

OL/SE/567/Feb 2023-24

February 28, 2024

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street , Mumbai 400 001	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai 400 051
Security Code: 532880	Symbol: OMAXE

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 February 09, 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 February 23, 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 Thursday, February 29, 2024 (09:00 A.M. IST) and will end on Friday, March 29, 2024 (5:00 P.M. IST). The results of postal ballot shall be declared on or before Tuesday, April 02, 2024.

For Omaxe Limited

D B R Srikanta
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, **Fax:** +91-11-41896653, 41896655, 41896799

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: Shop No-19-B, First Floor, Omaxe Celebration Mall,
Sohna Road Gurgaon, Haryana122001 IN
CIN: L74899HR1989PLC051918; **Telephone No.** 011-41893100
Website: www.omaxe.com; **E-mail:** 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
Thursday, February 29, 2024 at 09:00 A.M. (IST)	Friday, March 29, 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 Thursday, February 29, 2024 (09:00 A.M.) till Friday, March 29, 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, February 23, 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 Tuesday, April 02, 2024 and will be displayed on the website of the Company (i.e. 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 Resolution 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. RE-APPOINTMENT OF MR. MOHIT GOEL AS MANAGING DIRECTOR OF THE COMPANY WITH EFFECT FROM 01.04.2024

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 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act and provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/ or approval of any appropriate authority(s) under said act or any other applicable law, rules and regulations for the time being in force as amended from time to time, the consent of the Members of the Company, be and is hereby accorded to reappoint Mr. Mohit Goel (DIN: 02451363) as Managing Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from 01.04.2024 on the terms and conditions including remuneration as set out below with the authority to the Board to alter and vary the terms and conditions of the said re-appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of Nomination & Remuneration Committee provided however that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder and within limits approved by the Shareholders of the Company:

Tenure of appointment: 5 years w.e.f. 01.04.2024 to 31.03.2029

Basic Salary: Up to Rs. 33,00,000/- (Rupees Thirty-Three 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.)

Housing: House Rent Allowance may be provided by the Company as per Company Policies. Or The Company may provide fully furnished accommodation alongwith its upkeep and maintenance including payment towards electricity, water, security, servant(s), and gardening etc. at the discretion of the Board from time to time.

Perquisites:

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.

TELEPHONE (INCLUDING MOBILE PHONE): All Charges for telephone at residence and mobile phone will be reimbursed by the Company.

CLUB FEES: Fees of clubs including annual charges and other fees or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.

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.

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.

ANNUAL LEAVE: The Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.

LEAVE TRAVEL ASSISTANCE: For self and family subject to a ceiling of one month's salary per year.
CONTRIBUTIONS: Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.

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

RESOLVED FURTHER THAT subject to the provisions of Schedule V of the Companies Act, 2013, the aforesaid remuneration shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum remuneration to Mr. Mohit Goel in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment for a period of three consecutive years 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 his tenure, provided that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT any of the Executive Director(s) 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.”

2. REVISION OF REMUNERATION OF MR. ROHTAS GOEL, CHAIRMAN AND NON-EXECUTIVE DIRECTOR WITH EFFECT FROM 01.04.2024

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 197, 198 and Schedule V of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the gross remuneration of Mr. Rohtas Goel, Chairman and Non-Executive Director of the Company from up to Rs. 40,00,000/- (Rupees Forty Lakh Only) per month to up to Rs. 50,00,000/- (Rupees Fifty Lakh Only) per month with effect from 01.04.2024.

RESOLVED FURTHER THAT all the other terms & conditions of appointment of Mr. Rohtas Goel, except the increase in gross remuneration as above, shall remain unchanged, as approved by the shareholders at their 33rd Annual General Meeting & 34th Annual General Meeting held on 28.09.2022 and 29.09.2023 respectively.

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 for a period of three consecutive years 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 his tenure, provided that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT any of the Executive Director(s) 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.”

3. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF HARYANA TO THE STATE OF DELHI

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

“**RESOLVED THAT** pursuant the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, 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) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded to shift the registered office of the Company from Shop No-19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana-122001 to 7, Local Shopping Centre, Kalkaji, New Delhi, 110019.

