

OMAXE LIMITED

CIN: L74899HR1989PLC051918

Regd. Office: Shop No.19- B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana
Corp. Office: 7 Local Shopping Centre, Kalkaji, New Delhi-110019
Tel: 91-11-41893100, 41896680-85 **Fax:** +91-11- 41896653 **Website:** www.omaxe.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of The Companies (Management and Administration) Rules, 2014 and any other application provision of the Act and Rules made there under the Company is seeking the consent of its members to pass the proposed resolution(s), with or without modifications, as set out below by means of Postal Ballot.

The resolution and explanatory statement containing all material facts are being sent herewith along with the postal ballot form ("Form") along with a self-addressed, postage pre-paid envelope for your consideration and voting.

Members are requested to read the instructions carefully before filling the Form and return the Form (no other copy or photocopy of the said Form will be accepted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours at 18:00 hrs on July 29, 2014. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

The postage will be borne and paid by the Company. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

The Company is pleased to offer e-voting facility as an alternative way to record votes to its member(s). The procedure for availing the e-voting facility is described as a separate section on the instruction page of the form.

The Board of Directors of the Company ("Board") has appointed Mr. Sanjay Grover, a practicing company secretary as scrutinizer ("Scrutinizer") who will be responsible for the fair and transparent conduct of the vote through postal ballot.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting as data received from the e-voting portal. The result of the Postal Ballot along with scrutineers' report shall be placed on the website of the company i.e. www.omaxe.com and also be announced at 1600 hours at the Corporate Office of the Company situated at 7, LSC, Kalkaji, New Delhi-110019 by the Chairman or in his absence by any other person authorized by the Chairman, on August 4, 2014. The result of the postal ballot will immediately be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

1. LIMITS OF BORROWINGS UNDER SECTION 180(1) (c) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders at the Annual General Meeting held on 26th September, 2006 and subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act ('Act'), the consent of the Company be and is hereby accorded to the Board of Director (herein after referred as 'The Board' and shall be deemed to include any committee thereof for the time being exercising the powers conferred on them by this resolution or such delegatee, which the Board may constitute to exercise its power) of the Company, to borrow any sum or sums of money (including any non fund based facilities and/or Deposits and /or Debentures (secured or unsecured) or such other instrument), as and when required, for the business of the company from, including without limitation, one or more, Bank(s) and/or Financial Institution(s) and/or other persons, firms, bodies corporate, whether in India or abroad, notwithstanding the money so borrowed together with the money already borrowed (apart from the temporary loan obtained from the Company's Bankers in the ordinary course of business) may at any time exceed aggregate of the paid up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 3000 Crores (Rupees Three Thousand Crores Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

2. CREATION OF CHARGE ON THE ASSETS/ PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY.

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

"RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 26th September, 2006 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act ('Act'), the consent of the Company be and is hereby accorded to the Board of Directors [herein after referred as 'The Board' and shall be deemed to include any committee thereof for the time being exercising the powers conferred on them by this resolution or such delegatee, which the Board may constitute to exercise its power] of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the assets or properties (both present and future) either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s) of lender(s), debentureholder(s) and / or Deposit holder(s) for securing the borrowing availed or to be availed by the Company, by way of loans, credit facilities, debentures (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures or any other security(ies)) or Deposits or such other instruments or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange"

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank paripassu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the company and the Lender(s) / Institutions/Banks.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company".

3. Approval of Royalty Agreement with Mr. Rohtas Goel, Chairman and Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act ('Act') and the provision of Listing Agreement, if any, and such approvals, as may be necessary, consent of the members be and is hereby accorded for entering into Royalty Agreement for use of trademark "OMAXE" and copy right (including such related mark(s) or copy right(s) as annexed in the Agreement) and payment of Royalty/license fee to Mr. Rohtas Goel, Registered Owner of the Trade Mark and Copy Right thereof on such principle terms and conditions as stated in the Explanatory statement annexed herewith

For OMAXE LTD.
And. Vice President
& Company Secretary

"in terms of Section 102 of the Act."

FURTHER RESOLVED THAT any of the Director be and is hereby authorized to sign, execute the said agreement on behalf of the Company and to do such things connected and incidental to the execution of the agreement and that the Common Seal of Company be affixed on the said agreement in presence of such director and secretary who shall sign the same in token thereof."

