



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

**July 25, 2014**

**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 25.07.2014**

**Dear Sir/ Madam,**

Please note that inter alia, the following matters were considered /approved in the meeting of the Audit Committee of the Company held on 25.07.2014:

1. Stand alone and consolidated Un-audited Financial Results of the Company for the Quarter ended June 30, 2014 were considered and recommended for the approval of the Board.
2. Advertisement for publication of the Consolidated Un-audited Financial Results of the Company for the Quarter ended June 30, 2014 was considered and recommended for the approval of the Board.
3. The Committee reviewed and took note of the CEO/COO/CFO certificate duly signed by Mr. Rohitas Goel, Chairman & Managing Director, Ms. Vijayalaxmi, Chief Operating Officer and Mr. Vimal Gupta, VP (Accounts) and Chief Financial Officer of the Company.
4. The Committee reviewed and took note of the Draft Report on Limited Review, being conducted by the Auditors i.e. M/s Doogar & Associates, Chartered Accountant, for the quarter ended June 30, 2014.
5. The Committee recommended the re-appointment/remuneration of Mr. Jai Bhagwan Goel, Whole time Director of the Company, liable to retire by rotation.
6. The Committee recommended the following matter(s) for the approval of the Board:
  - a. Place of keeping Records, Minutes of the Board Meeting and Meetings of Committee thereof, and other related Documents.

**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)

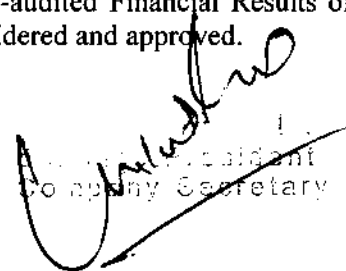
Website : www.omaxe.com CIN : L74899HR1989PLC051918

*(Signature)*  
Med. Vice President  
& Company Secretary

- b. Resolution under section 88 and 94 of Companies Act, 2013-Place of keeping Register of Members, Index of Members, Register of Debenture holders/Index of Debenture holders and copies of Annual Return
- c. Resolution under section 181 of the Companies Act,2013-Contribution to Charitable/donation and other funds.

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 25.07.2014:

1. The Board considered and approved constitution / reconstitution, as per the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, of the following:
  - a. Reconstitution, quorum and Terms of Reference of Executive Committee.
  - b. Reconstitution of ESOP Grant Committee.
  - c. Constitution of Risk Management Committee and Terms of Reference.
2. The Board recommended the amendment in Articles of Association of the Company for the approval of the shareholders at the forthcoming Annual General Meeting of the Company. The amendment being proposed for the adopting the new set of Articles of Association of the Company in line with the Table "F" of the Companies Act, 2013.
3. Re-appointment /Remuneration of Mr. Jai Bhagwan Goel as Director of the Company, who is liable to retire by rotation was recommended for the approval of the shareholders at the forthcoming Annual General Meeting of the Company.
4. The Board approved/recommended for the approval of the shareholders the following matter(s) :
  - a. Place of keeping Records, Minutes of the Board Meeting and Meetings of Committee thereof, Documents.
  - b. Resolution under section 88 and 94 of Companies Act, 2013- Place of keeping Register of Members, Index of Members, Register of Debenture holders/Index of Debenture holders and copies of Annual Return
  - c. Resolution under section 181 of the Companies Act, 2013 -Contribution to Charitable/donation and other funds.
5. Stand alone and consolidated Un-audited Financial Results of the Company for the quarter ended June 30, 2014 were considered and approved.
6. Advertisement for publication of the Consolidated Un-audited Financial Results of the Company for the quarter ended June 30, 2014 was considered and approved.

  
Company Secretary

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7. The Board reviewed and took note of the CEO/COO/CFO certificate duly signed by Mr. Rohtas Goel, Chairman & Managing Director, Ms. Vijayalaxmi, Chief Operating Officer and Mr. Vimal Gupta, VP (Accounts) and Chief Financial Officer of the Company.
8. The Board reviewed and took note of the Report on Limited Review, being conducted by the Auditors i.e. M/s Doogar & Associates, Chartered Accountant, for the quarter ended June 30, 2014.

For Omaxe Ltd.

  
Venkat Rao  
Additional Vice President  
& Company Secretary

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