

September 30, 2016

| The Secretary | The Secretary |
|-----------------------------------|---------------------------------|
| BSE Limited | National Stock Exchange Limited |
| Phiroze Jeejeebhoy Towers Limited | Exchange Plaza |
| Dalal Street , Mumbai 400 001 | Bandra Kurla Complex |
| | Bandra (E) |
| | Mumbai 400 051 |
| Security Code: 532880 | Symbol: OMAXE |
| Fax No 022-22723121/2037/39/41/61 | Fax No 022-2659 8237/38 |

SUB: Results of e-voting/poll w.r.t. Annual General Meeting (AGM) of Omaxe Limited held on 29th September, 2016

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In reference to the 27th Annual General Meeting (AGM) of the members of Omaxe Limited held on Thursday, the 29th day of September 2016 at 11.00 a.m. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana, this is to inform you that all the resolutions mentioned in the AGM notice have been passed by shareholders with requisite majority.

Further, in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the results of e-voting & poll conducted by the Company alongwith the Scrutinizer's Report is annexed herewith.

This is for your kind information and record.

GMAXE LIMITED

For Omaxe Limited

Shubha Singh

Vice Preside Haragaident (Legal) & Company Secretary

Encl. as above

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

Website: www.omaxe.com CIN: L74899HR1989PLC051918

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E - Voting Fotal

applicable)

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|---|-----------------------------------|--|--|---|---|---|----------|
| Public: | | | Nil | 4 | | | |
| Agenda-wise Disclosure Resolution - 1 | | | | | | | |
| Resolution required: (Ordinary Resolution) | (esolution) | Ordinary Resolution March 31, 2016, the Statements of the Co | Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Con Statements of the Company for the financial year ended March 31st. 2016 | Audited Financia irector's and Audicear ended March | al Statements of itors' thereon ar 31st, 2016 | the Company for | r fl |
| Whether promoter / promter group are interested in the agenda/resolution? | ıp are interested in the | oN. | | | | | |
| Category | Mode of Voting | No of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes - No. of Votes in favour against | 2000 900 (CO. CO. CO. CO. CO. CO. CO. CO. CO. CO. | % fav |
| | , | (1) | (2) | (3)=[(2)/(1)]*1 | (4) | =(9) (5) | 14 |
| | E - Voting | | 135266194 | | 135266194 | 0 | |
| | Poll | 127177107 | 0 | 0.00 | 0 | 0 | ı |
| Promoter and Promoter Group | Postal Ballot, (if applicable) | 13/100194 | 0 | 0.00 | 0 | 0 | |
| | Total | 137166194 | 135266194 | 98.61 | 135266194 | 0 | |
| | E - Voting | | 9896545 | 38.95 | 9896545 | 0 | l |
| | Poll | 25407200 | 0 | 0.00 | 0 | 0 | |
| Public – Institutions | Postal Ballot, (if | 00010407 | 0 | 00.00 | 0 | 0 | |
| | approact) | | | | | _ | |

(7)=[(5)/(2)]*100

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the financial year ended nsolidated Financial

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polled

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29th September, 2016

65,479

No of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group:

Public:

Total number of shareholders on record date

Date of the AGM

No of shareholders attended the meeting through video conferencing:

Promoters and Promoter Group:

MAXE LIMITED

Vice President (Legal)

& Company Secretary

| Total 20326956 260786 182900540 145423525 |
|---|
| Total |

| Resolution - 2 | , | | | | | | | |
|--|-----------------------------------|---|---|----------------------------------|-----------------------------|-------------------------|---|-----------------------------------|
| Resolution required: (Ordinary Resolution) | (esolution) | Ordinary Resolution to financial year 2015-16 | Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Preference Shares of the financial year 2015-16 | 1% Non-Cumula | tive Redeemabl | e Non-Convert | ible Preference SI | lares of the |
| Whether promoter / promter group are interested in the agenda/resolution? | up are interested in the | No | | | | | | |
| Category | Mode of Voting | No of shares held | No. of votes polled | % of votes polled on outstanding | No. of Votes - in favour | No. of Votes against | % of Votes in favor on votes polled | % of Votes against on vote polled |
| | | -1 | -2 | (3)=[(2)/(1)]*1 | | -5 | (6)=[(4)/(2)]*10 | (7)=[(5)/(2)]*1 |
| | E - Voting | | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 00 0 |
| December of the contract of th | Poli | 137166194 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| a comoter and a romoter Group | Postal Ballot, (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 137166194 | 135266194 | 19.86 | 135266194 | 0 | 100.00 | 000 |
| | E - Voting | | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0 |
| Public - Institutions | Poll | 25407390 | 0 | 00.00 | 0 | 0 | 0.00 | 0 |
| | rostat Battot, (11 applicable) | | 0 | 0.00 | 0 | 0 | 00.00 | 0 |
| | Total | 25407390 | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0.00 |
| | E - Voting | | 7163 | 0.04 | 5771 | 1392 | 80.57 | 19.43 |
| Destruction of the second | Poll : | 20326956 | 254898 | 1.25 | 254898 | 0 | 100.00 | 0.00 |
| r udire-1von anstrutions | rostat Ballot, (II applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | 20326956 | 262061 | 1.29 | 260669 | 1392 | 99.47 | 19.43 |
| Fotal | | 182900540 | :71 | 70.55 | 175705330 | 1200 | 00 001 | 2 F3 / T |

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| Resolution required: (Ordinary Resolution) | Ordinary Resolution to declare Dividand on Equity Shame Equator Equators |
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| Whether promoter / promter group are interested in the | |
| agenda/resolution? | |
| | FOLOM |

