

**Dated: 29.11.2014**

**BSE Limited**

1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J. Tower  
Dalal Street, Fort  
Mumbai-400001

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor  
Bandra Kurla Complex  
Bandra (E)  
Mumbai-400051

**Sub: Results of Postal Ballot under Clause 35A of the Listing Agreement**

Dear Sir/Madam,

In terms of Clause 35A of the listing agreement, the results of Postal Ballot conducted by the Company in the prescribed format are detailed below:

|  |              |
|--|--------------|
| Date of the declaration of results of Postal Ballot              | : 29.11.2014 |
| Total number of shareholders as on Cut off date                  | : 76821      |
| Cut off date for reckoning the voting rights of the shareholders | : 26.10.2014 |

**Detail of the Agenda:**

- 1. Special Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 for appointment of Mr. Mohit Goel as Chief Executive Officer of the Company.**

|   |                      |
|---|----------------------|
| Resolution required                               | : Special Resolution |
| Mode of voting                                    | : Postal Ballot      |
| Votes cast in favour of the resolution            | : 2466316            |
| Votes cast against the resolution                 | : 514                |
| Total no of shares for which valid votes received | : <b>2466830</b>     |

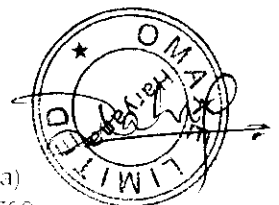
OMAXE LTD.

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)

Tel. : 91-11-41896530, 41893100, Fax : 91-11-41896553, 41896655, 41896799

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

Website : www.omaxe.com CIN : L74800-IP-1989PLC051918



The details of the voting on the above resolution and results there under as per Scrutinizers Report :

| Promoter/<br>Public                 | No. of<br>Shares<br>held | No. of<br>Valid<br>Votes<br>Polled | % of Votes<br>Polled on<br>outstanding<br>Shares<br>(Approx) | No. of<br>Votes-<br>In<br>Favour | No. of<br>Votes<br>Against | % of<br>Votes in<br>Favour<br>on<br>Votes<br>Polled<br>(Approx) | % of Votes<br>Against on<br>Votes Polled<br>(Approx) |
|-------------------------------------|--------------------------|------------------------------------|--|----------------------------------|----------------------------|---|--|
|                                     | <b>1</b>                 | <b>2</b>                           | <b>(3)=[(2)/(1)]*100</b>                                     | <b>4</b>                         | <b>5</b>                   | <b>(6)=[(4)/(2)]*100</b>  | <b>(7)=[(5)/(2)]*100</b>                             |
| Promoter &<br>promoter<br>Group*    | 137166194                | 0                                  | 0  | 0                                | 0                          | 0   | 0  |
| Public-<br>Institutional<br>Holders | 22326039                 | 0                                  | 0  | 0                                | 0                          | 0   | 0  |
| Public-<br>Others                   | 23408307                 | 2466830                            | 10.5383  | 2466316                          | 514                        | 99.979  | 0.0208   |
| Total                               | 182900540                | 2466830                            | 1.3487   | 2466316                          | 514                        | 99.979  | 0.0208   |

\* Promoter and Promoter Group abstained from voting.

**Result:** Resolution passed as Special Resolution.

**2. Special Resolution under Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 for Private Placement of Non-Convertible Debentures and/or other Debt Securities.**

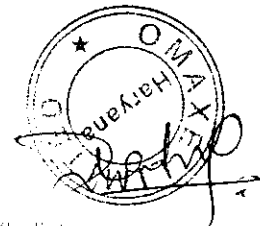
Resolution required : Special Resolution  
 Mode of voting : Postal Ballot  
 Votes cast in favour of the resolution : 137706461  
 Votes cast against the resolution : 563

Total no of shares for which valid votes received : **137707024**

OMAXE LTD.

