



Turning dreams into reality

27.09.2014

National Stock Exchange of India Limited  
Corporate Communications Department  
"Exchange Plaza", 5th Floor  
Bandra Kurla Complex,  
Bandra (East) Mumbai-400051  
Scrip Symbol: OMAXE

BSE Limited  
Department of Corporate Services  
Phirozee Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001

Scrip Code: 532880

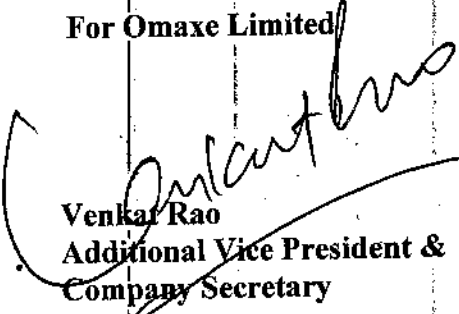
Sub: Result of e-voting/Poll w.r.t Annual General Meeting (AGM) dt. 26<sup>th</sup> September, 2014 held at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon Haryana-122001.

Dear Sir,

In reference to earlier communication dated September 26, 2014, this is to inform you that all the resolutions mentioned in the AGM notice have been passed by shareholders with overwhelming majority.

In terms of clause 35A of the Listing Agreement, the result of e-voting/poll conducted by the Company is annexed herewith.

For Omaxe Limited

  
Venkat Rao  
Additional Vice President &  
Company Secretary

Encl. as above



OMAXE LTD.

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)  
Tel. : 91-11-41896680-85, 41893100, Fax : 91-11-41896653, 41896655, 41896799

Regd. Office : Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)

Website : www.omaxe.com CIN : L74899HR1989PLC051918

<b>OMAXE LIMITED</b>	
<b>CIN: L74899HR1989PLC051918</b>	
<b>Date of AGM :Friday, SEPTEMBER 26, 2014</b>	
<b>Total Number of Shareholders as on record Date:</b>	<b>78144</b>
<b>No. of Shareholders present in the meeting either personally or through Proxy*</b>	
<b>(*Based on shareholders registering Attendance )</b>	
<b>Promoter and Promoter Group:</b>	<b>13</b>
<b>Public Shareholders</b>	<b>216</b>
<b>No. of Shareholders who voted through E-voting</b>	
<b>Promoter and Promoter Group</b>	<b>8</b>
<b>Public Shareholders</b>	<b>27</b>
<b>Details of Agenda</b>	



**Resolution 1: Receive, Consider and adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2014**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes In Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	-	100.0000 100.00 100.0000	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,427 4,752 6,179	-	100.00 100.00 100.00	0 0 0
<b>Total A</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,565,547</b>	<b>-</b>	<b>100.0000</b>	<b>0</b>

**Resolution 2: Declaration of Dividend on 0.1 % Non-cumulative, Redeemable Non-Convertible Preference Shares for the Financial Year 2013-14**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes In Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	-	100.00 100.00 100.00	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,478 4,752 6,230	0.0064 0.0205 0.0269	1,478 4,752 6,230	-	100.00 100.00 100.00	0 0 0
<b>Total A</b>	<b>182,900,540</b>		<b>137,565,598</b>	<b>75.2133</b>	<b>137,565,598</b>	<b>-</b>	<b>100.00</b>	<b>0</b>



**Resolution 3: Declaration of Dividend on equity shares for the Financial Year 2013-14**

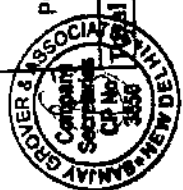
**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes In Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	-	100.0000 100.0000 100.0000	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,478 4,752 6,230	0.0064 0.0205 0.0269	1,478 4,752 6,230	6,230	100.0000 100.00 0	0 0 100.0000
<b>Total</b>	<b>182,900,540</b>		<b>137,565,598</b>	<b>75.2133</b>	<b>137,559,368</b>	<b>6,230</b>	<b>99.9955</b>	<b>0.0045</b>

**Resolution 4: Re appointment of Mr. Jai Bhagwan Goel (DIN 00075886), as a Director liable to retire by rotation being eligible offers for re appointment**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes In Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	-	100.00 100.00 100.00	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,478 4,752 6,230	0.0064 0.0205 0.0269	1,434 4,752 6,186	44	97.0230 100.00 99.2937	2.9770 0 0.7063
<b>Total</b>	<b>182,900,540</b>		<b>137,565,598</b>	<b>75.2133</b>	<b>137,565,554</b>	<b>44</b>	<b>100.00</b>	<b>0</b>



