

May 28, 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 Investor Grievance Cum Stakeholder Relationship Committee, Nomination & Remuneration Committee, Audit Committee and Board of Directors held on 28.05.2015

Dear Sir/ Madam,

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

(A) Investor Grievance Cum Stakeholder Relationship Committee.:

1. Status of Investor Complaint(s) and Status of Unclaimed Dividend(s), Unclaimed Fractional Bonus Payments, Unclaimed IPO shares etc. were considered and noted.

(B) Nomination & Remuneration Committee:

1. Recommendation of Appointment of Ms. Padmaja Ruparel as Independent Director on the Board of the Company was considered and recommended for the approval of the Board and shareholders.
2. Recommendation of Appointment of Mr. Sunil Goel as Director retiring by rotation at the forthcoming Annual General Meeting was considered and recommended for the approval of the Board and shareholders.
3. The evaluation of Directors' Performance, Board and Committees thereof for the Evaluation Period 2014-15 i.e. April 1, 2014 to March 31, 2015 was considered and noted.

(C) Audit Committee:

1. **Preference Dividend:** The Audit Committee recommended a dividend of 0.1% on 0.1% Non-Cumulative, Redeemable Non-Convertible Preference Shares of Rs. 10/- each for the Financial Year ended March 31, 2015 for the consideration of the Board.

Equity Dividend: The Audit Committee also recommended a dividend of Rs. 0.50 per share (5%) on equity shares of Rs. 10/- each for the Financial Year ended March 31, 2015 for the consideration of the Board

2. Stand Alone and Consolidated Financial Statements of the Company for the Year Ended March 31, 2015 along with the Statement of Subsidiaries U/s 129 of the Companies Act, 2013 were considered and recommended for the consideration of the Board.

OMAXE LTD.

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)

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)

Website : www.omaxe.com CIN : L74899HR1989PLC051918

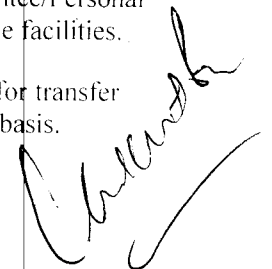
3. The Committee reviewed and took note of the Draft Auditors' Report being submitted by the Auditors M/s Doogar & Associates, Chartered Accountants for the Year ended March 31, 2015.
4. The Committee reviewed and took note of the CEO/COO/CFO certificate duly signed by Mr. Rohtas Goel, Chairman and Managing Director, Ms. Vijayalaxmi, Chief Operating Officer and Mr. Vimal Gupta, Vice President -Account and Chief Financial Officer of the Company.
5. Stand Alone and Consolidated Audited Financial Results of the Company for the quarter and year ended March 31, 2015 were considered and recommended for the approval of the Board.
6. Advertisement for publication of the Consolidated Audited Financial Results of the Company for the Year ended March 31, 2015 was considered and recommended for the approval of the Board.
7. The Committee noted the Internal Audit Report for the period of December, 2014 to March, 2015.
8. The Committee noted the Secretarial Audit Report for the Financial Year 2014-15.
9. The ratification of the appointment of Statutory Auditors M/s Doogar & Associates, Chartered Accountants for the Financial Year of 2015-16 in terms of the Companies Act, 2013, was considered and recommended for the approval of the Board and Shareholders.
10. Appointment of Cost Auditor and ratification of remuneration was considered and recommended to the Board.
11. Appointment of Secretarial Auditor for the Financial Year 2015-16 was considered and recommended to the Board.
12. Draft Board's Report, Draft Report on Corporate Governance alongwith Draft Management Discussion and Analysis for the year ended March 31, 2015 were considered and recommended for the approval of Board.
13. The Committee considered and recommended to the Board to raise funds by various means including through issuance of further securities to persons other than the existing equity Shareholders of the Company and also by way of Qualified Institutional Placement(QIP) to Qualified Institutional Buyers (QIBs) as provided under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or otherwise such other class shares for an aggregate sum upto Rs 500 Crores (Rupees Five Hundred Crores) .
14. The Committee considered and recommended to the Board the 'Shareholder Resolution' for invitation/ acceptance/ renewal of public deposits pursuant to section 73 and 76 of the Companies Act, 2013.
15. The committee noted and approved the adequacy of liquid assets and Return of Deposit in form DPT-3 as per Rule 16 of the Companies(Acceptance of Deposits) Rules, 2014.
16. The Committee noted and approved the transaction with Supplified Technologies Pvt Ltd for supplying of building material on arm's length basis in which KMP having a significant influence.
17. The Committee noted and approved the availing/granting of Corporate Guarantee/Personal Guarantee/Securities from various Subsidiaries/Associates/Group Companies for the facilities.
18. The Committee consider and recommend to the board to entering into transaction for transfer facility with the various group/ associates companies/ related parties on arm length basis.