OMANE LIMITED

| Category | Mode of Voting | No of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes - in favour | No. of Votes against | % of Votes in favor on votes polled | % of Votes against on vote polled |
|-----------------------------|-----------------------------------|-------------------|---------------------|---|-----------------------------|-------------------------|---|---|
| | | -1 | -2 | (3)=[(2)/(1)]*1 00 | -4 | 5 | (6)=[(4)/(2)]*10 | (7)=[(5)/(2)]*1 |
| | E - Voting | | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 0.00 |
| | Poll | 101771111 | 0 | 0.00 | 0 | 0 | 0.00 | 00.00 |
| Promoter and Promoter Group | Postal Ballot, (if applicable) | 13/100194 | 0 | 00.0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 137166194 | 135266194 | 19.86 | 135266194 | 0 | 100.00 | 0.00 |
| | E - Voting | | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0 |
| | Poll | 1 | 0 | 00.0 | 0 | 0 | 0.00 | 0 |
| Public – Institutions | Postal Ballot, (if applicable) | 25407390 | 0 | 00.0 | 0 | 0 | 0.00 | 0 |
| | Total | 25407390 | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 00.00 |
| | E - Voting | | 7163 | 0.04 | 7133 | 30 | 99.58 | 0.42 |
| | Poll | 7307600 | 254898 | 1.25 | .254898 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | Postal Ballot, (if applicable) | 90,607,507 | 0 | 00.0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 20326956 | 262061 | 1.29 | 262031 | 30 | 66.66 | 0.42 |
| Total | | 182900540 | 145496712 | 79.55 | 145496682 | 30 | 100.00 | 0.00 |

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| Resolution required: (Ordinary Resolution) | esolution) | Ordinary Resolution rotation and being el | Ordinary Resolution for the appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN: 00075886), who retires by rotation and being eligible, offers himself for re-appointment | Director in place | of Mr. Jai Bhag | wan Goel (DI | N: 00075886), wh | to retires by | |
|--|-----------------------------------|---|---|------------------------|--|--------------|---|----------------|---|
| Whether promoter / promter group are interested in the | p are interested in the | | | | | | | | |
| agenda/resolution? | | No | | | | | | | _ |
| Category | Mode of Voting | No of shares held | No of shares held No. of votes polled | % of votes 1 polled on | No. of Votes - N in favour | vo. of Votes | % of votes No. of Votes - No. of Votes % of Votes in % of Votes polled on in favour against favor on votes against on | % of Votes | |
| | | | | outstanding shares | 100 100 100 100 100 100 100 100 100 100 | | polled | vote polled | |
| | | | -2 | (3)=[(2)/(1)]*1 00 | 4 | ξ. | (6)=[(4)/(2)]*10 | 7)=[(5)/(2)]*1 | |
| | E - Voting | | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 00.0 | |
| | Poll | | 0 | 0.00 | 0 | 0 | 00:00 | 0.00 | |
| Promoter and Promoter Group | Postal Ballot, (if applicable) | 137166194 | 0 | 00.0 | 0 | 0 | 0.00 | 0.00 | |
| | | | | | | | 1 | HOLOMAXE | W |
| | | | | | | | | - | - |

5.73 0.00 0.00 100.00 0.00 0.00 78.66 100.00 100.00 100.00 100.0094.27 336 336 336 260425 135266194 254898 9968457 9968457 5527 145495076 98.61 39.23 0.00 **39.23** 0.03 1.25 1.28 79.55 135266194 5863 254898 9968457 145495412 9968457 260761 20326956 182900540 137166194 20326956 25407390 25407390 Postal Ballot, (if Postal Ballot, (if applicable) E - Voting applicable) E - Voting [otal **Fotal** Poll Public-Non Institutions Public - Institutions

| Resolution - 5 | | | | | | | | | | |
|---|-----------------------------------|--|---|---|--------------------------------------|-------------------------------------|---|-----------------------------------|-------------|----|
| Resolution required: (Ordinary Resolution) | esolution) | Ordinary Resolution for the Statuory Auditors of the Co Committee of the Company | Ordinary Resolution for the Ratification of the appointment of M/s. Doogar & Associates, Chartered Accountants, as the Statuory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company | appointment of M. ncial year 2016-17 | s. Doogar & Ass at a remuneratior | ociates, Charte 1 fixed by the E | red Accountant Soard of Directo | s, as the ors/Audit | | |
| Whether promoter / promter group are interested in the agenda/resolution? | p are interested in the | No | | | | ı | | | | |
| Category | Mode of Voting | No of shares held | No. of votes polled | % of votes N polled on outstanding shares | No. of Votes - No in favour | No. of Votes % against fa | % of Votes in favor on votes polled | % of Votes against on vote polled | | -3 |
| | | -1- | -2 | (3)=[(2)/(1)]*1 00 | 4. | -5 (6) | (6) = [(4)/(2)]*10 0 | (7)=[(5)/(2)]*1 00 | | |
| | E - Voting | | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 00.0 | | |
| | Poll | 127166104 | 0 | 00.0 | 0 | 0 | 00.00 | 0.00 | | |
| Promoter and Promoter Group | Postal Ballot, (if applicable) | 12/1001/51 | 0 | 00.00 | 0 | 0 | 00.00 | 00.0 | | • |
| | Total | 137166194 | 135266194 | 19'86 | 135266194 | 0 | 100.00 | 0.00 | | |
| | E - Voting | | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0 | Q | |
| | Poll | 25407300 | 0 | 00.0 | 0 | 0 | 00.0 | 0 | , , , | |
| Public – Institutions | Postal Ballot, (if applicable) | 0,000 | 0 | 00'0 | 0 | 0 | 0.00 | 0 | (IEEE | |
| | Total | 25407390 | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0.00 |) J | |
| | E - Voting | | 5888 | 0.03 | 9655 | 292 | 95.04 | 4.96 | a valled to | |
| | Poll | 70376956 | 254898 | 1.25 | 254898 | 0 | 100.00 | 0.0 | 140 | |
| Public-Non Institutions | Postal Ballot, (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 000 | Chilo | |
| | | | | | | | | | 23 | 1, |

