

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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The Chairman,
OMAXE LIMITED,
7, LOCAL SHOPPING CENTRE,
KALKAJI, NEW DELHI-110019

Dear Sir,

The Board Meeting of the Company held on 21st January, 2013 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following Resolution:

Special Resolution under Section 314(1B) of the Companies Act, 1956, regarding appointment of Mr. Mohit Goel, relative of directors as Chief Executive Officer (CEO) of the company.

I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms and postage prepaid business reply envelope on 11th February, 2013 to its Members whose name(s) appeared in the Register of Members as on 5th February, 2013.
2. The shareholders of the Company had an 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).
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 forms 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 boxes before commencing the scrutiny of such postal ballot forms.
6. The ballot boxes were opened after working hours on 13th March, 2013 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 5th February, 2013. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Form and RTA records, the Shareholding as found in the RTA records on



5th February, 2013 was considered. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for purpose of this report.

8. All postal ballot forms received up to the close of working hours on 13th March, 2013 were considered and none of the envelopes containing postal ballot forms received after the working hours on 13th March, 2013 were considered for the purpose of this report.
9. There were 251 (Two Hundred Fifty One) envelopes containing postal ballot forms, which were returned undelivered & these envelopes were not opened and they are separately kept.
10. I did not find any defaced or mutilated ballot paper.
11. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
12. The Total paid up Equity Share Capital of the Company as on 5th February, 2013 was Rs. 1,73,56,70,000 (Rupees One Hundred Seventy Three Crore Fifty Six Lacs Seventy Thousand Only) divided into 173567000 (Seventeen Crore Thirty Five Lacs Sixty Seven Thousand Only) shares of Rs.10 (Rupees Ten Only) each.
13. A summary of the postal ballot is given below:

a) **A summary of the Voting by electronic mode, as received under E-voting mode is as follows:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total number of e-voters	112	16362	163620	0.0094%
(b) Less: Not opted for voting process	2*	52	520	0.0000%
(c) Net Valid Votes	112	16310	163100	0.0094%
(d) Votes with Assent	55**	6611	66110#	0.0038%
(e) Votes with dissent	60**	9699	96990	0.0056%

* One Shareholder holding 100 shares have exercised his voting only for 50 shares and another shareholder holding 5 shares have exercised his voting only for 3 shares.



Represents 40.533 % of the total net valid votes through E-voting.

** The following shareholders have voted both way(s) i.e. given assent as well as dissent as detailed below:

Particulars	Total no. of Shares held	Votes with Assent	Votes with Dissent
Case No. 1	5	1	2
Case No. 2	20	5	15
Case No. 3	20	5	15

b) A summary of the postal ballot forms (physical) received is given below:

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total Postal Ballot Forms Received	728	158001742	1580017420	91.0321%
(b) Less :				
i. Not opted for Voting process	3***	65		
ii. Invalid Postal Ballot Forms	81	18756	188210	0.0108%
(c) Net Valid Postal Ballot Forms	647	157982921	1579829210	91.0213%
(d) Postal Ballot Forms with assent	491	157975205	1579752050##	91.0168%
(e) Postal Ballot Forms with dissent	156	7716	77160	0.0045%

***One Shareholder holding 20 shares have given assent for only 11 shares; another shareholder holding 80 shares have given assent for only 50 shares and one more shareholder holding 52 shares have given dissent for only 26 shares.

##Represents 99.99 % of the Total Net Valid Postal Ballot (physical) Received.



c) Summary of the voting exercised by the Shareholders (e-voting and physical mode):

Particulars	No. of Share-Holder	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	840	158018104	1580181040	91.0416%
b) Less:				
(i) Not opted for voting process	5	117	188730	0.0109%
(ii) Invalid Votes	81	18756		
c) Net Valid votes casted	759	157999231	1579992310	91.0307%
d) Votes with assent for the Resolution	546**	157981816	1579818160	91.0207%
e) Votes with dissent for the Resolution	216**	17415	174150	0.0100%

** As explained above.

14. 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 are as under:

Number of votes polled in favor of the resolution is **15,79,81,816 (99.98%** of total valid votes)

Accordingly, the above-mentioned resolution has been passed by requisite majority.

15. Details of the voting result as per clause 35A of the Listing Agreement-

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	154725636	154725636	100%	154725636	0	100%	0%
Public-Institutional Holders	5916785	2435379	41.16%	2435379	0	100%	0%
Public-Others	12924579	838216	6.49%	820801	17415	99.92%	0.07%
Total	173567000	157999231	91.03%	157981816	17415	99.98%	0.02%

16. 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.

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



**For SANJAY GROVER & ASSOCIATES
(COMPANY SECRETARIES)**

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

**Place : New Delhi
Date : March 16, 2013**