**Resolution 5: Appointment of M/s. Doogar & Associates, Chartered Accountants, (FRN 000561N) as the Statutory Auditors and fix their Remuneration.**

**Ordinary Resolution**

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	- - -	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	- - -	100.0000 100.00 100.0000	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,384 4,752 6,136	43 - 43	96.9867 100.00 99.30	3.0133 0 1
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,565,504</b>	<b>43</b>	<b>100.0000</b>	<b>0.0000</b>

**Resolution 6: Appointment of Mr. Padmanabh Pundrikay Vara (DIN 00003192) as an Independent Director of the Company for a period of Five Years.**

**Ordinary Resolution**

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.5835 91.42 100.0000	11,608,380 123,631,814 135,240,194	- - -	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,133,416 168,773 2,302,189	16,985 - 16,985	99.21 100.00 99.27	0.7899 0 0.7324
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,330 4,752 6,082	97 - 97	93.2025 100.00 98.4302	6.7975 0 1.5698
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,548,465</b>	<b>17,082</b>	<b>99.99</b>	<b>0</b>

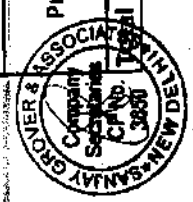


**Resolution 7: Appointment of Dr. Prem Singh Rana (DIN 00129300) as an Independent Director of the Company for a term of Five Years.**

Category	No. of shares Held	Made of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.0000	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,133,416 168,773 2,302,189	16,985	99.21 100.00 99.27	0.7899 0 0.7324
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,330 4,752 6,082	97	93.2025 100.00 98.4302	6.7975 0 1.5698
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,548,465</b>	<b>17,082</b>	<b>99.99</b>	<b>0.0124</b>

**Resolution 8: Appointment of Lt. Gen. (Retd.) Bhopinder Singh (DIN 01404280) as an Independent Director of the Company for a term of Five Years.**

Category	No. of shares Held	Made of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,133,416 168,773 2,302,189	16,985	99.21 100.00 99.2676	0.7899 0 0.7324
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,329 4,752 6,081	98	93.1324 100.00 98.4140	6.8676 0 1.5860
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,548,464</b>	<b>17,083</b>	<b>99.9876</b>	<b>0.0124</b>



**Resolution 9: Re-appointment of Mr. Jai Bhagwan Goel as Whole Time Director.**

**Special Resolution**

Category	No. of shares Held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	-	100.00 100.00 100.00	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,396 4,752 6,148	31	97.8276 100.00 99.4983	2.1724 0 0.5017
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,565,516</b>	<b>31</b>	<b>100.0000</b>	<b>0.0000</b>

**Resolution 10: Adoption of new set of Article of Association of the Company**

**Special Resolution**

Category	No. of shares Held	Mode of Voting	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	-	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	-	100.0000 100.00 100.0000	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,427 4,752 6,179	-	100.0000 100.00 100.0000	0 0 0
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,565,547</b>	<b>-</b>	<b>100.0000</b>	<b>0</b>



**Resolution 11: Authorisation to contribute to charitable and other funds**

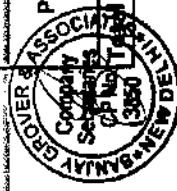
**Special Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	- - -	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	- - -	2,150,401 168,773 2,319,174	0 0 0	100.0000 100.0000 100.0000
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,109 4,752 5,861	318 - 318	77.7155 100.00 94.8535	22.2845 0 5.1465
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>135,246,055</b>	<b>2,319,492</b>	<b>98.31</b>	<b>1.6861</b>

**Resolution 12: Authorisation For keeping Records/Documents**

**Special Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	135,240,194	e-voting Poll Sub-total	11,608,380 123,631,814 135,240,194	8.58 91.42 100.00	11,608,380 123,631,814 135,240,194	- - -	100.00 100.00 100.00	0 0 0
Public-Institutional Shareholders	24,532,977	e-voting Poll Sub-total	2,150,401 168,773 2,319,174	8.7653 0.6879 9.4533	2,150,401 168,773 2,319,174	- - -	100.00 100.00 100.00	0 0 0
Public-Others	23,127,369	e-voting Poll Sub-total	1,427 4,752 6,179	0.0062 0.0205 0.0267	1,360 4,752 6,112	67 - 67	95.3048 100.00 98.9157	4.6952 0 1.0843
<b>Total</b>	<b>182,900,540</b>		<b>137,565,547</b>	<b>75.2133</b>	<b>137,565,480</b>	<b>67</b>	<b>100.00</b>	<b>0</b>





