

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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### Scrutinizer Report

The Chairman  
**Omaxe Limited**  
 CIN: L74899HR1989PLC051918  
 Shop No.19- B, First Floor,  
 Omaxe Celebration Mall,  
 Sohna Road,  
 Gurgaon-122001, Haryana

### Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as Scrutinizer by **OMAXE LIMITED** ('the Company') in the Board meeting held on Thursday, May 28, 2015 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution:

Type of Resolution	For
Special Resolution	Approval pursuant to section(s) 73 and 76 of the Companies Act, 2013 for acceptance of Deposits from members and/or public

#### I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Wednesday, June 24, 2015 to its Members whose name(s) appeared in the Register of Members as on Friday, June 19, 2015.
2. The Company has made an advertisement regarding dispatch of postal ballot forms in English Daily "Business Standard" (All editions) and in Hindi Daily "Business Standard" (Gurgaon edition) on Thursday, June 25, 2015.



3. 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 " <https://www.evotingindia.com> " via **Central Depository Services (India) Limited (CDSL)** e-voting platform.
4. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website.
5. The votes were unblocked on Friday, July 24, 2015 after 06:00 p.m. in the presence of two witnesses, Mr. Shobhit Sharma R/o J-82, Laxmi Nagar, New Delhi- 110092 and Ms. Kajal Goyal , R/o 385, Shiv Gali Punjabi Bazaar Kotla Mubarakpur, New Delhi-110003 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Shobhit Sharma

  
Kajal Goyal

6. The particulars of all postal ballot forms received from the Members in physical form(s) and e-voting report generated from CDSL have been entered in a separate Register maintained for the purpose.
7. The physical Postal Ballots received by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The e-voting report was maintained by CDSL in electronic registry.
8. The ballot box was opened after 06:00 p.m. on Friday, July 24, 2015 in my presence.
9. All postal ballot forms received and e-votes cast up to 6.00 P.M. on Friday, July 24, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 6.00 P.M. on Friday, July 24, 2015, were considered for the purpose of this report.
10. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on Friday, June 19, 2015. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot forms and RTA records, the Shareholding as found in the RTA records on Friday, June 19, 2015 was considered; there were Nil cases of mis-match. 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.
11. There were 1270 envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & these envelopes were not opened and they are separately kept.
12. I did not find any defaced or mutilated ballot paper(s).



13. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
14. The total issued & paid up Equity Share Capital of the Company as on Friday, June 19, 2015 was Rs 182,90,05,400/- (One Hundred Eighty Two Crores Ninety Lacs Five Thousand Four Hundred only) divided into 18,29,00,540 (Eighteen Crore Twenty Nine Lacs Five Hundred Forty) shares of Rs. 10 (Rupees Ten) each. Total Issued Share capital of the Company include 6,852 shares which are lying in the OMAXE LIMITED "Unclaimed Suspense Account", of which voting rights are frozen till the rightful owners claim these shares pursuant to clause 5A(II)(d) of the Listing Agreement.
15. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below.

**SPECIAL RESOLUTION:-** Approval pursuant to section 73 and section 76 of the Companies Act, 2013 for acceptance of Deposits from members and/or public, as specified in the resolution.

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid up Equity Capital (Approx.)
a) Total votes received	173	13,80,87,472	138,08,74,720	75.4987
b) Less: Invalid votes	12	418	4,180	00.0002
c) Net Valid votes casted	161	13,80,87,054	138,08,70,540	75.4984
d) Votes with assent for the Resolution	146	13,75,34,844	137,53,48,440	75.1965
e) Votes with dissent from the Resolution	15	5,52,210	55,22,100	0.3019

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as 'Annexure A'.



16. 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 as under:

Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx.) (B/A*100)
138,08,70,540	137,53,48,440	99.6001

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

17. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman.

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



New Delhi  
July 27, 2015

For Sanjay Grover & Associates  
(Company Secretaries)

(Sanjay Grover)  
Scrutinizer  
C.P. No.:3850



### Annexure-A

A detailed summary of the postal ballot is given herein below:

#### A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	41	28,78,819	2,87,88,190	1.5740
(b) Votes with Assent	33	23,26,817	2,32,68,170	1.2722
(c) Votes with dissent	8	5,52,002	55,20,020	0.3018

#### 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 (Approx.)
a) Total votes received	132	13,52,08,653	135,20,86,530	73.9247
b) Less: Invalid Votes	12	418	4,180	0.0002
c) Net Valid votes casted	120	13,52,08,235	135,20,82,350	73.9245
d) Votes with assent for the Resolution	113	13,52,08,027	135,20,80,270	73.9244
e) Votes with dissent for the Resolution	7	208	2,080	0.0001

