

**OMAXE***Turning dreams into reality***May 24, 2016****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 Grievances Cum Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Audit Committee and Board of Director(s) held on 24.05.2016

Dear Sir/ Madam,

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

A. Investor Grievances Cum Stakeholders Relationship Committee:

1. Status of Investor Complaint(s) and Status of Unclaimed IPO And Bonus Shares, Unclaimed Fractional Bonus Payments, Unclaimed Dividend(s) and Unclaimed FD(s) and Interest on FD(s)

B. 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 reviewed and noted the status of CSR Project-II, Promoting Education - Building B.ED / B.P.ED BLOCK.

C. Nomination and Remuneration Committee:

1. Re-appointment of Mr. Jai Bhagwan Goel as Director retiring by rotation at the forthcoming Annual General Meeting was considered and recommended for the approval of the Board and Shareholders of the Company.
2. Appointment of Mr. Sudip Bandyopadhyay, Additional Independent Director of the Company, as an Independent Director, in terms of section 149(10), 152 and any other applicable section(s) of the Companies Act 2013 read with rules thereunder, for a term of five years was considered and recommended for the approval of the Board and Shareholders of the Company.
3. The Committee considered and noted the remuneration paid to Mr. Rohtas Goel, Chairman and Managing Director, Mr. Sunil Goel, Joint Managing Director and Mr. Jai Bhagwan Goel, Whole Time Director and payment of commission to Mr. Rohtas Goel, Chairman and Managing Director of the Company for the year ended on 31st March, 2016.
4. The evaluation of Director's Performance for the Evaluation period 2015-16 i.e. April 1, 2015 to March 31, 2016 was considered and reviewed.

OMAXE LTD.

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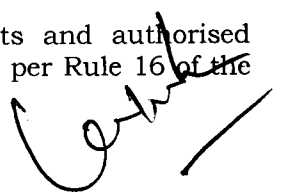
Website : www.omaxe.com CIN : L74899HR1989PLC051918

D. Audit Committee:

1. The Committee considered and noted the Internal Financial Control(s) and Internal Audit Report of the Company.
2. The Committee considered and noted the payment of Commission to the Non-Executive Directors of the Company for the Financial Year 2015-16
3. **Preference Dividend:** The Audit Committee recommended a dividend of 0.1% on 25,00,00,000 0.1% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of face value of Rs.10/-each (Rupees ten only) for the Financial Year ended March 31, 2016 for the consideration of the Board.

Equity Dividend: The Audit Committee also recommended a dividend of Re. 0.70 per share (7%) on Equity Shares of Rs. 10/- each for the Financial Year ended March 31, 2016 for the consideration of the Board.

4. Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 along with the Statement of Subsidiaries U/s 129 of the Companies Act, 2013 were considered and recommended for the consideration of the Board.
5. The Committee considered and reviewed the Financial Statements of Subsidiaries along with the Investment(s) made and Significant Transactions & Arrangements, if any.
6. The Committee reviewed and took note of the CEO & CFO certificate.
7. Standalone and Consolidated Audited Financial Results of the Company for the Financial Year ended March 31, 2016 along with the Financial Results of last quarter were considered and recommended for the approval of the Board.
8. The Committee noted the Secretarial Audit Report for the Financial Year 2015-16.
9. The Committee reviewed and took note of the Draft Auditors' Report on Standalone and Consolidated Financial Statements being submitted by the Auditors M/s Doogar & Associates, Chartered Accountants for the Financial Year ended March 31, 2016.
10. The Committee reviewed and took note of the Draft Auditor's Report on Standalone and Consolidated Financial Results being submitted by the Auditors M/s Doogar & Associates, Chartered Accountants for the Year ended March 31, 2016.
11. Advertisement for publication of the Consolidated Audited Financial Results of the Company for the Financial Year ended March 31, 2016 was considered and recommended for the approval of the Board.
12. The ratification of the appointment of Statutory Auditors M/s Doogar & Associates, Chartered Accountants for the Financial Year of 2016-17 in terms of the Companies Act, 2013, was considered and recommended for the approval of the Board and Shareholders.
13. Appointment of Cost Auditor and Ratification of remuneration for the Financial Year 2016-17 was considered and recommended to the Board.
14. Appointment of Secretarial Auditor for the Financial Year 2016-17 was considered and recommended to the Board.
15. The Committee noted and approved the adequacy of liquid assets and authorised Executive Committee to file the Return of Deposit in e-form DPT-3 as per Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014.