**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

**FORM No. MGT - 13**

**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman of 25<sup>th</sup> Annual General Meeting of Members of  
Omaxe Limited held on Friday, 26<sup>th</sup> September, 2014 at 11:00 A.M.

**Sub.:** Report of Scrutinizer in respect of Poll conducted in 25<sup>th</sup> Annual General Meeting of Members of the Omaxe Limited, held on Friday, 26<sup>th</sup> September, 2014 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

Dear Sir,

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, Practising Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 25<sup>th</sup> Annual General Meeting of the equity shareholders of Omaxe Limited ("the Company") held on Friday, 26<sup>th</sup> September, 2014 at 11:00 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.



I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes were kept for polling and were locked in my presence with due identification marks placed by me.
2. The Locked Ballot boxes were subsequently opened in my presence and in the presence of two witnesses, Mr. Gaurav Gurnani, R/o Flat No. 18 B, Pocket B, SFS Flats, Mayur Vihar Phase III, Delhi - 110096 and Mr. Ankit Dogra, R/o C-136, Sindhora Kalan, Near Ashok Vihar, New Delhi 110052, who are not in the employment of the Company.

They have signed below in confirmation of opening of Poll boxes in their presence:-

Gaurav Gurnani

Ankit Dogra

The poll papers were diligently scrutinized and reconciled with the records maintained by the Registrar and transfer Agents of the Company and the Authorisations/ Proxies lodged with the Company.

3. The Poll Papers, which were incomplete and/or which were otherwise found defective or where signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the Poll is as under:



a) **Resolution No. 1**

**Receive, Consider and adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31,2014 (ORDINARY RESOLUTION):**

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100

(ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes

Number of Member	Number of Votes
4	77

(b) **Resolution No. 2**

**Declaration of Dividend on 0.1% Non-cumulative, Redeemable Non-Convertible Preference Shares for the Financial Year 2013-14. (ORDINARY RESOLUTION):**

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100



## (ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

## (iii) Invalid Votes

Number of Members	Number of Votes
4	77

(c) Resolution No. 3Declaration of Dividend on equity shares for the Financial Year 2013-14(ORDINARY RESOLUTION):

## (i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100

## (ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

## (iii) Invalid Votes

Number of Members	Number of Votes
4	77



**(d) Resolution No. 4**

Re appointment of Mr. Jai Bhagwan Goel (DIN 00075886), as a Director liable to retire by rotation being. **(ORDINARY RESOLUTION)**:

**(i) Voted in favour of the resolution :**

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100

**(ii) Voted in against of the resolution :**

Number of Members	Number of Votes	% of Votes against
0	0	0

**(iii) Invalid Votes**

Number of Members	Number of Votes
4	77

**(e) Resolution No. 5**

**Appointment of M/s. Doogar & Associates, Chartered Accountants, (FRN 000561N) as the Statutory Auditors of the Company and fix their Remuneration. (ORDINARY RESOLUTION):-**

**(i) Voted in favour of the resolution :**

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100



## (ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

## (iii) Invalid Votes

Number of Members	Number of Votes
4	77

(f) Resolution No. 6

Appointment of Mr. Padmanabh Pundrikay Vora (Din No. 00003192) as an Independent Director of the Company for a term of Five years.(ORDINARY RESOLUTION):

## (i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100

## (ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

## (iii) Invalid Votes

Number of Members	Number of Votes
4	77



**(g) Resolution No. 7**

**Appointment of Dr. Prem Singh Rana (DIN 00129300) as an Independent Director of the Company for a term of Five years. (ORDINARY RESOLUTION):**

**(i) Voted in favour of the resolution:**

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100

**(ii) Voted in against of the resolution :**

Number of Members	Number of Votes	% of Votes against
0	0	0

**(iii) Invalid Votes**

Number of Members	Number of Votes
4	77

**h) Resolution No. 8**

**Appointment of Lt. Gen. (Retd.) Bhopinder Singh (DIN 01404280) as an Independent Director of the Company for a term of five years. (ORDINARY RESOLUTION):**

