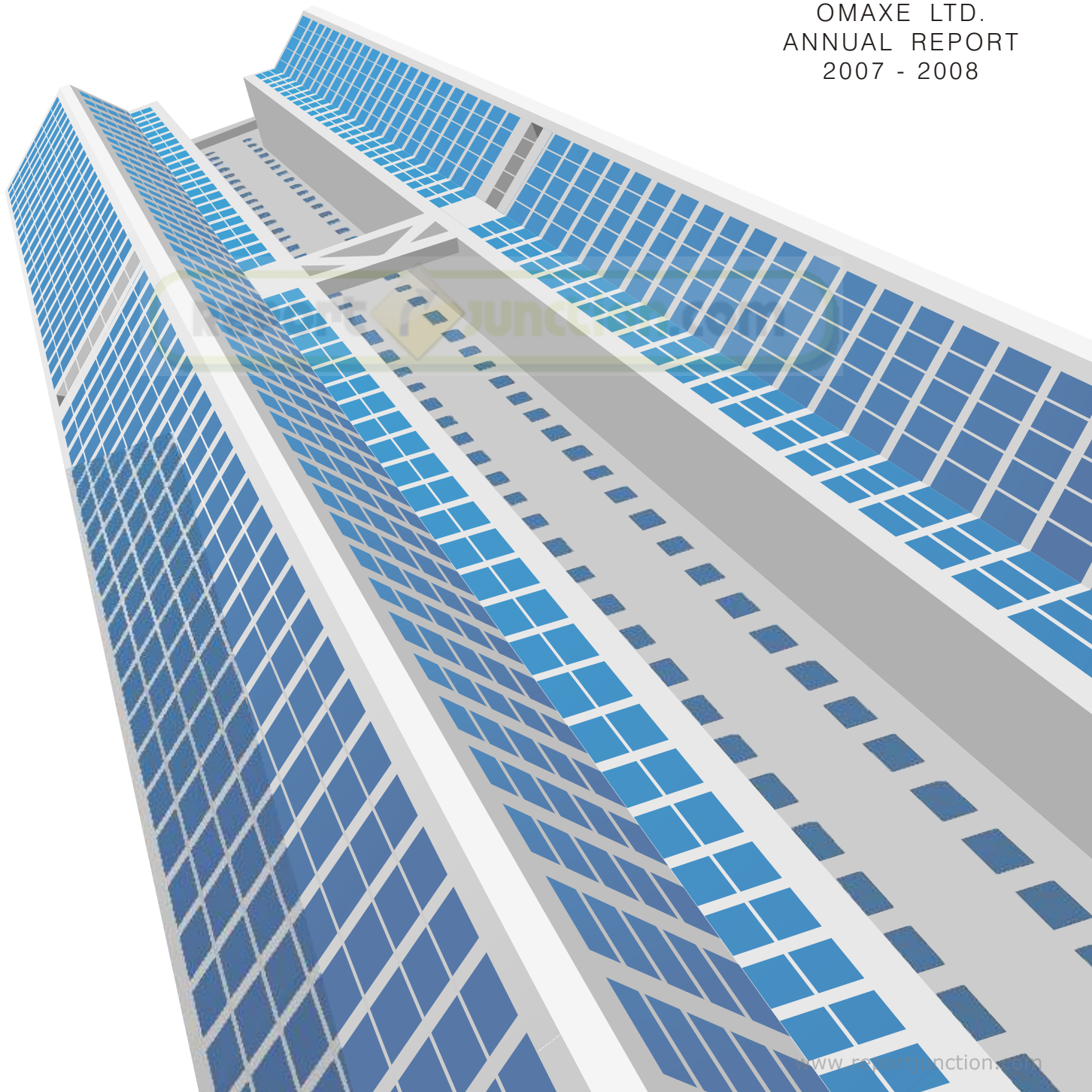


OMAXE LTD.
ANNUAL REPORT
2007 - 2008



Our Mission

- Create a progressive organisation matching International Standards maintaining Integrity, high ethical standards and transparency.
- Create an environment of professionalism, competence, teamwork and service excellence.
- Deliver projects conforming to international Environmental Impact Assessment (EIA) Norms.
- Use modern cost effective techniques for quality construction resulting in wealth creation.