E LIMITED Vice/President (Legal) & Company Secretary

| Total | Total | 20326956 | 260786 | 1.28 | 260494 | 292 | 99.89 | 4.96 |
|---|--|---|---|--------------------------------------|-------------------------------------|---------------------------------|---------------------------------------|-------------------------------|
| | | 0.000 | 0.000 | (CC+-C) | 0107107 | 7(7 | DOMO T | 0000 |
| Resolution - 6 | | | | | | | | |
| Resolution required: (Ordinary Resolution) | esolution) | | | | | | | |
| | and the second s | Ordinary Resolution Company for term u | Ordinary Resolution for the appointment of Mr. Sudip Bandyopadhyay (DIN: 00007382), as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020 | Sudip Bandyopa retire by rotatior | idhyay (DIN: 0 1, effective fron | 0007382), as a 1 November 4, | in Independent Di 2015 up to Nover | rector of the nber 3, 2020 |
| Whether promoter / promter group are interested in the agenda/resolution? | p are interested in the | No | | | | | | |
| Category | Mode of Voting | No of shares held | No. of votes polled | % of votes | No. of Votes - | No. of Votes | % of Votes in | % of Votes |
| | | | | polled on outstanding shares | in favour | against | favor on votes polled | against on vote polled |
| | | 1- | -2 | (3)=[(2)/(1)]*1 00 | 4 | ζ. | (6)=[(4)/(2)]*10 0 | (7)=[(5)/(2)]*1 |
| | E - Voting | | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 0.00 |
| | Poll | 127166104 | 0 | 00.0 | 0 | 0 | 0.00 | 0.00 |
| Promoter and Promoter Group | Postal Ballot, (if applicable) | 13/100194 | 0 | 00.0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 137166194 | 135266194 | 19861 | 135266194 | 0 | 100,00 | 0.00 |
| | E - Voting | | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0 |
| | Poll | | 0 | 00.00 | 0 | 0 | 00.0 | 0 |
| Public – Institutions | Postal Ballot, (if applicable) | 25407390 | 0 | 00:0 | 0 | 0 | 0.00 | 0 |
| | Total | 25407390 | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0.00 |
| | E - Voting | | 2688 | 0.01 | 2318 | 370 | 86.24 | 13.76 |
| | Poll | 20326946 | 254898 | 1.25 | 254898 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | Postal Ballot, (if applicable) | | 0 | 0.00 | 0 | 0 | 00.0 | 00.0 |
| | Total | 20326956 | 257586 | 1.27 | 257216 | 370 | 98.66 | 13.76 |
| TOTAL | • | 05200678T | 1677645 | ec.6/ | 145491867 | 370 | 100:00 | 0.00 |

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| Resolution - 7 | |
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| Resolution required: (Ordinary Resolution) | Ordinary Resolution for the ratification of remuneration of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of |
| | he Company For the financial year 2016-17 |
| Whether promoter / promter group are interested in the | |
| agenda/resolution? | For OMAXE |

| Category | Mode of Voting | No of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes - in favour | No. of Votes against | No. of Votes - No. of Votes in in favour against favor on votes polled | % of Votes against on vote polled |
|-----------------------------|-----------------------------------|-------------------|---------------------|---|-----------------------------|----------------------|--|---|
| | | Т | -22 | $(3)=[(2)/(1)]^{*1}$ 00 | 4 | -5 | (6) = [(4)/(2)] * 10 0 | (7)=[(5)/(2)]*1 00 |
| | E - Voting | | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 0.00 |
| | Poll | 137166104 | 0 | 00.0 | 0 | 0 | 0.00 | 00.00 |
| Promoter and Promoter Group | Postal Ballot, (if applicable) | +61001/61 | 0 | 0.00 | 0 | 0 | 0.00 | 00.0 |
| | Total | 137166194 | 135266194 | 19.86 | 135266194 | 0 | 100.00 | 0.00 |
| | E - Voting | | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0 |
| | Poll | 25407390 | 0 | 0.00 | 0 | 0 | 0.00 | 0 |
| Public – Institutions | Postal Ballot, (if applicable) | | 0 | 00.0 | 0 | 0 | 0.00 | 0 |
| | Total | 25407390 | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0.00 |
| | E - Voting | | 7163 | 0.04 | 5555 | 1608 | 77.55 | 2 |
| | Poll | 20376956 | 254898 | 1.25 | 254898 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | Postal Ballot, (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total . | 20326956 | 262061 | 1.29 | 260453 | 1608 | 99.39 | 22.45 |
| Total | | 182900540 | 145496712 | 79.55 | 145495104 | 1608 | 100.00 | 0.00 |

| Resolution required: (Special Resolution) | olution) | Special Resolution fo | Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non- | ecured / Unsecured | / Redeemable/ Non- | -Redeemable/ Cor | nvertible/ Non | - | |
|--|--------------------------|-----------------------------------|--|--------------------------|---|-------------------|------------------------------------|--------------|-----------|
| | | Convertible / Listed/Unlisted and | Jnlisted and/Or Other Se | curities under Sect | /Or Other Securities under Section 42 and 71 of Companies Act, 2013 | impanies Act, 201 | 13 | | |
| Whether promoter / promter group are interested in the | up are interested in the | | | | | | | | |
| agenda/resolution? | | No | | | | | | | |
| Category | Mode of Voting | No of shares held | No. of votes polled | | - No | 3338633 | | % of Votes | |
| | | | | polled on outstanding | ın favour aş | against favor | tavor on votes a | against on | |
| | | | | shares | | <u> </u> | | ore poneu | |
| | | -1 | -2 | (3)=[(2)/(1)]*1 | 4- | -5 (6)=[(4 | (6)=[(4)/(2)]*10 $(7)=[(5)/(2)]*1$ | =[(5)/(2)]*1 | |
| | | | | 0.0 | | | 0 | 00 | |
| | E - Voting | ۸ | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 00.0 | |
| | Poll | 137166194 | 0 | 00.0 | 0 | 0 | 0.00 | 0.00 | |
| Promoter and Promoter Group | Postal Ballot, (if | 1001/21 | 0 | 00.0 | 0 | 0 | 0.00 | 0.0 | 10,5740 |
| | applicable) | | | | | | | TO C | S. 100 17 |
| | Total | 137166194 | 135266194 | 19:86 | 135266194 | 0 | 100.00 | 90.0 | The South |
| | E - Voting | | 9968457 | 39.23 | 9968457 | 0 | 100.00 | 0 | |
| | | | | | | | | | 3 |
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Resolution - 8

