

OL/SE/647/Oct 2024-25

October 01, 2024

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051
Security Code: 532880	Symbol: OMAXE

Subject: Voting Results of 35th Annual General Meeting (AGM) of Omaxe Limited held on Friday, September 27, 2024 along with Scrutinizer's Report

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the results of the e-voting (including remote e-voting) along with Scrutinizer's Report with respect to the business/agenda items placed before the Members at 35th Annual General Meeting of Omaxe Limited held on Friday, September 27, 2024 at 12:00 Noon (IST) through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

We would like to inform you that all the resolutions as set out in the Notice of 35th Annual General Meeting of Omaxe Limited have been passed with requisite majority.

This is for your information and record please.

Thank You

For Omaxe Limited

D B R Srikanta

Company Secretary & Compliance Officer

Encl: As stated above

"This is to inform that please make all correspondence with us on our **Corporate office** Address only"

OMAXE LIMITED

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

Tel.: +91-11-41896680-85, 41893100

Regd. Office: Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)

Toll Free No. 18001020064, **Website:** www.omaxe.com, **CIN:** L74899HR1989PLC051918



Neeraj Jain and Associates
(Company Secretaries)

1511, RG Trade Tower, Netaji Subhash
Place, Pitampura, New Delhi-110034
Mobile: +91-9899489541
Email: cs.neerajjain@gmail.com

Scrutinizer's Report

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

To,

**The Chairman of 35th Annual General Meeting of OMAXE LIMITED held on September 27, 2024
at 12:00 Noon, through video Conferencing(VC)/Other Audio-Visual Means(OAVM)**

**Subject: Consolidated Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the
Meeting' conducted on the resolutions contained in the Notice of the 35th Annual General Meeting
of OMAXE LIMITED held on Friday, 27th September, 2024 at 12:00 Noon through Video
Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")**

Dear Sir,

I, Neeraj Jain (Membership No. F-9599 & CoP 26163), Proprietor of M/s Neeraj Jain & Associates, Practicing Company Secretaries, having our office at 1511, R.G. Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034, was appointed by the Board of Directors of Omaxe Limited ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process in a fair and transparent manner of remote e-voting and electronic voting held during the 35th Annual General Meeting ("AGM") of the Company held on 27th September, 2024 at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in respect of all resolutions, set out in AGM notice dated 13th August 2024 ("Resolutions"), and deemed to be conducted at the Registered office of the Company at 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon- 122001 Haryana. We hereby submit our Report on Consolidated voting as under:

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made there under and 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, and 09/2023 dated April 8, 2020, April 13, 2020, December 31, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023, respectively issued by Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 ('SEBI Circular') relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated 13th August, 2024.



Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated 13th August, 2024 based on the reports generated from the e-voting system provided by Link Intime India Private Limited, the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

I hereby submit my Report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting, through instavote platform, during the AGM, for which purpose the Board of Directors of the Company engaged the services of Link Intime India Private Limited.
2. The Notice for AGM was sent to all the Members/Beneficiaries electronically on September 05, 2024, whose E-mail IDs were registered with the Company or Depository Participants in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder together with the MCA Circulars and SEBI Circular.
3. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. 20th September, 2024 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
4. Voting through remote e-voting remained open for a period of 4 days commencing from 9:00 A.M. on Monday, 23rd September, 2024 and ended on 5:00 P.M. on Thursday, 26th September, 2024 (both days inclusive) on the designated website instavote.linkintime.co.in of Link Intime India Private Limited.
5. Pursuant to applicable provisions of MCA Circulars, the Company had published the Newspaper advertisements in 'Business Standard' (Hindi & English) both dated August 31, 2024.
6. Pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, the Company had published the Newspaper advertisements in 'Business Standard' (Hindi & English) both dated September 06, 2024.
7. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
8. After the closure of e-voting at the AGM, the e-voting conducted at the AGM and the remote e-voting conducted prior to the AGM were unblocked and were downloaded in the presence of two independent witnesses, Mr. Vikram Chourasia and Ms. Pallavi, who are not in the employment of the Company.
9. Based on the report generated from e-voting website instavote.linkintime.co.in, which I have scrutinized, the consolidated results of voting are reported as under:



Item No. 1: As an Ordinary Resolution: To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Reports of the Board of Directors and the Auditor's reports thereon

(i) Voted in favour of resolution:

Number of members voted through e-voting	Number of votes casted in favour of resolution	Percentage of the total number of valid votes casted
226	126787139	99.9992

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes casted in against of resolution	Percentage of the total number of valid votes casted
3	1047	0.0008

(iii) Invalid votes*:

Numbers of members whose votes were declared invalid	Number of invalid/ Less voted/abstain cast by them
0	0