Our Vision

- Commitment towards quality, integrity and the creation of value for all stakeholders/customers.
- Implement Best Business Practices which exceed customer expectations. Establish industry standards and benchmarks.
- Deliver quality Residential & Commercial projects comparable with Global Developers.
- Lead the industry using high caliber and efficient team of people with advanced technology.
- Pursue excellence through professionalism and innovation.

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Chairman's Message

Dear Shareholders and member of the Omaxe family,

When the going gets tough, they say the tough get going. And in our investors we see a set of tough, well-informed, investors looking at current strategy for future growth. Let me begin by thanking each one of you for reposing your trust in us.

Globally 2008 will be viewed as a tough year for the real estate industry. The US and UK markets have slowed down and the Indian markets too have seen some corrections. But this is an opportunity for the long-term players to prove their mettle and show that they are here for the long haul.

Omaxe Ltd., while maintaining growth at a healthy pace has made its mark as one of India's largest real estate development companies. Just to reflect on our performance during the year, we have posted a 60% increase in our consolidated topline from Rs. 14399.24 Mio in 2006-07 to Rs. 23077.56 Mio in 2007-08. We have 54 ongoing projects comprising of group housing, integrated town ships, shopping malls, commercial complexes and hotels across 31 Cities in 10 States.

We have managed a healthy growth rate because our business is based on ground realities. Our move to enter the infrastructure, SEZ, power, telecom & affordable housing segments is based on sound market analysis. While markets across the West languish, we saw an opportunity for growth in the lucrative Dubai market and entered it. This was only possible because of your unfailing interest in the company and I thank you all for this faith.

I feel that the growth in the Indian economy is based on the pillars of strong fundamentals - one of the largest populations, large domestic market, and increased per-capita income leading to empowerment of millions of individuals. Given the basics, I feel that the supposed over-supply in the real estate market will subdue in the coming months as more and more aspiring individuals would eventually invest into the residential & commercial spaces. In addition, with the visible shift in the development of zones around tier 2 and 3 towns, the demand for commercial and residential units would shift from costly metros and tier 1 cities to these towns.

