

OMAXE LIMITED
Regd. Office: 7, Local Shopping Centre, Kalkaji, New Delhi-110019

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, 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 January 02, 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 individual members. 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 scrutiner ("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 shall be announced at 4.30 PM at the registered office of the Company situated at 7, Local Shopping Centre, Kalkaji, New Delhi-110019 on January 06, 2014 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the result of the postal ballot shall also be posted on the company's website (www.omaxe.com).

The following resolutions are proposed to be passed by Postal ballot

1. To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Ordinary Resolution**:

"RESOLVED that pursuant to Section 16 and Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded for increase and re-classification of the authorised share capital of the Company from Rs. 360,00,00,000/- (Rupees Three Hundred Sixty Crores only) divided into 35,00,00,000 (Thirty-five Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,00,00,000 (One Crore only) Preference Shares of Rs.10/- (Rupees Ten only) each to Rs. 560,00,00,000/- (Rupees Five Hundred Sixty Crores only) divided into 21,00,00,000 (Twenty One Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each and 35,00,00,000 (Thirty Five Crores only) Preference Shares of Rs.10/- (Rupees Ten only) each with power to increase, reduce, consolidate, divide and/or sub-divide the Share Capital or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to reorganize shares or issue shares of higher or lower denominations.

RESOLVED FURTHER that the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new 'Clause V':

- V. The Authorised Share Capital of the Company is Rs. 560,00,00,000/- (Rupees Five Hundred Sixty Crores only) divided into 21,00,00,000 (Twenty One Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each and 35,00,00,000 (Thirty Five Crores only) Preference Shares of Rs.10/- (Rupees Ten only) each with power to increase, reduce, consolidate, divide and/or sub-divide the Share Capital or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges,

conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to reorganize shares or issue shares of higher or lower denominations.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board and/or committee thereof be and is hereby authorized to take all such steps and actions or to make amendments in any other document(s) wherever necessary and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board and/or committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

2. To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company be and is hereby altered to insert the following new Sub-article (7A) after the existing Article 7 of the Articles of Association of the Company:

- 7A) Subject to the Provisions of Section 80 of the Act and including any other relevant enactments, rules, regulations, guidelines, circulars issued by the relevant authorities, the Company shall have the power to issue Preference Shares which are, or at the options of the Company, liable to be redeemed or converted and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption or conversion and such other terms and conditions of the issue(s) and such authorisation to the board for deciding on such terms and conditions of the issues(s) including modifications changes, alternation etc from time to time, as may be applicable."

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

3. To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 80, 81 (A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alteration and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board) consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches 35,00,00,000 (Thirty Five Crore) 0.1% Non-cumulative, Redeemable Non-Convertible Preference Shares of face value of Rs. 10/- (Rupees Ten only) each ("Preference Shares") at par or at premium or at such price or prices, to various persons/entities including Promoters / Promoter Group whether or not they are member(s) of the Company, with such rights and privileges and on such terms and conditions

Acharya
New Delhi

including but not limited as to the rate of dividend, redemption period, manner of redemption, amount of premium, if any, and to modify, alter and re-set all or any of the said terms from time to time, as the Board at its absolute discretion deem appropriate and that such authority shall be continuing authority to the Board to make such further issue(s) of Preference Shares within such limit on appropriate terms and conditions on any subsequent redemption of such and / or outstanding Preference Shares or any part thereof from time-to-time as may be considered fit and proper by the Board, so however that the total Preference Share capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT:

- a) The preference shares shall be redeemable within a period of 20 (Twenty) Years from the date of allotment. However, the Company, if it deems fit, after 10 (Ten) years from the date of allotment, may exercise the call option for redemption of preference shares by payment of the redemption amount to the respective Preference Shareholders. Further, the preference shareholders may also exercise the put option for redemption of preference shares after a period of 10 (Ten) years from the date of allotment.
- b) The Preference Share shall carry a right to a preferential dividend of 0.1% per annum in relation to the capital paid-up on them.
- c) The holders of the Preference Shares shall have a right to attend General Meetings and vote the resolutions directly affecting their interest or where the dividends in respect thereof are in arrears for the two financial years immediately preceding the meeting or for any three years during the period of six years ending with the financial year preceding the meeting, on all resolutions at every meeting of the Company.
- d) no such 0.1% Non-cumulative, Non-convertible, Redeemable Preference Shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;
- e) no such 0.1% Non cumulative, Non-convertible, Redeemable Preference Shares shall be redeemed unless they are fully paid;
- f) the premium, if any, payable on redemption of such 0.1% Non-cumulative, Non-convertible, Redeemable Preference Shares shall be provided for out of the profits of the Company or out of the Company's security premium account, before the 0.1% Non-cumulative, Non-convertible, Redeemable Preference Shares are redeemed;
- g) where any 0.1% Non-cumulative, Non-convertible, Redeemable Preference Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the capital redemption reserve account, a sum equal to the nominal amount of the shares redeemed; and the provisions of the Companies Act, 1956, as amended or re-enacted relating to the reduction of the share capital of the Company shall, except as provided in therein, apply as if the capital redemption reserve account were paid-up share capital of the Company.