*including abstain votes

Item No. 2 As an Ordinary Resolution: To appoint a Director in place of Mr. Vinit Goyal (DIN: 03575020), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of resolution:

Number of members voted through e-voting	Number of votes casted in favour of resolution	Percentage of the total number of valid votes casted
222	126770119	99.9858

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes casted in against of resolution	Percentage of the total number of valid votes casted
7	18067	0.0142



(iii) Invalid votes*:

Numbers of members whose votes were declared invalid	Number of invalid/ Less voted/abstain cast by them
0	0

**including abstain votes*

Item No. 3 As an Ordinary Resolution: Confirmation/ Ratification of remuneration of M/s S.K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company for the Financial Year ending on March 31, 2025

(i) Voted in favour of resolution:

Number of members voted through e-voting	Number of votes casted in favour of resolution	Percentage of the total number of valid votes casted
226	126787139	99.9992

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes casted in against of resolution	Percentage of the total number of valid votes casted
3	1047	0.0008

(iii) Invalid votes*:

Numbers of members whose votes were declared invalid	Number of invalid/ Less voted/abstain cast by them
0	0

**including abstain votes*

Item No. 4 As Special Resolution: Re-appointment of Ms. Nishal Jain (DIN: 06934656) as Non-Executive & Woman Independent Director of the Company

(i) Voted in favour of resolution:

Number of members voted through e-voting	Number of votes casted in favour of resolution	Percentage of the total number of valid votes casted
226	126787139	99.9992



(ii) **Voted against the resolution:**

Number of members voted through e-voting	Number of votes casted in against of resolution	Percentage of the total number of valid votes casted
3	1047	0.0008

(iii) **Invalid votes*:**

Numbers of members whose votes were declared invalid	Number of invalid/ Less voted/abstain cast by them
0	0

**including abstain votes*

Item No. 5 As Special Resolution: Payment of remuneration to Mr. Rohtas Goel (DIN: 00003735), Chairman & Non-Executive Director of the Company for the Financial Year 2024-25, which may exceed 50% of the total annual remuneration payable to all other Non-Executive Directors of the Company

(i) **Voted in favour of resolution:**

Number of members voted through e-voting	Number of votes casted in favour of resolution	Percentage of the total number of valid votes casted
217	126761919	99.9793

(ii) **Voted against the resolution:**

Number of members voted through e-voting	Number of votes casted in against of resolution	Percentage of the total number of valid votes casted
10	26217	0.0207

(iii) **Invalid votes*:**

Numbers of members whose votes were declared invalid	Number of invalid/ Less voted/abstain cast by them
0	0

**including abstain votes*

Item No. 6 As Special Resolution: Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013



(i) **Voted in favour of resolution:**

Number of members voted through e-voting	Number of votes casted in favour of resolution	Percentage of the total number of valid votes casted
226	126787139	99.9992

(ii) **Voted against the resolution:**

Number of members voted through e-voting	Number of votes casted in against of resolution	Percentage of the total number of valid votes casted
3	1047	0.0008

(iii) **Invalid votes*:**

Numbers of members whose votes were declared invalid	Number of invalid/ Less voted/abstain cast by them
0	0

**including abstain votes*

Item No. 7 As Special Resolution: Increase in Remuneration of Mr. Vinit Goyal (DIN: 03575020), Whole Time Director of the Company and payment of remuneration in case of absence/ inadequacy of profits

(i) **Voted in favour of resolution:**

Number of members voted through e-voting	Number of votes casted in favour of resolution	Percentage of the total number of valid votes casted
219	126778546	99.9924

(ii) **Voted against the resolution:**

Number of members voted through e-voting	Number of votes casted in against of resolution	Percentage of the total number of valid votes casted
8	9590	0.0076

(iii) **Invalid votes*:**

Numbers of members whose votes were declared invalid	Number of invalid/ Less voted/abstain cast by them
0	0

**including abstain votes*



10. Based on the aforesaid results, Resolutions pertaining to all the items set forth in the Notice of AGM dated August 13, 2024 have been passed with requisite majority in terms of the provisions of the Companies Act, 2013 and Rules made thereunder.
11. The Register, all other papers and other relevant records relating to remote e-voting shall remain in our safe custody until the chairperson considers, approves and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.
12. The report of e-voting, in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure - A**.