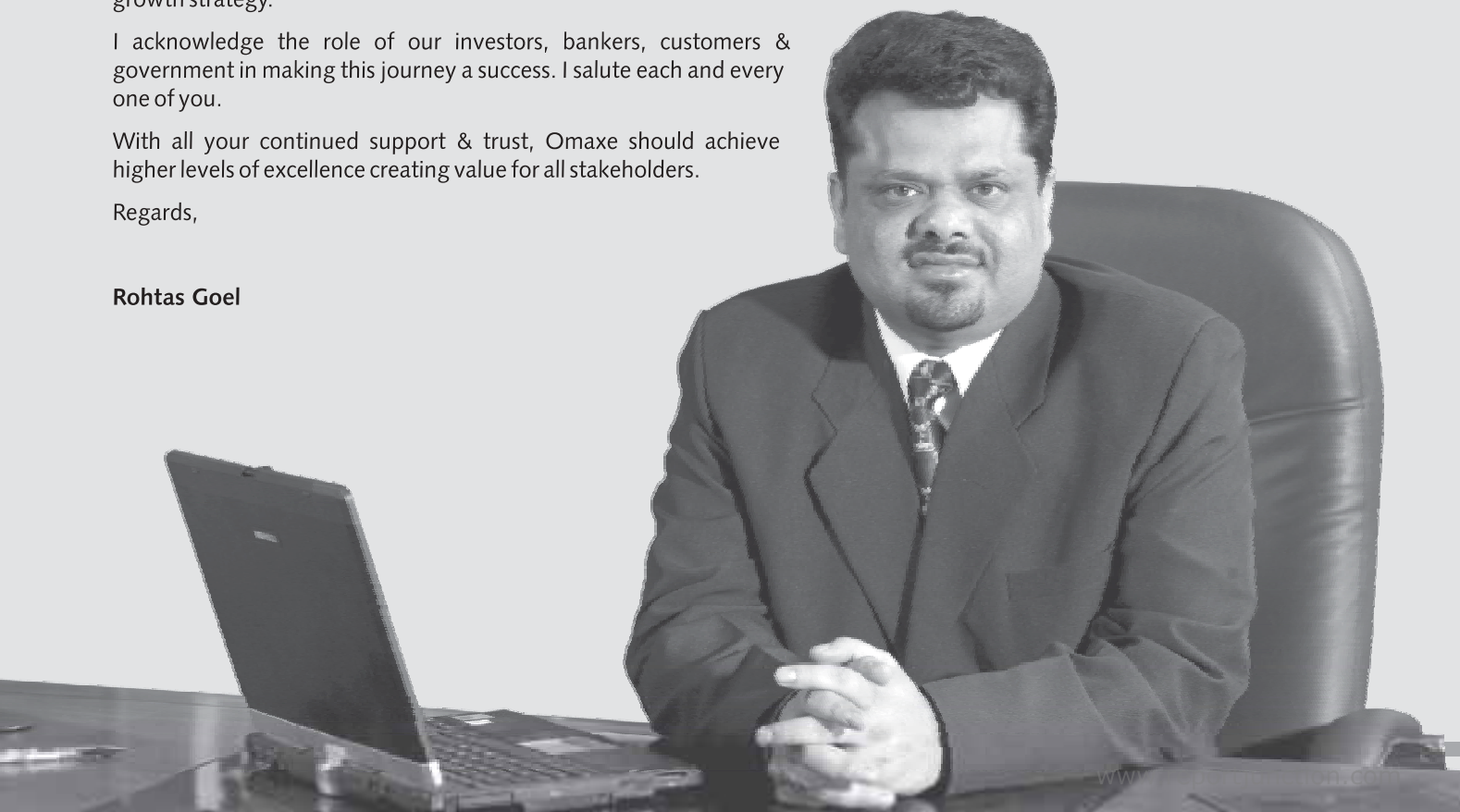
Omaxe is establishing itself as an end-to-end construction company which covers the entire spectrum of real estate from affordable to luxury housing, health and wellness to hospitality, retail, commercial and SEZ ventures both domestically and abroad. The business is based on sound fundamentals and planned growth strategy.

I acknowledge the role of our investors, bankers, customers & government in making this journey a success. I salute each and every one of you.

With all your continued support & trust, Omaxe should achieve higher levels of excellence creating value for all stakeholders.

Regards,

Rohtas Goel



India centric world class Realty

Omaxe is one of the leading real estate developers in India focused on developing world class residential and commercial properties all over the country. The company presently has 54 projects under various development stages. These include 24 group housing projects, 17 integrated townships, 12 shopping malls & commercial complexes and 1 hotel. This totals to 155 million sq ft of area across 31 towns in 10 states across India. Omaxe is also spreading its wings off shores like Dubai and other countries.

The company is headed by a first generation entrepreneur Mr. Rohtas Goel who in a span of 20 years transformed both the company and the cityscapes of many cities in the country by creating globally benchmarked signature properties.

Today the company is a public listed in BSE (Stock code: 532880) and NSE (Stock code: OMAXE), professionally governed entity with over 145,000 (approx) shareholders.

Serving to grow and growing to serve

The company has over the years consistently reinvented to meet the aspirations of its customer and stakeholders. As the aspirations of the country and its citizens grew, the company scaled up its projects and its delivery capability. The patronage of a growing number of customers helped us scale our operations, and today a large pool of investors share our dream of delivering world class realty to the Indian citizens.

