Date: October 28, 2013

The Managing Director
The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051.

Dear Sir/Madam

Sub: Announcement of floor price for the proposed offer for sale of equity shares of Omaxe Limited (the "Company") for and on behalf of promoter by, Constellation Capital Limited, Kautilya Monetary Services Private Limited and S A Finvest Limited (collectively referred to as "Sellers") through the stock exchange in accordance with the circular number CIR/MRD/DP/18/2012 dated July 18, 2012 as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013 and circular number CIR/MRD/DP/17/2013 dated May 30, 2013 issued by the Securities and Exchange Board of India.

We refer to Clause 5(c)(i) of the circular number CIR/MRD/DP/18/2012 dated July 18, 2012 notified by the Securities and Exchange Board of India ("**SEBI**" and such circular "**SEBI OFS Circular**") pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013 and circular number CIR/MRD/DP/17/2013 dated May 30, 2013 (together with SEBI OFS Circular, "**SEBI OFS Circulars**").

The Sellers form part of the promoter group of Omaxe Limited and propose to sell an aggregate of 1,10,20,000 equity shares of the Company of face value of Rs.10/- each ("**Offer Shares**"), representing 6.35% of the total paid up equity share capital of the Company in accordance with (i) SEBI OFS Circulars; and (ii) notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012, notice number 20120727-26 dated July 27, 2012 and notice number 20130129-23 dated January 29, 2013 issued by the BSE Limited ("**BSE**") and such offer for sale hereinafter referred to as the "**Offer**"). A copy of the notice dated October 25, 2013 ("**Offer Notice**") is enclosed herewith as **Annexure A**. As stated in the Offer Notice, the Sellers have opted to publicly disclose the floor price in accordance with Clause 5(c)(i) of the OFS Circular.

In this regard, the floor price for the Offer in terms of the SEBI OFS Circulars shall be as below:

Rs.130/- (Rupees One Hundred Thirty only) per equity share of Omaxe Limited (the "**Floor Price**")

IMPORTANT INFORMATION

The Offer is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of BSE who makes a bid (each a "**Bidder**") and neither the Offer nor this Announcement constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Offer is being made in reliance on the SEBI OFS Circulars and subject to the guidelines, circulars, rules and regulations of BSE. There will be no public offer of the Offer Shares in India under the Companies Act, 1956 or any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as "prospectus" or an offer document with the Registrar of Companies in India and/or SEBI and/or BSE or any other statutory/regulatory/listing authority in India or abroad under the Companies Act, 1956, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI or BSE, on the Company's website or otherwise in the public domain, together with the information contained in this Announcement. The Offer is subject to further terms set forth in the contract note to be provided to the successful Bidders.

This Announcement is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Announcement and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Offer.

This Announcement is not for release, publication or distribution, in whole or in part, in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (together, the "**United States**"), and is neither an offer to sell nor a solicitation of an offer to buy within the United States any securities of the Company. The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state of the United States or any other jurisdiction and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the Securities Act. The Offer Shares shall be offered within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) ("**QIBs**" and each a "**QIB**") or outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act ("**Regulation S**"). The purchasers of Offer Shares are hereby advised that any resale of Offer Shares must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption from registration requirements under the securities laws in the United States.

By submitting a bid in connection with the Offer or receiving any Offer Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Announcement in its entirety, (b) accepted and complied with the terms and conditions set out in this Announcement, and (c) represented, agreed and acknowledged that such Bidder is, and at the time the Offer Shares are purchased, will be, the beneficial owner of such Offer Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and either (i) located outside the United States and purchasing such Offer Shares in an offshore transaction in reliance upon Regulation S; or (ii) a QIB purchasing the Offer Shares in a transaction exempt from the registration requirements of the Securities Act.

By submitting a bid on behalf of a Bidder in connection with the Offer, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates or any person acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (within the meaning of Regulation S) in connection with the offer or sale of the Offer Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Offer Shares; and (c) offered or will offer and sell the Offer Shares except outside the United states of America in reliance upon Regulation S or within the United States of America to persons reasonably believed to be QIBs in transaction exempt from the registration requirements of the Securities Act.

Thanking you.

Yours faithfully,

For Constellation Capital Limited

For Kautilya Monetary Services Private Limited

For S A Finvest Limited