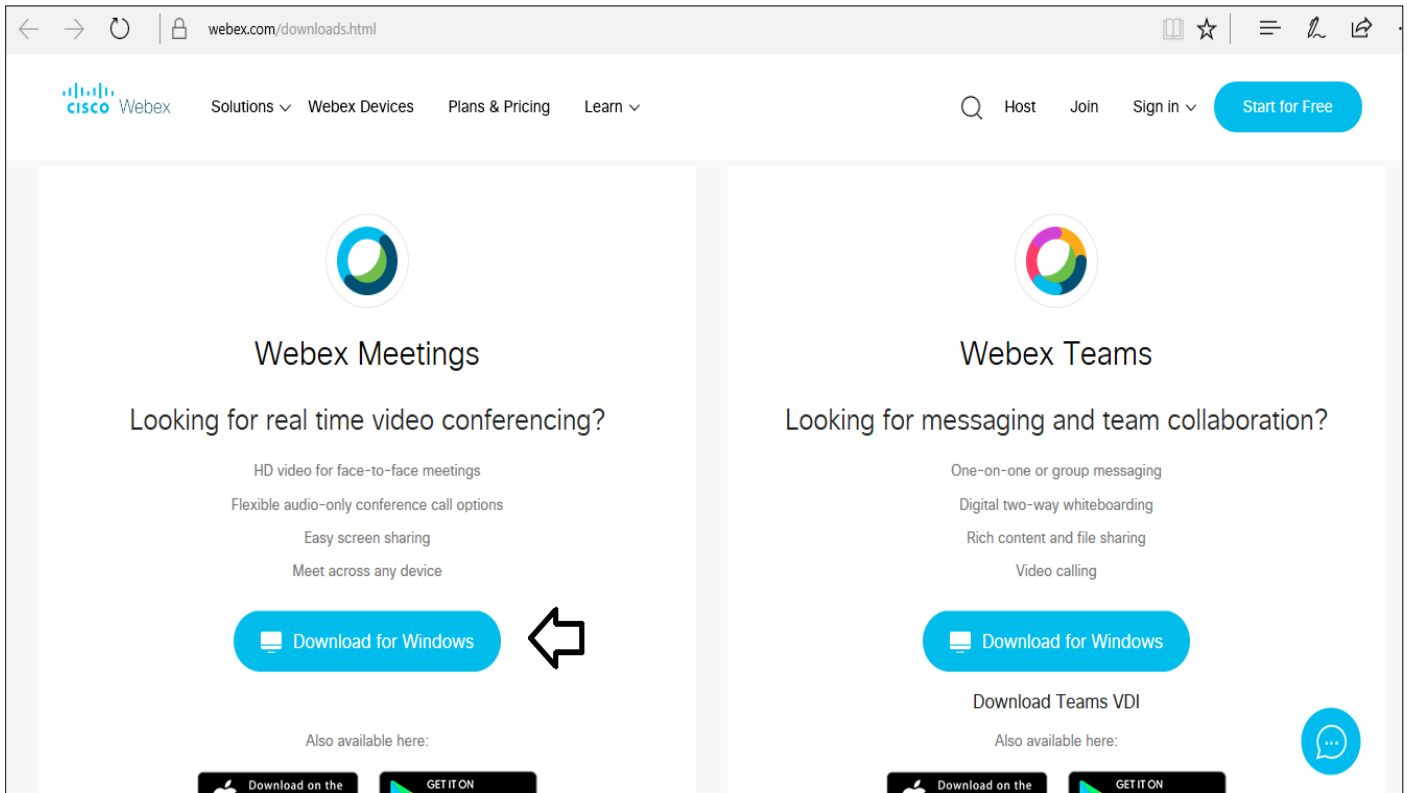


Please refer the following guidelines for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on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

### **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  
Double-click the webexapp.msi file downloaded

Step 3  
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Step 1  
Double-click the webexapp.msi file downloaded

Step 3  
Once installed app will launch automatically.