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

II. The Registered Office of the Company will be situated in the State of Delhi.

RESOLVED FURTHER THAT any of the Executive Directors of the Company and the Company Secretary, be and are hereby severally authorized to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/incidental/ancillary to give effect to this resolution including execution/signing/filing of necessary forms/documents/ affidavits/indemnity/undertakings/declarations as may be required, from time to time.

RESOLVED FURTHER THAT any of the Executive Directors of the Company and the Company Secretary, be and are hereby severally authorized to engage counsels/consultants/executives/advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies.

4. REVISION OF REMUNERATION OF MR. JATIN GOEL HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY WITH EFFECT FROM 01.04.2024

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 Sections 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time and at the recommendation of Nomination & Remuneration Committee, Audit Committee and the Board of Directors, the consent of Members be and is hereby accorded to enhance the remuneration payable to Mr. Jatin Goel, holding an office or place of profit, in the designation of “Director-Operations” of the Company, as set out below, with effect from 01.04.2024, with the authority to the Board to alter and vary the terms and conditions of the said appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of the Nomination & Remuneration Committee.

- (i) Basic Salary: Up to Rs. 27,00,000/- (Rupees Twenty Seven Lakh only) per month.
- (ii) Housing: House Rent Allowance may be provided by the Company as per Company Policies; Or The Company may provide fully furnished accommodation along with its upkeep and maintenance including payment towards electricity, water, security, servant(s), and gardening etc. at the discretion of the Board from time to time.
- (iii) Perquisites:
 - a. Car: Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
 - b. Telephone: All Charges for telephone at residence and mobile phone will be reimbursed by the Company.
 - c. Club Fees: Fees of clubs including annual charges and other fees or any other charges for availing such facilities for official purpose, subject to maximum of two clubs.
 - d. Personal Medical: Reimbursement of all medical expenses/premium amounts of any Medclaim Policy etc. for self and family as per the rules of the Company.
 - e. Insurance: Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life, personal and accidental insurance.
 - f. Annual Leave: The Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
 - g. Leave Travel Assistance: For self and family subject to a ceiling of one month's salary per year.
 - h. Contributions to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of service in accordance with Payment of Gratuity Act, 1972.

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

5. APPROVAL TO ADVANCE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY TO ALL SUCH PERSONS/ ENTITIES AS SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS. 200 CRORE

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

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modifications or re-enactments thereof) and in accordance with the Memorandum and Articles of Association of the Company and recommendation of Audit Committee and Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person/entity, in whom any of the director of the company is interested as specified under Section 185 of the Companies Act, 2013 (hereinafter commonly known as the Entities), as the Board of the Directors, upon the recommendations of Audit Committee, deems fit and beneficial/ in the best interest of the Company, including all the existing transactions, if any, pertaining to advancing loan and/or giving guarantee and/or providing any security to the Entities, provided that the advancing loan and/or giving guarantee and/or providing any security to the Entities at any point of time shall not exceed the aggregate limit of Rs. 200 Crore (Rupees Two Hundred Crore Only), singly or collectively, to all the Entities.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to further delegate the authority to any Committee with respect to advancing loan and/or giving guarantee and/or providing any security to the Entities, subject to periodic review of the same, as it may deem fit, proper and necessary in the best interests of the Company.

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the entities for the purpose of its principal business activities and this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders

of the Company.

RESOLVED FURTHER THAT any of the Executive Directors(s) and the Company Secretary of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

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

Sd/-
D B R Srikanta
Company Secretary
M. No.: F3992

New Delhi
Date: 09.02.2024

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
E-mail: 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, February 23, 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, respective websites of NSE and BSE and on the website of Registrar and Share Transfer Agent at 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 **February 23, 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 **Thursday, February 29, 2024 at 09:00 A.M. onwards till Friday, March 29, 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 Friday, March 29, 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 hereinbelow.
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 Friday, March 29, 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 Tuesday, April 02, 2024.
12. The Results shall be declared along with the Scrutinizers' Report on Tuesday, April 02, 2024 at the Registered Office of the Company and shall also be placed on the Company's website at www.omaxe.com and on the website of LI IPL at 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. Friday, March 29, 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 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 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 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.

