

**Dated: 24.09.2013**

**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:

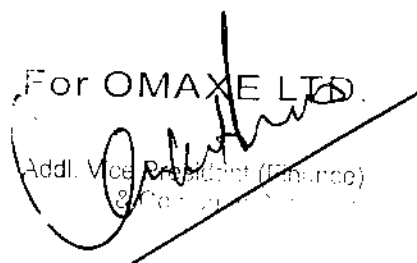
Date of the declaration of results of Postal Ballot : 24.09.2013  
Total number of shareholders as on 14.08.2013 : 86254  
(Cut off date for reckoning the voting rights of the shareholders)

**Detail of the Agenda Items:**

**Item No. 1.**

**Special Resolution under Section 31 of the Companies Act, 1956, regarding amendment in Articles of Association of the Company, capitalisation of reserve and authorisation to board.**

Resolution required : Special Resolution  
Mode of voting : Postal Ballot  
Votes cast in favour of the resolution : 86572792  
Votes cast against the resolution : 2439  
Total no of shares for which valid votes received : 86575231

For OMAXE LTD.  
  
Addl. Vice President (Finance)  
24/09/2013

The details of the voting on the above resolution are as under:

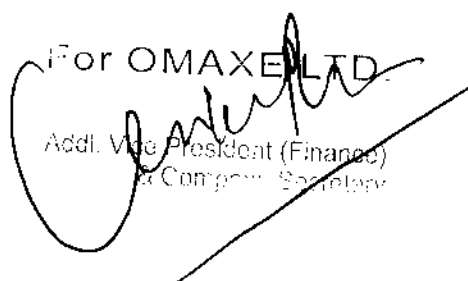
| Promoter/<br>Public                               | No. of<br>Shares<br>held | No. of<br>Valid<br>Votes<br>Polled | % of<br>Votes<br>Polled<br>on<br>outstan<br>ding<br>Shares | No. of<br>Votes-In<br>Favour | No. of<br>Votes<br>Against | % of<br>Votes in<br>Favour<br>on Votes<br>Polled | % of Votes<br>Against on<br>Votes<br>Polled |
|---------------------------------------------------|--------------------------|------------------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------|---------------------------------------------|
|                                                   | (1)                      | (3)                                | (4)=[(3)/<br>(2)]*100                                      | (5)                          | (6)                        | (7)=[(5)/<br>(3)]*100                            | (8)=[(6)/(3)]<br>*100                       |
| <b>Promoter<br/>&amp;<br/>promoter<br/>Group</b>  | 145424697                | 84426902*                          | 100                                                        | 84426902                     | 0                          | 100                                              | 0                                           |
| <b>Public-<br/>Institution<br/>al<br/>Holders</b> | 11139537                 | 2127310                            | 19.096                                                     | 2127310                      | 0                          | 100                                              | 0                                           |
| <b>Public-<br/>Others</b>                         | 17002766                 | 21019                              | 0.123                                                      | 18580                        | 2439                       | 88.396                                           | 11.603                                      |
| <b>Total</b>                                      | <b>173567000</b>         | <b>86575231</b>                    | <b>76.908</b>                                              | <b>86572792</b>              | <b>2439</b>                | <b>99.997</b>                                    | <b>0.003</b>                                |

\*Eligible for voting

**Item No. 2.**

**Special Resolution under Section 17 read with Section 146 of the Companies Act, 1956 for shifting of Registered Office of the Company from One State to another and consequential amendment in Clause (II) of the Memorandum of Association of the Company.**

|                                                   |                      |
|---------------------------------------------------|----------------------|
| Resolution required                               | : Special Resolution |
| Mode of voting                                    | : Postal Ballot      |
| Votes cast in favour of the resolution            | : 86573488           |
| Votes cast against the resolution                 | : 1722               |
| Total no of shares for which valid votes received | : <b>86575210</b>    |

For OMAXE LTD.  
  
