Date: May 17, 2013

To
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: Proposed offer for sale of equity shares of Omaxe Limited (the "Company") by its Promoters, Constellation Capital Limited and S. A. Finvest Limited 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 issued by the Securities and Exchange Board of India.

Securities and Exchange Board of India ("**SEBI**"), vide circular number CIR/MRD/DP/18/2012 dated July 18, 2012 ("**SEBI OFS Circular**") has issued 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 (together with SEBI OFS Circular, "**SEBI OFS Circulars**") in order to dilute / offload their holding in listed companies in a transparent manner with wider participation.

Constellation Capital Limited and S. A. Finvest Limited, forming part of the promoter and promoter group of Omaxe Limited ("**Sellers**"), propose to sell up to 25,00,000 and 25,00,000 equity shares of the Company of face value of Rs. 10 each respectively aggregating to 50,00,000 equity shares ("**Offer Shares**"), representing 2.88% 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**") on the separate window provided by BSE Limited.

In this connection, please find the notice given by the seller Promoters towards the Offer for Sale.

Yours sincerely,

For Constellation Capital Limited **For S. A. Finvest Limited**

Date: May 17, 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,

Subject: Notice of Offer for Sale of equity shares of Omaxe Limited (the "Company") by its Promoters, Constellation Capital Limited and S. A. Finvest Limited, through the stock exchange mechanism (the "Notice")

Pursuant to Clause 5(b) 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 (together with SEBI OFS Circular, "**SEBI OFS Circulars**") we wish to inform you that Constellation Capital Limited and S. A. Finvest Limited ("**Sellers**") form part of the promoters and members of the promoter group of the Company. The Sellers propose to sell up to 25,00,000 and 25,00,000 equity shares of the Company of face value of Rs. 10 each held by Constellation Capital Limited and S. A. Finvest Limited, respectively aggregating to 50,00,000 equity shares ("**Offer Shares**"), representing 2.88% of the total paid up equity share capital of the Company as on date, 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**").

The Offer shall be undertaken exclusively through Sellers' Brokers named below on a separate window provided by BSE for this purpose.

The details of the Offer, in accordance with the requirements of Clause 5(b) of the SEBI OFS Circular, are set forth below. In addition, other important information in relation to the Offer is set out below under the heading "**Important Information**", and the information included therein constitutes an integral part of the terms and conditions of the Offer. The brokers and prospective buyers are required to read the information included in this Notice in its entirety along with the SEBI OFS Circulars.

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
1.	Name of the Sellers (Promoters/ ~~Promoter Group~~)	1. Constellation Capital Limited; and 2. S A Finvest Limited.
2.	Name of the company whose shares are proposed to be sold and ISIN	**Name**: Omaxe Limited **ISIN**: INE800H01010 **Scrip Code**: 532880
3.	Name of the stock exchange where orders shall be placed	BSE
4.	Name of the designated stock exchange	BSE
5.	Date and time of the opening and closing of the Offer	The Offer shall take place on a separate window of the BSE and shall commence on May 21, 2013 at 9:15 a.m. and shall close on the same date at 3:30 p.m. Indian Standard Time ("**Offer Date**")
6.	Allocation methodology	The allocation shall be at or above the Floor Price on price priority method at multiple clearing prices ("**Clearing Prices**") in accordance with the SEBI OFS Circulars. A minimum of 25% of the Offer Shares being offered in the Offer shall be reserved for mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 as amended ("**Insurance Companies**"), subject to receipt of valid bids/orders

Constellation Capital Ltd. Haryana

S.A. FINVEST LIMITED

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
		at the Clearing Prices. In the event of any under subscription by Mutual Funds and Insurance Companies as mentioned above, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Offer.
7.	Total number of equity shares being offered in the Offer	50,00,000 equity shares, representing 2.88% of the total paid up equity share capital of the Company as on date.
8.	Maximum number of shares the Sellers may choose to sell over and above made at point 7 above	NIL
9.	Name of the broker(s) on behalf of the Sellers (the "**Sellers' Broker**")	1. Elara Securities (India) Private Limited 2. Antique Stock Broking Limited
10.	Date and time of declaration of floor price	The Sellers shall declare the floor price for the Offer on May 20, 2013 after the close of trading hours of BSE and not later than 6:00 p.m.
11.	Conditions for withdrawal of the Offer	The Sellers reserve the right to not to proceed with the Offer at any time prior to the time of opening of the Offer on the Offer Date. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale is made.
12.	Conditions for cancellation of the Offer	In the event (i) the aggregate number of orders received in the Offer at or above the Floor Price is less than the total number of Offer Shares; or (ii) of any default in settlement obligations, the Sellers reserve the right to either conclude the Offer to the extent of valid bids/orders or cancel the Offer in full. The decision to either accept or reject the Offer shall be at the sole discretion of the Sellers.
13.	Conditions for participating in the Offer	1. Non-institutional buyers shall deposit 100% of the order value in cash up-front with the clearing corporation at the time of placing bids for the Offer; 2. In case of institutional investors who place orders with 100% of the order value deposited upfront, custodian confirmation shall be within trading hours; 3. In case of institutional investors who place orders without depositing 100% of the order value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions; 4. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments; 5. Modification or cancellation of orders would be allowed during the duration of the Offer for: a. Orders placed by institutional investors and non-institutional investors, with 100% of the order value deposited upfront: during the trading hours; b. Orders placed by institutional investors without depositing 100% of the order value upfront: Such orders cannot be modified or cancelled by the investors or stock brokers, except for making upward revision in the price or

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Offer
		quantity. 6. The buyer shall also be liable to pay any other fees, as may be levied by the BSE, including Securities Transaction Tax; 7. In case of any permitted modification or cancellation of the order / bid, the funds shall be released / collected on a real-time basis by the clearing corporation. 8. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be forfeited as penalty and collected from the broker. This amount shall be credited to the Investor Protection Fund; 9. Multiple orders from a single buyer shall be permitted.
14.	Settlement	Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on a T+1 (T being the Offer Date and T+1 being May 22, 2013), in accordance with the SEBI OFS Circulars. In the case of institutional investors who place bids without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (*i.e.*, on T+2, being May 23, 2013)

IMPORTANT INFORMATION

The Offer is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the BSE who makes a bid (each a "**Bidder**") and neither the Offer nor this Notice 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 the 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 Notice. The Offer is subject to further terms set forth in the contract note to be provided to the successful Bidders.

This Notice 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 Notice 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 Notice 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 Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, 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 S. A. Finvest Limited**