4. Further Issue of Security(s)

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (as amended), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Deposit Receipt Mechanism) Scheme, 1993 (as amended) and all other applicable rules, regulations, notifications, guidelines and circulars, if any, issued by Reserve Bank of India ("RBI"), Government of India, Securities and Exchange Board of India ("SEBI"), including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") as amended from time to time, and/or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, relevant provisions of the Memorandum and Articles of Association, if applicable (from time to time) of the Company and the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, and any other applicable laws, rules and regulations, if any and subject to such approval(s), consent(s), permission(s) and sanctions, if any, of Government of India, RBI, SEBI and any other appropriate authority(ies) or departments, institution(s), bank(s) or bodies, as may be necessary (the "Concerned Authorities") and subject to such terms and conditions or modifications thereto as may be prescribed by any of the Concerned Authorities while granting such approval(s), consent(s), permission(s) and sanction(s), as may be necessary and/or which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on such occasion or occasions, in one or more tranches (including with provisions for reservation on firm and/or competitive basis of such part of issue, and for such categories of persons including employees of the Company as may be permitted), with or without green shoe option in the course of one or more public or private offerings, by way of public issue by way of follow-on public offer ("FPO"), rights issue, and/or by way of a preferential issue, including but not limited to Qualified Institutions Placement ("QIP") in terms of the Chapter VIII of ICDR Regulations, equity shares of the Company and/ or otherwise such other class of shares through depository receipts including American Depository Receipts, Global Depository Receipts and/ or fully or partly convertible bonds or debentures, and/ or other securities exercisable or convertible into or exchangeable for equity shares of the Company and/ or the holders of such securities, and/ or securities linked to equity shares and/ or securities with or without detachable/non detachable warrants and/ or warrants with a right exercisable by the warrant holder to subscribe for equity shares and/ or any instruments or securities representing either equity shares, secured premium notes, and/ or any other financial instruments, whether denominated in rupee or in any foreign currency (the "Securities"), in the domestic or one or more international markets, which would be exercised or converted into/ exchanged with equity shares at a later date as the Board, in its sole discretion, or in consultation with underwriters, merchant bankers, financial advisors or legal advisors, may at any time decide, to any person including but not limited to International and/ or Indian Banks, Indian and/ or Multilateral Financial Institutions, Institutional Investors, Mutual Funds, companies, corporate bodies, and other eligible investors (whether resident or non-resident, and whether or not such investors are members of the Company) including Qualified Institutional Buyers and/ or any other categories of investors (collectively called the "Investors") as may be deemed appropriate by the Board and permitted under applicable laws, rules and regulations, through prospectus(es) or placement document(s) or letter(s) of offer or otherwise, resulting in the issue of further capital (including securities premium, if any) up to an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores) in Indian Rupees or its equivalent in any other currency.

RESOLVED FURTHER THAT in respect of the aforesaid the Board be and is hereby authorized to decide, in its sole discretion and without requiring any further approval or consent from the shareholders of the Company, terms and conditions including but not limited to the timing of the issue(s)/ offering(s)/ placement(s), terms of the issue, the Investors to whom the Securities are to be offered/issued, the issue price, number of Securities to be issued/allotted, creation of mortgage or charge in accordance with the provisions of the Act, in respect of any Securities, the stock exchanges on which such Securities will be

listed, finalization of allotment of the Securities on the basis of the subscriptions received, face value, rate of interest, redemption period, manner of redemption, amount of premium/ discount on redemption, the number of equity shares or otherwise such other class of shares to be allotted on redemption/conversion of convertible Securities, the ratio thereof, period of conversion, fixing of record date or book closure dates and any other matter in connection with or incidental thereto, after giving due consideration to the prevalent market conditions and other relevant factors wherever necessary at the time of issuance of Securities.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a Qualified Institutional Placement in terms of Chapter VIII of the ICDR Regulations, as amended from time to time, the allotment of the equity shares of the Company/ Securities shall be made to the institutional buyers and the allotment of such Securities shall be completed within the prescribed period, as may be applicable from time to time and the other provisions regarding the relevant date on the basis of which price of the relevant shares shall be determined, price of the relevant shares etc. shall be in terms of the ICDR Regulations and further such price shall be subject to appropriate adjustments as provided in the applicable ICDR Regulations.

RESOLVED FURTHER THAT in the event of issue and offer of securities by way of any other mode, method or mechanism including but not limited to Escrow Mechanism, as may be allowed/ issued/ permitted/ designed, hereinafter, by SEBI or any other regulatory authorities from time to time, the consent of the members of the Company be and is hereby accorded to the Board to create, issue and offer eligible securities in terms of the provisions of the respective rules, regulations and guidelines that may be issued or permitted or applicable from time to time.