- 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:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - 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.
 - 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.
 - DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - 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).

- Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
- Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
- E-voting page will appear.
- 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).
- After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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

The Members of the Company, at their 30th Annual General Meeting held on 26.09.2019, had appointed Mr. Mohit Goel as Whole Time Director for a period of five consecutive years, under the designation of CEO & Whole Time Director. Thereafter, Mr. Mohit Goel, was re-designated as Managing Director of the Company and ceased to be the CEO of the Company with effect from 30.10.2021. The said re-designation was approved by the Shareholders of the Company at their 33rd Annual General Meeting of the Company held on 28.09.2022, keeping all other terms of original appointment unchanged.

The tenure of Mr. Mohit Goel as the Managing Director of the Company will expire on September 25, 2024, hence the Board, at the recommendation of Nomination & Remuneration Committee of the Company, at its meeting held on February 09, 2024, had considered, approved and recommended the re-appointment of Mr. Mohit Goel as Managing Director of the Company, not liable to retire by rotation, for a further period of five consecutive years, along with the remuneration, with effect from April 1, 2024 till March 31, 2029, to the Members for their approval.

Mr. Mohit Goel has over 13 years of rich experience in Real Estate Sector in the areas of strategic & tactical planning, profit center operations, marketing strategy and project management. During his tenure as the Head of Youth CREDAI (North Zone) an illustrious body of real estate developers, from April, 2013 to March, 2015, Mr. Mohit Goel was credited with galvanizing the institution and infusing new energy in the institution through regular meetings, discussions, events etc.

Considering his keen business insight to implement significant structural changes in Omaxe, essentially orchestrating a turnaround for the company during a period when the real estate sector faced minimal traction and subdued demand, his re-appointment as the Managing Director is in the best interest of the Company. In view of the same, the Board, at the recommendation of Nomination & Remuneration Committee has proposed the his re-appointment on the terms & conditions in the manner as mentioned in the Special Resolution set out at Item No. 1.

Further, subject to the provisions of Schedule V of the Companies Act, 2013, the remuneration of Mr. Mohit Goel shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum remuneration in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment for a period of three consecutive years 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 his tenure, provided that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

The details/ disclosures pursuant to Schedule V of the Companies Act, 2013, are annexed herewith as Annexure-A to this Notice. Further, it is hereby informed that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

This statement may be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013. Pursuant to the provisions of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the required details to be disclosed with respect to the above matter are appended in Annexure-B to this Notice. The Company has received all statutory disclosures / declarations from Mr. Mohit Goel, including consent in writing to act as director and intimation that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

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

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

ITEM NO. 2

The Members may note that the Board of Directors of the Company at its meeting held on February 09, 2024, at the recommendation of the Nomination & Remuneration Committee and the Audit Committee and considering the significant contributions made by Mr. Rohtas Goel, Chairman and Non-Executive Director, to the Company's business and growth, his extensive operational expertise, diverse experience in the real estate industry, distinctive vision, strategic planning, comprehensive execution, administrative capabilities, and dedicated efforts, has approved and recommended to revise the remuneration by increasing his gross remuneration from 40,00,000/- lakh per month to 50,00,000/- lakh per month w.e.f. 01.04.2024.

Except for the change in gross remuneration as mentioned in the resolution set out at Item No. 2 to this Notice, all the terms and conditions of appointment of Mr. Rohtas Goel shall remain unchanged as approved by the shareholders of the Company at their 33rd Annual General Meeting held on 28.09.2022.

Further, subject to the provisions of Schedule V of the Companies Act, 2013, the remuneration of Mr. Rohtas Goel shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum remuneration in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment for a period of three consecutive years 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 his tenure, provided that such variation is as per the provisions/limits laid down under the Companies Act, 2013 and rules made thereunder.

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-B to this Notice.

