

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 of Directors of the Company in its meeting held on 7th August, 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. | Special Resolution | Special Resolution under Section 31 of the Companies Act, 1956, regarding amendment in Articles of Association of the Company, capitalisation of reserve and authorisation to board. |
| 2. | Special Resolution | Special Resolution under Section 17 read with Section 146 of the Companies Act, 1956 for shifting of Registered Office of the Company from One State to another and consequential amendment in Clause (II) of the Memorandum of Association of the Company. |

I submit my report as under:

1. The Company completed dispatch of postal ballot notices, forms and postage prepaid business reply envelope(s) on 21st August, 2013 to its Members whose name(s) appeared in the Register of Members as on 14th August, 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 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 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 box before commencing the scrutiny of such postal ballot forms.
6. The ballot box was opened after working hours on 20th September, 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 14th August, 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 14th August, 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 20th September, 2013 were considered and none of the envelopes containing postal ballot forms received after the working hours on 20th September, 2013 were considered for the purpose of this report.
9. There were 437 (Four Hundred and Thirty Seven) 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 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 paid up Equity Share Capital of the Company as on 14th August, 2013 was Rs.1,73,56,70,000 (Rupees One Seventy Three Crores Fifty Six Lacs Seventy Thousand Only) divided into 17,35,67,000 (Seventeen Crore Thirty Five Lacs Sixty Seven Thousand) Equity Shares of Rs. 10/- each.
13. At present, the promoters are holding 83.79% & public are holding 16.21% of the total paid-up capital. As per SEBI Order No.Wtm/Ps/08/Cfd/June/2013 dated 04th June, 2013, in such a situation, voting rights with respect to the excess proportionate shareholding of promoter/promoter group has been freezed till such time the Company complies with the minimum public shareholding requirement. Therefore, the promoters are entitled to vote to the extent of 48.64% of the total shareholding and 35.14% has been freezed.

In compliance of SEBI Order, it was informed by the Company that the promoter/promoter group will exercise their voting rights only for 84426902 shares aggregating to 48.64% as compared to 145424697 shares aggregating to 83.79% of the paid-up equity capital (i.e. their actual holding) and will not exercise voting rights for balance 60997795 shares aggregating to 35.14%.

Therefore, I as Scrutinizer have prepared the report keeping in view the SEBI Order dated 4th June, 2013.



14. Details of shareholding of promoter/promoter group and public as per SEBI Order is summarised below:-

| Particulars | Total Paid-up Capital | Total Voting Rights of Public (A) | Total Entitled Voting rights of Promoters | Total Eligible Voting Rights of Promoters (B) | Total Eligible Voting rights (A+B) |
|----------------------------|-----------------------|-----------------------------------|---|---|------------------------------------|
| No. of Shares | 173567000 | 28142303 | 145424697 | 84426902 | 112569205 |
| % of total paid-up capital | 100 | 16.21 | 83.79 | 48.64 | 64.86 |

15. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below. Further, the detailed break up of *voting through electronic mode and voting through physical postal ballot forms in respect of Resolution Nos. 1 & 2 are attached to this report & marked as 'Annexure A' and 'Annexure B' respectively.* The consolidated summary is as under:-

15.1 **RESOLUTION NO. 1:-**

| Particulars | No. of Share-Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|--|----------------------|----------------------|---|-------------------------------|-----------------------------------|
| a) Total votes received | 544 | 86707307 | 867073070 | 77.0258 | 49.9561 |
| b) Less: Invalid votes | 13 | 132076 | 1320760 | 0.1173 | 0.0761 |
| c) Net Valid votes casted | 531 | 86575231 | 865752310 | 76.9085 | 49.8800 |
| d) Votes with assent for the Resolution | 486 | 86572792 | 865727920 | 76.9063 | 49.8786 |
| e) Votes with dissent for the Resolution | 45 | 2439 | 24390 | 0.0022 | 0.0014 |

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



15.2 **RESOLUTION NO. 2:-**

| Particulars | No. of Share-Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|--|----------------------|----------------------|---|-------------------------------|-----------------------------------|
| a) Total votes received | 544 | 86707306 | 867073060 | 77.0257 | 49.9561 |
| b) Less: Invalid votes | 14 | 132096 | 1320960 | 0.1173 | 0.0761 |
| c) Net Valid votes casted | 530 | 86575210 | 865752100 | 76.9084 | 49.8800 |
| d) Votes with assent for the Resolution | 480 | 86573488 | 865734880 | 76.9069 | 49.8790 |
| e) Votes with dissent for the Resolution | 50 | 1722 | 17220 | 0.0015 | 0.0009 |

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

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 and after calculation as per the SEBI Order, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

| Resolution Number | Total Valid Votes as per SEBI Order (A) | Votes with Assent (B) | Percentage (B/A*100) |
|-------------------|---|-----------------------|----------------------|
| 1. | 86575231 | 86572792 | 99.9972 |
| 2. | 86575210 | 86573488 | 99.9980 |