RESOLVED FURTHER THAT the redemption of the said Preference Shares shall be at a premium of 6% (Six per cent) per annum from the date of allotment over and above the total issue price per Preference Share and the premium will be proportionate to the period of holding of these shares and shall be payable as per the applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting the Preference Shares of the Company, as aforesaid, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular, to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Preference Shares of the Company as it may, in its absolute discretion, deem fit and proper without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised

Representative(s) of the Company to give effect to the aforesaid resolution."

4. To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 314 of the Companies Act, 1956, (including the statutory modifications or re-enactment thereof for the time being in force) and subject to the such other regulatory approvals, consent etc., as may be applicable, Listing Agreement entered into with the Stock Exchanges and/ or pursuant to any other applicable law, 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 etc., the consent of the Company be and is hereby accorded to Mr. Nakul Goel, a relative of Director(s) of the Company, to hold an office or place of profit in the Company on the following terms and conditions:

- i) **Basic Salary** Upto Rs. 50,000.00 per month
[Basic Salary and/ or Annual increment at such quantum, periodicity and intervals, at the discretion of the Board of the Company and subject to over all limits/statutory requirements as prescribed, from time to time]
- ii) **Housing** The Company may give House Rent Allowance up to @ 50% of the Basic Salary.
- iii) **Allowances** The Company may provide Travelling Allowance, City Compensatory Allowance and such other special allowance as per the rules of the Company up to @ 50% of the Basic Salary.
- iv) **Perquisites**
 - a) **CAR:** The Company may provide car alongwith driver for official and/or limited personal use. All expenses on running and maintenance of the cars may be borne by the Company.
 - b) **TELEPHONE (INCLUDING MOBILE PHONE):** Company may provide/reimbursed the charges for telephone at residence and mobile phone(s) for the official use.
 - c) **MEDICAL EXPENSES:** Payment/ Reimbursement of all medical expenses/premium amounts of any Medi claim Policy etc as per the rules of the Company.
 - d) **PERSONAL ACCIDENTAL INSURANCE:** The Company may reimburse actual expenses including the premium amount as per the rules of the Company.
 - e) **ANNUAL LEAVE:** The employee 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.
 - f) **LEAVE TRAVEL:** The Company may provide leave travel for self and family subject to a ceiling of one month's salary per year.
 - g) **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 in accordance with Gratuity Act, 1972.

RESOLVED FURTHER THAT Mr. Nakul Goel shall be entitled to all other perks and benefits, as per the policy of the Company and subject to the discretion of the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors may, from time to time, vary or modify the above terms including remuneration as it think fit during the tenure of appointment, provided however that such variation is within the limits fixed aforesaid.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to apply for such statutory approvals, if any, required under the provisions of applicable laws, from time to time, or upon revision/increase in the remuneration of Mr. Nakul Goel and in that case the appointment of Mr. Nakul Goel shall be subject to such terms and conditions, if any, prescribed by the statutory authority while granting the approval.

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

DATE: 12th Day of November, 2013

PLACE: New Delhi

BY ORDER OF THE BOARD
For Omaze Limited

sd/-
(Rohtas Goel)
Chairman & Managing Director



1. An Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 read with Section 192A(2) of the Companies Act, 1956 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 November 22, 2013 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 January 02, 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 the General Meeting and 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. No other form or photocopy of the form is permitted.
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 Depository Participant(s) (DP), if the holding is in electronic mode.

EXPLANATORY STATEMENT TO THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED NOVEMBER 12, 2013 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192(A) OF THE COMPANIES ACT, 1956:

Item nos. 1 & 2:

The present share capital of the company is Rs.360,00,00,000/- (Rupees Three Hundred Sixty Crores only) divided into 35,00,00,000 (Thirty-five Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,00,00,000 (One Crore only) Preference Shares of Rs.10/- (Rupees Ten only) each.

The Company is required to raise resources by issue of Preference Shares in order to meet the rising requirements of funds. Hence, the present Authorised Share Capital is proposed to be increased and re-classified to Rs. 560,00,00,000/- (Rupees Five Hundred Sixty Crores only) divided into 21,00,00,000 (Twenty One Crores only) Equity Shares of Rs.10/- (Rupees Ten only) each and 35,00,00,000 (Thirty Five Crores only) Preference Shares of Rs.10/- (Rupees Ten only) each. Clause V of the Memorandum of Association of the Company is required to be consequently amended.

Further, pursuant to the provisions of Section 80, the Company is required to have an Article in the Articles of Association of the Company to issue Preference Shares. The existing Articles of Association of the Company do not have a specific Article authorizing the Board of Directors to issue the preference shares. Hence, it is proposed to alter the Articles of Association of the Company to insert a new Article in the manner provided in the resolution above.