Corporate Office : 7 Local Shopping Centre, Kalkaji New Delhi-110 019 (India)  
 Tel : 91-11-4189680-25-41893100, Fax : 91-11-4189683-41896655-41896799

Regd. Office : Shop No. 15-B, First Floor, Omaxe Celebration Mall, Gurgaon Road, Gurgaon - 122 001 (Haryana)  
 Website : www.omaxe.com | CIN : L74901UP2010BP0051018



The details of the voting on the above resolution and results there under as per Scrutinizers Report :

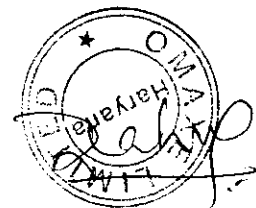
| Promoter/<br>Public          | No. of<br>Shares<br>held | No. of<br>Valid<br>Votes<br>Polled | % of Votes<br>Polled on<br>outstanding<br>Shares<br>(Approx) | No. of<br>Votes-In<br>Favour | No. of<br>Votes<br>Against | % of<br>Votes in<br>Favour<br>on Votes<br>Polled<br>(Approx) | % of<br>Votes<br>Against<br>on<br>Votes<br>Polled<br>(Approx) |
|------------------------------|--------------------------|------------------------------------|--|------------------------------|----------------------------|--|---|
|                              | -1                       | -2                                 | (3)=[(2)/(1)]*100  | -4                           | -5                         | (6)=[(4)/(2)]*100  | (7)=[(5)/(2)]*100   |
| Promoter & promoter Group    | 137166194                | 135240194                          | 98.596   | 135240194                    | 0                          | 100  | 0   |
| Public-Institutional Holders | 22326039                 | 0                                  | 0  | 0                            | 0                          | 0  | 0   |
| Public-Others                | 23408307                 | 2466830                            | 10.538   | 2466267                      | 563                        | 99.9772  | 0.0228  |
| Total                        | 182900540                | 137707024                          | 75.2907  | 137706461                    | 563                        | 99.9996  | 0.0004  |

**Result:** Resolution passed as Special Resolution.

**3. Ordinary Resolution under Section 148 and other applicable provisions, if any, of the Companies Act 2013 for Ratification of remuneration of M/s SK Bhatt& Associates, Cost Accountants, Cost Auditors of the Company for the Financial Year 2014-15**

Resolution required : Ordinary Resolution  
 Mode of voting : Postal Ballot  
 Votes cast in favour of the resolution : 137706955  
 Votes cast against the resolution : 69

Total no of shares for which valid votes received : **137707024**



OMAXE LTD.

Corporate Office : 7, Local Shopping Centre, Kirti Nagar, New Delhi-110 019 (India)

Tel: 01-11-41896680 to 41893100, Fax: 01-11-4120653, 41896655, 41896799

Regd. Office : Shop No. 14-B, First Floor, Omaxe Celebration Mall, Gurgaon Road, Gurgaon - 122 001 (Haryana)

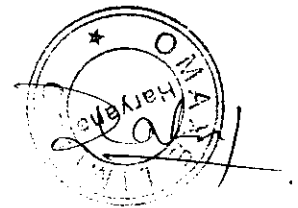
Web site : www.omaxe.com | CIN : L74801DL1980PLC051918

The details of the voting on the above resolution and results there under as per Scrutinizers Report :

| Promoter / Public            | No. of Shares held | No. of Valid Votes Polled | % of Votes Polled on outstanding Shares (Approx) | No. of Votes-In Favour | No. of Votes Against | % of Votes in Favour on Votes Polled (Approx) | % of Votes Against on Votes Polled (Approx) |
|------------------------------|--------------------|---------------------------|--|------------------------|----------------------|---|---|
|                              | -1                 | -2                        | (3)=[(2)/(1)]*100                                | -4                     | -5                   | (6)=[(4)/(2)]*100                             | (7)=[(5)/(2)]*100                           |
| Promoter & promoter Group    | 137166194          | 135240194                 | 98.595864  | 135240194              | 0                    | 100   | 0   |
| Public-Institutional Holders | 22326039           | 0                         | 0  | 0                      | 0                    | 0   | 0   |
| Public-Others                | 23408307           | 2466830                   | 10.5383  | 2466761                | 69                   | 99.9972                                       | 0.0028                                      |
| Total                        | 182900540          | 137707024                 | 75.2907  | 137706955              | 69                   | 99.9999                                       | 0.0001                                      |

**Result:** Resolution passed as Ordinary Resolution.

Thus, the above resolutions have been duly approved by the members of the Company with requisite majority.