We are a stakeholder and customer focused entity that believes in working ethically to deliver value.

Powered by a strong balance sheet, encouraged by good will in the market and buoyed by an economy with strong fundamentals, the company will go from strength to strength.

We have crossed the first phase of serving to grow, today we increasingly focus on scaling up our operations and serving larger markets one could call it **Growing to Serve**.

Key performance indicators for 2007-08

- Consolidated revenue at Rs 2307.75 crore, an increase of 60.26 % from Rs 1439.92 crore
- Consolidated Net profit at Rs 494.87 crore, an increase of 102.85 % from Rs. 243.96 crore
- Consolidated EBITDA at Rs 680.43 crore, up by 90.98 % from Rs 356.28 crore
- EPS for FY08 (basic) at Rs. 29.59

The Challenge: Building a Better Tomorrow

Omaxe has redefined its objective in this challenging environment: from selling space to creating distinctive real estate products; from catering to an existing market to creating a demand for distinctive projects; from driving sales through conventional and innovative methods of marketing. At Omaxe, we are attractively positioned to take our business ahead.

- **Brand:** We enjoy a track record of having marketed over 22,000 residential and commercial property units.
- **Rich land bank:** We recognize that an extensive land reserve represents the springboard of prospective growth. We possess approx 3600 acres of land reserve as on March 31, 2008.
- **Experience:** We possess a rich 20 years experience across 120 completed projects in civil contracting and construction supplemented by rich technical experience in assignment execution.
- **Team:** We partner with renowned associates like Hafeez Contractor, SEP Consultants (Singapore) and Studio KIA (USA), OIA (Australia) among several others.
- **Confidence:** We deliver high quality construction projects on time. We were one of the first construction companies in North India to be certified for the ISO 9001:2000; we pioneered the concept of a 24x7 customer helpline called Omaxe Care in the real estate industry.
- **Presence:** We have diversified our presence (projects and land reserves) across 31 Indian cities of 10 states.
- **Portfolio:** Our portfolio includes 54 ongoing projects comprises of 24 group housing projects, 17 integrated townships, 12 shopping malls & commercial complexes and 1 hotel. We have 155 million sq. ft. area under development. We are also diversifying into SEZ, IT & Bio Tech Parks, infrastructure, Power, Telecommunication.
- **People:** We possess rich intellectual capital, reflected by over 1300 dedicated employees comprising of civil engineers, architects, MBAs, chartered accountants & company secretaries; we manage our human resource through a spirit of continuous learning, trust, relationships, opportunities and empowerment. The management & the employees are dedicated to achieve the corporate objectives and goals of the organisation.
- **Innovation :** We are one of the few real estate developers to differentiate our offerings by pioneering the thematic malls like Wedding mall, House-2-Home, Omaxe Connaught Place, etc., and thematic residential lifestyle like 'NRI City' based on the theme of "a little

Singapore in India", The Nile (Gurgaon) incorporating Egyptian architectural designs, The Forest ultra luxury apartments and penthouses in Noida etc.

- **Healthy living:** With an aim to provide healthy lifestyle, Omaxe has entered into an MoU with **M/S Leander Sports Private Limited**, a Company promoted by the Tennis Professional **Mr. Leander Paes**, as a consultant to provide the concept and designs for the fitness facilities for the selected projects of the company.
- The company has also entered into an MoU with Thai Privilege Consultant Co., to build world class Thai Privilege Spas in the hi-end luxury properties of Omaxe Ltd.