 Addl. Vice President (Finance)  
 & Company Secretary

The details of the voting on the above resolution are as under:

| Promoter/<br>Public                  | No. of<br>Shares held | No. of Valid<br>Votes<br>Polled | % of Votes<br>Polled on<br>outstanding<br>Shares | No. of<br>Votes-In<br>Favour | No. of Votes<br>Against | % of<br>Votes in<br>Favour on<br>Votes<br>Polled | % of<br>Votes<br>Against<br>on<br>Votes<br>Polled |
|--------------------------------------|-----------------------|---------------------------------|--------------------------------------------------|------------------------------|-------------------------|--------------------------------------------------|---------------------------------------------------|
|                                      | (1)                   | (3)                             | (4)=[(3)/(2)]<br>*100                            | (5)                          | (6)                     | (7)=[(5)/<br>(3)]*100                            | (8)=[(6)/<br>(3)]*100                             |
| Promoter<br>&<br>promoter<br>Group   | 145424697             | 84426902*                       | 100                                              | 84426902                     | 0                       | 100                                              | 0                                                 |
| Public-<br>Institution<br>al Holders | 11139537              | 2127310                         | 19.096                                           | 2127310                      | 0                       | 100                                              | 0                                                 |
| Public-<br>Others                    | 17002766              | 20998                           | 0.123                                            | 19276                        | 1722                    | 91.799                                           | 8.200                                             |
| Total                                | 173567000             | 86575210                        | 76.908                                           | 86573488                     | 1722                    | 99.998                                           | 0.002                                             |

**\*Eligible for voting**

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

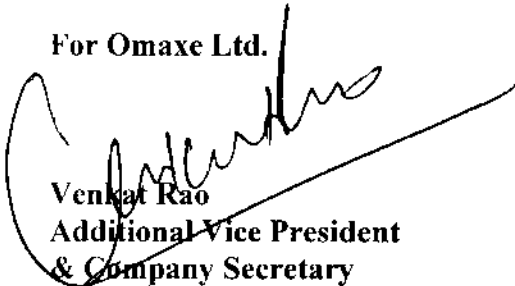
Detailed copy of the result of Postal Ballot declared on September 24, 2013 and Scrutinizer Report for the same is also enclosed.

This is for your information and records.

Thanking you,

Yours faithfully,

For Omaxe Ltd.

  
Venkat Rao  
Additional Vice President  
& Company Secretary

Encl: 1. Result of Postal Ballot  
2. Scrutinizer Report

## RESULT OF POSTAL BALLOT

Result of the voting conducted through postal ballot on the basis of the report of the scrutinizer is as follows:

### Item No. 1.

**Special Resolution under Section 31 of the Companies Act, 1956, regarding amendment in Articles of Association of the Company, capitalisation of reserve and authorisation to Board**

**a) A summary of the Voting by electronic mode, as received under E-voting mode is as follows:**

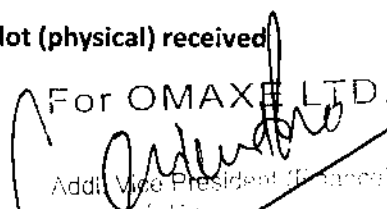
| Particulars            | No of shareholders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------|--------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| (a) Net Valid Votes    | 61                 | 432534               | 4325340                                     | 0.3842                        | 0.2492                            |
| (b) Votes with Assent  | 46                 | 431921               | 4319210*                                    | 0.3837                        | 0.2488                            |
| (c) Votes with dissent | 15                 | 613                  | 6130                                        | 0.0005                        | 0.0004                            |

\* Represents 99.8527 % of the total net valid votes through E-voting

**b) A summary of the postal ballot forms (physical) received is given below:**

| Particulars                              | No. of Share-Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------------------------|----------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| a) Total votes received                  | 483                  | 86274773             | 862747730                                   | 76.6415                       | 49.7069                           |
| b) Less : Invalid Votes                  | 13                   | 132076               | 1320760                                     | 0.1173                        | 0.0761                            |
| c) Net Valid votes casted                | 470                  | 86142697             | 861426970                                   | 76.5242                       | 49.6308                           |
| d) Votes with assent for the Resolution  | 440                  | 86140871             | 861408710#                                  | 76.5226                       | 49.6298                           |
| e) Votes with dissent for the Resolution | 30                   | 1826                 | 18260                                       | 0.0016                        | 0.0010                            |

# Represents 99.9978 % of the Total Net Valid Postal Ballot (physical) received

For OMAXE LTD.  
  
