

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

G-55, 1st Floor, Defence Colony, New Delhi - 110 024
Tel : (011) 4679 0000, Fax : (011) 4679 0012
E-mail : sanjaygrover7@gmail.com

Scrutinizer Report

The Chairman,
Omaxe Limited
Shop No-19-B,
First Floor Omaxe Celebration Mall,
Sohna Road
Gurgaon- 122001, Haryana

Report on Result of Postal Ballot

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 we have been appointed as Scrutinizers by the Company in the Board meeting held on 26th September, 2014 to conduct the Postal Ballot Process in a fair and transparent manner in respect of the following three (3) resolutions:

Resolution Number	Type of Resolution	For
1	Special Resolution	Appointment of Mr. Mohit Goel, relative of director(s) as Chief Executive Officer (CEO) of the company under section 188 of Companies Act, 2013.
2	Special Resolution	Private Placement of Non-Convertible Debentures and/or other Debt Securities under section 42 and 71 of Companies Act, 2013.
3	Ordinary Resolution	Ratification of remuneration of Mr. S K Bhatt & Associates, Cost Accountants, Cost Auditors of the company for the Financial Year 2014-15.

We submit our 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 29th October, 2014 to its Members whose name(s) appeared in the Register of Members as on 26th October, 2014.
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 <https://evotingindia.com> via CDSL (Central Depository Service Limited) e-voting platform.
3. We monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website.
4. The votes were unblocked on 28th November, 2014 at 6:00 p.m. in the presence of two witnesses, Ms. Priyanka Gupta,



R/o D-1/151, Sangam Vihar, Ratiya Marg, New Delhi – 110080 and Ms. Renuka Trikha R/o H. No. 140, Sector-13, Urban Estate, Karnal- 132001 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Priyanka Gupta


Renuka Trikha

5. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from CDSL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.

6. The physical Postal Ballots received by the Company 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 electronic ballots were maintained by CDSL in electronic registry.

7. All postal ballot forms received and e-votes casted up to 6.00 P.M. on 28th November, 2014, 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 P.M. on 28th November, 2014 were considered for the purpose of this report.

8. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on 26th October, 2014.

9. There were 1120 envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & these envelopes were not opened and they are separately kept.

10. We did not find any defaced or mutilated ballot paper(s).

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 26th October, 2014 was Rs. 182,90,05,400 (One Hundred Eighty Two crores Ninety Lacs Five Thousand four Hundred), divided into 18,29,00,540 (Eighteen Crores Twenty Nine lacs five hundred forty) shares of Rs. 10 each.

13. After our scrutiny, the summary of Postal Ballots is given below :

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 (Approx.)
a) Total votes received	84	2735009	27350090	1.4954
b) Less: Invalid votes	9	268179	2681790	0.1466
c) Net Valid votes casted	75	2466830	24668300	1.3487
d) Votes with assent for the Resolution	59	2466316	24663160	1.3484
e) Votes with dissent for the Resolution	16	514	5140	0.0003

*Promoter and Promoter group abstained from voting.

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



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 (Approx.)
a) Total votes received	107	137975203	1379752030	75.4373
b) Less: Invalid votes	9	268179	2681790	0.1466
c) Net Valid votes casted	98	137707024	1377070240	75.2907
d) Votes with assent for the Resolution	84	137706461	1377064610	75.2904
e) Votes with dissent for the Resolution	14	563	5630	0.0003

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

RESOLUTION NO. 3:-

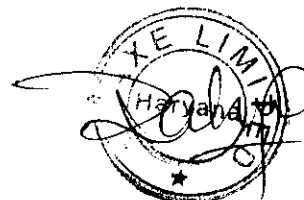
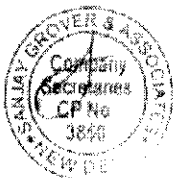
Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	107	137975203	1379752030	75.4373
b) Less: Invalid votes	9	268179	2681790	0.1466
c) Net Valid votes casted	98	137707024	1377070240	75.2907
d) Votes with assent for the Resolution	89	137706955	1377069550	75.2906
e) Votes with dissent for the Resolution	9	69	690	0.0000

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

14. We 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 (Approx.) (B/A*100)
1	2466830	2466316	99.9792
2	137707024	137706461	99.9996
3	137707024	137706955	99.9999



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

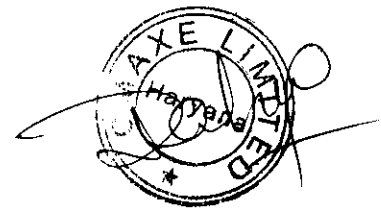


15. The Register of Postal Ballots containing details of e-voting and physical voting are maintained separately in electronic form.

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

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

 <p>Place: New Delhi Date: 29th November, 2014</p>	<p>For SANJAY GROVER & ASSOCIATES (COMPANY SECRETARIES)</p>  <p>(SANJAY GROVER) SCRUTINIZER CP No.: 3850</p>
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Annexure-A

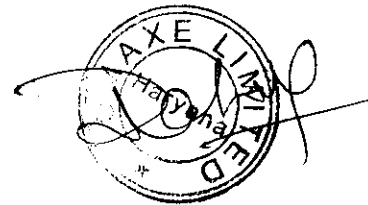
A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	18	1,550	15,500	0.0008
(b) Votes with Assent	14	1,236	12,360	0.0007
(c) Votes with dissent	4	314	3,140	0.0002

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	66	2,733,459	27,334,590	1.4945
b) Less : Invalid Votes	9	268,179	2,681,790	0.1466
c) Net Valid votes casted	57	2,465,280	24,652,800	1.3479
d) Votes with assent for the Resolution	45	2,465,080	24,650,800	1.3478
e) Votes with dissent for the Resolution	12	200	2,000	0.0001



Annexure-B

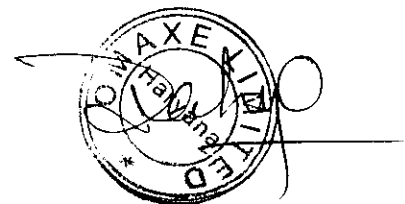
A detailed summary of the postal ballot in respect of Resolution-2 is given herein below:

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital (Approx.)
			(In Rs.)	
(a) Net Valid Votes	33	89,328,344	893,283,440	48.8398
(b) Votes with Assent	29	89,327,944	893,279,440	48.8396
(c) Votes with dissent	4	400	4,000	0.0002

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital (Approx.)
			(In Rs.)	
a) Total votes received	74	48,646,859	486,468,590	26.5974
b) Less : Invalid Votes	9	268,179	2,681,790	0.1466
c) Net Valid votes casted	65	48,378,680	483,786,800	26.4508
d) Votes with assent for the Resolution	55	48,378,517	483,785,170	26.4507
e) Votes with dissent for the Resolution	10	163	1,630	0.0001



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 share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital (Approx.)
			(In Rs.)	
(a) Net Valid Votes	33	89,328,344	893,283,440	48.8398
(b) Votes with Assent	32	89,328,319	893,283,190	48.8398
(c) Votes with dissent	1	25	250	0.0000

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital (Approx.)
			(In Rs.)	
a) Total votes received	74	48646859	486,468,590	26.5974
b) Less Invalid Votes	9	268179	2,681,790	0.1466
c) Net Valid votes casted	65	48,378,680	483,786,800	26.4508
d) Votes with assent for the Resolution	57	48,378,636	483,786,360	26.4508
e) Votes with dissent for the Resolution	8	44	440	0.0000

