

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 00 hrs on September 20, 2013. 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 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 shall be announced at 16:00 hours at the registered office of the Company situated at 7, Local Shopping Centre, Kalkaji, New Delhi-110019 on September 24, 2013 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).

Proposed Resolutions:

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

(A) "**RESOLVED THAT** pursuant to the provisions of Section 31, 192A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and other Rules and Regulations as may be applicable, the consent of the Company be and is hereby accorded for the following changes in the Articles of Association of the Company:

- Sub-clause (b) of clause (1) of Article 141 of the Articles of Association shall be substituted with the following:
- (b) that such sum be accordingly set free for distribution in the same proportion or otherwise to the member(s) or among the member(s) or any particular section of the members entitled under the laws, rules, regulations, notifications, directives, circulars and orders, if any, as may be applicable to the Company or as may be approved by the members and/or by the Board of the Company, from time to time.
- Sub-clause (ii) of clause (2) of Article 141 of the Articles of Association shall be substituted with the following:
- (ii) paying up in full unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and among the member(s) or any particular section of the members as per their entitlement or otherwise under the laws, rules, regulations, notifications, directives, circulars and orders, if any, as may be applicable to the Company, from time to time.
- Following proviso be inserted after the existing clause 2 of Article 141:
"Provided that allotment or distribution of shares shall not be made to those members who furnish to the Company a written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid-up pursuant to this Article 141, and accordingly the corresponding amount shall not be capitalized."
- Following clause (3A) of Article 141 be inserted after clause (3) of Article 141:

(3A) The Company in the general meeting shall have the power to authorize/delegate/vest any such power with the Board of the Company to capitalize the profits or reserves up to a particular limit and within the specified time frame, in one or more tranches, as and when the Board may deem fit and proper, and any such action taken by the Board for capitalization and/or for issuance of shares pursuant to such delegated authority shall be deemed to have necessary consent of the members of the Company."

(B) "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, as amended or any re-enactment thereof, Articles of Association of the Company, Circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012 of the Securities and Exchange Board of India prescribing the manner of achieving the minimum public shareholding requirements in terms of the Securities Contracts (Regulations) Rules, 1957, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Foreign Exchange Management Act, 1999 and other applicable legislations, rules and guidelines, as may be applicable and subject to such consents and approvals, as may be required, the consent of the shareholders be and is hereby accorded to capitalize, as and when required, upto an aggregate amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores) standing to the credit of General Reserves or any other permitted reserves/ surplus or securities premium account or any combination thereof and the Board of Directors (hereinafter called the "Board", which term shall be construed as to include any Committee of the Board that may be constituted by the Board to exercise the powers conferred by this resolution) of the Company be and is hereby authorized to determine and set for distribution the amount to be capitalized in one or more tranches, within a period of 12 months, to such extent not exceeding the aforesaid limit, the same by way of issuing such number of fully paid shares having face value of Rs. 10/- each to the holders of existing shares of the Company whether with or without exception of the promoters and promoter group of the Company with such variations, exceptions, wherever necessary and applicable, and in compliance of the Articles of Association of the Company or such other laws, rules, regulations, notifications, circulars, orders etc., whose names appear on the Register of Members/ list of beneficial owners maintained by the depositories on a date to be decided by the Board for the purpose at such time and/or in such proportion and/or in such ratio, or the manner of their entitlement thereto (any such decision by the Board shall be deemed to have consent of the members of the Company) and that the respective shareholder shall be entitled to such new shares as capital and not as income and further that such new shares shall rank pari passu with the existing issued ordinary shares of the Company including the right to participate in full in dividend, if any, that may be declared for the financial year in which the bonus shares are allotted and further the Board, at its discretion, may proceed in terms of Article 142 or all fractions resulting from the issuance of shares, if any, will be rounded off to the next higher whole number.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution the Board be and is hereby authorized to take all necessary steps including but not limited to, fixing the record date/ book closure, filing application(s), seeking listing of the equity shares of the Company with the Stock Exchanges on which the shares of the Company are listed, enter into any documentation to give effect to this resolution and to give such direction as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner and to do all such other acts, things and deeds as may be considered to be necessary or expedient for the purpose of giving effect to this resolution."

