

September 27, 2017

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary National Stock Exchange Limited Exchange Plaza 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: Proceedings of the 28th Annual General Meeting of Omaxe Limited held today, the 27th day of September, 2017

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the proceedings of the 28th Annual General Meeting (AGM) of the members of the Company held today i.e., Wednesday, the 27th day of September 2017 at 11.00 a.m. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

This is for your kind information and record.

Thanking You

Your's Faithfully

For Omaxe Limited


Shubha Singh
Company Secretary



"This is to inform that please make all correspondence with us on our **Corporate Office Address** only"

OMAXE LTD.

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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

Proceedings of the 28th Annual General Meeting (AGM) of Omaxe limited

The 28th Annual General Meeting (AGM) of the members of the Company was held today i.e., Wednesday, the 27th day of September 2017 at 11.00 a.m. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

Mr. Rohtas Goel, Chairman and Managing Director of the Company took the Chair. Ms. Shubha Singh, Company Secretary confirmed that the requisite quorum as per Companies Act, 2013, SS-2 Secretarial Standard on General Meetings read with the Articles of Association of the Company was present.

The Chairman called the meeting to order. He welcomed all the members of the Board, the Statutory Auditors and the Shareholders of the Company. He delivered a speech on the operations and growth of the Company. The members applauded the same and expressed satisfaction.

Dr. Prem Singh Rana, Chairman of Audit Committee & Corporate Social Responsibility Committee was present in the AGM. Mr. Sudip Bandyopadhyay, Chairman of Nomination and Remuneration Committee & Investor Grievances cum Stakeholder's Relationship Committee was also present in the AGM.

Mr. M.K. Doogar, Partner of M/s Doogar & Associates, Statutory Auditors of the Company till the Financial Year 2016-17 and Mr. Prakash Surana, Partner of M/s BSD & Co., proposed Statutory Auditors of the Company attended the AGM.

Mr. Ankit Singhi, Partner of M/s PI & Associates, Secretarial Auditors of the Company attended the AGM.

Mr. Naveen Shree Pandey, Partner of M/s NSP & Associates, New Delhi had been appointed as Scrutinizer for this AGM and was present in the meeting.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the members to cast their vote on all the resolutions contained in the Notice of the Annual General Meeting and the Addendum to the Notice of the Annual General Meeting. The remote e-voting commenced on September 23, 2017 at 9.00 a.m. and ended on September 26, 2017 at 5.00 p.m.

The Chairman informed the Members that the Company has arranged for Poll on all the resolutions mentioned in the Notice of Annual General Meeting and the Addendum to the Notice of the Annual General Meeting. Thereafter, the Chairman ordered for the poll to be taken at the meeting and requested Mr. Naveen Shree Pandey, the Scrutinizer for an orderly conduct of the Poll process.

The following items of Business as set out in the Notice calling the meeting were proposed for Member's approval through Poll and Polling papers were given to the



Members present after explanation of procedures by Mr. Naveen Shree Pandey, Scrutinizer of the AGM, to cast the votes by the Members:

ORDINARY BUSINESS:-

1. Adoption of Audited Financial Statements and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2017.
2. Declaration of Dividend on 0.1% Non-Cumulative, Redeemable Non-Convertible Preference Shares for the financial year 2016-17.
3. Declaration of Dividend of Rs. 0.70 (7%) per Equity share only to Public Shareholders for the financial year 2016-17.
4. (a) Re-Appointment of Mr. Sunil Goel (DIN: 00003743), as a Director who retires by rotation.

(b) Appointment of Ms. Seema Prasad Avasarala (DIN: 07058667) as a Director in place of Mr. Sunil Goel, who retires by rotation.
5. Appointment of M/s BSD & Co., Chartered Accountants (Firm Registration No. 000312S) in place of retiring Auditors M/s Doogar & Associates, Chartered Accountants for a period of five years commencing from conclusion of this AGM till the conclusion of AGM to be held in the year 2022 subject to ratification at every AGM.

SPECIAL BUSINESS:-

6. Appointment of Ms. Shruti Divedi Sodhi (DIN: 02058258), as an Independent Director of the Company for a term of Five Years effective from May 29, 2017 upto May 28, 2022.
7. Appointment of Mr. Srinivas Kanakagiri (DIN: 00443793), as an Independent Director of the Company for a term of Five Years effective from July 29, 2017 upto July 28, 2022.
8. Approval of Remuneration payable to of M/s. S K Bhatt & Associates, Cost Auditor of the Company for the Financial year 2017-18.
9. Approval of Private Placement of Secured/Unsecured/Redeemable/Non-Redeemable/Convertible/Non-Convertible/Listed/Unlistedand/or otherwise / Debentures / Bonds or other Debt Securities upto Rs. 500 crores.
10. Approval to take fresh limits of Borrowings for a sum not exceeding Rs. 3,000 Crores (i.e. the Principal amount) under Section 180(1)(c) of the Companies Act, 2013.
11. Approval to ratify and confirm and to enter into contracts / arrangements / transactions with related parties for an aggregate amount not exceeding Rs 7,500 Crore under Section 188 of the Companies Act, 2013.




Mr. Naveen Shree Pandey, Scrutinizer of the AGM informed the Chairman that casting of the votes by Members present in the meeting is completed.

Members present were also given opportunity to ask questions and seek clarifications. Post question and answer session, the Chairman thanked the Members present at the Meeting. The Chairman further announced that the details of the voting results of the poll at AGM and electronic voting on all the above stated resolutions shall be disclosed on the websites of the Company, NSDL and Stock Exchange(s) within 48 hours of the conclusion of the meeting.

For Omaxe Limited



Shubha Singh
Company Secretary

