

OL/SE/623/July 2024-25

July 08, 2024

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street , Mumbai 400 001 Security Code: 532880	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai 400 051 Symbol: OMAXE
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**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III thereto, please find enclosed a copy of the Postal Ballot Notice dated May 28, 2024, for seeking approval of the Members, through Remote E-voting, to the special businesses as contained in the said Notice.

In compliance with relevant circulars issued by the Ministry of Corporate Affairs, the said Postal Ballot Notice, together with Statement and Reasons pursuant to Sections 102 and 110 of Companies Act, 2013, for the proposed resolutions, are being sent through email to the shareholders of the Company whose names appear on the Register of Members/ list of Beneficial Owners maintained by the Depositories, as on July 05, 2024 i.e. the **Cut-off Date** and only such members shall be entitled to avail the facility of Remote E-voting and to participate in the postal ballot voting process.

The e-voting will commence on Tuesday, July 09, 2024 (09:00 A.M. IST) and will end on Wednesday, August 07, 2024 (5:00 P.M. IST). The results of postal ballot shall be declared on or before Friday, August 09, 2024.

For Omaxe Limited

FOR OMAXE LIMITED



D B R Srikanta  
Company Secretary  
Company Secretary

Encl: a/a

"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



**Omaxe Limited**

**Registered Office:** 19-B, First Floor, Omaxe Celebration Mall,  
Sohna Road Gurgaon, Haryana 122001 IN  
**CIN:** L74899HR1989PLC051918; Telephone No. 011-41893100  
**Website:** [www.omaxe.com](http://www.omaxe.com); E-mail: [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com)

### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, July 9, 2024 at 09:00 A.M. (IST)	Wednesday, August 7, 2024 at 05:00 P.M. (IST)

**Dear Member(s),**

**Notice** is hereby given to the members of Omaxe Limited (the ‘**Company**’) that in terms of the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot (hereinafter collectively referred to as ‘**MCA Circulars**’), Regulation 44 of and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) and relevant circulars issued by SEBI in this regard, Secretarial Standards on General Meetings (‘**SS-2**’) issued by ‘The Institute of Company Secretaries of India’ and subject to such other laws and regulations, as applicable, the Company is seeking consent of its members for the Special Businesses, as set-out herein below, by way of Postal Ballot & voting through electronic means only (“**Remote e-voting**”), (“**Postal Ballot Notice**”).

In view of the MCA Circulars, the companies have been permitted to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot, in accordance with the provisions of the Companies Act, 2013 (“**the Act**”) and Rules made thereunder. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules made thereunder, and Regulation 44 of the Listing Regulations and the Circulars, the Company has engaged M/s Link Intime India Private Limited (“**LI IPL**”) to provide the facility of Remote e-voting to all the Members to enable them to cast their votes electronically in respect of the Special Business as mentioned in this Postal Ballot Notice.

The Remote E-voting facility is available at the link: <https://instavote.linkintime.co.in> from Tuesday, July 9, 2024 (09:00 A.M.) till Wednesday, August 7, 2024 (05:00 P.M.). Please refer to the instructions for casting votes by Remote e-voting at the end of this Postal Ballot Notice for the purpose and the manner in which Remote e-voting has to be carried out.

Further, in accordance with MCA Circulars, this Postal Ballot Notice is being sent only in electronic form, to those members whose e-mail IDs are registered with the Company/ Depositories and physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the members for this Postal Ballot and the communication of assent / dissent of the Members will only take place through the Remote e-voting. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on Friday, July 05, 2024, being Cut-off Date.

The Company has appointed Mr. Neeraj Jain (ICSI M. No. F9599, COP No. 26163), Proprietor of M/s Neeraj Jain and Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process through Remote e-voting in a fair and transparent manner. The Members are requested to follow the procedure as stated in the notes and

instructions for casting of votes by Remote e-voting.

The Scrutinizers shall submit their report to the Chairman/ Managing Director/ Whole Time Director of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by Remote e-voting) process in a fair and transparent manner. The results of the postal ballot will be announced on or before Friday, August 09, 2024 and will be displayed on the website of the Company (i.e. [www.omaxe.com](http://www.omaxe.com)) and will be intimated to BSE Limited ("BSE") and National Stock Exchange of India ("NSE") where the Equity Shares of the Company are listed.