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

The Board recommends the resolution set forth in Item No. 2 of the Notice for the approval of the members as a ***Special Resolution***.

ITEM NO. 3

The Members may note that with a view to have an effective control & management and organization & operational convenience, it is proposed to shift the registered office of the Company from Gurgaon to Delhi i.e. from one State to another. The registered office of the Company is currently situated at Shop No.19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana- 122001.

To exercise better administrative and economic control, saving of overheads and other costs and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company at its meeting held on February 09, 2024 has approved and recommended to shift the Registered Office of the Company from Shop No.19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana- 122001 to 7, Local Shopping Centre, Kalkaji, New Delhi – 110019.

The proposed shifting of Registered Office from the State of Haryana to State of Delhi is in the best interests of the Company, shareholders and all concerned parties and other stakeholders.

Further, upon shifting of the Registered Office becoming effective, the existing Clause-II of the Memorandum of Association of the Company will also be required to be substituted with the new clause mentioning therein that the registered office of the Company will be situated in the State of Delhi.

Pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of members is being sought by way of Special Resolution through Postal Ballot for shifting of Registered Office of the Company as mentioned above subject to the approval of the Central Government (Powers delegated to Regional Director)

and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out under Item No. 3 for approval by the members as a **Special Resolution**.

ITEM NO. 4

The Members may note that pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval of the Company by way of Ordinary Resolution.

Mr. Jatin Goel, son of Mr. Rohtas Goel, Chairman & Non-Executive Director and brother of Mr. Mohit Goel, Managing Director of the Company, being related party, is holding an office or place of profit as Director - Operations in the Company. The Members of the Company at their 1^{/2021-22} Extra Ordinary General Meeting held on 27.10.2021 had approved the remuneration payable to Mr. Jatin Goel exceeding Rs. 2.5 Lakhs per month.

Considering his valuable contributions towards Company's Business & growth, the Board of Directors, at the recommendation of Audit Committee and Nomination & Remuneration Committee, recommends the Resolution for the approval of Members to increase the remuneration of Mr. Jatin Goel along with the terms and conditions of his appointment with effect from 01.04.2024, as stated in the Ordinary Resolution set out at Item No. 4.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except Mr. Rohtas Goel, Chairman and Non-Executive Director and Mr. Mohit Goel, Managing Director of the Company.

The Board recommends the resolution as set out under Item No. 4 for approval by the members as an **Ordinary Resolution**.

ITEM NO. 5

The Members may note that pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by

- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
- (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that

- (a) a special resolution is passed by the company in general meeting and
- (b) the loans are utilized by the borrowing company for its principal business activities.

In order to extend financial support for meeting out the working capital requirements by the entities as defined under Explanation to Section 185(2) of the Companies Act, 2013, the Board of Directors, at the recommendations of Audit Committee, at its meeting held on February 09, 2024 has approved to seek approval of Shareholders of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person/entity, in whom any of

the director of the company is interested as specified under Section 185 of the Companies Act, 2013 (hereinafter commonly known as the Entities), as the Board of the Directors, upon the recommendations of Audit Committee, deems fit and beneficial/ in the best interest of the Company, including all the existing transactions, if any pertaining to advancing loan and/or giving guarantee and/or providing any security to the Entities, provided that the advancing loan and/or giving guarantee and/or providing any security to the Entities at any point of time shall not exceed the aggregate limit of Rs. 200 Crore (Rupees Two Hundred Crore Only), singly or collectively, to all the Entities. Such transactions shall be evaluated and approved/ noted by the Board of Directors at the recommendations of the Audit Committee from time to time. The Board of Directors may further delegate the authority to any Committee with respect to advancing loan and/or giving guarantee and/or providing any security to the Entities, subject to periodic review of the same, as it may deem fit, proper and necessary in the best interests of the Company.

Such loans shall only be utilized by the borrowing company for its principal business activities.

Accordingly, consent of the Members is being sought for passing a Special Resolution in relation to the matter as specified above.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except Mr. Rohtas Goel, Chairman and Non-Executive Director, Mr. Mohit Goel, Managing Director of the Company and Mr. Vinit Goyal, Whole Time Director of the Company.