RESOLVED FURTHER THAT the relevant date for the purposes of determining the floor price of the Securities (wherever applicable) would be in accordance with the guidelines/ regulations prescribed by SEBI, Government of India, RBI through its various departments or any other regulator, as applicable, and the pricing of any equity shares issued upon conversion of the Securities shall be made and/ or adjusted subject to and in compliance with the applicable rules/guidelines/regulations/statutory provisions.

RESOLVED FURTHER THAT subject to the provisions of the Memorandum and Articles of Association of the Company, as may be amended from time to time, the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted, including issuance and allotment of equity shares upon conversion of any securities or as may be necessary in accordance with the terms of offering, all such shares when issued and allotted shall rank pari passu with the then existing equity shares of the Company in all respects, excepting such rights as to dividend/voting as may be provided under the terms of issue of the Securities in the offer documents;

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to appoint lead managers, merchant bankers, book runners, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, financial and/ or legal advisors and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities and/ or the equity shares to be issued on conversion of the said Securities on one or more recognized (national and international) stock exchange(s).

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorised by the Company for issue of depository receipts representing the underlying equity shares/warrants/ other securities to be issued by the Company in registered or bearer form with such feature and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board be and is hereby authorised (a) to finalize and approve preliminary and final offer document/ prospectus, by whatever name called; (b) to authorize any director(s) of the Company or any other officer(s) of the Company; (i) to sign the above documents for and on behalf of the Company, together with the authority to amend, vary, modify or withdraw the same as such authorized persons may consider necessary in the best interests of the Company and its stakeholders; (ii) to file such preliminary and final offer document/ prospectus with Concerned Authorities, including but not limited to, Registrar of Companies, Indian and International stock exchanges, as the case may be; and (iii) to give such declarations, affidavits, certificates, undertakings, consents as may be required in connection with the issue/ placement/ allotment of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer

For OMAXENTD
Add. Vice President
& Company Secretary

allotment or listing of equity shares or Securities and utilization of the issue proceeds (including the power to modify the terms, if required) as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT such of these Securities as or not subscribed may be disposed of by the Board in its absolute discretion in such a manner as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and offer, issue and allotment of Securities as aforesaid, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, matters and things as may be necessary, desirable or incidental thereto including without limitation, the entering into of arrangements for underwriting, marketing, listing, trading of Securities, appointment of lead manager(s), advisor(s), registrar(s), paying and conversion agents, trustees and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the Issue and to do all requisite filings with SEBI, the stock exchanges, the Government of India, the RBI, if and as required and any other Concerned Authority in India or abroad and to do all such acts, matters, deeds and things as may be necessary and expedient for and incidental and ancillary to the Issue/ and for utilization of the Issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer of the Company to give effect to the aforesaid resolution."

5. Acceptance of Deposits from Members and/or Public under Section 73 and 76 of Companies Act, 2013

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

"**RESOLVED THAT** pursuant to section 73 and section 76 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Companies (Acceptance of Deposits) Rules, 2014 and any other applicable provisions of the Act ('Act') and subject to fulfillment of such conditions, approvals, permissions, as may necessary under the Act or otherwise, consent of the members be and is hereby accorded to invite/accept/renew/receive money by way of deposits (secured or unsecured) as the Board of Director [herein after referred as 'The Board' and shall be deemed to include any committee thereof for the time being exercising the powers conferred on them by this resolution or such delegates, which the Board may constitute to exercise its power] may deem fit, or in any other form, from public and/or members of the Company, in any form or manner, through a circular, advertisement or through any other permissible mode upto the permissible limits prescribed under the Act and on such terms and conditions as the Board in its sole discretion deem fit.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the Resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as the Board may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/acceptance/renewal/receipt as aforesaid and for such maintenance, periodic compliances etc."

BY ORDER OF THE BOARD

For Omaxe Limited

Sd/-

(Rohtas Goel)

Chairman & Managing Director

(DIN 00003735)

DATE : 30th Day of May, 2014

PLACE : New Delhi

NOTES:

1. An Explanatory Statement pursuant to the section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the Postal Ballot form setting out material facts are appended herein below.

2. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. The Notice is being sent to all the Members whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on June 20, 2014 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

3. The date of dispatch of notice will be announced through advertisement in newspapers.

4. Shareholders desiring to exercise vote through physical mode are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer.

5. The Company is pleased to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The member may opt for e-voting facility for giving their assent/dissent to the proposed resolution(s). Please note that any Postal Ballot Form received after the close of working Hours i.e. 1800 hours on July 29, 2014 will be treated as not having been received. The e-voting facility shall also be disabled by CDSL accordingly.