The Resolutions proposed to be passed by way of Postal Ballot and the Statement setting-out the material facts and reasons for the proposal are appended for consideration of the members.

### **SPECIAL BUSINESS**

#### **1. REGULARIZATION OF APPOINTMENT OF MS. BINITHA MANOHAR DALAL (DIN: 08055468) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to give assent/ dissent to the following Resolution, as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and rules framed thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1C) and any other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), **Ms. Binitha Manohar Dalal (DIN: 08055468)**, who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors with effect from May 28, 2024 in terms of Section 161(1) of the Act, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years with effect from May 28, 2024.

**RESOLVED FURTHER THAT** Executive Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary, expedient or desirable to give effect to this Resolution.”

#### **2. APPROVAL OF REQUEST RECEIVED FROM MR. JAI BHAGWAN GOEL, PERSON BELONGING TO THE PROMOTER AND PROMOTER GROUP OF THE COMPANY, FOR RECLASSIFICATION FROM “PROMOTER AND PROMOTER GROUP” TO “PUBLIC” CATEGORY SHAREHOLDER OF THE COMPANY**

To consider and if thought fit, to give assent/ dissent to the following Resolution, as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**SEBI LODR Regulations**”), and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approval from the Stock Exchanges, where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited (collectively “Stock Exchanges”) and other appropriate statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for reclassification of Mr. Jai Bhagwan Goel, who is holding 9,98,650 (Nine Lakh Ninety Eight Thousand Six Hundred Fifty) equity shares of the Company, representing 0.55% of the paid up equity share capital of the Company, from 'Promoter' category to 'Public' category, as required pursuant to Regulations 31A of SEBI LODR Regulations.

**RESOLVED FURTHER THAT** upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of Mr. Jai Bhagwan Goel, the Company shall effect such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of SEBI LODR Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

**RESOLVED FURTHER THAT** any of the Executive Directors of the Company and Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the SEBI LODR Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this matter.

**By Order of the Board**  
For **OMAXE LIMITED**

**Sd/-**  
D B R Srikanta  
Company Secretary & Compliance Officer  
M. No.: F3992

Place: New Delhi  
Date: 28.05.2024

**Registered Office:** 19-B, First Floor, Omaxe Celebration Mall,  
Sohna Road Gurgaon, Haryana - 122001 IN  
**CIN:** L74899HR1989PLC051918  
**Telephone No.:** 011-41893100  
**Website:** [www.omaxe.com](http://www.omaxe.com)  
**E-mail:** [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com)

## NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for all the aforesaid special business is annexed hereto.
2. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by Link Intime India Private Limited (“LI IPL”). The instructions for electronic voting are annexed to this Postal Ballot Notice.
3. In compliance with MCA Circulars and in conformity with the applicable regulatory requirements, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with their depository participants (in case of shares held in demat form) or with the Company’s Registrar & Share Transfer Agent (in case of shares held in physical form), as on Friday, July 05, 2024 (Cut-off Date).
4. Members may note that this Postal Ballot Notice will also be available on the Company’s website at [www.omaxe.com](http://www.omaxe.com), respective websites of NSE and BSE and on the website of Registrar and Share Transfer Agent at [instavote.linkintime.co.in](http://instavote.linkintime.co.in).
5. Voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on **July 05, 2024, being Cut-off Date**.
6. Only a member holding shares as on the Cut-off Date is entitled to exercise vote through e-voting.
7. The Company has appointed Mr. Neeraj Jain (ICSI M. No. F9599, COP No. 26163), Proprietor of M/s Neeraj Jain and Associates, Practicing Company Secretaries, as the Scrutinizers for conducting the Postal Ballot process in a fair and transparent manner.
8. Members can cast their votes online from **Tuesday, July 09, 2024 at 09:00 A.M. onwards till Wednesday, August 07, 2024 upto 05:00 P.M.** Since, the e-voting module shall be disabled for voting thereafter, no voting shall be allowed beyond 05:00 P.M. on Wednesday, August 07, 2024. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated herein below.
9. All material documents related to the abovementioned resolutions and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 04:00 P.M. till Wednesday, August 07, 2024.
10. Resolution(s) passed by the members through e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members subject to receipt of the requisite number of votes in favour of the resolution(s). The Scrutinizer’s decision on the validity of e-voting shall be final.
11. The Scrutinizer will submit his report to the Chairman/ Managing Director/ Whole Time Director of the Company, or any other person authorized by the Board in writing, after the completion of scrutiny on or before Friday, August 09, 2024.
12. The Results shall be declared along with the Scrutinizers’ Report on Friday, August 09, 2024 at the Registered Office of the Company and shall also be placed on the Company’s website at [www.omaxe.com](http://www.omaxe.com) and on the website of LI IPL at [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and shall be communicated to the Stock Exchanges wherein the Company’s shares are listed.
13. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Wednesday, August 07, 2024.
14. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email



addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

### **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.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - b) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
  - 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 Myeasi username & password.
  - b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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 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 e-Voting 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 who have forgotten the password:**

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

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. 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 Shareholder holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.

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

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



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

**STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

In order to achieve greater standards of Good Corporate Governance and to bring more independence in the Board of Directors of the Company, the Board of Directors at their meeting held on May 28, 2024 based on the recommendations of Nomination and Remuneration Committee, appointed Ms. Binitha Manohar Dalal (DIN: 08055468) as Additional Director (Non-Executive & Independent), not liable to retire by rotation, for a period of three years with effect from May 28, 2024, subject to approval of the Shareholders.

Further, in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier and in view of the same, the approval of members for the above matter is being sought through Postal Ballot.

Ms. Binitha Dalal is the Founder & Managing Partner at Mt. K Kapital and is leading the fund management business at the Rustomjee Group. A seasoned business professional, she oversees the overall acquisition and implementation of projects for the investee companies at Mt. K Kapital.

With over 17 years of experience in the real estate finance and development fund management industry, Binitha started working in the operations team at Rustomjee Group, a real estate development company in Mumbai Metropolitan Region in 2008. Alongside this, she is also a Managing Committee Member at CREDAI-MCHI and the Co-Convener of the CREDAI Youth Wing.

Ms. Binitha Manohar Dalal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has successfully registered herself in the Independent Director’s Data Bank maintained by Indian Institute of Corporate Affairs, giving her consent to act as a Director in accordance with Section 152 of the Act.

The Company has also received a declaration of Independence from Ms. Binitha Manohar Dalal that she fulfils the conditions as set-out in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations and is eligible for appointment as an Independent Director. Further, in terms of Regulation 25(8) of SEBI LODR Regulations, Ms. Binitha Manohar Dalal has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Also, in compliance with NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, Ms. Binitha Manohar Dalal has confirmed that she has not been debarred from holding the office of Director by virtue of any SEBI Order or any other Authority.

Accordingly, it is proposed to regularize the appointment of Ms. Binitha Manohar Dalal, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of three consecutive years with effect from May 28, 2024.

The terms and conditions of appointment of Independent Director would be available for inspection by the members electronically and is also disclosed on the website of the Company. Members seeking to inspect the same can send an e-mail to [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com).

The details in terms of Regulation 36(3) of SEBI LODR Regulations and other applicable provisions of the Act (including SS-2) are annexed herewith as **Annexure I** and forms part of this Notice.

Save and except Ms. Binitha Manohar Dalal herself, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the said resolution as set-out at Item No. 1. The Board recommends the resolution, set out hereinabove at Item No. 1 of this Postal Ballot Notice, for approval of the members as a **Special Resolution**.

## **ITEM NO. 2**

The Company has received request letter dated March 31, 2024, from one of the Promoter Shareholders, i.e., Mr. Jai Bhagwan Goel (“Request Letter”), who is holding 9,98,650 (Nine Lakh Ninety Eight Thousand Six Hundred Fifty) equity shares of the Company, representing 0.55% of the paid up equity share capital of the Company, for reclassification from the "Promoter/Promoter Group" to "Public" Category.