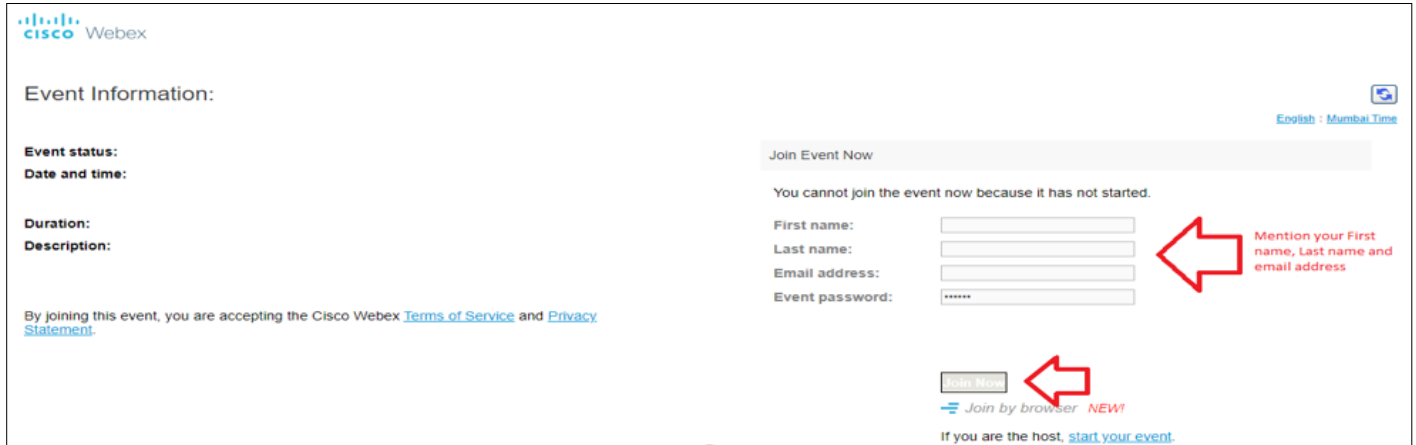
Step 1  
Double-click the webexapp.msi file downloaded

Step 3  
Once installed app will launch automatically.

or

- 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:

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 <a href="#">Run a temporary application</a> . Click on <a href="#">Run a temporary application</a> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



The screenshot shows the Cisco Webex 'Join Event Now' interface. On the left, there is a section for 'Event Information' with fields for 'Event status', 'Date and time', 'Duration', and 'Description'. Below this is a link to the 'Terms of Service and Privacy Statement'. On the right, there is a 'Join Event Now' section with a message: 'You cannot join the event now because it has not started.' Below this message are four input fields: 'First name', 'Last name', 'Email address', and 'Event password'. A red arrow points to the 'First name' field with the text 'Mention your First name, Last name and email address'. Below the input fields is a 'Join Now' button, also indicated by a red arrow. Below the button is a link for 'Join by browser NEW!' and a note for hosts: 'If you are the host, start your event.'

## 25. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- 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.

## 26. 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:

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- 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'.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- 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’.
- 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.
- 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](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO. 4: CONFIRMATION/ RATIFICATION OF REMUNERATION PAID TO MR. ROHTAS GOEL DURING THE FINANCIAL YEAR 2022-23**

The Members of the Company at their 29<sup>th</sup> Annual General Meeting 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, in the manner as specified in **Annexure A** to the Notice of this AGM. Accordingly, the Company has paid remuneration to Mr. Rohtas Goel, an Executive-Director & Chairman, for the FY 2022-23, who devoted his full time and efforts, as whole-time director of the Company, in Company's day to day affairs, operations and management. However, in absence of the profits for FY 2022-23, the confirmation/ ratification to the payment of such remuneration, in terms of the provisions of Section 197(10) of the Companies Act, 2013, is required by way of a Special Resolution.

The Members may note that Mr. Rohtas Goel has forewent his remuneration for the Financial Year 2020-21, however keeping in view the valuable contributions made by Mr. Rohtas Goel towards Company's business & growth, his deep operational knowledge and rich and varied experience in real estate industry, his unique vision, planning, extensive execution & administration capabilities and the efforts made by him in the capacity of Executive-Director and Chairman, the Board, at the recommendation of Nomination & Remuneration Committee, has approved to confirm/ratify the remuneration paid to Mr. Rohtas Goel, subject to the approval of Members, during the Financial Year 2022-23, aggregating to Rs. 4,80,00,000/- (Rupees Four Crore and Eighty Lakhs only) alongwith other allowances & perquisites, as per Company's policy. The said remuneration was well within the limits as approved by the Members of the Company.

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 of the Company and their shareholdings in the Company, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in this Resolution.

Board recommends the Resolution as set out at Item No. 4 for approval of Members as a Special Resolution.

