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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

October 30, 2013

The BSE Limited (Bombay Stock Exchange)
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: Proceedings of Board Meeting held on 30.10.2013

Dear Sir/ Madam,

Please note that Board of Directors of the Company in its meeting held on 30th October 2013 transacted the following matters:

1. **Status of compliance of minimum public shareholding requirement**

   The matter was discussed in detail and the Board noted that the Company is still required to increase its public shareholding by approx. 4.03%. The Board discussed the various options availaible to the Company and after detailed consideration decided to issue Bonus Shares to the shareholders to the exception of the promoters and promoter group of the company in order to achieve the minimum public shareholding requirement of the Company in terms of Securities Contracts (Regulation) Rules, 1957. The Board approved the following matters:

   a. The capitalization of an amount of Rs. 9,33,35,400/- (Rupees Nine Crore Thirty Three Lac Thirty Five Thousand and Four Hundred) from the Securities Premium Account by way of issuing 93,33,540 (Ninety Three Lac Thirty Three Thousand Five Hundred Forty) equity shares of Rs. 10/- (Rupees Ten) each as Bonus Shares in proportion of 10 (Ten) new equity shares for every 39 (Thirty Nine) existing equity share(s) held by the shareholders to the exception of the promoters and promoter group of the company.

      The Board also approved that the fractional share shall be consolidated and allotted to any Officer/ Director of the Company who shall sell the same in the market and thereafter upon receipt of the net sale proceeds by the Company, the Company shall distribute the same, subject to such costs, expenses, charges, taxes (including income tax) etc., if any, to the members of the company in proportion to their respective fractional entitlement.

30/10/13

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b. Fixation of 12th November 2013 as Record Date for the purpose of the aforementioned bonus issue.

c. Constitution of an Allotment Committee to take all decisions relating to the allotment of securities of the Company pursuant to any type of issuance of equity or preference shares of the Company, from time to time.

d. Status Report regarding Public Shareholding requirement of the Company for submission with Securities and Exchange Board of India.

2. **Appointment of Mr. Nakul Goel, relative of directors as an employee of the company:**

   The matter was recommended by the Board for the approval of shareholders of the company by way of special resolution.

3. Other matter regarding Authorised Share Capital of the Company, issue of Preference Shares and approval of Postal Ballot Notice for getting the approval of shareholders for aforementioned matters was deferred for consideration at the next Board Meeting of the Company.

This is for your kind information and records please.

Thanking You

Yours' faithfully
For Omaxe Limited

Venkat Rao
Addl. Vice-President &
Company Secretary

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