**(i) Voted in favour of the resolution :**

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100



(ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes
4	77

i) Resolution No. 9

Re-appointment of Mr. Jai Bhagwan Goel as a Whole Time Director for a period of five years. (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100

(ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes in favour
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
4	77





j) Resolution No. 10Adoption of new set of Article of Association of the Company. (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution :

Number of Member	Number of Votes	% of Votes in favour
42	12,38,05,339	100

(ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
4	77

k) Resolution No. 11Authorisation to contribute to charitable and other funds (SPECIAL RESOLUTION):

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
40	12,36,36,566	99.8637

(ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
2	1,68,773	0.1363



## (iii) Invalid Votes:

Number of Members	Number of Votes
4	77

1) Resolution No. 12

To keep the Statutory Records/Documents at the Company at NCT of Delhi. (SPECIAL RESOLUTION):

## (i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
42	12,38,05,339	100

## (ii) Voted in against of the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

## (iii) Invalid Votes:

Number of Members	Number of Votes
4	77

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



- 6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
- 7. A combined result of the votes (electronic and physical) is annexed as Annexure-1 with this report.
- 8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,  
Yours faithfully,



Place: New Delhi  
Date: September 26, 2014

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES

(Sanjay Grover)  
Scrutinizer  
CP No 3850



# 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

### Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies  
(Management and Administration) Rules, 2014]*

To  
The Chairman  
25<sup>th</sup> Annual General Meeting of the Members  
of OMAXE LIMITED, to be held on 26<sup>th</sup> day of September, 2014 at Casa Bella Banquet,  
Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

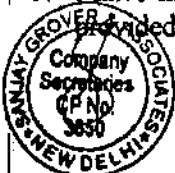
**Sub : Scrutinizer's Report on e-voting as per provisions of Clause 35B of the Listing Agreement  
and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014.**

Dear Sir,

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process under the provisions section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 25<sup>th</sup> Annual General Meeting of the Members of OMAXE LIMITED, to be held on 26<sup>th</sup> day of September, 2014 at 11:00 A.M. at Casa Bella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

I submit my report as under:

1. The e-voting period remained open from Friday, September 19, 2014 (10.00 a.m.) to Sunday, September 21, 2014 (6.00 p.m.).
2. The Shareholders of the Company as on the "cut off" date i.e. Friday, August 14, 2014, were entitled for e-voting on the proposed resolutions (item no 1 to 12) as set out in the notice of the 25<sup>th</sup> Annual General Meeting of the Company dated 26<sup>th</sup> September, 2014.
3. I have monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on its designated website.



4. The votes were unblocked on 22<sup>nd</sup> September, 2014 at 10:00 a.m. in the presence of two witnesses, Mr. Ankit Dogra , R/o C-136 Sindhora Kalan, Nr. Ashok Vihar, Delhi 110052 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.

Ankit Dogra

Renuka Trikha

5. The total paid up Equity Share Capital of the Company as on Friday, 1<sup>st</sup> August, 2014 was Rs. 1,82,90,05,400/- (Rupees One Hundred Eighty Two Crore Ninety Lacs Five Thousand Four Hundred ) divided into 18,29,00,540 (Eighteen Crores Twenty Nine Lacs Five Hundred Forty) shares of Rs. 10/- (Rupees Ten Only).
6. Thereafter, the details containing, inter-alia list of equity shareholders who voted 'FOR' and 'AGAINST', were downloaded from e-voting enabling website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) which is annexed herewith as ANNEXURE-A-1.
7. The Result of E voting exercised by the Shareholders is as under:
- a) **Resolution No. 1- Receive, Consider and adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2014.**

- i. Voted in favour of the resolution:

Number of Voters	Number of Votes in favour	% of Votes in favour
34	1,37,60,208	100

- ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes against
0	0	0

- iii. Abstained Votes:

Number of Voters	Number of Votes
1	51



**(b) Resolution No. 2- Declaration of Dividend on 0.1 % Non-Cumulative, Redeemable Non-Convertible Preference Shares for the Financial Year 2013-14.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
35	1,37,60,259	100

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
0	0	0

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

**(c) Resolution No. 3- Declaration of Dividend on equity shares for the Financial Year 2013- 14.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
35	1,37,60,259	100