**ITEM NO. 5 & 6:**

**CHANGE IN DESIGNATION OF MR. ROHTAS GOEL (DIN: 00003735) FROM "CHAIRMAN & WHOLE-TIME DIRECTOR" TO "CHAIRMAN & NON-EXECUTIVE DIRECTOR/ NON-EXECUTIVE CHAIRMAN" AND PAYMENT OF REMUNERATION**

**PAYMENT OF REMUNERATION TO MR. ROHTAS GOEL (DIN: 00003735), CHAIRMAN & NON- EXECUTIVE DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24, WHICH MAY EXCEED 50% OF THE TOTAL ANNUAL REMUNERATION PAYABLE TO ALL OTHER NON-EXECUTIVE DIRECTORS OF THE COMPANY**

The Members of the Company are hereby informed that Mr. Rohtas Goel, Chairman & Whole-Time Director of the Company had submitted a letter to relinquish his office of Executive Director of the Company with effect from closing of business hours of May 26, 2023 and consequent to the same he was re-designated as Chairman & Non-Executive Director/ Non-Executive Chairman of the Company with effect from May 27, 2023.

The Board of Directors of the Company at its meeting held on May 26, 2023, at the recommendation of the Nomination & Remuneration Committee and considering the valuable contribution and guidance, which the Company will be requiring from time to time from Mr. Rohtas Goel, has recommended to re-designate Mr. Rohtas Goel (DIN: 00003735) as "Chairman & Non-Executive Director / Non-Executive Chairman" of the Company, within the same limits of remuneration & tenure as approved by the shareholders of the Company at their 33<sup>rd</sup> Annual General Meeting held on September 28, 2022, as mentioned in the resolution set out at Item No. 5 to this Notice, in the capacity of Non-Executive Chairman, subject to the approval of Members of the Company and in accordance with the provisions contained in Section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013.



Further the proposed remuneration shall be paid to Mr. Rohtas Goel, within the limits as 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 1<sup>st</sup> 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.

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. The Company aims to deliver the next phase of growth, aspirations and milestones with fusion of new energy and experience, and is currently focusing on execution and completion of existing projects to meet delivery timelines, monetization of finished inventory, near-term liquidity & cash flows, a prudent capital structure and governance, and therefore keeping in view the experience Mr. Rohtas Goel and his proven skills, unique vision & execution capabilities, as may be required in the capacity of Non-executive Chairman, the Board of Directors of the Company recommends the resolution, as set out at Item no. 5 of this Notice.

Further, pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed entity is required to obtain approval of Members of the Company by way of Special Resolution for payment of remuneration to single Non-Executive Director which is in excess of 50% of the total remuneration payable to all other Non-Executive Directors of the Company during a financial year. Since, the remuneration payable to Mr. Rohtas Goel for the Financial Year 2023-24 may exceed 50% of the total remuneration that may be payable to all other Non-Executive Directors of the Company, the Board recommends the Resolution set out at Item No. 6 of the Notice for approval of the members as Special Resolution. The details of proposed remuneration to be paid to Mr. Rohtas Goel in the capacity of Chairman & Non-Executive Director, for the Financial Year 2023-24, is mentioned herein below:

Tenure	5 Years with effect from 01 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2028
Gross Remuneration	Up to Rs. 40,00,000/- (Rupees Forty Lakh Only) per month
Perquisites and Allowances	As may be deemed fit to the Board of Directors upon the recommendation of Nomination & Remuneration Committee of the Company in terms of the policy of the Company.

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.

The details/ disclosures pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, are annexed herewith as **Annexure B** to Notice of this AGM.

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 C** to Notice of this AGM.

Save and except, Mr. Rohtas Goel to whom these resolutions relate along with his relatives including Mr. Mohit Goel, Managing Director of the Company and their shareholdings in the Company, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, financially or otherwise, concerned or interested in these Resolutions.

The Board recommends the Resolution set out at Item No. 5 and Item No. 6 of the Notice for approval of the members as a Special Resolutions.

**ITEM NO. 7: TO APPROVE COMMISSION UPTO 1% OF THE NET PROFITS OF THE COMPANY TO THE DIRECTORS WHO ARE NOT IN THE WHOLE TIME EMPLOYMENT OF THE COMPANY**

The Members of the Company pursuant to the resolution passed at 29<sup>th</sup> Annual General Meeting, held on August 23, 2018 approved the payment of commission upto 1% of the net profits of the Company in any financial year, to the Non-Executive Directors, who are not in the whole time employment of the Company for five years i.e. from 2018-19 to 2022-23.

