

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(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 November 28, 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, Sanjay Grover and Associates, 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 on November 29, 2014. The result of the postal ballot will immediately be intimated to the National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and CDSL.

ITEMS

1. APPOINTMENT OF MR. MOHIT GOEL, RELATIVE OF DIRECTOR(S) AS CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY UNDER SECTION 188 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 the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, (including the statutory modification(s) or re-enactment(s) thereof for the time being in force) read with rules thereof (hereinafter referred as 'Act') and the applicable provisions of the Listing Agreement entered into by the Company with the Stock Exchanges and any other applicable law, rules and regulations for the time being in force and amended from time to time, the consent of the Company be and is hereby accorded for appointment of Mr. Mohit Goel, a relative of Director(s) of the Company, as Chief Executive Officer (CEO) of the Company effective from such date hereinafter as the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) may deem fit on the following terms and conditions:

i) **Basic Salary:** Rs. 7,00,000/- per month (Basic Salary and/ or increment (upto an extent of 40% per year of the gross salary) at such quantum, periodicity and intervals, at the discretion of the Board and subject to over all limits as prescribed, from time to time)

ii) **Housing:** The Company may provide duly maintained Rent Free Accommodation together with, in part or in full, furniture and fittings that's needed to set up home such as electrical appliances, air conditioners etc along with the upkeep maintenance of such rent free accommodation including, payment towards Electricity, Water, security, servant(s), Gardener etc. as approved by the Board from time to time.

Or

The Company may give House Rent Allowance @ 50% of the Basic Salary and provide, in part or in full, furniture and fittings that's needed to set up home such as electrical appliances, air conditioners etc along with the upkeep maintenance of such rent free accommodation including, payment towards Electricity, Water, security, servant(s), Gardener etc. as approved by the Board from time to time.

iii) Perquisites:

a) **CAR:** The Company may provide two Chauffeur driven cars, for official and limited personal use. All expenses on running and maintenance of the cars may be borne by the Company.

b) **TELEPHONE (INCLUDING MOBILE PHONE):** Charges for rental, local and official long distance calls for telephone at residence and mobile phone(s) may be paid/reimbursed by the Company.

c) **CLUB FEES:** The Company may pay Fee(s) of club(s) including annual charges and other fees or any other charges for availing such facilities for official purpose, subject to a maximum of two clubs.

d) **MEDICAL EXPENSES:** Payment/ Reimbursement of all medical expenses/premium amounts of any Medi claim Policy etc for self and family as per the rules of the Company.

e) **PERSONAL ACCIDENTAL INSURANCE:** The Company may reimburse actual expenses including the premium amount for self and family as per the rules of the Company.

f) **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.

g) **LEAVE TRAVEL ASSISTANCE:** The Company may provide leave travel for self and family subject to a ceiling of one month's salary per year.

h) **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. Mohit Goel shall be entitled to all perks and benefits, as per the policy of the Company and subject to the discretion of the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to issue such letter of appointment, fix the beginning of the employment or vary or modify the above terms including remuneration as it think fit during the tenure of appointment within the overall terms and conditions of this resolution and policy of the Company from time to time."

"RESOLVED FURTHER 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."

2.PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AND/OR OTHER DEBT SECURITIES UNDER SECTION 42 AND 71 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 the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other SEBI regulations and guidelines, if applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable Non-Convertible / listed and / or otherwise / Debentures / Bonds or such other Debt Securities including but not limited to subordinated Debentures, any combination thereof (hereinafter referred as Debt Securities), on a private placement basis, in one or more tranches, during the period of one year from the date of passing of this Resolution, for an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent in any other currency, as may be approved by the Members."

"RESOLVED FURTHER THAT subject to the statutory / regulatory compliances, the Board of Directors of the Company, be and is hereby authorized to decide, finalise, alter, vary, revise and modify, from time to time, the all terms and conditions of the aforesaid issue(s) including without limitation to, the class of investors to whom Debt Securities are to be issued, time, nomenclature of Debt Securities or in any combination thereof to be offered, currency (i.e. INR or its equivalent in any other currency, the number of Debt Securities, tranches, Nominal value / issue price, tenor / period, interest / coupon rate, premium, discount, redemption, repayment, listing and / or otherwise and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby further authorized to make necessary appointments, including but not limited to Banker, Merchant Banker, Debenture Trustee, Intermediaries, Agents, Attorney's and such other authorities, and to finalize incidental documents including without limitation, the private placement offer letter/invitation/memorandum, debenture subscription and debenture trust deed and any other security documents for the creation of charge/mortgage/security on the tangible Assets of the Company, as it may in its absolute discretion deem appropriate, and to take all such actions and to settle all matters and questions arising out of or incidental thereto, to sign and

execute all agreements, mortgage deeds, hypothecation deeds, Escrow Agreements, undertakings, declarations and other agreements, deeds, letters, power of attorney, writings as may be necessary or required for this purpose and to deal with regulatory authorities (Domestic and/or International) including but not limited to Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Ministry of Corporate Affairs, Stock Exchange and such other authorities as may be required in this regard and generally to do all such acts deeds and things as may be necessary, proper, expedient and incidental, and that to sub-delegate all or any powers conferred hereinbefore to any Committee of Directors or any Executive, for the purpose of giving effect to the above Resolution."

