

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 applicable provisions of the Act and Rules made there under the Company is seeking the consent of its members to pass the proposed resolution, with or without modification, 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 24, 2015. 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 vote 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, of M/s Sanjay Grover and Associates, a Practicing Company Secretary as Scrutinizer ("**Scrutinizer**") who will be responsible for the fair and transparent conduct of the postal ballot process.

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 scrutinizers' report shall be placed on the website of the company i.e. www.omaxe.com on July 27, 2015. The result of the postal ballot will immediately be intimated to the National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and CDSL.

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 way of Postal Ballot:

"RESOLVED THAT pursuant to section 73 and section 76 of the Companies Act, 2013 ('Act') (including any statutory modifications or re-enactments thereof) read with Companies (Acceptance of Deposits) Rules, 2014 and subsequent amendment(s) thereof and any other applicable provisions of the Act and Rules made there under and the Article of Association of the Company 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 as 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] may deem fit, or in any other form, from public and/or members of the Company, in any form or manner, through a circular or advertisement or through any other permissible mode upto the permissible limits prescribed under the Act and Rules made there under and on such terms and conditions as the Board in its sole discretion deem fit and necessary.

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
(00003735)

DATE: May 28, 2015
PLACE: New Delhi

NOTES:

1. An Statement pursuant to the Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed business alongwith 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 19, 2015 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 July 24, 2015 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 members who do not receive postal ballot form may apply to the company for obtaining duplicate postal ballot form.
8. The shareholder(s) can opt only for one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.
9. 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 email 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 RESOLUTION(S) PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

The members are hereby apprised that with the commencement of the Companies Act, 2013, deposits are now governed by the new law 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.

Further, the members of the Company had approved the fixed deposit program on August 4, 2014 and whereof Circular in the form of advertisement was issued which is valid till September 30, 2015 or the date of Annual General Meeting, whichever is earlier.

Further, the Company has obtained credit rating of BBB(FD) from 'Credit Analysis and Research Ltd.(CARE)'. Further, the Company may accept deposits without deposit insurance contract till March 31, 2016 or till the availability of deposit insurance product whichever is earlier. The fixed deposits (existing / proposed) program are unsecured deposits.

The Board of Director of your company has approved this item in the Board Meeting held on May 28, 2015 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
(00003735)

DATE: May 28, 2015
PLACE: New Delhi