Further, since such approval of the Members has been expired, an enabling approval of Members is being sought for payment of commission upto 1% of the net profits of the Company in a financial year, as calculated under Section 198 of the Companies

Act, 2013 to the non-executive directors of the Company, who are not in the whole time employment of the Company, for a further period of five years, i.e., from financial year 2023-24 to 2027-28.

In accordance with the provisions of Section 197 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration by way of commission upto 1% of the net profits may be paid to the Directors other than the Managing Director & Whole-Time Directors subject to the approval of shareholders.

As per the requirements of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India, the details are appended in **Annexure D** to the Notice of this AGM in respect of the non-executive directors who are entitled for commission.

All the Non-executive Directors of the Company including Mr. Rohtas Goel, Chairman & Non-Executive Director and their relatives including Mr. Mohit Goel, Managing Director are concerned or interested in passing of this resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item No.7 for approval of Members.

**ITEM NO. 8: REMUNERATION OF M/S S.K. BHATT & ASSOCIATES, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24**

The Board, at the recommendation of the Audit Committee, has approved the appointment of M/s S.K. Bhatt & Associates, Cost Accountants (FRN: 000312S) as the Cost Auditors to conduct the audit of the Cost Records of the Company for the FY 2023-24 at a remuneration of upto Rs. 2,00,000/- 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 financial year 2023-24 by passing a resolution as set out at Item No. 8 of this Notice.

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. 8 for approval of Members to be passed as an Ordinary Resolution.

**TERMS & CONDITIONS OF APPOINTMENT OF MR. ROHTAS GOEL AS APPROVED BY THE MEMBERS OF THE COMPANY AT THEIR 29<sup>th</sup> ANNUAL GENERAL MEETING**

Tenure of Appointment	5 years w.e.f. 1 <sup>st</sup> April 2018 to 31 <sup>st</sup> March, 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	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> <li>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.</li> <li>e. Personal Medical: Reimbursement of all medical expenses/premium amounts of any Medclaim Policy etc. for self and family as per the rules of the Company.</li> <li>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.</li> <li>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.</li> <li>h. Leave Travel Assistance: For self and family subject to a ceiling of one month's salary per year.</li> <li>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.</li> </ul>

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		
	2020-21	2021-22	2022-23
Total Revenue	284.05	422.18	471.57
Depreciation	57.28	38.95	55.66
Total Expenses (Excluding Depreciation)	506.87	471.40	665.58
Net Profit/(Loss)	(210.21)	(76.29)	(193.19)
Paid Up Equity Capital	182.90	182.90	182.90
Reserve & Surplus	1098.91	1025.04	831.50
Earnings Per Share	(11.49)	(4.17)	(10.56)

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
<b>Background details, job profile and its suitability</b>	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.
<b>Past remuneration</b>	Upto Rs. 40,00,000/- per month
<b>Recognition or awards</b>	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.
<b>Remuneration proposed</b>	Upto Rs. 40,00,000/- per month
<b>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)</b>	The proposed remuneration is comparable with the remuneration drawn by peers and is necessitated.

<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel</b>	Mr. Rohtas Goel is father of Mr. Mohit Goel, Managing Director of the Company.
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### III. OTHER INFORMATION:

<b>Reason of loss or inadequate profits</b>	The reason, inter-alia, includes increased cost due to delay in projects and compensation paid/to be paid to customers for such delay. All the components contribute to increase in cost resulting into losses at present but as soon as the pace of work at project sites speed up & delivery is given, these losses will be curtailed in future.
<b>Steps taken or proposed to be taken for improvement</b>	
<b>Expected increase in productivity and profits in measurable terms</b>	

### IV. DISCLOSURES:

<b>PARTICULARS</b>	<b>MR. ROHTAS GOEL</b>
<b>All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors</b>	As per terms & conditions of appointment mentioned in the resolution under Item No. 5 read with statement pursuant to Section 102 of Companies Act, 2013.
<b>Details of fixed component. and performance linked incentives along with the performance criteria</b>	As per terms & conditions of appointment mentioned in the resolution under Item No. 5 read with statement pursuant to Section 102 of Companies Act, 2013.
<b>Service contracts, notice period, severance fees</b>	As per terms & conditions of appointment mentioned in the resolution under Item No. 5 read with statement pursuant to Section 102 of Companies Act, 2013.
<b>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</b>	NIL



**Details of Directors seeking Appointment/ Re-appointment/ change in designation in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings:**