Operational Highlights *

- Some of the Luxury apartment(s) and Penthouse(s) projects launched - Royal Residency with Spa Village in Ludhiana, Twin Towers in Noida, The Forest Spa Sec 93B Noida, Omaxe Spa Village, Faridabad etc.
- Won the bid from Naya Raipur Development Authority, Chattisgarh for the Development of Theme Township with 18-hole Golf course on over 400 acres at Naya Raipur, Capital city of Chattisgarh.
- Entered into MoU with state of Rajasthan for facilitating the setting up of "Multi Product SEZ" on approx., 5000 Hectares in Rajasthan.
- Taken initiative in diversifying into other functional fields like Infrastructure, Power, Telecommunication, Aircraft Flying and Engineering and Training through its subsidiaries.
- M/S Reliable Manpower Solutions Limited, Subsidiary company has entered into an Aircraft Flying and Aircraft Maintenance Engineering Training Institute Agreement with Director Civil Aviation, U.P. for setting up Aircraft Flying and Aircraft Maintenance Engineering Training Institute for training of pilots / aircraft maintenance, engineers / technical personnel at Kushinagar and Farrukhabad, Uttar Pradesh.
- Entered into an MoU with M/S Leander Sports Private Limited, a company promoted by the Tennis Professional Leander Paes, as a consultant to provide the concept and designs for the fitness facilities for the projects of the company.
- Entered into an MoU with Thai Privilege Consultant Co to build world class Thai Privilege Spas in the hi-end luxury properties of Omaxe Ltd.
- Undertaken the initiative to build **affordable homes** for the masses and is pursuing with various Government and other concerned agencies.
- Incorporated a wholly Owned Subsidiary with the name Rohtas Holdings (Gulf) Limited at Dubai, U.A.E. The Company through its above said Wholly Owned Subsidiary has ventured by way of acquisition/ joint venture through a Special Purpose Vehicle by the name Golden Crescent RED & General Trading Ltd, for development of a **Residential Project in Dubai**. Further note that, the Company through its above said Wholly Owned Subsidiary has ventured by way of acquisition/ joint venture through a Special Purpose Vehicle by the name Marine Sands Ltd for development of the project in The World, Dubai.

*Till 31st Aug, 08



Board of Directors

Mr. Rohtas Goel	Chairman and Managing Director
Mr. Sunil Goel	Joint Managing Director
Mr. Jai Bhagwan Goel	Whole Time Director
Mr. Devi Dayal	Director (Independent)
Mr. Padmanabh Pundrikray Vora	Director (Independent)
Lt. Gen. (Retd.) Bhopinder Singh	Director (Independent)
Mr. P.K. Gupta	Director (Independent)
Mr. Arvind Parakh	Director (Non-Executive)
Mr. Vipin Aggarwal	Executive Director
Mr. Venkat Rao	Additional Vice President (Finance) & Company Secretary

Auditors

Doogar & Associates	Chartered Accountants
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Registrar & Share Transfer Agent

Intime Spectrum Registry Limited (Unit: Omaxe Ltd.)	A-40, Naraina Industrial Area, Phase II, Near Batra Banquet Hall, New Delhi - 110 028
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Bankers

State Bank of India	LIC of India
Vijaya Bank	United Bank of India
India Overseas Bank	Catholic Syeian Bank
Axis Bank Limited	Bank of Rajasthan
Indian Bank	Punjab National Bank
Allahabad Bank	Yes Bank
Syndicate Bank	The Jammu & Kashmir Bank Ltd.
Bank of Maharashtra	Karur Vysya Bank
State Bank of Bikaner & Jaipur	State Bank of Patiala

Registered Office

7, Local Shopping Centre,
Kalkaji, New Delhi - 110019

Notice

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Company will be held on Monday, the 29th Day of September, 2008 at Sri Sathya Sai International Centre, Institutional Area, Pragati Vihar, Lodhi Road, New Delhi-110003 at 11.30 a.m. to transact the following businesses: -

