

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : sanjaygrover7@gmail.com

POSTAL BALLOT REPORT

THE CHAIRMAN,
OMAXE LIMITED,
7, LOCAL SHOPPING CENTRE, KALKAJI,
NEW DELHI- 110019.

Dear Sir,

The Board of Directors of the Company in its meeting held on 12th November, 2013 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1.	Ordinary Resolution	Increase and re-classification of Authorised Share Capital of Company u/s 16 and 94 of the Companies Act, 1956.
2.	Special Resolution	Alteration of Articles of Association by inserting sub Article 7A u/s 31 of the Companies Act, 1956.
3.	Special Resolution	Authorising the Board (including committee thereof) to offer, issue and allot 0.1% Non-cumulative, Redeemable non convertible preference shares of Rs 10/- each u/s 80 and 81(1A) of the Companies Act, 1956.
4.	Special Resolution	Appointment of Mr. Nakul Goel (relative of Director) as an employee of Company u/s 314 of the Companies Act, 1956.

I submit my report as under:

1. The Company completed dispatch of postal ballot notices & forms along-with postage prepaid business reply envelope(s) on 3rd December, 2013 to its Members whose name(s) appeared in the Register of Members as on 22nd November, 2013.



Page 1 of 9

For OMAXE LTD.
Add. Vice President
& Company Secretary

2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website 'www.evotingindia.com' via **Central Depository Services Limited** (hereinafter referred to as the "CDSL").
3. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website.
4. The particulars of all postal ballot received from the Members in physical form(s) have been entered in a separate Register maintained for the purpose.
5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
6. The ballot box was opened after working hours on 2nd January, 2014 in my presence.
7. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on 22nd November, 2013. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Forms/exercised through e-voting facility and RTA records, the Shareholding as found in the RTA records on 22nd November, 2013 was considered. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
8. All postal ballot forms received up to the close of working hours on 2nd January 2014 were considered and none of the envelopes containing postal ballot forms received after the working hours on 2nd January 2014 were considered for the purpose of this report.
9. There were 1076 envelopes containing postal ballot form(s), which were returned undelivered & these envelopes were not opened and are separately kept.
10. I did not find any defaced or mutilated ballot papers.
11. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
12. The paid up Equity Share Capital of the Company as on 22nd November, 2013 was Rs 1,82,90,05,400 (Rupees One Hundred Eighty Two Crores Ninety Lakhs Five Thousand Four Hundred Only) divided into 18,29,00,540 (Eighteen Crores Twenty Nine Lakhs Five Hundred Forty) Equity Shares of Rs 10/- each.
13. The promoters of the Company and public are respectively holding 74.99 % and 25.01% of the total paid up capital of the Company. Hence, in line with SEBI order No. WTM/PS/O8/CFD/JUNE/2013 dated 4th June, 2013 Promoters voting has been taken into account.



(Signature)
For OMAXE LTD.
Add. Vice President
& Company Secretary

14. The detailed break up of voting through electronic mode and voting through physical postal ballot forms in respect of Resolution Nos. 1, 2, 3 & 4 are attached to this report & marked as 'Annexure A', 'Annexure B', 'Annexure C' and 'Annexure D' respectively. The consolidated summary is as under:-

14.1 **RESOLUTION NO. 1:-**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	571	139709507	1397095070	76.3855%
b) Less: Invalid votes	64	11573	115730	0.0063%
c) Net Valid votes casted	507	139697934	1396979340	76.3792%
d) Votes with assent for the Resolution	449	137196782	1371967820	75.0117%
e) Votes with dissent for the Resolution	58	2501152	25011520	1.3675%

Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

14.2 **RESOLUTION NO.2:-**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	570	139709489	1397094890	76.3855%
b) Less: Invalid Votes	65	11642	116420	0.0064%
c) Net Valid votes casted	505*	139697847	1396978470	76.3791%
d) Votes with assent for the Resolution	442	137196366	1371963660	75.0115%
e) Votes with dissent for the Resolution	64	2501481	25014810	1.3677%



* There is One Shareholder who has partially given assent and partially given dissent for the same resolution.

Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report.

14.3 **RESOLUTION NO.3:-**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
f) Total votes received	570	139709489	1397094890	76.3855%
g) Less: Invalid Votes	66	11645	116450	0.0064%
h) Net Valid votes casted	504	139697844	1396978440	76.3791%
i) Votes with assent for the Resolution	438	137197037	1371970370	75.0118%
j) Votes with dissent for the Resolution	66	2500807	25008070	1.3673%

Please see the explanation given under point Nos. C1 & C2 of "Annexure-C" attached to this report.

14.4 **RESOLUTION NO.4:-**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
k) Total votes received	570	139709489	1397094890	76.3855%
l) Less: Invalid Votes	65	11625	116250	0.0064%
m) Net Valid votes casted	505	139697864	1396978640	76.3791%
n) Votes with assent for the Resolution	438	139695776	1396957760	76.3780%
o) Votes with dissent for the Resolution	67	2088	20880	0.0011%

Please see the explanation given under point Nos. D1 & D2 of "Annexure-D" attached to this report.



[Signature]
For OMAXE LTD.
Add. Vice President
& Company Secretary

15. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
1.	139697934	137196782	98.2096%
2.	139697847	137196366	98.2094%
3.	139697844	137197037	98.2098%
4.	139697864	139695776	99.9985%

Accordingly, all the above-mentioned resolution(s) have been passed by requisite majority.

16. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 1:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	137166194	137166194	100%	137166194	0	100%	0
Public- Institutional Holders	23266914	2499977	10.7448%	251	2499726	0.0100%	99.9900%
Public-Others	22467432	31763	1.4137%	30337	1426	95.5105%	4.4895%
Total	182900540	139697934	76.3792%	137196782	2501152	98.2096%	1.7904%



For OMAXE LTD.
Add. Vice President
& Company Secretary

17. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 2:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstandin g Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	137166194	137166194	100%	137166194	0	100%	0
Public- Institutional Holders	23266914	2399357	10.3123%	251	2399106	0.0105%	99.9895%
Public-Others	22467432	132296	0.5888%	29921	102375	22.6167%	77.3833%
Total	182900540	139697847	76.3791%	137196366	2501481	98.2094%	1.7906%

[Signature]
FOR OMAXE LTD.
 Add. Vice President
 & Company Secretary



18. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 3:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstandin g Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	137166194	137166194	100%	137166194	0	100%	0
Public- Institutional Holders	23266914	2399357	10.3123%	251	2399106	0.0105%	99.9895%
Public-Others	22467432	132293	0.5888%	30592	101701	23.1244%	76.8756%
Total	182900540	139697844	76.3791%	137197037	2500807	98.2098%	1.7902%



[Signature]
For OMAXE LTD.
Add. Vice President
& Company Secretary

19. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 4:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstandin g Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter & promoter Group	137166194	137166194	100%	137166194	0	100%	0
Public- Institutional Holders	23266914	2399357	10.3123%	2399357	0	100%	0
Public-Others	22467432	132313	0.5889%	130225	2088	98.4219%	1.5781%
Total	182900540	139697864	76.3791%	139695776	2088	99.9985%	0.0015%

20. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.

21. You may accordingly declare the result of the voting by Postal Ballot.

[Signature]
For OMAXE LTD.
Add. Vice President
& Company Secretary





Place : New Delhi
Date : January 4, 2013

For SANJAY GROVER & ASSOCIATES
(COMPANY SECRETARIES)

A handwritten signature in black ink, appearing to read "Sanjay Grover".

(SANJAY GROVER)
SCRUTINIZER
C.P. No.: 3850

A handwritten signature in black ink, appearing to read "V. K. Sharma".

FOR QMAXE LTD.
Add. Vice President
& Company Secretary

Annexure-A

A detailed summary of the postal ballot in respect of **Resolution 1** is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	63	103222184	1032221840	56.4362%
(b) Votes with Assent	47	102819830	1028198300	56.2163%
(c) Votes with dissent	16	402354	4023540	0.2200%

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	508	36487323	364873230	19.9492%
b) Less : Invalid Votes	64	11573	115730	0.0063%
c) Net Valid votes casted	444	36475750	364757500	19.9429%
d) Votes with assent for the Resolution	402	34376952	343769520	18.7954%
e) Votes with dissent for the Resolution	42	2098798	20987980	1.1475%



(Signature)
 For OMAXE LTD.
 Add. Vice President
 & Company Secretary

Annexure-B

A detailed summary of the postal ballot in respect of **Resolution 2** is given herein below:

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	62	103222166	1032221660	56.4362%
(b) Votes with Assent	46*	102819807	1028198070	56.2162%
(c) Votes with dissent	17	402359	4023590	0.2200%

*There is One Shareholder who has partially given assent and partially given dissent for the same resolution.

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	508	36487323	364873230	19.9493%
b) Less : Invalid Votes	65	11642	116420	0.0064%
c) Net Valid votes casted	443	36475681	364756810	19.9429%
d) Votes with assent for the Resolution	396	34376559	343765590	18.7952%
e) Votes with dissent for the Resolution	47	2099122	20991220	1.1477%



[Signature]
For OMAXE LTD.
Add. Vice President
& Company Secretary

Annexure-C

A detailed summary of the postal ballot in respect of **Resolution 3** is given herein below:

C1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	62	103222166	1032221660	56.4362%
(b) Votes with Assent	45	102819677	1028196770	56.2161%
(c) Votes with dissent	17	402489	4024890	0.2200%

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	508	36487323	364873230	19.9493%
b) Less : Invalid Votes	66	11645	116450	0.0064%
c) Net Valid votes casted	442	36475678	364756780	19.9429%
d) Votes with assent for the Resolution	393	34377360	343773600	18.7957%
e) Votes with dissent for the Resolution	49	2098318	20983180	1.1472%



Caroline
 FOR OMAXE LTD.
 Add. Vice President
 & Company Secretary

Annexure-D

A detailed summary of the postal ballot in respect of **Resolution 4** is given herein below:

D1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Net Valid Votes	62	103222166	1032221660	56.4362%
(b) Votes with Assent	48	103221521	1032215210	56.2161%
(c) Votes with dissent	14	645	6450	0.0003%

D2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	508	36487323	364873230	19.9493%
b) Less : Invalid Votes	65	11625	116250	0.0064%
c) Net Valid votes casted	443	36475698	364756980	19.9429%
d) Votes with assent for the Resolution	390	36474255	364742550	19.9421%
e) Votes with dissent for the Resolution	53	1443	14430	0.0008%



[Signature]
 FOR OMAXE LTD.
 Add. Vice President
 & Company Secretary