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| | Poll | 00000 | ,0 | 00.0 | 0 | 0 | 00:00 | 0 |
|-------------------------|-----------------------------------|-----------|-----------|-------|-----------|------|--------|-------|
| Public – Institutions | Postal Ballot, (if applicable) | 25407390 | 0 | 0.00 | 0 | 0 | 0.00 | 0 |
| | Total | 25407390 | 9968457 | 39,23 | 9968457 | 0 | 100.00 | 0.00 |
| | E - Voting | | 7123 | 0.04 | 5703 | 1420 | 80.06 | 19.94 |
| | Poll | 7037505 | 254898 | 1.25 | 254898 | 0 | 100.00 | 00.0 |
| Public-Non Institutions | Postal Ballot, (if | 0000000 | 0 | 00'0 | 0 | 0 | 00.0 | 00.0 |
| | applicable) | | | | | | | |
| | Total | 20326956 | 262021 | 1.29 | 260601 | 1420 | 99.46 | 19.94 |
| Total | | 182900540 | 145496672 | 79.55 | 145495252 | 1420 | 100.00 | 0.00 |

| d: (Ordinary Resolution) | |
|--------------------------|--|
| | |

| Resolution required: (Ordinary Resolution) | Resolution) | · | = - | | | | | |
|--|--------------------------------|---|--|-------------------------------------|-----------------------------------|----------------------|-----------------------|-----------------------|
| , | | Ordinary Resolution Company, for a peric | Ordinary Resolution for the appointment of Mr. Sudhangshu S. Biswal(DIN 07580667), as a Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021 | Sudhangshu S.] ect from 11/08/2 | Biswal(DIN 075 016 to 10/08/20 | 80667), as a V 21 | Vhole time Direct | tor of the |
| Whether promoter / promter group are interested in the | up are interested in the | | | | | | | |
| agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No of shares held | No. of votes polled | % of votes | No. of Votes - | No. of Votes | % of Votes in | % of Votes |
| | | | | no polled on | in favour | against | favor on votes | against on |
| | | | | outstanding shares | | | polled | vote polled |
| | | . T- | -2 | (3)=[(2)/(1)]*1 00 | 4- | ιĊ | (6)=[(4)/(2)]*10 0 | (7)=[(5)/(2)]*1 00 |
| | E - Voting | | 135266194 | 98.615 | 135266194 | 0 | 100.00 | 00.0 |
| | Poll | 137166104 | 0 | 00.00 | 0 | 0 | 00.0 | 00.0 |
| Promoter and Promoter Group | Postal Ballot, (if | +C1001/C1 | 0 | 00'0 | 0 | 0 | 00.0 | 00.00 |
| | applicable) | | | | | | | |
| | Total | 137166194 | 135266194 | 98.61 | 135266194 | 0 | 100.00 | 00.0 |
| | E - Voting | , | 9968457 | 39.23 | 8647204 | 1321253 | 86.75 | 13.25 |
| | Poll | 25407390 | 0 | 00.00 | 0 | 0 | 0.00 | 0 |
| Public – Institutions | Postal Ballot, (if applicable) | | 0 | 00.0 | 0 | 0 | 0.00 | 0 |
| | Total | 25407390 | 9968457 | 39.23 | 8647204 | 1321253 | 86.75 | 13,25 |
| | E - Voting | | 2682 | 0.04 | 5588 | 1807 | 75.56 | 24.44 |
| | Poll , | 2030506 | 254898 | 1.25 | 254898 | 0 | 100.00 | 00.0 |
| Public-Non Institutions | Postal Ballot, (if | 0000000 | 0 | 00.0 | 0 | 0 | 00.0 | 00.0 |
| | applicable) | | | | | | | |
| | Total | 20326956 | 262293 | 1.29 | 260486 | 1807 | 99.31 | 24,44 |
| Total | | 182900540 | 145496944 | 79.55 | 144173884 | 1323060 | 99,09 | 1607 |



709, 7th Floor, Vikram Tower, Rajendra Place, New Delhi - 110008 +91-9990756359 info@corpsmith.org

Consolidated Report of Scrutinizer on Remote E-voting and Voting through Polling Paper

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR)Regulations]

To,

The Chairman of 27th Annual General Meeting of the Members of Omaxe Limited Held on Thursday, 29th September, 2016,

at 11:00 AM, CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana

Report on e-voting and voting by Poll conducted at 27th Annual General Meeting of the Equity Shareholders of Omaxe Limited, held on Thursday, 29th September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for conducting the remote e-voting process and voting through polling paper, in pursuance of the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (management And Administration) Rules, 2014 as substituted by the Companies (Management And Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, at the 27th Annual General Meeting (AGM) of "OMAXE LIMITED" ("Company") held on Thursday, 29th day of September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana.

2. Agency:

The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-Voting platform. The Service provider accordingly has set up e-voting facility on their website www.evoting.nsdl.com.

3. Dispatch of Notice convening the Meeting

The Company has completed on 29th August, 2016 the dispatch of Notice of AGM along with details of Login ID and password to its members through Courier (Tirupati Services) and through mail by NSDL to members whose email id was registered with the Company or its Registrar and Transfer Agent.

4. Cut- off date:

The voting rights were reckoned as on 23rd September, 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

5. Remote E-voting:

Remote e-Voting platform was open from 09:00 A.M. (IST) on the Monday, 26th September, 2016 to 05:00 P.M. (IST) on Wednesday, 28th September, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the evoting platform provided by NSDL.

For NSP AND ASSOCIATES

N.S. Panday Proprietor

41/

Voting at the AGM:

- 6.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details related to members who have cast their votes through remote e-Voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.
- **6.2** Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id/Client Id, folios, shareholding of the members who had cast their votes through remote e-Voting.
- 6.3 In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Shareholders. Therefore, at the 27th AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.
- 6.4 At the AGM, after the declaration of Poll by the Chairman, Two (2) ballot boxes kept for polling were locked in my presence with due identification with due identification marks placed by me.
- 6.5 Considering the aforesaid, ballot papers has issued to the members who attended the meeting.

7. Counting Process:

- 7.1 On Completion of voting at the meeting, Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolution.
- 7.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/ proxies lodged with the Company.
- 7.3 The locked ballot box was subsequently opened in my presence along with two (2) witness a) Mr. Rohit Gupta R/o 3013/5A, Street No. 19, South Patel Nagar, New Delhi 110008 and b) Mr. Prakash Verma R/o 9/5465, Gali No. 2, Gandhi Nagar, Delhi 110031, who are not in the employment of the Company and poll papers were diligently scrutinized. The Witnesses have signed below in confirmation of the Ballot Boxes being unlocked in my presence. The Poll papers have been reconciled with the records maintained by the Company and RTA of the Company and the authorization / proxies lodged with the Company.