2. 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 17, 146, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the such permissions, sanction and approval of Regional Director or Central Government or any other authority, as may be prescribed from time to time under the provisions of the said Act or under other law for the time being in force or any statutory modification or amendments or re-enactments thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the "National Capital Territory (NCT) of Delhi" to the State of "Haryana" and that Clause (II) of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company will be situated in the State of Haryana."

RESOLVED FURTHER THAT upon the confirmation by the Regional Director or Central Government or any other authority, as may be prescribed from time to time, the Registered Office of the Company be shifted from the "National Capital Territory (NCT) of Delhi" to the State of "Haryana".

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or any Committee thereof be and is hereby authorized to obtain requisite approvals, no objection certificates, sanctions etc., if any and to do and/ or delegate all such acts, deeds, filings, matters and things and execute all such documents, instruments, deeds, petitions, affidavits and writings and filing the same with the Registrar of Companies, Regional Director and other concerned authorities, as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the aforesaid matter."

BY ORDER OF THE BOARD

For Omaxe Limited

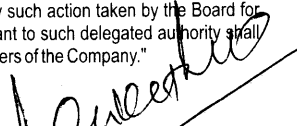
Sd/-

(Rohtas Goel)

Chairman & Managing Director

DATE: 7th Day of August, 2013

PLACE: New Delhi



NOTES.

1. An Explanatory Statement pursuant to the section 173(2) of the Companies Act, 1956 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 August 14, 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. 18:00 hours on September 20, 2013 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, 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 AUGUST 07, 2013 PURSUANT TO SECTION 173(2) READ WITH SECTION 192(A) OF THE COMPANIES ACT, 1956:

ITEM NO. 1(A) & (B)

Article 141 of the Articles of Association authorizes the Company to approve in its general meeting, upon the recommendation of the Board of the Company for capitalization of amount standing to the credit of any of the Company's General Reserves or any other permitted reserves/ surplus or securities premium account, or otherwise available for distribution to the members in proportion to their shareholding in the Company. It is proposed to amend Article 141 of the Articles of Association of the Company, as set out in the Resolution at item No 1(A), inter-alia, providing the authority to the Company not to allot or distribute any shares to those members who have furnished to the Company a written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid-up pursuant to this Article 141 and accordingly permitting the Company not to capitalize the corresponding amount. Consequently, the shares will be allotted and distributed to the remaining shareholders, who would be entitled to receive the same, in proportion to their shareholding in the equity share capital of the Company. Members are aware that the Company is required to comply with the minimum public shareholding requirements as stipulated by the Securities and Exchange Board of India (SEBI) by increasing the public shareholding from present level to at least twenty five percent of the total equity share capital of the Company. One of the modes prescribed by SEBI to increase the level of minimum public shareholding is to allot bonus shares only to the public shareholders, whereby promoters would be required to waive off their entitlement to such shares. The proposed amendment in the Articles of Association of the Company will also allow the Company and its Board of Directors to consider as one of the mode, apart from the other modes available and being explored by the Company, for increasing the public shareholding to minimum required level.

The resolution also provides that the members in their general meeting shall have the power to delegate/vest any such power with the Board of the Company to capitalize the profits or reserves up to a particular limit and within the specified time frame, in one or more tranches, as and when the Board may deem fit and proper, and any such action taken by the Board for capitalization and/or for issuance of shares pursuant to such delegated authority shall be deemed to have necessary consent of the members of the Company. Any such delegated power will allow the Board of Directors of the Company to expedite the timelines in issuance of shares, without seeking any fresh approval from the shareholders, which will benefit the small shareholders and will be in the interest of the Company and its stakeholders. Your Board of Directors recommends passing of the resolution as special resolution as proposed in item 1(A) above.