The Members may note that, in terms of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015, the promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification shall not:

- (i) *together, hold more than 10% of the total voting rights in the listed entity;*
- (ii) *exercise control over the affairs of the listed entity directly or indirectly;*
- (iii) *have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;*
- (iv) *be represented on the board of directors (including not having a nominee director) of the listed entity;*
- (v) *act as a key managerial personnel in the listed entity;*
- (vi) *be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;*
- (vii) *be a fugitive economic offender.*

The Board of Directors of the Company at its meeting held on May 28, 2024 considered and analyzed the request for re-classification of Mr. Jai Bhagwan Goel from the 'Promoter Group' category to the 'Public' category and the Board was of the view that the reclassifications request received is not in compliance with the Regulation 31A SEBI LODR Regulations. The detailed views of the Board of Directors on aforementioned request are enclosed herewith as **Annexure II** and forms part of this Notice.

The Members may further note that promoter(s) seeking reclassification and the persons related to him/her/it shall note vote to approve the abovementioned reclassification request.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mr. Rohtas Goel and Mr. Mohit Goel, in any way, are concerned or interested, financially or otherwise in the said resolution as set-out at Item No. 2.

The Board recommends the resolution, set out hereinabove at Item No. 1 of this Postal Ballot Notice, for approval of the members as an **Ordinary Resolution**.

**By Order of the Board**  
For **OMAXE LIMITED**

**Sd/-**  
D B R Srikanta  
Company Secretary & Compliance Officer  
M. No.: F3992

Place: New Delhi  
Date: 28.05.2024

**Registered Office:** 19-B, First Floor, Omaxe Celebration Mall,  
Sohna Road Gurgaon, Haryana - 122001 IN  
**CIN:** L74899HR1989PLC051918  
**Telephone No.:** 011-41893100  
**Website:** [www.omaxe.com](http://www.omaxe.com)  
**E-mail:** [secretarial\\_1@omaxe.com](mailto:secretarial_1@omaxe.com)

**Details of Director seeking Appointment 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>Ms. Binitha Manohar Dalal</b>
<b>Director Identification Number (DIN)</b>	08055468
<b>Date of Birth &amp; Age</b>	Date of Birth: August 16, 1986 Age: 37 Years
<b>Date of First/Original Appointment</b>	May 28, 2024
<b>Qualification(s)</b>	Graduate of the Bachelor of Management Studies programme at Jai Hind College of Mumbai and an alumna of the Indian Institute of Management, Banglore.
<b>Number of Shares held in the Company</b>	NIL
<b>Brief Profile/Resume</b>	The same has been disclosed in the statement annexed to this Notice.
<b>Nature of expertise in specific functional areas including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	With over 17 years of experience in the real estate finance and development fund management industry, Binitha started working in the operations team at Rustomjee Group, a real estate development company in Mumbai Metropolitan Region in 2008. Alongside this, she is also a Managing Committee Member at CREDAI-MCHI and the Co-Convener of the CREDAI Youth Wing. Her appointment will help in achieving greater standards of Good Corporate Governance and will bring more independence in the Board of Directors.
<b>Listed entities (other than Omaxe Limited) 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>	Venture Catalysts Proptech Advisors Private Limited – Director Keystone Infrastructure Private Limited – Director CVSRTA Registered Valuers Association – Director Shree K Kappital Private Limited – Director Kanthi Kapital Private Limited – Director Neovon Partners LLP – Designated Partner MT K Kapital Private Limited – Whole-time Director
<b>Committee Positions in other Public Companies</b>	Nil
<b>Number of Board meetings attended</b>	1
<b>Terms and Conditions of Appointment/ Re-appointment</b>	Non-executive & Independent Director of the Company, not liable to retire by rotation for a period of three consecutive years with effect from May 28, 2024.
<b>Details of proposed remuneration from the Company</b>	She shall be paid remuneration by way of sitting fee for attending the meeting of the Board and Committees thereof, re-imbursment 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. The said policy is available at the website

	of the Company i.e. <a href="https://www.omaxe.com/investor/criteria-of-makingpayments-">https://www.omaxe.com/investor/criteria-of-makingpayments-</a> to-non-executive-directors.
<b>Last Remuneration drawn from the Company (including Sitting fee and Commission)</b>	Sitting fees of Rs. 60,000/- & Rs. 40,000/- each was paid/payable for Board Meeting & Audit Committee Meeting, respectively.
<b>Relationships between Directors inter-se and other Key Managerial Personnel</b>	Not Related