 Addl. Vice President (Finance)

**c) Summary of the voting exercised by the Shareholders (e-voting and physical mode):**

| Particulars                              | No of shareholders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------------------------|--------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| a) Total votes received                  | 544                | 86707307             | 867073070                                   | 77.0258                       | 49.9561                           |
| b) Less: Invalid votes                   | 13                 | 132076               | 1320760                                     | 0.1173                        | 0.0761                            |
| c) Net Valid votes casted                | 531                | 86575231             | 865752310                                   | 76.9085                       | 49.8800                           |
| d) Votes with assent for the Resolution  | 486                | 86572792             | 865727920                                   | 76.9063                       | 49.8786                           |
| e) Votes with dissent for the Resolution | 45                 | 2439                 | 24390                                       | 0.0022                        | 0.0014                            |

**Item No. 2.**

Special Resolution under Section 17 read with Section 146 of the Companies Act, 1956 for shifting of Registered Office of the Company from One State to another and consequential amendment in Clause (II) of the Memorandum of Association of the Company

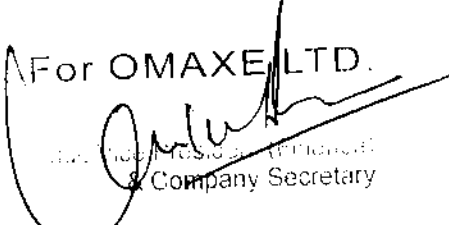
**a) A summary of the Voting by electronic mode, as received under E-voting mode is as follows:**

| Particulars            | No of shareholders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------|--------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| (a) Net Valid Votes    | 61                 | 432533               | 4325330                                     | 0.3842                        | 0.2491                            |
| (b) Votes with Assent  | 49                 | 432180               | 4321800**                                   | 0.3839                        | 0.2489                            |
| (c) Votes with dissent | 12                 | 353                  | 3530                                        | 0.0003                        | 0.0002                            |

**\*\*Represents 99.9184 % of the total net valid votes through E-voting.**

**b) A summary of the postal ballot forms (physical) received is given below:**

| Particulars                            | No. of Postal Ballot Forms | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|----------------------------------------|----------------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| (a) Total Postal Ballot Forms Received | 483                        | 86274773             | 862747730                                   | 76.6415                       | 49.7069                           |

For OMAXE LTD.  
  
 Company Secretary

|                                                          |     |          |              |         |         |
|----------------------------------------------------------|-----|----------|--------------|---------|---------|
| (b) Less : Invalid Postal Ballot Forms (as per register) | 14  | 132096   | 1320960      | 0.1173  | 0.0761  |
| (c) Net Valid Postal Ballot Forms (as per Register)      | 469 | 86142677 | 861426770    | 76.5242 | 49.6308 |
| (d) Postal Ballot Forms with assent                      | 431 | 86141308 | 861413080 ## | 76.5230 | 49.6300 |
| (e) Postal Ballot Forms with dissent                     | 38  | 1369     | 13690        | 0.0012  | 0.0008  |

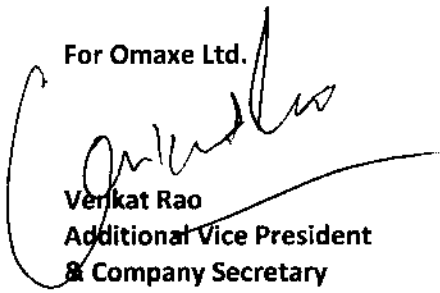
## Represents 99.9984 % of the Total Net Valid Postal Ballot (physical) Received.

**c) Summary of the voting exercised by the Shareholders (e-voting and physical mode):**

| Particulars                              | No of shareholders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------------------------|--------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| a) Total votes received                  | 544                | 86707306             | 867073060                                   | 77.0257                       | 49.9561                           |
| b) Less: Invalid votes                   | 14                 | 132096               | 1320960                                     | 0.1173                        | 0.0761                            |
| c) Net Valid votes casted                | 530                | 86575210             | 865752100                                   | 76.9084                       | 49.8800                           |
| d) Votes with assent for the Resolution  | 480                | 86573488             | 865734880                                   | 76.9069                       | 49.8790                           |
| e) Votes with dissent for the Resolution | 50                 | 1722                 | 17220                                       | 0.0015                        | 0.0009                            |

Thus, the above resolutions for which the Postal Ballot was conducted stand approved by the members with requisite majority.