3. Ratification of Remuneration of M/s S K Bhatt & Associates, Cost Accountants, Cost Auditors of the Company for the Financial Year 2014-15

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s S K Bhatt & Associates, Cost Accountants, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Postal Ballot Notice."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Sd/-
(Rohtas Goel)**

**Chairman & Managing Director
(00003735)**

DATE : 26th Day of September, 2014

PLACE : Gurgaon

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 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 October 26, 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 November 28, 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 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.

STATEMENT TO THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

ITEM NO. 1.

The Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their meeting held on 26th Day of September, 2014 considered the appointment and Remuneration of Mr. Mohit Goel as Chief Executive Officer (CEO) in the Company.

Mr. Mohit Goel was appointed as Chief Executive Officer of the Company, effective from April 01, 2013, vide Board resolution dated January 21, 2013 and subsequently, approved by the Shareholders of the Company through Postal Ballot. In the terms of erstwhile Companies Act, the appointment and remuneration of Mr. Mohit Goel, being the relative of Executive Directors, required Central Government approval. Accordingly, the Company had filed an application with Ministry of Corporate Affairs (MCA) for the approval of the same.

In the light of coming into effect of the Companies Act, 2013 and disposal of the said application by MCA vide letter dated 11th August, 2014, the CEO appointment and remuneration thereof needed fresh consideration. During the ensuing periods no remuneration has been paid to CEO as the same was subject to approval of MCA.

Accordingly the proposal of appointment and remuneration of CEO was considered afresh as referred above.

In the light of Section 203 of the Companies Act, 2013, the Audit Committee and the Board noted and approved the directorship of Mr. Goel in few other Companies. Further, in the light of Section 188 of the Companies Act, 2013 and Listing Agreement, the proposed appointment is a related party Transaction, thereby requiring the approval of Audit Committee, Board and Members.

The Nomination and Remuneration Committee, Audit Committee and the Board considered and approved the proposed appointment and remuneration whereof in terms of Section 188, 203 and other applicable provisions of the Companies Act, 2013 and Listing Agreement and recommended the same to the members for their approval.

The terms of appointment and remuneration are detailed out in the resolution.

Accordingly, the Directors proposes the Special Resolution for the consent of the members through Postal Ballot.

The Members are requested to send in their assent / dissent in the Postal Ballot Form enclosed herewith.

None of the Directors / Key Managerial Personnel(s), their respective relatives (except Mr. Rohtas Goel, Mr. Sunil Goel and Mr. Jai Bhagwan Goel and their respective relatives, to the extent of their shareholding in the Company, if any) is in any way interested / concerned financially or otherwise in the item.

A copy of draft Appointment Letter and Resume (including directorship in other Companies) of Mr. Mohit Goel will be available for inspection by the members on any working day from October 30, 2014 to November 28, 2014 between 10.00 A.M. to 4.00 P.M. at the Corporate Office of the Company i.e. Omaze House, 7, LSC, Kalkaji, New Delhi- 110019.

ITEM NO. 2

Pursuant to the provisions of Section 42, other applicable provisions of the Companies Act, 2013 and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other SEBI regulations and guidelines, if applicable, a Company offering or making an invitation to subscribe to Debentures/ Bonds or such other Debt Securities (hereinafter referred to as "Debt Instruments") on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and an invitation for such Debt Instruments to be made during the year.

Debt Instruments including subordinated debentures, bonds, etc., issued on a private placement basis constitute a significant source of borrowings for the Company.

It is proposed to offer or invite subscriptions for Debt Instruments on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, for an aggregate amount of INR 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent in any other currency, as may be approved by the Members, with authority to the Board to determine the terms and conditions as referred in the resolution, including the Nominal value / issue price of the Debt Securities, interest, repayment, redemption, utilization, security, listed and / or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 of the Companies Act, 2013 and the rules framed thereunder for issue of the aforesaid Debt Instruments on private placement basis.

Your Directors recommend the above mentioned resolution to be passed as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

ITEM NO. 3:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s S K Bhatt & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 at a remuneration of INR 1,50,000 (Rupees One Lacs Fifty Thousand plus applicable taxes and out of pocket expenses subject to the maximum of INR 25000 as approved by the Board. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be confirmed and ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for confirmation and ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

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

Sd/-

(Rohtas Goel)

**Chairman & Managing Director
(00003735)**

DATE : 26th Day of September, 2014

PLACE : Gurgaon