Thanking you,

Yours truly,

For Neeraj Jain & Associates
Practicing Company Secretaries

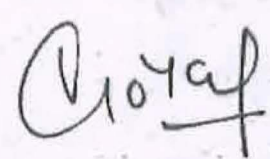

CS Neeraj Jain
(Proprietor)
M. No.: F0599
COP No.: 26163
Peer Review No.: 3258/2023
Firm Unique code: S2023DE908600
UDIN: F009599F001401539



Place: New Delhi
Date: 1st October, 2024

Encl: as above

Counter signed By:


VINIT GOYAL
Chairperson of 35th Annual General Meeting

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Reports of the Board of Directors and the Auditor's reports thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	135606918	126745838	93.4656	126745838	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		126745838	93.4656	126745838	0	100	0
Public- Institutions	E-Voting	17289428	16895	0.0977	16895	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16895	0.0977	16895	0	100	0
Public- Non Institutions	E-Voting	30004194	25451	0.0848	24404	1047	95.8862	4.1138
	Poll		2	0	2	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25453	0.0848	24406	1047	95.8865	4.1135
Total		182900540	126788186	69.3208	126787139	1047	99.9992	0.0008
Whether resolution is Pass or Not.								Yes
Disclosure of votes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Vinit Goyal (DIN: 03575020), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	135606918	126745838	93.4656	126745838	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		126745838	93.4656	126745838	0	100	0
Public-Institutions	E-Voting	17289428	16895	0.0977	0	16895	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16895	0.0977	0	16895	0	100
Public- Non Institutions	E-Voting	30004194	25451	0.0848	24279	1172	95.3951	4.6049
	Poll		2	0	2	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25453	0.0848	24281	1172	95.3954	4.6046
Total		182900540	126788186	69.3208	126770119	18067	99.9858	0.0142
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								




Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation/ Ratification of Remuneration of M/S S.K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company for the financial year ending on March 31, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	135606918	126745838	93.4656	126745838	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		135606918	126745838	93.4656	126745838	0	100
Public-Institutions	E-Voting	17289428	16895	0.0977	16895	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17289428	16895	0.0977	16895	0	100
Public- Non Institutions	E-Voting	30004194	25451	0.0848	24404	1047	95.8862	4.1138
	Poll		2	0	2	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30004194	25453	0.0848	24406	1047	95.8865
Total		182900540	126788186	69.3208	126787139	1047	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Nishal Jain (DIN: 06934656) as Non-Executive & Woman Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	135606918	126745838	93.4656	126745838	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		135606918	126745838	93.4656	126745838	0	100
Public-Institutions	E-Voting	17289428	16895	0.0977	16895	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17289428	16895	0.0977	16895	0	100
Public- Non Institutions	E-Voting	30004194	25451	0.0848	24404	1047	95.8862	4.1138
	Poll		2	0	2	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30004194	25453	0.0848	24406	1047	95.8865
Total		182900540	126788186	69.3208	126787139	1047	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								




Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Payment of Remuneration to Mr. Rohtas Goel (DIN: 00003735), Chairman & Non-Executive Director of the Company for the financial year 2024-25, which may exceed 50% of the total annual remuneration payable to all other Non-Executive Directors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	135606918	126745838	93.4656	126745838	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		126745838	93.4656	126745838	0	100	0
Public-Institutions	E-Voting	17289428	16895	0.0977	0	16895	0	100
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		16895	0.0977	0	16895	0	100
Public- Non Institutions	E-Voting	30004194	25401	0.0847	16079	9322	63.3007	36.6993
	Poll		2	0	2	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		25403	0.0847	16081	9322	63.3035	36.6965
Total		182900540	126788136	69.3208	126761919	26217	99.9793	0.0207
Whether resolution is Pass or Not.				Yes				
Disclosure of notes on resolution								




Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of New Set of Memorandum of Association of the Company as per Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	135606918	126745838	93.4656	126745838	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		135606918	126745838	93.4656	126745838	0	100
Public-Institutions	E-Voting	17289428	16895	0.0977	16895	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17289428	16895	0.0977	16895	0	100
Public- Non Institutions	E-Voting	30004194	25451	0.0848	24404	1047	95.8862	4.1138
	Poll		2	0	2	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30004194	25453	0.0848	24406	1047	95.8865
Total		182900540	126788186	69.3208	126787139	1047	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								




Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in remuneration of Mr. Vinit Goyal (DIN: 03575020), Whole Time Director of the Company and payment of remuneration in case of absence/ inadequacy of profits				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	135606918	126745838	93.4656	126745838	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		135606918	126745838	93.4656	126745838	0	100
Public-Institutions	E-Voting	17289428	16895	0.0977	16895	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		17289428	16895	0.0977	16895	0	100
Public- Non Institutions	E-Voting	30004194	25401	0.0847	15811	9590	62.2456	37.7544
	Poll		2	0	2	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		30004194	25403	0.0847	15813	9590	62.2486
Total		182900540	126788136	69.3208	126778546	9590	99.9924	0.0076
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