Consequent to the passing of the resolution as provided in item 1(A) above, the members may, by way of 1(B), also consider providing an enabling delegated power to the Board of Directors of the Company to capitalize an aggregate amount not exceeding Rs. 30,00,00,000/- (Rupees thirty crores), by issuing fully paid equity shares of Rs. 10/- each, standing to the credit of General Reserves or any other permitted reserves/ surplus or securities premium account or any combination thereof, whether in one or more tranches or in such proportion and/or ratio as and when the Board may consider deem fit and proper in the interest of the Company within a period of 12 months from the passing of this resolution. Accordingly, your Board of Directors recommend the passing of the special resolution as proposed in item 1(B) above.

The members are further informed that the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, provides that the capitalization of amount standing to the credit of any of the Company's General Reserves or any other permitted reserves/ surplus or securities premium account is to be approved by the Members in a General Meeting. Accordingly, it is proposed to be provided in the Articles as well as in the resolution giving enabling power to the Board that any action taken by the Board, pursuant to the delegated power, for capitalization and/or for issuance of shares pursuant to such delegated authority shall be deemed to have necessary consent of the members of the Company. It is hereby clarified that resolution is meant to provide an enabling power to the Board to capitalize an amount standing to the credit of General Reserves or any other permitted reserves/ surplus or securities premium account or any combination thereof, subject to the limits and timelines as set out in the resolution and will not in any way be construed as declaration of bonus issue by the Board.

As per the provisions of Section 31 of the Companies Act, 1956, any alteration in the Articles of Association of the Company requires approval of the members 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, any such special resolution is to be passed by the members through the process of Postal Ballot.

Keeping in view the above, your approval is sought to the resolutions as proposed in item 1(A) and (B) above as special resolutions by passing the same through the process of postal ballot.

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.

None of the Directors are concerned or interested in the proposed resolutions.

ITEM NO. 2

The Company has a significant presence in Haryana and is having several commercial and residential projects in various cities like Gurgaon, Faridabad, Sonapat, Rohtak, Bahadurgarh, Yamuna Nagar etc. in the State of Haryana.

Keeping in view the growth potential and the opportunities in the real estate business in the State of Haryana, the Company desires to expand and extend the area of operations of the Company into the state of Haryana. Given that the focus of operations of the Company in future would largely be in the State of Haryana and its surrounding areas, therefore in order to conduct its operations more economically and efficiently, it would be imperative for the Company to shift its registered office to the State of Haryana.

Accordingly, your Board of Directors has proposed shifting of the Registered office of the Company from "National Capital Territory (NCT) of Delhi" to the "State of Haryana" for the approval of shareholders of the Company subject to the such permissions, sanction and approval of Regional Director or Central Government or any other authority, as may be prescribed from time to time under the provisions of the said Act or under other law for the time being in force or any statutory modification or amendments thereof. Further, the Board may be authorized to obtain requisite approvals, no objection certificate etc., if any, as may be required for the purpose of shifting of the Registered Office of the Company.

Shifting of Registered Office from one State to another and alteration in Clause (II) of the Memorandum of Association of the Company requires approval of shareholders in the General Meeting 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, the Special Resolution for proposed change is required to be passed by the members through postal ballot.

In view of the above, your approval is sought to the proposed resolution as special resolution by passing the same through the process of postal ballot.

The Proposed change is not detrimental to the interest of any member or employee of the Company, public at large or any other person associated with the Company in any manner whatsoever.

Memorandum 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.

None of the Directors are concerned or interested in the proposed resolution.

BY ORDER OF THE BOARD
For Omaxe Limited

DATE: 7th Day of August, 2013

PLACE: New Delhi

sd/-
(Rohtas Goel)
Chairman & Managing Director