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
0	0	0

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0



(d) **Resolution No. 4- Re appointment of Mr. Jai Bhagwan Goel (DIN 00075886), as a Director liable to retire by rotation.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
32	1,37,60,215	99.9997

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
3	44	0.0003

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

(e) **Resolution No. 5- Appointment of M/s. Doogar & Associates, Chartered Accountants, (FRN 000561N) as the Statutory Auditors and fix their Remuneration.**

i. Voted in favour of the resolution:

Number of Voters	Number of Votes in favour	% of Votes in favour
32	1,37,60,165	99.9997

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	43	0.0003

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51



**(f) Resolution No. 6- Appointment of Mr. Padmanabh Pundrikray Vora (DIN 00003192) as an Independent Director for a term of Five years.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
31	1,37,43,126	99.8759

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
3	17,082	0.1241

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(g) Resolution No. 7- Appointment of Dr. Prem Singh Rana (DIN 00129300) as an Independent Director for a term of Five years.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
31	1,37,43,126	99.8759

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
3	17,082	0.1241

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51





**(h) Resolution No. 8- Appointment of Lt. Gen. (Retd.) Bhopinder Singh (Din No. 01404280) as an Independent Director for a term of Five years.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
30	1,37,43,125	99.8759

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
4	17,083	0.1241

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(i) Resolution No. 9- Re-appointment of Mr. Jai Bhagwan Goel as Whole Time Director for a period of Five years.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
33	1,37,60,177	99.9998

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
1	31	0.0002

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51



**(j) Resolution No. 10- Adoption of new set of Article of Association of the Company.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
34	1,37,60,208	100

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
0	0	0

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(k) Resoution No. 11-Authorisation to contribute to Charitable and other funds.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
18	1,16,09,489	84.3700

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
16	21,50,719	15.6300

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(l) Resolution No. 12- Authorisation for keeping Statutory records/documents of the Company at NCT of Delhi.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
32	1,37,60,141	99.9995




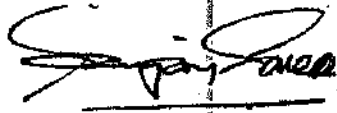
ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	67	0.0005

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

8. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

	For SANJAY GROVER & ASSOCIATES Company Secretaries
Place: New Delhi Date: September 24, 2014	
	Sanjay Grover Scrutinizer C P No. 3850



**THROUGH FAX**

BSE: 022-22722037, 39, 41, 61, 022-22723121/3719,  
022-22721278/1557/3354/3577, 022-22721072  
NSE: 022-26598347/48, 022-26598237/38

**September 27, 2014**

**The Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

**National Stock Exchange of India Limited**  
'Exchange Plaza'  
Bandra Kurla Complex,  
Bandra (East)  
Mumbai- 400 051

**Sub: Result of e-voting w.r.t Annual General Meeting (AGM) dt. 26<sup>th</sup> September, 2014  
held at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon Haryana-  
122001.**

**Dear Sir,**

In terms of clause 35B of the Listing Agreement, the result of e-voting conducted by the Company is annexed herewith.

**For Omaxe Limited**



**Venkat Rao**  
**Additional Vice President &  
Company Secretary**

Encl. as above

**OMAXE LTD.**

**Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)**  
Tel. : 91-11-41896680-85, 41893100, Fax : 91-11-41896653, 41896655, 41896799

**Regd. Office : Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)**

**Website : www.omaxe.com CIN : L74899HR1989PLC051918**

**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

**Scrutinizer's Report**

***[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]***

To  
The Chairman  
25<sup>th</sup> Annual General Meeting of the Members  
of OMAXE LIMITED, to be held on 26<sup>th</sup> day of September, 2014 at Casa Bella Banquet,  
Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

**Sub : Scrutinizer's Report on e-voting as per provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Dear Sir,

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process under the provisions section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 25<sup>th</sup> Annual General Meeting of the Members of OMAXE LIMITED, to be held on 26<sup>th</sup> day of September, 2014 at 11:00 A.M. at Casa Bella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

I submit my report as under:

1. The e-voting period remained open from Friday, September 19, 2014 (10.00 a.m.) to Sunday, September 21, 2014 (6.00 p.m.).
2. The Shareholders of the Company as on the "cut off" date i.e. Friday, August 14, 2014, were entitled for e-voting on the proposed resolutions (item no 1 to 12) as set out in the notice of the 25<sup>th</sup> Annual General Meeting of the Company dated 26<sup>th</sup> September, 2014.
3. I have monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on its designated website.