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2008, and Profit and Loss Account for the year ended as on that date together with Directors' and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Sunil Goel who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Arvind Parakh who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. P. P. Vora who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Devi Dayal who retires by rotation and being eligible offers himself for re-appointment.
6. To consider and declare Dividend and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
 "RESOLVED THAT the dividend of 25% on the paid up equity share capital of the Company be and is hereby approved.
7. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESSES:

8. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 198, 269 and 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including the statutory modifications or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges and/ or any other appropriate authority(s) under any other applicable laws, rules and regulations for the time being in force and amended from time to time and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated), be and is hereby authorised to accept and subject to such conditions and modifications as may be considered appropriate by the Board of the Company, the consent of the Company be and is hereby accorded to re-appoint Mr. Rohtas Goel, Chairman and Managing Director of the Company, not liable to retire by rotation, for a period of five years with effect from April 1, 2008 on the following terms & conditions

(i) **Term of Re-appointment** : 5 years w.e.f. April 1, 2008

(ii) **Basic Salary** : Rs. 40,00,000/- per month

(Annual increment upto an extent of 20% of the gross salary, at such quantum and intervals, at the discretion of the Board of Directors/ Executive Committee of Board of Directors or Remuneration Committee and subject to over all limits as prescribed, from time to time, under the Companies Act, 1956 and rules made there under)

(iii) **Commission** : Upto 2% of the Net Profit of the Company.

(iv) **Housing** : House Rent Allowance may be provided by the Company subject to ceiling of 60% of Basic Salary

OR

The Company may provide Rent Free Accommodation together with , in part or in full, Furniture and Fittings that's needed to set up home such as electrical appliances, air conditioners etc during the tenure of Chairman & Managing Director.

(v) Perquisites

- a) **CAR:** Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
- b) **TELEPHONE (INCLUDING MOBILE PHONE):** Charges for rental, local and official long distance calls for telephone at residence and mobile phone will be reimbursed by the Company.
- c) **CLUB FEES:** Fees of clubs including admission fees, subject to a maximum of two clubs.
- d) **EDUCATION:** Actual Expenses of education for dependents of Chairman and Managing Director, subject to maximum of one month's basic salary on annual basis.
- e) **PERSONAL MEDICAL:** Reimbursement of all medical expenses/premium amounts of any Med Claim Policy etc for self and family as per the rules of the Company.
- f) **INSURANCE:** Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life and personal insurance.
- g) **ANNUAL LEAVE:** The Chairman and Managing Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
- h) **LEAVE TRAVEL ASSISTANCE:** For self and family subject to a ceiling of one month's salary per year.
- i) **CONTRIBUTIONS** to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of services.

FURTHER RESOLVED THAT the aforesaid remuneration be deemed as payment of minimum remuneration comprising salary and perquisites to Mr. Rohtas Goel in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.

9. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 198, 269 and 309 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including the statutory modifications or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges and/ or any other appropriate authority(s) under any other applicable laws, rules and regulations for the time being in force and amended from time to time and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated), be and is hereby authorised to accept and subject to such conditions and modifications as may be considered appropriate by the Board of the Company, the consent of the Company be and is hereby accorded to re-appoint Mr. Sunil Goel, Joint Managing Director of the Company for a period of five years with effect from April 1, 2008 on the following terms & conditions –

(i) **Term of Re-appointment** : 5 years w.e.f. April 1, 2008

(ii) **Basic Salary** : Rs. 20,00,000/- per month

(Annual increment upto an extent of 20% of the gross salary, at such quantum and intervals, at the discretion of the Board of Directors/ Executive Committee of Board of Directors or Remuneration Committee and subject to over all limits as prescribed, from time to time, under the Companies Act, 1956 and rules made there under)

(iii) **Housing** : House Rent Allowance may be provided by the Company subject to ceiling of 60% of basic salary

OR

The Company may provide Rent Free Accommodation together with , in part or in full, Furniture and Fittings that's needed to set up home such as electrical appliances, air conditioners etc during the tenure of Joint Managing Director.

