



Turning dreams into reality

THROUGH FAX

BSE: 022-22722037, 39, 41, 61, 022-22723121/3719,
022-22721278/1557/3354/3577, 022-22721072
NSE: 022-26598347/48, 022-26598237/38

May 30, 2013

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 Audit Committee Meeting and
Board Meeting held on 30.05.2013**

Dear Sir/ Madam,

Please note that among other items, following transactions have taken place in the meeting of the Audit Committee of the Company held on 30.05.2013:

- Just
31/05/13*
1. The Audit Committee recommended a dividend of Re. 0.70 per share (7%) on equity shares of Rs. 10/- each for the Financial Year ended March 31, 2013 for the consideration of the Board.
 2. Stand alone and Consolidated Balance Sheet and Profit and Loss Account of the Company for the Year ended March 31, 2013 alongwith the statement U/s 212 of the Companies Act, 1956 were considered and recommended for the consideration of the Board.
 3. The Commission of upto 1% (one percent) of the Net Profits of the company to the Directors who are not in the whole time employment of the company was recommended for the consideration of the Board.
 4. 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, 2013.
 5. The Committee reviewed and took note of the CEO/COO/CFO certificate duly signed by Mr. Rohitas Goel, Chairman and Managing Director, Ms. Vijayalaxmi, Chief Operating Officer and Mr. Vimal Gupta, Vice President -Account and Chief Financial Officer of the Company.

*Chaitanya
30/5/13*

MEMORANDUM

TO: THE SECRETARY OF DEFENSE
FROM: THE SECRETARY OF THE ARMY
SUBJECT: [Illegible]

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THE SECRETARY OF THE ARMY

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6. Stand alone and consolidated Audited Financial Results of the Company for the quarter and year ended March 31, 2013 were considered and recommended for the approval of the Board.
7. Advertisement for publication of the Consolidated Audited Financial Results of the Company for the Year ended March 31, 2013 was considered and recommended for the approval of the Board.
8. The re-appointment of Statutory Auditors M/s Doogar & Associates, Chartered Accountants till the conclusion of the next Annual General Meeting of the Company was considered and recommended for the consideration of the Board.
9. Draft Directors' Report, Report on Corporate Governance alongwith Management Discussion and Analysis for the year ended March 31, 2013 were considered and recommended for the approval of Board.

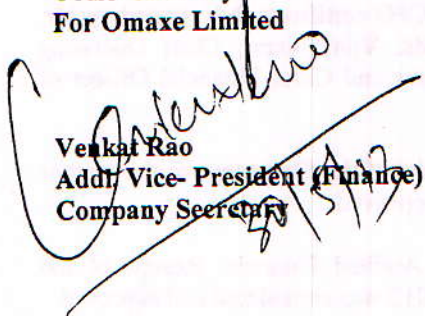
Further note that among other items, following transactions have taken place in the meeting of the Board of Directors of the Company held on 30.05.2013:

1. The Board of Directors recommended a dividend of Re. 0.70 per share (7%) on equity shares of Rs. 10/- each for the Financial Year ended March 31, 2013 for the approval of the shareholders.
2. Stand alone and Consolidated Balance Sheet and Profit and Loss Account of the Company for the Year ended March 31, 2013 alongwith the statement U/s 212 of the Companies Act, 1956 were considered and approved.
3. The Commission of upto 1% (one percent) of the Net Profits of the company to the Directors who are not in the whole time employment of the company was recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
4. 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, 2013.
5. 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.
6. Stand alone and consolidated Audited Financial Results of the Company for the quarter and year ended March 31, 2013 were considered and approved.
7. Advertisement for publication of the Consolidated Audited Financial Results of the Company for the Quarter and Year ended March 31, 2013 was considered and approved.

8. 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.
9. Re-appointment of Mr. Sunil Goel and Mr. Padmanabh Pundrikay Vora as Directors of the Company, who are liable to retire by rotation was recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
10. Re-appointment of Statutory Auditors M/s Doogar & Associates, Chartered Accountants till the conclusion of the next Annual General Meeting of the Company was considered and recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
11. 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.
12. Directors' Report, Report on Corporate Governance alongwith Management Discussion and Analysis for the year ended March 31, 2013 were considered and approved.
13. Status of Minimum Public Shareholding of the company and the further action to be taken in this regard was discussed by the Board of Directors.
14. The Board approved the Notice and authorized Mr. Rohtas Goel, Chairman and Managing Director of the Company to call the 24th 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.
15. The Board also discussed the status of pending cases and litigations and status of projects of the Company.

Thanking You

Yours' faithfully
For Omaxe Limited



Venkat Rao
Addl. Vice- President (Finance) &
Company Secretary