**Detailed views of the Board of Directors on reclassification requests received from Mr. Jai Bhagwan Goel are as follows:**

- (i) As per Regulation 31A(3)(b)(ii) of SEBI LODR Regulations, the promoter seeking reclassification and person related to the promoter seeking reclassification shall not exercise control over the affairs of the listed entity directly or indirectly.
- (ii) For the purpose of the said Regulation 31A of the SEBI LODR Regulations, the term “promoters seeking reclassification” shall mean all such promoters/persons belonging to the promoter group seeking re-classification of status as public and “persons related to the promoter(s) seeking re-classification” shall mean such persons with respect to that promoter(s) seeking re-classification who fall under sub-clauses (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”).
- (iii) In the present case, following are *inter-alia* the ‘persons related to the promoter seeking reclassification’ i.e., Mr. Jai Bhagwan Goel, as per the SEBI ICDR Regulations:

<b>Individual</b>	<b>Relation with Mr. Jai Bhagwan Goel</b>
Sunil Goel	Brother
Rohtas Goel	Brother
Rekha Goel	Spouse

- (iv) As per Regulation 2(1)(e) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, “control” includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.
- (v) It is pertinent to note that the majority shareholding in the Company and consequent control over the Company is exercised by Guild Builders Private Limited, which along with its wholly owned subsidiary, Dream Home Developers Private Limited, holds 68.45% voting rights in the Company.
- (vi) The shareholding of relevant promoter and promoter group in Guild Builders Private Limited is as following:

<b>Name of the Shareholder</b>	<b>Shareholding as a % of total no. of shares</b>
Sunil Goel	4.53
Rohtas Goel	4.26
Mohit Goel (son of Rohtas Goel)	39.75
Jatin Goel (son of Rohtas Goel)	32.30
Jai Bhagwan Goel	3.17
Rekha Goel	0.05
Rohtas Goel HUF	3.25
<b>TOTAL</b>	<b>87.31</b>

- (vii) Mr. Jai Bhagwan Goel, Ms. Rekha Goel, Mr. Sunil Goel and Mr. Rohtas Goel along with the two sons of Mr. Rohtas Goel (Mr. Mohit Goel and Mr. Jatin Goel) hold 87.31% of equity shares of Guild Builders Private Limited.



- (viii) Hence, in the view of the Board, the above-mentioned promoter seeking reclassification and persons related to promoter seeking reclassification exercise control over the affairs of the Company, directly or indirectly, by virtue of shareholding in Guild Builders Private Limited, which in turn exercises control over the Company.
- (ix) Further, as per Regulation 31A(3)(b)(iv) of SEBI LODR Regulations, the promoter seeking reclassification and persons related to promoter seeking reclassification shall not be represented on the board of directors (including not having a nominee director) of the listed entity.
- (x) It was noted that a person related to promoter seeking reclassification i.e., Mr. Rohtas Goel, is appointed as director on the Board.
- (xi) Considering the above, the Board was of the view that the reclassifications request received is not in compliance with the Regulation 31A(3)(b)(ii) and Regulation 31A(3)(b)(iv) of SEBI LODR Regulations.
- (xii) Regulation 31A(3)(a)(ii) of the SEBI LODR Regulations provides that the board of directors of the listed entity shall analyze the reclassification request and place the same before the shareholders in a general meeting for approval along with the views of the Board on the request within the prescribed time. The Board of the Company analyzed the aforesaid reclassification request received by the Company, as mentioned above and decided to place the same before the shareholders in a general meeting, along with its views as mentioned herein.
- (xiii) The reclassification requests, if approved by the Members of the Company shall be subject to the approval of the Stock Exchanges as per the provisions of Regulation 31A of SEBI LODR Regulations and even if the Members of the Company approve the aforesaid reclassification request, such non-compliance as mentioned above, may result in the Stock Exchanges rejecting the application for reclassification.