(iv) **Perquisites:**

- a) **CAR:** Two Chauffeur driven cars for official and limited personal use. All expenses on running and maintenance of the cars on actual basis to be borne by the Company.
- b) **TELEPHONE (INCLUDING MOBILE PHONE):** Charges for rental, local and official long distance calls for telephone at residence and mobile phone will be reimbursed by the Company.
- c) **CLUB FEES:** Fees of clubs including admission fees, subject to a maximum of two clubs.
- d) **EDUCATION:** Actual Expenses of education for dependents of Joint Managing Director, subject to maximum of one month's basic salary on annual basis.
- e) **PERSONAL MEDICAL:** Reimbursement of all medical expenses/premium amounts of any Med claim Policy etc for self and family as per the rules of the Company.
- f) **INSURANCE:** Reimbursement of actual expenses including the premium amount for self and family as per the rules of the Company for life and personal insurance.
- g) **ANNUAL LEAVE:** The Joint Managing Director would be entitled for annual leaves as per the rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling.
- h) **LEAVE TRAVEL ASSISTANCE:** For self and family subject to a ceiling of one month's salary per year.
- i) **CONTRIBUTIONS** to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these are not taxable under the Income Tax Act, 1961, either singly or put together. Gratuity payable shall not exceed half a month's salary for each completed year of services.

FURTHER RESOLVED THAT the aforesaid remuneration be deemed as payment of minimum remuneration comprising salary and perquisites to Mr. Sunil Goel in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution.

10. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Lt. General (Retd.) Bhopinder Singh, who was appointed as Additional Director under Section 260 of the Companies Act, 1956 and in respect of whom a notice has been received from a member under Section 257 of the Act proposing his candidature for Directorship of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation."

For and on behalf of the Board
 For Omaxe Ltd.

Sd/-
 Rohtas Goel
 Chairman and Managing Director

Place: New Delhi
 Date : July 29, 2008

OMAXE Ltd.
 7, LSC, Kalkaji,
 New Delhi-110019

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 is annexed hereto.
3. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In terms of Articles of Association of the Company Mr. Sunil Goel, Mr. Arvind Parakh, Mr. P. P. Vora and Mr. Devi Dayal, Directors retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. Lt. General (Retd.) Bhopinder Singh was appointed as Additional Director in the meeting of Board of Directors of the Company held on July 29, 2008 and is proposed to be appointed as Director under Section 257 of the Companies act, 1956. A brief resume of these Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorship and membership/ chairmanship of Board of Committees, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommend their respective appointment / re-appointments.
5. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Register of Members and Transfer Books will remain closed from September 24, 2008 to September 29, 2008 (both days inclusive)
9. Under Section 109A of the Companies Act, 1956, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form 2B of the Companies (Central Government's) Rules & Forms, 1956 in duplicate to the Company's Registrar & Transfer Agent.
10. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/ name etc. to their depository participant only and not to the Company or its Registrar and Transfer Agent. The said will be automatically reflected in the Company's records.
11. All the documents referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members at the Registered Office of the Company between 10:30 a.m. to 12:30 p.m. on all working days from the date hereof up to the date of the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 FORMING PART OF THE NOTICE

ITEM NO. 8

The Board of Directors in their meeting held on May 26, 2008 had re-appointed Mr. Rohtas Goel as Chairman and Managing Director and fixed remuneration for the period of five years commencing from April 1, 2008, not liable to retire by rotation, subject to the consent of the members of the Company and Central Government Approval, if required.

A brief resume of Mr. Rohtas Goel has been given in the Report of Corporate Governance.

The Board recommends for the re-appointment of Mr. Rohtas Goel as Chairman and Managing Director of the Company.

Except Mr. Rohtas Goel as appointee Director and Mr. Sunil Goel and Mr. Jai Bhagwan Goel being relative of the appointee Director, none of the Director is concerned or interested in the proposed business.