

November 04, 2015

The BSE Limited (Bombay Stock Exchange)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
'Exchange Plaza'
Bandra Kurla Complex,
Bandra (East)
Mumbai- 400 051

**SUB: Proceedings of Meeting(s) of CSR Committee, Nomination and Remuneration Committee,
Audit Committee and Board of Directors held on 04.11.2015**

Dear Sir/ Madam,

Please note that inter alia, the following matters were considered /approved in the meeting(s) of:

(A) Corporate Social responsibility Committee:

1. The Committee reviewed and noted the status of the CSR Project –I, Cleaning of 'Kalkaji Area' under "Swachh Bharat Abhiyan".
2. The Committee considered, approved and noted the Budget and Expenditure etc. of the CSR Project-II, "Promoting Education - Building B.Ed / B.P.Ed Block" under the Corporate Social Responsibility Activity.

(B) Nomination and Remuneration Committee:

1. Appointment of Mr. Sudip Bandyopadhyay as Additional Independent Director on the Board of the Company was considered and recommended for the approval of the Board.
2. The Committee considered the remuneration paid to Managerial person.

(C) Audit Committee:

1. The Committee considered and noted the Internal Audit Report of the Company.
2. Standalone and Consolidated Un-audited Financial Results of the Company for the quarter & half year ended September 30, 2015 were considered and recommended for the approval of the Board.
3. The Committee reviewed and took note of the CEO/COO/CFO certificate.
4. The Committee reviewed and took note of the Report on Limited Review, being conducted by the Auditors i.e. M/s Doogar & Associates, Chartered Accountant, for the quarter & half year ended September 30, 2015.

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Tel : 0111-42222225, 42221225 Fax : 0111-42222225, 42222225

5. Advertising for publication of Standalone and Consolidated Un-audited Financial Results of the Company for the quarter & half year ended September 30, 2015 was considered and recommended for the approval of the Board.
6. Transfer of unclaimed dividend of 2007-08 to IEPF Account was considered and recommended for the approval of the Board.
7. The Committee noted and approved the availing/granting of Personal Guarantee / Corporate Guarantee/ Securities from various Promoters/ Subsidiaries/Associates/Group Companies for the proposed financing facilities.
8. The Committee considered and noted the half yearly compliance w.r.t. Secured, Redeemable, Non-Convertible Debentures.
9. The Budget(s), actual outcome and reasons for material deviation, if any of the budget(s) for the period April 2015 to September 2015 was considered and noted by the Committee.

(D) Board Meeting:

Further, please note that inter alia, the following matters were considered /approved in the meeting of the Board of Directors of the Company held on 04.11.2015:

1. The Board considered and noted the Internal Audit Report of the Company.
2. Standalone and Consolidated Un-audited Financial Results of the Company for the quarter & half year ended September 30, 2015 were considered and approved.
3. The Board reviewed and took note of the CEO/COO/CFO certificate.
4. The Board reviewed and took note of the Report on Limited Review, being conducted by the Auditors i.e. M/s Doogar & Associates, Chartered Accountant, for the quarter & half year ended September 30, 2015.
5. Advertisement for publication of the Standalone and Consolidated Un-audited Financial Results of the Company for the quarter & half year ended September 30, 2015 was considered and approved.
6. The Board considered and approved the appointment of Mr. Sudip Bandyopadhyay as Additional Independent Director on the Board of the Company.
7. The Board considered and approved the transfer the unclaimed dividend of 2007-08 to IEPF Account.
8. The Board considered and took note of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and execution of fresh Listing Agreement with Stock Exchange.



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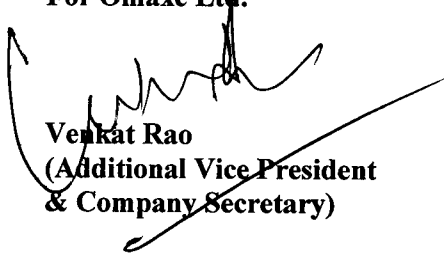
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9. The Board considered and approved the Policy for Disclosure of Event(s) or Information(s) and Determination of Materiality.
10. The Compliance Officer Report and updation of laws was considered and noted by the Board.
11. The Board considered and noted the Compliance Certificate(s) under various laws from Department(s) Head.
12. The Board noted and approved the availing/granting of Personal Guarantee / Corporate Guarantee/ Securities from various Promoters/ Subsidiaries/Associates/Group Companies for the proposed financing facilities.
13. The Board considered and approved the Policy for Maintenance and Preservation of Documents.
14. The Board considered and took note of half yearly compliance w.r.t. Secured, Redeemable, Non-Convertible Debentures.
15. The Budget(s), actual outcome and reasons for material deviation, if any of the budget(s) for the period April 2015 to September 2015 was considered and noted by the Board.

Thanking You
Yours' faithfully

For Omaxe Ltd.



Venkat Rao
(Additional Vice President
& Company Secretary)

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