(Rohit Gupta)

(Prakash Verma)

7.4 The polling papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

7.5 After counting the votes casted by the members and proxy holders present at the AGM through polling papers the votes casted through remote e-voting by the members were unblocked on Thursday the 29th day of September, 2016 at in the presence of two (2) witnesses namely Mr. Rohit Gupta and Mr. Prakash Verma, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

(Robit Gunta)

FOR NSP AND ASSOCIATES

(Prakash Verma)

Donnietor

94/

7.6 Thereafter, the details containing inter-alia, the Information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of NSDL.

8. Results:

- 8.1 | lobserved that:
 - a) 64 members had cast their votes at the meeting and out of which none of the vote found as invalid
 - b) members had cast their votes through remote e-Voting are as follows:

| Resolution Number | No. of person Voted |
|-------------------|---------------------|
| 1 | 116 |
| 2 | 117 |
| 3 | 117 |
| 4 | 115 |
| 5 | 116 |
| 6 | 115 |
| 7 | 117 |
| 8 | 115 |
| 9 | 118 |

- **8.2** Based on the reports generated from the e-voting system provided by NSDL and votes casted on Poll, we submit the consolidated results of e-voting and Poll herewith, in respect to each item on the agenda as set out in the Notice of the 27th AGM dated 11th August, 2016,as Annexure -1.
- 9. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 27thAnnual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
- 10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 27th AGM to declare the result of the meeting.
- 11. The Register, all other papers and relevant records relating to remote e-voting and voting by poll (Polling Paper) at the 27th AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You, Yours faithfully,

For NSP & Associates

Company Secretaries
For NSP AND ASSOCIATES

Naveen Shree Panderoprietor ACS: 29126 CP No. 10937

Date: 30th September, 2016

Place: New Delhi

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Annexure to Scrutinizer Report

RESOLUTION 01:(ORDINARY RESOLUTION)

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2016.

| Mode | Total Voters | Total Shares | No Votin | ng/Invalid Poll | F | avour | Ag | ainst |
|----------|-----------------|--------------|----------|-----------------|--------|-----------|--------|-------|
| | | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 116 | 145240539 | 1 | 71912 | 114 | 145168597 | 2 | 30 |
| Poli | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 190 | 280599631 | 11 | 135338106 | 178 | 145423495 | 2 | 30 |

Total Valid Shares (Total Shares)

= 145423525

Votes in Favour (% of Total Valid Shares)

= 99.95

Invalid Poll (% of total Valid Shares)

= 00.05

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

RESOLUTION 02: (ORDINARY RESOLUTION)

Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Prefrence Shares of the financial year 2015–16.

| Mode | Total Voters | Total Shares | No Voti | ng/invalid Poli | Fi | avour | Ag | ainst |
|----------|-----------------|--------------|---------|-----------------|--------|-----------|--------|-------|
| | | | Number | Votes | Number | Votes | Number | Vates |
| E-voting | 117 | 145241814 | 0 | 0 | 110 | 145240422 | 7 | 1392 |
| Poll | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 191 | 280600906 | 10 | 135266194 | 174 | 145495320 | 7 | 1392 |

Total Valid Shares (Total Shares)

= 145496712

Votes in Favour (% of Total Valid Shares)

= 100.00 (Rounded off)

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

RESOLUTION 03:(ORDINARY RESOLUTION)

Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2015-16.

| Mode | Total Voters | Total Shares | No Voti | ng/Invalid Poll | F | avour | Ag | ainst |
|----------|-----------------|--------------|---------|-----------------|--------|-----------|--------|-------|
| | | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 117 | 145241814 | 0 | 0 | 115 | 145241784 | 2 | 30 |
| Poll | 74 | 135359092 | 10 | 135266194 | 54 | 254898 | 0 | 0 |
| Total | 191 | 280600906 | 10 | 135266194 | 179 | 145496682 | 2 | 30 |

Total Valid Shares (Total Shares)

= 145496712

Votes in Favour (% of Total Valid Shares)

= 100.00 (Rounded off)

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

FOR NSP AND ASSOCIATES

9//

Proprietor

RESOLUTION 04: (ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN: 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

| Mode | Total Voters | Total Shares | Na Voti | ng/Invalid Poli | F. | avour . | Ag | ainst |
|----------|-----------------|--------------|---------|-----------------|--------|-----------|--------|-------|
| | | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 115 | 145240514 | 0 | 0 | 108 | 145240178 | 7 | 336 |
| Poll | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 191 | 280600906 | 10 | 135266194 | 172 | 145495076 | 7 | 336 |

Total Valid Shares (Total Shares)

= 145495412

Votes in Favour (% of Total Valid Shares)

= 100.00 (Rounded off)

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

RESOLUTION 05: (ORDINARY RESOLUTION)

Ordinary Resolution for the Ratification of the appointment of M/s. Dogar & Associates, Chartered Accountants, as the Statuory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company.

| Mode | Total Voters | Total Shares | No Voti | ng/invalid Poli | F: | vour | Ag | ainst |
|----------|-----------------|--------------|---------|-----------------|--------|-----------|--------|-------|
| | | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 116 | 145240539 | 0 | 0 | 109 | 145240247 | 7 | 292 |
| Poll | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 190 | 280599631 | 10 | 135266194 | 173 | 145495145 | 7 | 292 |

Total Valid Shares (Total Shares)

= 145495437

Votes in Favour (% of Total Valid Shares)

= 100.00 (Rounded off)

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

RESOLUTION 06:(ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of Mr. Sudip Bandopadhya (DIN: 00007382), as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020.

| Mode | Total Voters | Total Shares | No Voting/Invalid Poll | | No Voting/Invalid Poll Favour | | Against | |
|----------|-----------------|--------------|------------------------|-----------|-------------------------------|-----------|---------|-------|
| | | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 115 | 145237339 | 0 | 0 | 107 | 145236969 | 8 | 370 |
| Poll | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 189 | 280596431 | 10 | 135266194 | 171 | 145491867 | 8 | 370 |