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

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



| Promoter/ Public | No. of Shares held | No of Votes entitled as per SEBI Order | No. of Valid Votes Polled as per SEBI Order | % of Votes Polled on outstand ing | 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) | (4)=[(3)/(2)]*100 | (5) | (6) | (7)=[(5)/(3)]*100 | (8)=[(6)/(3)]*100 |
| Promoter & promoter Group | 145424697 | 84426902 | 84426902 | 100 | 84426902 | 0 | 100 | 0 |
| Public- Institutiona l Holders | 11139537 | 11139537 | 2127310 | 19.096 | 2127310 | 0 | 100 | 0 |
| Public- Others | 17002766 | 17002766 | 21019 | 0.123 | 18580 | 2439 | 88.396 | 11.603 |
| Total | 173567000 | 112569205 | 86575231 | 76.908 | 86572792 | 2439 | 99.997 | 0.003 |

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



| Promoter/ Public | No. of Shares held | No of Votes entitled as per SEBI Order | No. of Valid Votes Polled as per SEBI Order | % of Votes Polled on outstand ing | 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) | (4)=[(3)/(2)]*100 | (5) | (6) | (7)=[(5)/(3)]*100 | (8)=[(6)/(3)]*100 |



| | | | | | | | | |
|--|------------------|------------------|-----------------|---------------|-----------------|-------------|---------------|--------------|
| Promoter & promoter Group | 145424697 | 84426902 | 84426902 | 100 | 84426902 | 0 | 100 | 0 |
| Public- Institutional Holders | 11139537 | 11139537 | 2127310 | 19.096 | 2127310 | 0 | 100 | 0 |
| Public- Others | 17002766 | 17002766 | 20998 | 0.123 | 19276 | 1722 | 91.799 | 8.200 |
| Total | 173567000 | 112569205 | 86575210 | 76.908 | 86573488 | 1722 | 99.998 | 0.002 |

18. 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.

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

| | |
|--|--|
|  <p>Place : New Delhi Date : September 24, 2013</p> | <p>For SANJAY GROVER & ASSOCIATES (COMPANY SECRETARIES)</p>  <p>(SANJAY GROVER) SCRUTINIZER C.P. 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 shareholders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------|--------------------|----------------------|--|-------------------------------|-----------------------------------|
| (a) Net Valid Votes | 61 | 432534 | 4325340 | 0.3842 | 0.2492 |
| (b) Votes with Assent | 46 | 431921 | 4319210* | 0.3837 | 0.2488 |
| (c) Votes with dissent | 15 | 613 | 6130 | 0.0005 | 0.0004 |

* Represents 99.8527 % of the total net valid votes through E-voting

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 eligible paid up capital | % of Total Paid-up Equity Capital |
|--|----------------------|----------------------|--|-------------------------------|-----------------------------------|
| a) Total votes received | 483 | 86274773 | 862747730 | 76.6415 | 49.7069 |
| b) Less : Invalid Votes | 13 | 132076 | 1320760 | 0.1173 | 0.0761 |
| c) Net Valid votes casted | 470 | 86142697 | 861426970 | 76.5242 | 49.6308 |
| d) Votes with assent for the Resolution | 440 | 86140871 | 861408710# | 76.5226 | 49.6298 |
| e) Votes with dissent for the Resolution | 30 | 1826 | 18260 | 0.0016 | 0.0010 |

Represents 99.9978 % of the Total Net Valid Postal Ballot (physical) received.



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 eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------|--------------------|----------------------|--|-------------------------------|-----------------------------------|
| (a) Net Valid Votes | 61 | 432533 | 4325330 | 0.3842 | 0.2491 |
| (b) Votes with Assent | 49 | 432180 | 4321800** | 0.3839 | 0.2489 |
| (c) Votes with dissent | 12 | 353 | 3530 | 0.0003 | 0.0002 |

**Represents 99.9184 % of the total net valid votes through E-voting.

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

| Particulars | No. of Postal Ballot Forms | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|--|----------------------------|----------------------|--|-------------------------------|-----------------------------------|
| (a) Total Postal Ballot Forms Received | 483 | 86274773 | 862747730 | 76.6415 | 49.7069 |
| (b) Less : Invalid Postal Ballot Forms (as per register) | 14 | 132096 | 1320960 | 0.1173 | 0.0761 |
| (c) Net Valid Postal Ballot Forms (as per Register) | 469 | 86142677 | 861426770 | 76.5242 | 49.6308 |
| (d) Postal Ballot Forms with assent | 431 | 86141308 | 861413080 ## | 76.5230 | 49.6300 |
| (e) Postal Ballot Forms with dissent | 38 | 1369 | 13690 | 0.0012 | 0.0008 |

##Represents 99.9984 % of the Total Net Valid Postal Ballot (physical) Received.