6. The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of passing of the proposed resolution(s).

7. The shareholders are requested to exercise their voting rights by using the attached postal ballot form only, in case if they opt to vote through postal ballot form. However, the member who do not received postal ballot form may apply to the company for obtaining duplicate postal ballot form.

8. The Company is desirous to send various documents in electronic form to the email addresses provided by the members and made available by the depositories. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with the Registrar and Share Transfer Agent of the Company, if shares are held in physical mode or with their DP, if the holding is in electronic mode.

EXPLANATORY STATEMENT TO THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED MAY 30, 2014 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

ITEM NO. 1&2

The members may kindly be informed that at the Annual General Meeting of the Company held on 26th September, 2006, the shareholders had authorized the Board of Directors:

- To borrow monies upto Rs.3000 crores under section 293(1)(d) of the Companies Act, 1956, as well as

- To secure the same by suitable mortgage/charge on all or any of moveable/immovable properties regarded as disposal of the Company's undertaking under section 293(1)(a) of the Companies Act, 1956.

However, with the coming into effect of the Companies Act, 2013 and as per the corresponding provisions of Section 180(1) (c) and Section 180(1) (a) of the Companies Act 2013 which were notified on 12th September, 2013 and based on the clarification thereof issued by the Ministry of Corporate Affairs vide General circular no. 01/2014 dated 25th March 2014, the Resolution(s) passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and/ or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of section 180 of Companies Act, 2013 for a period of one year from the date of notification of section 180 i.e. it is valid till 11th September, 2014 only.

Further, the provisions of the Companies Act, 1956 required consent of the shareholders as an ordinary resolution for both borrowing and creation of security, however, the provisions of the Section 180(1)(a) and 180(1)(c) 2013 of Companies Act, 2013 stipulate consent of members by way of Special resolution.

The company had, from time to time, borrowed funds for various purposes and created security in terms of existing authorisations. Keeping in view of growing business activities in the Company, the company needs to borrow from time to time. The company will use funds for the execution of various projects in hand or to be taken up and for such other purposes including general corporate purposes as the Board may deem fit from time to time. Accordingly for such borrowing the Company needs to provide suitable Security/ Charge on its Assets and Properties.

Hence, in order to comply with the provisions of borrowings and creation of security under the Companies Act, 2013, consent of members is hereby required by way of proposed special resolution(s).

The Board of Directors of your Company has approved this item(s) in the Board Meeting held on 30th May, 2014 and recommends the Resolutions as set out in the Notice for the approval of members of the Company as Special Resolution.

None of the Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in the Company, if any.

For OMAXE LTD.
Add. Vice President
& Company Secretary

ITEM NO.3

The Company (Licensee) vide the Central Government approval dated 18th July, 2011 had in place Royalty Agreement for the use of Trade Mark(s), Copy Right "Omaxe" (including related Trade Mark(s) and Copy Right(s) or such other related trade mark(s) or copyright(s) as mentioned in annexure to the agreement) with Mr. Rohtas Goel, Chairman and Managing Director and the owner of the Trade Mark and Copy Right (Licensor) at nominal Royalty Payment of Rs. 10.00 Lacs p.a. and further, subject to such terms of the Agreement.

In Compliance of Section 188 of the Companies Act, 2013, a related party transaction requires the approval of Shareholders through Special Resolution.

In accordance with the same the Company is required to enter into Royalty Agreement ('Agreement') for the use of Trade Mark(s)/ Copy Right(s). Brief of the terms of the agreement are as under:

1. The Licensor to the extent it can lawfully do so, hereby grants to the Licensee (including sub license subject to clause (c) herein below) and including to any of its associated Entity/ies in respect of which separate authorization is given during the term of this agreement a license/ right to use the Trade Mark(s)/ Copyright(s) "OMAXE" or such other related trade mark(s) or copyright(s) for Licensed Works.

"Licensed Works" shall mean Goods sold/ Services provided pertaining to Civil Construction, Real Estate Promotion, Development of, Services for and Sale of the same and such other Goods/ services, pertaining to any class of trade mark(s) or copyright(s) or such other related trade mark(s) or copyright(s) as mentioned in Annexure "A" of the Agreement, as may be specifically permitted by the licensors mentioned in the Agreement.

2. Not exceeding Rs. 10,00,000/- (Rupees Ten Lacs only) per annum to the Licensor payable anytime upto 31st day of March of each financial year excluding taxes (direct or indirect) and surcharges thereon and also excluding the expenses for protection/ maintenance of trade mark(s), whether directly or indirectly, Licensee like to bear all the costs, expenses, charges, fees, cess payable to any quasi/ non quasi judicial and/or statutory/ non statutory authorities/ any other party including but not limited towards fees, expenses, charges payable to lawyers, consultants, any other party etc. towards the inspection, search, registration, publication, protection, change of particulars and maintenance of the Trade Mark(s)/ Copyright(s).