Total Valid Shares (Total Shares)

= 145492237

Votes in Favour (% of Total Valid Shares)

= 100.00 (Rounded off)

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

For NSP AND ASSOCIATES

W/

Proprietor

RESOLUTION 07:(ORDINARY RESOLUTION)

Ordinary Resolution for the ratification of remuneration Of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company For the financial year 2016-17.

| Mode | Total Voters | Total Shares | hares No Voting/I | | F | avour | Ag | ainst |
|----------|-----------------|--------------|-------------------|-----------|--------|-----------|--------|-------|
| | 1 | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 117 | 145241814 | 0 | 0 | 108 | 145240206 | 9 | 1608 |
| Poli | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 191 | 280600906 | 10 | 135266194 | 172 | 145495104 | 9 | 1608 |

Total Valid Shares (Total Shares)

= 145496712

Votes in Favour (% of Total Valid Shares)

= 100.00 (Rounded off)

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

RESOLUTION 08:(SPECIAL RESOLUTION)

Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/Unlisted and/Or Other Securities under Section 42 and 71 of Companies Act, 2013

| Mode | Total Voters | Total Shares | No Voting/Invalid Poll | | Favour | | Against | |
|----------|-----------------|--------------|------------------------|-----------|--------|-----------|---------|-------|
| | | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 115 | 145241774 | 0 | 0 | 107 | 145240354 | 8 | 1420 |
| Poll | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 189 | 280600866 | 10 | 135266194 | 171 | 145495252 | 8 | 1420 |

Total Valid Shares (Total Shares)

= 145496672

Votes in Favour (% of Total Valid Shares)

= 100.00 (Rounded off)

Votes in Against (% of Total Valid Shares)

= 00.00 (Rounded off)

RESOLUTION 09:(ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of Mr. Sudhangshu S Biswal, as an Additional Director in the category of Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021

| Mode | Total Voters | Total Shares | No Voting/Invalid Poll | | Favour | | Against | |
|----------|-----------------|--------------|------------------------|-----------|--------|-----------|---------|---------|
| | | | Number | Votes | Number | Votes | Number | Votes |
| E-voting | 118 | 145242046 | 0 | 0 | 101 | 143918986 | 17 | 1323060 |
| Poli | 74 | 135359092 | 10 | 135266194 | 64 | 254898 | 0 | 0 |
| Total | 192 | 280601138 | 10 | 135266194 | 171 | 144173884 | 17 | 1323060 |

Total Valid Shares (Total Shares)

= 145496944

Votes in Favour (% of Total Valid Shares)

= 99.09

Votes in Against (% of Total Valid Shares)

= 00.91

For NSP & Associates

For NSPAND ASSOCIATES

Naveen Shree Pandey

AC5: 29126 CP No. 10937

Date: 30th September, 2016

Place: New Delhi

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709, 7º Floor, Vikram Tower, Rajendra Place, New Delhi - 110008 +91-9990756359 info@corpsmith.org

Scrutinizer's Report

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

To,

The Chairman of 27th Annual General Meeting of the Members of Omaxe Limited
Held on Thursday, 29th September, 2016,
at 11:00 AM,
CasaBella Banquet, Omaxe Celebration Mall,
Sohna Road, Gurgaon – 122001, Haryana

Report on e-voting conducted for 27th Annual General Meeting of the Equity Shareholders of Omaxe Limited ("the Company"), held on Thursday, the 29th September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon – 122001, Haryana

Dear Sir,

- As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations, the Company had provided the facility of electronic voting ("e-voting") to the shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 27th Annual General Meeting ("AGM").
- I, Naveen Shree Pandey, Proprietor of NSP & Associates, Company Secretaries, was appointed as Scrutinizer to scrutinize the e-voting process at the AGM and for ascertaining the requisite majority on e-voting carried out for the resolutions proposed to be passed at the 27th AGM of the Shareholders of the Company.
- 3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 27th Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
- 4. The Company has appointed National Securities Depository Limited (NSDL) (the Authorized Agency for e-voting) as the service provider, for providing the facility of electronic voting to the shareholders of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted in the 27th AGM of the Company. The Service provider accordingly has set up e-voting facility on their website www.evoting.nsdl.com

FOR NSP AND ASSOCIATES

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N.S. Pandey

27th AGM of Omaxe Limited

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- 5. Based on the reports generated from the e-voting system provided by NSDL, we submit the results of e-voting as under:
 - Resolution 1. Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2016.
 - i. Voted in favor of the resolution:

| Number of members voted | | % of total number of valid votes cast |
|-------------------------|-----------|---------------------------------------|
| 114 | 145168597 | 100.00 (Rounded off) |

| Number of members voted | Number of votes cast | % of total number of |
|-------------------------|----------------------|----------------------|
| · | by them | valid votes cast |
| 2 | 30 | 00.00 (Rounded off) |

iii. No Voting done:

| Total number of members neither voted in favor nor in against | Total number of votes with them |
|---|---------------------------------|
| 1 | 71912 |

- Resolution 2. Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Prefrence Shares of the financial year 2015-16.
 - i. Voted in favor of the resolution:

| Į | Number | of | members | Number of votes cast | % of total number of valid |
|---|--------|-----|---------|----------------------|----------------------------|
| | voted | | | by them | votes cast |
| | | 110 | | 145240422 | 100.00 |

ii. Voted against the resolution:

| Number of mem | bers Number of votes car | t % of total number of valid |
|---------------|--------------------------|------------------------------|
| voted | by them | votes cast |
| 7 | 1392 | 00.00 |

iii. No Voting done:

| Total number of members neither | Total number of votes with them |
|---------------------------------|---------------------------------|
| voted in favor nor in against | |
| 0 | 0 |

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27th AGM of Omaxe Limited

FOR NSPAND ASSOCIATES
N.S. Pandey

Proprietor

W/

- Resolution 3. Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2015-16.
 - i. Voted in favor of the resolution:

| Number voted | of | members | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----|---------|------------------------------|---------------------------------------|
| | 115 | | 145241784 | 100.00 |

| Number of member | ers Number of votes cast | % of total number of valid |
|------------------|--------------------------|----------------------------|
| voted | by them | votes cast |
| 2 | 30 | 00.00 |

iii. No Voting done:

| Total number of members neither | Total number of votes with them |
|---------------------------------|---------------------------------|
| voted in favor nor in against | |
| 0 | 0 |