The Board recommends the resolution as set out under Item No. 5 for approval by the members as a **Special Resolution**.

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

Sd/-
D B R Srikanta
Company Secretary
M. No.: F3992

New Delhi
Date: 09.02.2024

Registered Office: Shop No-19-B, First Floor, Omaxe Celebration Mall,
Sohna Road Gurgaon, Haryana - 122001 IN
CIN: L74899HR1989PLC051918
Telephone No.: 011-41893100
Website: www.omaxe.com
E-mail: secretarial_1@omaxe.com

Statement pursuant to the provisions of Section-II of Part – II of Schedule-V to the Companies Act, 2013

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:

Financial Parameters	(Rupees in Crores)		
	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 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. MOHIT GOEL	MR. ROHTAS GOEL
Background details, job profile and its suitability	Mr. Mohit Goel has over 13 years of rich experience in Real Estate Sector in the areas of strategic & tactical planning, profit center operations, marketing strategy and project management. During his tenure as the Head of Youth CREDAI (North Zone) an illustrious body of real estate developers, from April, 2013 to March, 2015, Mr. Mohit Goel was credited with galvanizing the institution and infusing new energy in the institution through regular meetings, discussions, events etc.	Mr. Rohtas Goel is the founder of Omaxe Group. He has nurtured it from a construction house to a highly renowned and respected Real Estate Brand. Omaxe has grown by leaps and bounds under his dynamic leadership. Mr. Goel is a civil engineer who started his professional career with a private construction firm, but later undertook his own entrepreneurial journey.
Past remuneration	Basic salary of up to Rs. 12,00,000/- per month and other allowances & perquisites as approved by the Members of the Company.	Gross remuneration of up to Rs. 40,00,000/- per month and other allowances & perquisites as approved by the Members of the Company.
Recognition or awards	Mr. Goel has won the Young Achiever's Award by ABP's Real Estate Awards in 2014 along with the Young Male Entrepreneur of the Year Award by Infra & Realty Sutra Award 2014.	Mr. Goel has won several awards and accolades, been invited to national and international conferences, has had two terms as President of National Real Estate Development Council (NAREDCO) and has emerged as a prominent voice of the real estate industry.
Remuneration proposed	Basic salary of up to Rs. 33,00,000/- per month and other allowances & perquisites, more particularly as mentioned in the resolution set out at Item No. 1.	Gross remuneration of up to Rs. 50,00,000/- per month and other allowances & perquisites more particularly as mentioned in the resolution set out at Item No. 2.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is comparable with the remuneration drawn by peers and is necessitated.	The proposed remuneration is comparable with the remuneration drawn by peers and is necessitated.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	Apart from receiving remuneration as stated above there is no other pecuniary relationship. Also, Mr. Mohit Goel, Managing Director is son of Mr. Rohtas Goel, Chairman & Non-Executive Director of the Company.	Apart from receiving remuneration as stated above and payment of Royalty to Mr. Rohtas Goel for the use of Brand Name "Omaxe", there is no other pecuniary relationship. Also, Mr. Rohtas Goel, Chairman & Non-Executive Director is father of Mr. Mohit Goel, Managing Director of the Company.

III. OTHER INFORMATION:

Reason of loss or inadequate profits	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.
Steps taken or proposed to be taken for improvement	
Expected increase in productivity and profits in measurable terms	

IV. DISCLOSURES:

PARTICULARS	MR. MOHIT GOEL	MR. ROHTAS GOEL
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors.	As per terms & conditions of appointment mentioned in the resolution under Item No. 1 read with statement pursuant to Section 102 of Companies Act, 2013.	As per terms & conditions of appointment mentioned in the resolution under Item No. 2 read with statement pursuant to Section 102 of Companies Act, 2013.
Details of fixed component. and performance linked incentives along with the performance criteria	As per terms & conditions of appointment mentioned in the resolution under Item No. 1 read with statement pursuant to Section 102 of Companies Act, 2013.	As per terms & conditions of appointment mentioned in the resolution under Item No. 2 read with statement pursuant to Section 102 of Companies Act, 2013.
Service contracts, notice period, severance fees	As per terms & conditions of appointment mentioned in the resolution under Item No. 1 read with statement pursuant to Section 102 of Companies Act, 2013.	As per terms & conditions of appointment mentioned in the resolution under Item No. 2 read with statement pursuant to Section 102 of Companies Act, 2013.
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	NIL	NIL