The provisions of the Companies Act, 1956 require the Company to seek the approval of members for re-classification of the Authorised Share Capital, for increase the Authorised Share Capital, for the alteration of capital clause of the Memorandum of Association by way of ordinary resolution and for any alteration in the Articles of Association of the Company by way of Special resolution.

Further, the Company being listed with the Stock Exchanges, in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, resolutions given in item no. 1 and 2 can be passed by the members through the process of Postal Ballot.

In view of above, the Board of Directors recommends the passing of the resolutions as set out at item no. 1 and 2 of the accompanying notice as Ordinary resolutions and special resolution respectively as per the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) through the process of postal ballot.

Memorandum and Articles of Association of the Company will be available for inspection by the members at the Registered Office of the Company between 14.00-16.00 hrs. on all working days from the date hereof up to the date of meeting.

None of the Directors/Key Managerial Personnel/their relatives of the Company is in any way concerned or interested in the above referred resolution except as holders of shares in general.

Item no. 3:

The proposed Special Resolution set out at Item No. 3 is an enabling Resolution authorizing the Board of Directors (including any committee thereof for the time being exercising the powers of the Board) to raise resources by issue of 35,00,00,000 (Thirty Five Crore) Redeemable Non-Convertible Preference Shares of face value of Rs. 10/- (Rupees Ten only) each ("Preference Shares"), for the purpose of net worth rebuilding and strengthening the long-term resource base of the Company, including meeting the working capital requirements. The Preference Shares may be issued in one or more tranches to the various entities/persons which may include the Promoters/Promoter Group on preferential basis. The said enabling resolution empowers the Board to issue 35,00,00,000 (Thirty Five Crore) Redeemable Non-Convertible Preference Shares of face value of Rs. 10/- (Rupees Ten only) each, from time to time, on such terms and conditions including but not limited as to the rate of dividend, period and manner of redemption, amount of premium, if any, as the Board in its absolute discretion may determine. The Board shall also be authorized to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time to time in consultation and agreement with the subscribers/holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company.

The authority conferred on the Board is continuing authority enabling it to make such further issue(s) of Preference Shares within such limit on appropriate terms and conditions on any subsequent redemption of such and / or outstanding Preference Shares or any part thereof from time-to-time. The Preference Shares shall rank in priority to Equity Shares for repayment of Capital and payment of Dividend. The Preference Shares shall be transferred in the same manner as Equity shares. The Preference Shares shall be redeemed in accordance to the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force). However, the final terms and conditions of the issue of Preference Shares shall be determined by the Board and may be different for different tranches and / or series of Preference Shares.

Pursuant to provisions of Section 81(1A) of the Companies Act, 1956 and the Listing Agreement entered into with the Stock Exchanges, any offer or issue of shares in a company to persons other than the shareholders of the company requires prior approval of the Members by way of a Special Resolution. The consent of the Members is therefore sought to authorize the Board to issue Preference Shares as aforesaid.

Further, the Company being listed with the Stock Exchanges, in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, resolutions given in item no. 3 can be passed by the members through the process of Postal Ballot.

In view of above, the Board of Directors recommends the passing of the resolution set out at item no.3 of the accompanying notice as special resolution through the process of postal ballot as per the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force).

Memorandum and Articles of Association of the Company and all other related documents will be available for inspection by the members at the Registered Office of the Company between 14.00-16.00 hrs. on all working days from the date hereof up to the date of meeting.

None of the Directors/Key Managerial Personnel/their relatives of the Company is in any way concerned or interested in the above referred resolution except, as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company or, preference shares that may be issued to them.

Item No. 4

An intimation is received from Mr. Jai Bhagwan Goel, Whole Time Director of the Company, that Mr. Nakul Goel, his son, is proposed to be appointed as an employee in the Company.

In terms of the provisions of Section 314 of the Companies Act, 1956 and other applicable laws, the appointment of relative of Director of the Company in the Company requires the approval of the members by way of special resolution.

In view of above, the Board of Directors recommends the passing of the resolution set out at item no.4 of the accompanying notice as special resolution through the process of postal ballot as per the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force).

All the documents (including service agreement, HR policy etc) will be available for inspection by the members at the Registered Office of the Company between 14.00-16.00 hrs. on all working days from the date hereof up to the date of meeting.

None of the Directors and Key managerial personnel along with their relative(s), except Mr. Jai Bhagwan Goel being father of Mr. Nakul Goel and Mr. Rohtas Goel and Mr. Sunil Goel being the relatives of Mr. Nakul Goel, is any way concerned or interested (save and except to the extent of their shareholding in the Company, if any) in the above resolution.

DATE: 12th Day of November, 2013

PLACE: New Delhi

BY ORDER OF THE BOARD
For Omaze Limited

sd/-
(Rohtas Goel)
Chairman & Managing Director

Arul