Resolution 4. Ordinary Resolution for the appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN: 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favor of the resolution:

| Number voted | of | members | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----|---------|------------------------------|---------------------------------------|
| | 108 | | 145240178 | 100.00 |

ii. Voted against the resolution:

| Number of membe voted | rs Number of votes cast by them | % of total number of valid votes cast |
|-----------------------|---------------------------------|---------------------------------------|
| 7 | 336 | 00.00 |

ili. No Voting done:

| Total number of members neither voted in favor nor in against | Total number of votes with them |
|---|---------------------------------|
| 0 | 0 |

For NSP AND ASSOCIATES

S Proprietor

Do

Page 3 of 6

27th AGM of Omaxe Limited

Resolution 5.

Ordinary Resolution for the Ratification of the appointment of M/s. Dogar & Associates, Chartered Accountants, as the Statuory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company.

i. Voted in favor of the resolution:

| Number of members | Number of votes cast | % of total number of valid |
|-------------------|----------------------|----------------------------|
| voted | by them | votes cast |
| 109 | 145240247 | 100.00 |

ii. Voted against the resolution:

| Number voted | of | members | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|----|---------|------------------------------|---------------------------------------|
| | 7 | | 292 | 00.00 |

iii. No Voting done:

| Total number of members neither | Total number of votes with them |
|---------------------------------|---------------------------------|
| voted in favor nor in against | |
| 0 | 0 |

Resolution 6.

Ordinary Resolution for the appointment of Mr. Sudip Bandopadhya (DIN: 00007382), as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020.

i. Voted in favor of the resolution:

| | Number | of | members | Number of votes cast | % of total number of valid |
|---|--------|-----|---------|----------------------|----------------------------|
| | voted | | | by them | votes cast |
| { | | 107 | | 145236969 | 100.00 |

ii. Voted against the resolution:

| Number of members voted | i | % of total number of valid votes cast |
|-------------------------|-----|---------------------------------------|
| 8 | 370 | 00.00 |

iii. No Voting done:

| - 1 | Total number of members neithe voted in favor nor in against | Total number of votes with them |
|-----|--|---------------------------------|
| I | | |

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27th AGM of Omaxe Limited

FOR NSP AND ASSOCIATES

- Resolution 7. Ordinary Resolution for the ratification of remuneration Of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company For the financial year 2016-17
 - i. Voted in favor of the resolution:

| Number voted | of | members | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-----|---------|------------------------------|---------------------------------------|
| | 108 | | 145240206 | 100.00 |

| Number voted | of | members | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|----|---------|------------------------------|---------------------------------------|
| | 9 | | 1608 | 00.00 |

iii. No Voting done:

| Γ | Total | number | of | members | neither | Total number of votes with them |
|---|-------------------------------|--------|----|---------|---------|---------------------------------|
| | voted in favor nor in against | | | | | |
| | | | |) | | 0 |

Resolution 8. Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible / Listed/Unlisted and/Or Other Securities under Section 42 and 71 of Companies Act, 2013

i. Voted in favor of the resolution:

| Number of members | Number of votes cast | % of total number of valid |
|-------------------|----------------------|----------------------------|
| voted | by them | votes cast |
| 107 | 145240354 | 100.00 |

ii. Voted against the resolution:

| Number | of | members | Number of votes cast | % of total number of valid |
|--------|----|---------|----------------------|----------------------------|
| voted | | | by them | votes cast |
| | 8 | | 1420 | 00.00 |

iii. No Voting done:

| Total number of members neither | Total number of votes with them |
|---------------------------------|---------------------------------|
| voted in favor nor in against | · |
| 0 | 0 |

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27th AGM of Omaxe Limited For NSP AND ASSOCIATES N.s. Pandey

Proprietor

- Resolution 9. Ordinary Resolution for the appointment of Mr. Sudhangshu S Biswal, as an Additional Director in the category of Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021.
 - i. Voted in favor of the resolution:

| | Number voted | of | members | Number of votes cast by them | % of total number of valid votes cast |
|---|-----------------|-----|---------|------------------------------|---------------------------------------|
| į | | 101 | | 143918986 | 99.08 |

| Number voted | of | members | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|----|---------|------------------------------|---------------------------------------|
| | 17 | | 1323060 | 00.92 |

iii. No Voting done:

| Total number of members neither | Total number of votes with them |
|---------------------------------|---------------------------------|
| voted in favor nor in against | |
| 0 | 0 |

6. Based on the above e-voting and after considering results of poll at the AGM, we request the Chairman of the 27thAGM to declare the result of the meeting forthwith.

Thanking You, Yours faithfully,

For NSP & Associates

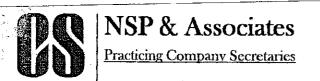
Company Secretaries
FOT NSP AND ASSOCIATES

Naveen Shree Pander Proprietor (Scrutinizer) ACS: 29126 CP No. 10937

Date: New Delhi

Place: 30th September, 2016

Soi



709, 7° Floor, Vikram Tower, Rajendra Place, New Delhi - 110008 +91-9990756359 info@corpsmith.org

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Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Amendment Rules, 2016]

To,

The Chairman of 27th Annual General Meeting of the Members of Omaxe Limited
Held on Thursday, 29th September, 2016, at 11:00 AM, at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana-122001

Report on voting by Poll conducted at 27th Annual General Meeting of the Equity Shareholders of Omaxe Limited, held on Thursday, the 29th day of September, 2016 at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana-122001

Dear Sir,

- I, CS Naveen Shree Pandey, proprietor of M/s. NSP & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Omaxe Limited, held on Thursday, the 29th day of September, 2016 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon, Haryana-122001, am submitting my report as under:
- After the time fixed for closing of the poll by the Chairman, Two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Registrar and Transfer Agents (RTA) of the Company and the authorizations/proxies lodged with the Company.
- 3. I found no poll papers as invalid.
- 4. The result of the Poll is as under:
 - Resolution 1. Ordinary resolution to consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.