<b>Name of Director</b>	<b>Mr. Rohtas Goel</b>															
<b>Director Identification Number (DIN)</b>	00003735															
<b>Date of Birth &amp; Age</b>	Date of Birth: May 19, 1962 Age: 61 Years															
<b>Date of First/Original Appointment</b>	March 08, 1989															
<b>Qualification(s)</b>	Diploma in Civil Engineering															
<b>Number of Shares held in the Company</b>	12,14,000 Equity Shares of Rs. 10/- each															
<b>Brief Profile/Resume/ Nature of expertise in specific functional areas</b>	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.															
<b>Other listed entities in which he holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years</b>	NIL															
<b>Directorship held in other companies</b>	<b>Directorship in the following Companies:</b> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;">1. Omaxe Limited</td> <td style="width: 50%;">7. Affordable India Housing Finance Ltd.</td> </tr> <tr> <td>2. Magppie Living Private Limited</td> <td>8. Next10 Land Developers Private Limited</td> </tr> <tr> <td>3. Examo Estate Management Private Limited</td> <td>9. Next10 Buildtech Private Limited</td> </tr> <tr> <td>4. VSG Builders Private Limited</td> <td>10. Next10 Realbuild Private Limited</td> </tr> <tr> <td>5. NJS Developers Private Limited</td> <td>11. Hansa Properties Private Limited</td> </tr> <tr> <td>6. Next10 Redevelopment Private Limited</td> <td>12. Buildwell Builders Private Limited</td> </tr> <tr> <td></td> <td>13. B D Agarwal Securities Private Limited</td> </tr> </table>		1. Omaxe Limited	7. Affordable India Housing Finance Ltd.	2. Magppie Living Private Limited	8. Next10 Land Developers Private Limited	3. Examo Estate Management Private Limited	9. Next10 Buildtech Private Limited	4. VSG Builders Private Limited	10. Next10 Realbuild Private Limited	5. NJS Developers Private Limited	11. Hansa Properties Private Limited	6. Next10 Redevelopment Private Limited	12. Buildwell Builders Private Limited		13. B D Agarwal Securities Private Limited
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2. Magppie Living Private Limited	8. Next10 Land Developers Private Limited															
3. Examo Estate Management Private Limited	9. Next10 Buildtech Private Limited															
4. VSG Builders Private Limited	10. Next10 Realbuild Private Limited															
5. NJS Developers Private Limited	11. Hansa Properties Private Limited															
6. Next10 Redevelopment Private Limited	12. Buildwell Builders Private Limited															
	13. B D Agarwal Securities Private Limited															
<b>Committee Positions in other Companies</b>	Not Applicable															
<b>Number of Board meetings attended during FY 2022-23</b>	4 out of 4															
<b>Terms and Conditions of Appointment/ Re-appointment</b>	As set out in Item No. 5 & 6 read with statement pursuant to Section 102 of Companies Act, 2013															
<b>Details of proposed remuneration from the Company</b>	As approved by the Members of the Company.															
<b>Last Remuneration drawn from the Company</b>	Upto Rs. 40,00,000/- per month															
<b>Relationships between Directors inter-se and other Key Managerial Personnel of the Company</b>	Mr. Rohtas Goel is father of Mr. Mohit Goel, Managing Director of the Company.															

**Details in respect of the Non-Executive Directors who are entitled for commission pursuant to Secretarial Standard-2 on General Meetings:**