4. The votes were unblocked on 22<sup>nd</sup> September, 2014 at 10:00 a.m. in the presence of two witnesses, Mr. Ankit Dogra , R/o C-136 Sindhora Kalan, Nr. Ashok Vihar, Delhi 110052 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.

Ankit Dogra

Renuka Trikha

5. The total paid up Equity Share Capital of the Company as on Friday, 1<sup>st</sup> August, 2014 was Rs. 1,82,90,05,400/- (Rupees One Hundred Eighty Two Crore Ninety Lacs Five Thousand Four Hundred ) divided into 18,29,00,540 (Eighteen Crores Twenty Nine Lacs Five Hundred Forty) shares of Rs. 10/- (Rupees Ten Only).
6. Thereafter, the details containing, inter-alia list of equity shareholders who voted 'FOR' and 'AGAINST', were downloaded from e-voting enabling website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) which is annexed herewith as ANNEXURE-A-1.
7. The Result of E voting exercised by the Shareholders is as under:

- a) **Resolution No. 1- Receive, Consider and adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2014.**

- i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
34	1,37,60,208	100

- ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes against
0	0	0

- iii. Abstained Votes:

Number of Voters	Number of Votes
1	51



**(b) Resolution No. 2- Declaration of Dividend on 0.1 % Non-Cumulative, Redeemable Non-Convertible Preference Shares for the Financial Year 2013-14.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
35	1,37,60,259	100

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
0	0	0

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

**(c) Resolution No. 3- Declaration of Dividend on equity shares for the Financial Year 2013- 14.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
35	1,37,60,259	100

ii. Voted against the resolution:

Number of Voters	Number of Votes in against	% of Votes in against
0	0	0

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0



(d) **Resolution No. 4-** Re appointment of Mr. Jai Bhagwan Goel (DIN 00075886), as a Director liable to retire by rotation.

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
32	1,37,60,215	99.9997

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
3	44	0.0003

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

(e) **Resolution No. 5-** Appointment of M/s. Doogar & Associates, Chartered Accountants, (FRN 000561N) as the Statutory Auditors and fix their Remuneration.

i. Voted in favour of the resolution:

Number of Voters	Number of Votes in favour	% of Votes in favour
32	1,37,60,165	99.9997

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	43	0.0003

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51





**(f) Resolution No. 6- Appointment of Mr. Padmanabh Pundrikray Vora (DIN 00003192) as an Independent Director for a term of Five years.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
31	1,37,43,126	99.8759

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
3	17,082	0.1241

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(g) Resolution No. 7- Appointment of Dr. Prem Singh Rana (DIN 00129300) as an Independent Director for a term of Five years.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
31	1,37,43,126	99.8759

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
3	17,082	0.1241

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51



**(h) Resolution No. 8- Appointment of Lt. Gen. (Retd.) Bhopinder Singh (Din No. 01404280) as an Independent Director for a term of Five years.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
30	1,37,43,125	99.8759

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
4	17,083	0.1241

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(i) Resolution No. 9- Re-appointment of Mr. Jai Bhagwan Goel as Whole Time Director for a period of Five years.**

i. Voted in favour of the resolution:

Number of Voters	Number of Votes in favour	% of Votes in favour
33	1,37,60,177	99.9998

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
1	31	0.0002

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51



**(j) Resolution No. 10- Adoption of new set of Article of Association of the Company.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
34	1,37,60,208	100

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
0	0	0

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(k) Resolution No. 11-Authorisation to contribute to Charitable and other funds.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
18	1,16,09,489	84.3700

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
16	21,50,719	15.6300

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

**(l) Resolution No. 12- Authorisation for keeping Statutory records/documents of the Company at NCT of Delhi.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
32	1,37,60,141	99.9995





ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	67	0.0005

iii. Abstained Votes:

Number of Voters	Number of Votes
1	51

8. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

 <p>Place: New Delhi Date: September 24, 2014</p>	<p>For SANJAY GROVER &amp; ASSOCIATES Company Secretaries</p>  <p>Sanjay Grover Scrutinizer C P No. 3850</p>
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