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27th AGM of Omaxe Limited

For NSP AND ASSOCIATES

10.5. Pandey

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i. Voted in favor of the resolution:

| Number of members Present and voting (In person or by Proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 64 | 254898 | 100 |

ii. Voted against the resolution:

| Number of members | Number of votes cast by | % of total number of valid |
|------------------------|-------------------------|----------------------------|
| Present and voting (In | them | votes cast |
| person or by Proxy) | | |
| 0 | 0 | 0 |

iii. Invalid Votes:

| Total number of members (person or | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 0 | 0 |

Resolution 2. Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative, Redeemable Non-Convertible Preference Shares for the financial year 2015-16.

i. Voted in favor of the resolution:

| Number of members Present and voting (in person or by Proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| beignif or by Linxy) | | <u> </u> |
| 64 | 254898 | 100 |

ii. Voted against the resolution:

| Number of member Present and voting (I person or by Proxy) | 1 | r of votes | cast | by | % of total number of valid votes cast |
|--|---|------------|------|----|---------------------------------------|
| 0 | | 0 | | | 0 |

ili. Invalid Votes:

| Total number of members (person or proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

FOR NSP AND ASSOCIATES

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- Resolution 3. Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2015-16.
 - i. Voted in favor of the resolution:

| i | Number of members | Number of votes cast by | % of total number of valid |
|---|------------------------|-------------------------|----------------------------|
| | Present and voting (In | them | votes cast |
| | person or by Proxy) | | |
| | 64 | 254898 | 100 |

| Number of members Present and voting (in person or by Proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

iii. Invalid Votes:

| Total number of members (person or | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 0 | 0 |

Resolution 4. Ordinary Resolution for the Appointment of the Director in place of Mr. Jai Bhagwan Goel (DIN 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favor of the resolution:

| Number of members | Number of votes cast by | % of total number of valid |
|------------------------|-------------------------|----------------------------|
| Present and voting (In | them | votes cast |
| person or by Proxy) | | , |
| 64 | 254898 | 100 |

ii. Voted against the resolution:

| Number of members | Number of votes cast by | % of total number of valid |
|------------------------|-------------------------|----------------------------|
| Present and voting (In | them | votes cast |
| person or by Proxy) | | |
| . 0 | 0 | . 0 |

iii. Invalid Votes:

| Total number of members (person or | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 0 | 0 |

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Resolution 5. Ordinary Resolution for the Ratification of the Appopintment of M/s. Doogar & Associates, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors/Audit Committee of the Company.

i. Voted in favor of the resolution:

| Present and voting (in | Number of votes cast by them | % of total number of valid votes cast |
|------------------------|------------------------------|---------------------------------------|
| person or by Proxy) | | |
| 64 | 254898 | 100 |

ii. Voted against the resolution:

| Number of members Present and voting (In | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| person or by Proxy) | <u> </u> | |
| 0 | 0 | 0 |

iii. Invalid Votes:

| Total number of members (person or | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 0 | 0 |

Resolution 6. Ordinary Resolution for the Appointment of Mr. Mr. Sudip Bandopadhya (DIN 00007382), as an Independent Director of the Company for term up to five years, not liable to retire by rotation, effective from November 4, 2015 up to November 3, 2020.

i. Voted in favor of the resolution:

| Number of members Present and voting (In person or by Proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 64 | 254898 | 100 |

ii. Voted against the resolution:

| Number of members Present and voting (In person or by Proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

FOR NSP AND ASSOCIATES

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iii. Invalid Votes:

| Total number of members (person or proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |

Resolution 7. Ordinary Resolution for the ratification of remuneration Of M/S S. K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company For the financial year 2016-17.

i. Voted in favor of the resolution:

| | Number of votes cast by | % of total number of valid |
|------------------------|-------------------------|----------------------------|
| Present and voting (In | them | votes cast |
| person or by Proxy) | | |
| 64 | 254898 | 100 |

ii. Voted against the resolution:

| Number of members | Number of votes cast by | % of total number of valid |
|------------------------|-------------------------|----------------------------|
| Present and voting (In | them | votes cast |
| person or by Proxy) | | |
| D | 0 | 0 |

iii. Invalid Votes:

| Total number of members (person or | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 0 | 0 |

Resolution 8. Special Resolution for Private Placement of Secured / Unsecured/ Redeemable/
Non-Redeemable/ Convertible/ Non-Convertible / Listed/Unlisted and/Or Other
Securities under Section 42 and 71 of Companies Act, 2013

i. Voted in favor of the resolution:

| Number of members Present and voting (In | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| person or by Proxy) | | ** |
| 64 | 254898 | 100 |

FOR NSP AND ASSOCIATES

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| Number of members | Number of votes cast by | % of total number of valid |
|------------------------|-------------------------|----------------------------|
| Present and voting (In | them | votes cast |
| person or by Proxy) | | |
| 0 | 0 | 0 |

iii. Invalid Votes:

| Total number of members (person or | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 0 | 0 |

Resolution 9. Ordinary Resolution for the Appointment of Mr. Sudhangshu S Biswai, as an Additional Director in the category of Whole time Director of the Company, for a period of five (5) years with effect from 11/08/2016 to 10/08/2021.

i. Voted in favor of the resolution:

| Present and voting (In | Number of votes cast by them | % of total number of valid votes cast |
|------------------------|------------------------------|---------------------------------------|
| person or by Proxy) | | |
| 64 | 254898 | 100 |

ii. Voted against the resolution:

| Number of members | Number of votes cast by | % of total number of valid |
|------------------------|-------------------------|----------------------------|
| Present and voting (In | them | votes cast |
| person or by Proxy) | | |
| 0 | 0 | 0 |

ili. Invalid Votes:

| Total number of members (person or | Total number of votes cast by them |
|--|------------------------------------|
| proxy) whose votes were declared invalid | |
| 0 . | 0 |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for each resolution is enclosed.

For NSP AND ASSOCIATES

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6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You, Yours faithfully,

For NSP & Associates

FOR NSP AND ASSOCIATES

Proprietor Naveen Shree Pandey

Proprietor (Scrutinizer)
ACS: 29126 CP No. 10937

Date: 30th September, 2016

Place: New Delhi