16. Draft Director's Report, Draft Report on Corporate Governance alongwith Draft Management Discussion and Analysis for the Financial Year ended March 31, 2016 were considered and recommended for the approval of Board.
17. 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.
18. The Committee noted and approved the Related Party Transaction(s) for the Quarter and Year ended March 31, 2016

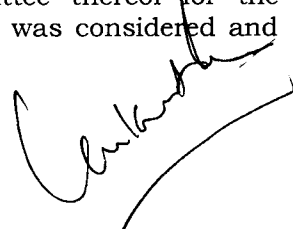
E. Board Meeting:

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 24.05.2016:

1. **Preference Dividend:** The Board of Directors recommended a dividend of 0.1% on 25,00,00,000 0.1% Non-Cumulative, Non-Convertible, Redeemable Preference Shares of face value of Rs.10/-each (Rupees ten only) for the Financial Year ended March 31, 2016 for the approval of the shareholders.

Equity Dividend: The Board of Directors also recommended a dividend of Re. 0.70 per share (7%) on Equity Shares of Rs. 10/- each for the Financial Year ended March 31, 2016 for the approval of the shareholders.

2. The Board considered and approved the payment of Commission to the Non-Executive Directors of the Company for the Financial Year 2015-16.
3. Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 along with the Statement of Subsidiaries U/s 129 of the Companies Act, 2013 were considered and approved.
4. The Board reviewed and took note of the CEO & CFO certificate.
5. Standalone and Consolidated Audited Financial Results of the Company for the Financial Year ended March 31, 2016 along with the Financial Results of last quarter were considered and approved by the Board.
6. The Board noted the Secretarial Audit Report for the Financial Year 2015-16.
7. The Board reviewed and took note of the Draft Auditors' Report on Standalone and Consolidated Financial Statements being submitted by the Auditors M/s Doogar & Associates, Chartered Accountants for the Financial Year ended March 31, 2016.
8. The Board reviewed and took note of the Draft Auditor's Report on Standalone and Consolidated Financial Results being submitted by the Auditors M/s Doogar & Associates, Chartered Accountants for the Financial Year ended March 31, 2016.
9. Advertisement for publication of the Consolidated Audited Financial Results of the Company for the Financial Year ended March 31, 2016 was considered and approved by Board.
10. The evaluation of Directors' Performance, Board and Committee thereof for the Evaluation Period 2015-16 i.e. April 1, 2015 to March 31, 2016 was considered and noted.

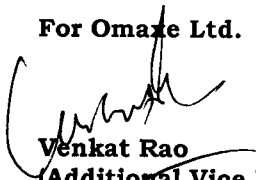


11. Re-appointment of Mr. Jai Bhagwan Goel as Director retiring by rotation at the forthcoming Annual General Meeting was considered and recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
12. Appointment of Mr. Sudip Bandyopadhyay, Additional Independent Director of the Company, as an Independent Director, in terms of section 149(10), 152 and any other applicable section(s) of the Companies Act 2013 read with rules thereunder, for a term of five years was considered and recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
19. The ratification of the appointment of Statutory Auditors M/s Doogar & Associates, Chartered Accountants for the Financial Year of 2016-17 in terms of the Companies Act, 2013, was considered and recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
20. Appointment of Cost Auditor for the Financial Year 2016-17 was considered and approved by the Board
21. Ratification of remuneration of Cost Auditor for the Financial Year 2016-17 was considered and recommended for the approval of the members at the forthcoming Annual General Meeting of the Company.
22. Appointment of Secretarial Auditor for the Financial Year 2016-17 was considered and approved by the Board.
23. The Board reviewed and took note of the certificate for Code of Conduct and Business Ethics signed by Mr. Mohit Goel, Chief Executive Officer(CEO) of the Company.
24. The Board reviewed and took note of the certificate for compliance of Corporate Governance received from M/s Doogar and Associates, Chartered Accountants regarding compliance of Corporate Governance.
25. Director's Report, Report on Corporate Governance alongwith Management Discussion and Analysis for the Financial Year ended March 31, 2016 were considered and approved by the Board.
26. The Board authorized Mr. Rohtas Goel, Chairman and Managing Director of the Company to call the 27th 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.
27. The Board approved the E-voting facility to the members at the forthcoming Annual General Meeting of the Company.
28. The Board considered and approved the re-constitution of Nomination and Remuneration Committee.
29. The Board considered and approved the proposal to enter into joint venture with Omaxe Lake City Pvt. Ltd.

The Board Meeting commenced at 12.30 p.m. and concluded at 4.00 p.m. with a vote of thanks to the Chair.

Thanking You
Yours' faithfully

For Omaxe Ltd.



Venkat Rao
(Additional Vice President
& Company Secretary)