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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

**August 07, 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 Audit Committee Meeting and Board Meeting held on 07.08.2013**

**Dear Sir/ Madam,**

Please note that among other items, following transactions have taken place in the meeting of the Audit Committee of the Company held on 07.08.2013

1. Stand alone and consolidated Un-audited Financial Results of the Company for the quarter ended June 30, 2013 were considered and recommended for the approval of the Board.

2. Advertisement for publication of the Consolidated Un-audited Financial Results of the Company for the quarter ended June 30, 2013 was considered and recommended for the approval of the Board.

3. The Committee reviewed and took note of the CEO/COO/CFO certificate duly signed by Mr. Rohtas Goel, Chairman & Managing Director, Ms. Vijayalaxmi, Chief Operating Officer and Mr. Vimal Gupta, VP (Accounts) and Chief Financial Officer of the Company.

4. The Committee reviewed and took note of the Draft Report on Limited Review, being conducted by the Auditors i.e. M/s Doogar & Associates, Chartered Accountant, for the quarter ended June 30, 2013.

5. The Committee discussed the status of requirement of Minimum Public Shareholding and recommended the draft status report for the approval of the Board of Directors of the Company.

Further note that among other items, following transactions have taken place in the meeting of the Board of Directors of the Company held on 07.08.2013:

1. Stand alone and consolidated Un-audited Financial Results of the Company for the quarter ended June 30, 2013 were considered and approved.

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2. Advertisement for publication of the Consolidated Un-audited Financial Results of the Company for the quarter ended June 30, 2013 was considered and approved.

3. The Board reviewed and took note of the CEO/COO/CFO certificate duly signed by Mr. Rohtas Goel, Chairman & Managing Director, Ms. Vijayalaxmi, Chief Operating Officer and Mr. Vimal Gupta, AVP (Finance & Account) and Chief Financial Officer of the Company.

4. The Board reviewed and took note of the Report on Limited Review, being conducted by the Auditors i.e. M/s Doogar & Associates, Chartered Accountant, for the quarter ended June 30, 2013.

5. The Board recommended the amendment in Articles of Association of the Company for the approval of the shareholders through postal ballot. The amendment being proposed for the approval of shareholders is regarding the authorisation to the Board of Directors of the Company for capitalisation of profits of the Company, for the prescribed purposes under the Companies Act, 1956.

6. The Board recommended, for the approval of shareholders through postal ballot, the shifting of registered office of the Company from the "National Capital Territory of Delhi" to the "State of Haryana" and consequential amendment in Clause (II) of the Memorandum of Association of the Company, subject to such regulatory and other approvals, as may be required.

7. The Board approved the Calendar of events, Postal Ballot Notice and the Postal Ballot Form for the approval of shareholders regarding the amendment in Articles of Association of the Company and shifting of Registered Office of the Company.

8. The Board approved the advertisement for fixed deposits of the Company. The advertisement was signed by all the directors of the Company for submission of the same with Registrar of Companies and publication in newspapers.

9. The Board discussed the status of requirement of Minimum Public Shareholding and approved the status report for submission with the Securities and Exchange Board of India.

10. The Board also discussed the status of pending cases and litigations of the Company.

Thanking You

Yours' faithfully
**For Omaxe Limited**

**Venkat Rao**
**Addl. Vice- President &**
**Company Secretary**