<b>Name of Director</b>	<b>Mr. Rohtas Goel</b>	<b>Mr. Gurnam Singh</b>	<b>Mr. Shridhar Rao</b>	<b>Ms. Nishal Jain</b>	<b>Mr. Aroon Kumar Aggarwal</b>
<b>DIN</b>	00003735	08357396	08600252	06934656	00828759
<b>Age</b>	61 Years	68 Years	47 Years	39 Years	44 Years
<b>Qualification</b>	Diploma in Civil Engineering	Bachelor of Arts (Honours with English) and Masters in English Literature	MSAAD, Columbia University M.Arch, M.S. University, Baroda, India	PGDM - Human Resource Management B.B.A- Marketing	MBA from Apeejay Institute of Management (in collaboration with Thames Valley University, London), Delhi and have done an executive program in marketing and finance from IIM, Lucknow.
<b>Experience</b>	Mr. Rohtas Goel has over 37 Years of Rich Experience in the Real Estate Industry. He 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	He possesses rich banking experience of over 35 Years in State Bank Group. He superannuated as General Manager (Commercial/ Corporate Banking) on 31 <sup>st</sup> March 2015. He was an Observer /Nominee appointed by State Bank Group for Monnet Ispat & Energy Ltd. To oversee the working of the company on behalf of the Consortium of Banks from April, 2016 to May, 2017.  He was also an advisor to Centre for Science and Environment (CSE) from August, 2015 to June, 2016.	He has over 19 years of experience in the field of architecture. During his tenure at Gehry Partners, he has worked on many noteworthy projects. Prior to this he has also worked on many commercial projects such as Al Babtain Tower, Kuwait, The sail Residency, Singapore, Vatika Town Square in Manesar, India. Mr. Rao is visiting faculty of Sushant School of Art and Architecture, Gurugram, India.	She possesses 16 years of rich experience in Recruitment, Manpower Planning, Compensation Planning, Appraisals, Employee Engagement & related HR activities. Also, associated as Independent Director with Kamdhenu Group, the largest manufacturer of international quality Steel Bars in India is the first company to get the prestigious ISO 9001:2000 certifications.	He has over 20 years of experience in business development, talent acquisition & client acquisition, P&L management, delivery of mandates & client relationships across the world in diversified Industries including manufacturing, FMCG, consumer durable, retail, real estate, hospitality, IT, pharma etc. His appointment will help in achieving greater standards of Good Corporate Governance and will bring more independence in the Board of Directors.

	prominent voice of the real estate industry.				
<b>Details of Remuneration</b>	As set out in Item No. 5 & 6 read with statement pursuant to Section 102 of Companies Act, 2013	Remuneration by way of sitting fee for attending the meetings of the Board and Committees thereof, re-imbusement of expenses for participating in the Board and other Committee meetings and profit related commission within the limits under Section 197 of the Companies Act, 2013, as payable to other Non-Executive Directors in terms of the "Policy on Appointment and Remuneration of Director(s), KMP(s) And SMP(s)", as approved by the Nomination & Remuneration Committee or the Board or Shareholders, from time to time.			
<b>Remuneration last drawn</b>	Upto Rs. 40,00,000/- per month	Sitting fee of Rs.60,000/- each per Board Meeting, Rs. 40,000/- each per Audit Committee Meeting and Rs. 25,000/- each per other Committee Meeting(s) thereof including conveyance charges	Not Applicable, since he was not on the Board of Directors during the said period.		
<b>Date of First Appointment on the Board</b>	March 08, 1989, re-designated as Chairman & Non-Executive Director with effect from May 27, 2023	February 12, 2019	November 04, 2019	November 04, 2019	May 27, 2023
<b>Shareholding in the Company</b>	12,14,000 Equity Shares of Rs. 10/- each	NIL	NIL	NIL	17,374 Equity Shares of Rs. 10/- each
<b>Relationship with other Directors, Manager or Key Managerial Personnel of the Company</b>	Mr. Rohtas Goel is father of Mr. Mohit Goel, Managing Director of the Company.	Not Related	Not Related	Not Related	Not Related
<b>Number of Meetings of Board of Directors attended during FY 2022-23</b>	4 out of 4	4 out of 4	4 out of 4	4 out of 4	Not Applicable, since he was not on the Board of Directors during the said period.
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	<b>Directorship in the following Companies:</b> <ol style="list-style-type: none"> <li>Omaxe Limited</li> <li>Magppie Living Private Limited</li> <li>Examo Estate Management Private Limited</li> <li>VSG Builders Private Limited</li> <li>NJS Developers Private Limited</li> <li>Next10 Redevelopment Private Limited</li> <li>Affordable India Housing Finance Limited</li> <li>Next10 Land Developers</li> </ol>	<b>Directorship in the following Companies:</b> <ol style="list-style-type: none"> <li>Omaxe Limited</li> </ol>	<b>Directorship in the following Companies:</b> <ol style="list-style-type: none"> <li>Omaxe Limited</li> <li>Greenbanana Environment Solutions Private Limited</li> </ol>	<b>Directorship/ Designated Partnership in the following Companies/LLPs:</b> <ol style="list-style-type: none"> <li>Omaxe Limited</li> <li>Kamdhenu Ventures Limited</li> <li>Kamdhenu Colour and Coatings Limited</li> <li>H and N Styles LLP</li> </ol>	<b>Directorship/ Designated Partnership in the following Companies/LLPs:</b> <ol style="list-style-type: none"> <li>Omaxe Limited</li> <li>Equal Apple Consulting LLP</li> </ol>

	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				