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(D) Board Meeting:

1. **Preference Dividend:** The Board of Directors recommended a dividend of 0.1% on 0.1% Non-Cumulative, Redeemable Non-Convertible Preference Shares of Rs. 10/- each for the Financial Year ended March 31, 2015 for the approval of the shareholders.
Equity Dividend: The Board of Directors also recommended a dividend of Re. 0.50 per share (5%) on equity shares of Rs. 10/- each for the Financial Year ended March 31, 2015 for the approval of the shareholders.
2. Stand Alone and Consolidated Financial Statements of the Company for the Year Ended March 31, 2015 along with the Statement of Subsidiaries U/s 129 of the Companies Act, 1956 were considered and approved.
3. The Board reviewed and took note of the Auditors' Report being submitted by the Auditors M/s Doogar & Associates, Chartered Accountants for the Year ended March 31, 2015.
4. The Board reviewed and took note of the CEO/COO/CFO certificate duly signed by Mr. Rohtas Goel, Chairman and Managing Director, Ms. Vijayalaxmi, Chief Operating Officer and Mr. Vimal Gupta, Vice President-Accounts and Chief Financial Officer of the Company.
5. Stand Alone and Consolidated Audited Financial Results of the Company for the quarter and year ended March 31, 2015 were considered and approved.
6. Advertisement for publication of the Consolidated Audited Financial Results of the Company for the Quarter and Year Ended March 31, 2015 was considered and approved.
7. The Board noted the Internal Audit Report for the period of December, 2014 to March, 2015.
8. The Board noted the Secretarial Audit Report for the Financial Year 2014-15.
9. The Board approved the appointment of Cost Auditor and recommended the ratification of remuneration of Cost Auditor to the Shareholders.
10. The Board considered and approved the appointment of Secretarial Auditor for the Financial Year 2015-16.
11. Re-appointment of Mr. Sunil Goel as Director of the Company, who is liable to retire by rotation was recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
12. Appointment of Ms. Padmaja Ruparel as Independent Directors of the Company for a term of five years as per the provisions of Companies Act, 2013 and recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
13. Ratification of appointment of Statutory Auditors M/s Doogar & Associates, Chartered Accountants in terms of the Companies Act, 2013 for the Financial Year 2015-16 was considered and recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
14. The Board reviewed and took note of the certificate for Code of Business Conduct signed by Mr. Rohtas Goel, Chairman and Managing Director of the Company.

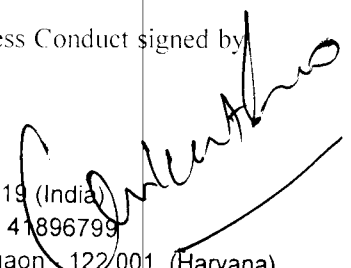
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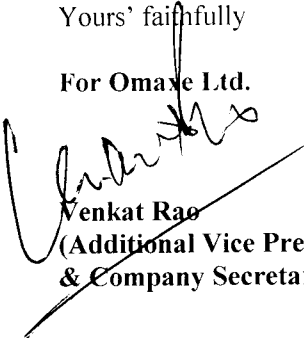


15. Board's Report, Report on Corporate Governance alongwith Management Discussion and Analysis for the year ended March 31, 2015 were considered and approved.
16. The Board authorized Mr. Rohtas Goel, Chairman and Managing Director of the Company to call the 26th Annual General Meeting of the Company on such Day, Date, Time and venue as he may deem fit and also to fix the Book Closure dates and to finalise, approve and issue Notice of Annual General Meeting.
17. The Board also discussed the status of pending cases and litigations etc.
18. The Board approved the entering into transaction for transfer facility with the various group/ associates companies/ related parties on arm length basis.
19. The Board consider and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulation, Monitoring and Prevention of Insider Trading.
20. The Board noted the compliance certificate(s) under various laws received from department(s).
21. The Board accorded its consent to raise funds by various means including through issuance of further securities to persons other than the existing equity Shareholders of the Company and also by way of Qualified Institutional Placement(QIP) to Qualified Institutional Buyers (QIBs) as provided under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or otherwise such other class shares for an aggregate sum upto Rs 500 Crores (Rupees Five Hundred Crores) and recommended for the approval of the members by way of postal ballot.
22. The evaluation of Directors' Performance, Board and Committee thereof for the Evaluation Period 2014-15 i.e. April 1, 2014 to March 31, 2015 was considered and noted.
23. The Board accorded its consent for invitation/acceptance/renewal of public deposits pursuant to section 73 and 76 of the Companies Act, 2013 and recommended for the approval of the members by way of postal ballot.
24. The Board authorized Mr. Rohtas Goel, Chairman and Managing Director of the Company to approve and issue the Postal Ballot Notice and Postal Ballot Form for the purpose of seeking approval of shareholders for acceptance of Public Deposit etc. and /or such other matters as may be required to be included in the notice.

Thanking You

Yours' faithfully

For Omaxe Ltd.



Venkat Rao
(Additional Vice President
& Company Secretary)

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