3. The Licensee can grant any sublicense(s) to use the Trade Mark / Copy Right(s) or such other related trade mark(s) and copyright(s) to any third party and any sublicense grant will be subject to substantially the same terms and conditions as set out in the License Agreement and/ or such other terms and conditions as may be agreed between Licensee and such other Sub Licensee.

4. This Agreement shall be effective for a period of 10 year from the signing of the agreement unless sooner terminated as provided for herein may be terminated by either party without cause, at any time by giving a written notice of termination to the other party at least one (1) month in advance of the effective date of such termination.

5. Such other detailed terms and conditions as mentioned in the Agreement. The draft agreement will be open for inspection at the Corporate Office of the Company i.e. 7 LSC, Kalkaji, New Delhi- 110019 for the members for two hours between 1800 hrs to 1800 hrs during the working day from the date of dispatch of Postal Ballot Notice till the last date of voting.

The Board of Directors of your Company has approved this item(s) in the Board Meeting held on 30th May, 2014 and recommends the Resolutions as set out in the Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel except Mr. Rohtas Goel, Mr. Sunil Goel, Mr. Jai Bhagwan Goel and Mr. Mohit Goel being the relatives of Mr. Rohtas Goel is either concerned or interested (save and except to the extent of their shareholding in the Company, if any) in the above resolution.

ITEM NO.4

In view of the future fund requirements of the Company and to further strengthen the Capital base of the Company, your Board has viewed it appropriate to raise further Capital by way of fresh infusion of Equity or such other instruments. Keeping in view the current market scenario it has been felt that Company may explore the possibility of further offering by way of follow on offer or Qualified Institution Placement or otherwise.

The consent of the members is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

Section 82 of the Companies Act, 2013 and the relevant clause of the Listing Agreement with the Stock Exchanges where the equity shares of the Company are listed provides, inter alia, that when it is proposed to increase the Issued Capital of a company by allotment of further shares, such further shares shall be offered to the existing members of such Company in the manner laid down in Section 62 of the Companies Act, 1956 unless the members in a general

meeting decide otherwise. Since this Special Resolution enables the issue of Securities of the Company otherwise than to the existing members of the Company, consent of the members is being sought.

The Special Resolution, if may passed, will have the effect of allowing the Board to have all such powers including but not limited to issue and allot Securities to the investors, for an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent in any other currency, who may or may not be the existing members of the Company and to decide the date of opening and closing of the Issue and all other incidental authorities as forming part of the Special Resolution. Accordingly, the Special Resolution is being sought to give Board the power to issue Securities (including premium) for an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent in any other currency in one or more tranches(s), at such time or times, and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board may, in its absolute discretion, deem fit in such manner as may be prescribed under law from time to time.

The Board of Directors of your Company has approved this item(s) in the Board Meeting held on 30th May, 2014 and recommends the Resolutions as set out in the Notice for the approval of members of the Company as Special Resolution.

The Directors or Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Resolution to the extent of Securities issued/ allotted to them or to the Companies/ institutions in which any of them is a director or member, if any.

ITEM NO.5

The members are hereby apprised that the Company had been accepting deposits from its shareholders, employees, public as permissible under the provisions of Companies Act, 1956 read with the corresponding Companies (Acceptance of Deposit) Rules, 1975.

However, with the commencement of the Companies Act, 2013, deposits are now governed by the new law and rules made there under and clarification as applicable from time to time and approval of shareholders is required by way of Special Resolution for inviting/accepting/renewing deposits and subject to fulfillment of such conditions including credit rating, filing of circular or circular in the form of advertisement, providing insurance etc. Further, the deposit can be accepted subject such other provisions and within overall limits prescribed under the Companies Act, 2013.

Further, the resolution is proposed for enabling the Board to do the necessary including fulfillment of conditions for accepting deposit in terms of Section 73 and 76 of the Companies Act, 2013.

The Board of Director of your company has approved this item in the Board Meeting held on 30th May, 2014 and recommends the resolution as set out in the notice for approval of the members of the Company as Special Resolution.

None of the Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions except to the extent of their Deposit holding and/or shareholding in the Company, if any.

**BY ORDER OF THE BOARD
For Omaxe Limited**

Sd/-

(Rohtas Goel)

Chairman & Managing Director
(DIN 00003735)

DATE : 30th Day of May, 2014

PLACE : New Delhi

FOR OMAXE LTD.
Add. Vice President
& Company Secretary