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Tel : 91-11-41896680-85-41893100 Fax : 91-11-41896653-41896655-41896799

Regd. Office : Shop No. 15-1, Laxmi Nagar, Omaxe Celebration Mall, Cybera Road, Gurgaon - 122 001, (Haryana)

Website : www.omaxe.com CIN : 1748003331089PLC001918



Creating a better world for all

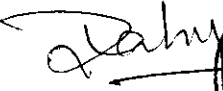
Detailed copy of the result of postal ballot declared on November 29, 2014 and Scrutinizer Report for the same is enclosed.

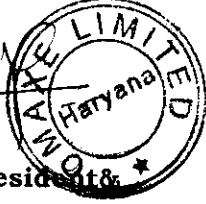
This is for your information and records.

Thanking you.

Yours faithfully,

For **Omaxe Limited**

  
for **Venkat Rao**  
(Addl. Vice President &  
Company Secretary)



**Encl: Result of Postal Ballot**

**OMAXE LTD.**

Corporate Office : 7 Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)

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Regd. Office : Shop No. 12, 1st Floor, Omaxe Celebration Mall, Rohina Road, Gurgaon - 122 001 (Haryana)

Website: [www.omaxe.com](http://www.omaxe.com) CIN: L74900HR1989PLC051919

# 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:-**

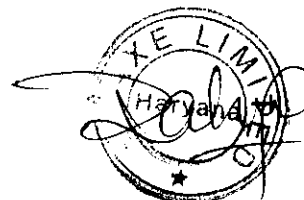
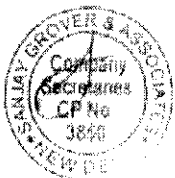
| Particulars                              | No. of Share Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of Total Paid-up Equity Capital (Approx.) |
|--|----------------------|----------------------|---|---|
| a) Total votes received                  | 107                  | 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.





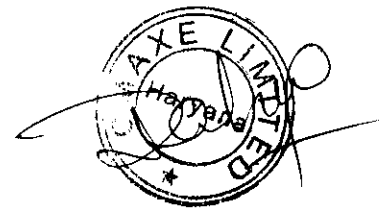


15. The Register of Postal Ballots containing details of e-voting and physical voting are maintained separately in electronic form.

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<br/>Date: 29th November, 2014</p> | <p>For SANJAY GROVER &amp; ASSOCIATES<br/>(COMPANY SECRETARIES)</p>  <p>(SANJAY GROVER)<br/>SCRUTINIZER<br/>CP No.: 3850</p> |
|---|---|



**Annexure-A**

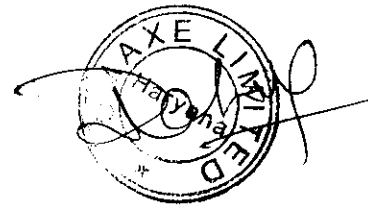
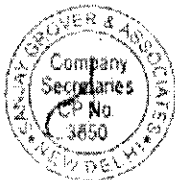
A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:

**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**

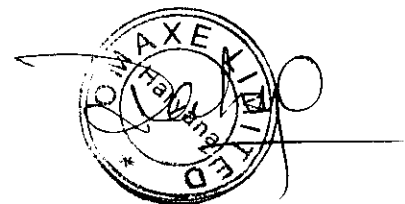
A detailed summary of the postal ballot in respect of Resolution-2 is given herein below:

**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                                      |