Annexure-B to Notice

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

Name of Director	MR. MOHIT GOEL	MR. ROHTAS GOEL
Director Identification Number (DIN)	02451363	00003735
Date of Birth & Age	16 th June, 1989, 34 Years	19 th May, 1962, 61 Years
Date of First/ Original Appointment	26 th September, 2019	08 th March, 1989
Qualification(s)	Commerce Graduate, Executive Program from IIM, Bangalore and Summer School at London School of Economics	Diploma in Civil
Number of Shares held in the Company	15,33,250 Equity Shares of Rupees 10/- each	12,14,000 Equity Shares of Rupees 10/- each
Brief Profile/Resume/ Nature of expertise in specific functional areas	Mr. Mohit Goel has over 13 years of rich experience in Real Estate Sector in the areas of strategic & tactical planning, profit center operations, marketing strategy and project management. During his tenure as the Head of Youth CREDAI (North Zone) an illustrious body of real estate developers, from April, 2013 to March, 2015, Mr. Mohit Goel was credited with galvanizing the institution and infusing new energy in the institution through regular meetings, discussions, events etc.	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.
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	NIL	NIL
Directorship held in other companies	<ol style="list-style-type: none"> 1. Omaxe Limited 2. ISG Brands Private Limited 3. Kahn Retails Private Limited 4. Big Bulls Retails Private Limited 5. Omaxe Global Trading Corporation Private Limited 6. Be Together Developers Private Limited 7. LB Circle Manager LLP 8. LB Circle Venture Partner LLP 	<ol style="list-style-type: none"> 1. Omaxe Limited 2. Magppie Living Private Limited 3. Examo Estate Management Private Limited 4. VSG Builders Private Limited 5. NJS Developers Private Limited 6. Next10 Redevelopment Private Limited 7. Affordable India Housing Finance Ltd. 8. Next10 Land Developers Private Limited 9. Next10 Buildtech Private Limited 10. Next10 Realbuild Private Limited 11. Hansa Properties Private Limited 12. Buildwell Builders Private Limited

		13. B D Agarwal Securities Private Limited 14. Annay Realtors Private Limited
Committee Positions in other Companies	Not Applicable	Not Applicable
Number of Board meetings attended during FY 2023-24	4 out of 4 meetings held	4 out of 4 meetings held
Terms and Conditions of Appointment/ Re-appointment	As per terms & conditions of appointment mentioned in the resolution under Item No. 1 read with statement pursuant to Section 102 of Companies Act, 2013.	As per terms & conditions of appointment mentioned in the resolution under Item No. 2 read with statement pursuant to Section 102 of Companies Act, 2013.
Details of proposed remuneration from the Company	Basic salary of up to Rs. 33,00,000/- per month and other allowances & perquisites, more particularly as mentioned in the resolution set out at Item No. 1.	Gross remuneration of up to Rs. 50,00,000/- per month and other allowances & perquisites more particularly as mentioned in the resolution set out at Item No. 2.
Last Remuneration drawn from the Company	Basic salary of up to Rs. 12,00,000/- per month and other allowances & perquisites as approved by the Members of the Company.	Gross remuneration of up to Rs. 40,00,000/- per month and other allowances & perquisites as approved by the Members of the Company.
Relationships between Directors inter-se and other Key Managerial Personnel of the Company	Mr. Mohit Goel is son of Mr. Rohtas Goel, Chairman & Non-Executive Director of Omaxe Limited.	Mr. Rohtas Goel is father of Mr. Mohit Goel, Managing Director of Omaxe Limited