For Omaxe Ltd.

  
**Venkat Rao**  
**Additional Vice President**  
**& Company Secretary**

Place: 24.09.2013

Date: New Delhi

## SUNIL GROVER &amp; ASSOCIATES

COMPANY SECRETARIES

101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

The Chairman,  
OMAXE LIMITED  
Local Shopping Centre,  
Kalkaji, New Delhi-110019

Dear Sir,

The Board of Directors of the Company in its meeting held on 7<sup>th</sup> August, 2013 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following resolutions:

| Resolution Number | Type of Resolution | For                                                                                                                                                                                                                                                         |
|-------------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.                | Special Resolution | Special Resolution under Section 31 of the Companies Act, 1956, regarding amendment in Articles of Association of the Company, capitalisation of reserve and authorisation to board.                                                                        |
| 2.                | Special Resolution | Special Resolution under Section 17 read with Section 146 of the Companies Act, 1956 for shifting of Registered Office of the Company from One State to another and consequential amendment in Clause (II) of the Memorandum of Association of the Company. |

**I submit my report as under:**

1. The Company completed dispatch of postal ballot notices, forms and postage prepaid business reply envelope(s) on 21<sup>st</sup> August, 2013 to its Members whose name(s) appeared in the Register of Members as on 14th August, 2013.
2. The shareholders of the Company had an 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 [www.evotingindia.com](http://www.evotingindia.com) via **Central Depository Services Limited** (hereinafter referred to as the "CDSL").
3. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website.
4. The particulars of all postal ballot forms received from the Members in physical form(s) have been entered in a separate Register maintained for the purpose.



5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
6. The ballot box was opened after working hours on 20<sup>th</sup> September, 2013 in my presence.
7. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on 14<sup>th</sup> August, 2013. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot form and RTA records, the Shareholding as found in the RTA records on 14<sup>th</sup> August, 2013 was considered. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
8. All postal ballot forms received up to the close of working hours on 20<sup>th</sup> September, 2013 were considered and none of the envelopes containing postal ballot forms received after the working hours on 20<sup>th</sup> September, 2013 were considered for the purpose of this report.
9. There were 437 (Four Hundred and Thirty Seven) envelopes containing postal ballot form(s) which were returned undelivered & these envelopes were not opened and are separately kept.
10. I did not find any defaced or mutilated ballot paper.
11. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
12. The paid up Equity Share Capital of the Company as on 14<sup>th</sup> August, 2013 was Rs.1,73,56,70,000 (Rupees One Seventy Three Crores Fifty Six Lacs Seventy Thousand Only) divided into 17,35,67,000 (Seventeen Crore Thirty Five Lacs Sixty Seven Thousand) Equity Shares of Rs. 10/- each.
13. At present, the promoters are holding 83.79% & public are holding 16.21% of the total paid-up capital. As per SEBI Order No.Wtm/Ps/08/Cfd/June/2013 dated 04<sup>th</sup> June, 2013, in such a situation, voting rights with respect to the excess proportionate shareholding of promoter/promoter group has been frozen till such time the Company complies with the minimum public shareholding requirement. Therefore, the promoters are entitled to vote to the extent of 48.64% of the total shareholding and 35.14% has been frozen.

In compliance of SEBI Order, it was informed by the Company that the promoter/promoter group will exercise their voting rights only for 84426902 shares aggregating to 48.64% as compared to 145424697 shares aggregating to 83.79% of the paid-up equity capital (i.e. their actual holding) and will not exercise voting rights for balance 60997795 shares aggregating to 35.14%.

Therefore, I as Scrutinizer have prepared the report keeping in view the SEBI Order dated 4<sup>th</sup> June, 2013.



14. Details of shareholding of promoter/promoter group and public as per SEBI Order is summarised below:-

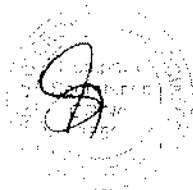
| Particulars                  | Total Paid-up Capital | Total Voting Rights of Public (A) | Total Entitled Voting rights of Promoters | Total Eligible Voting Rights of Promoters (B) | Total Eligible Voting rights (A+B) |
|------------------------------|-----------------------|-----------------------------------|-------------------------------------------|-----------------------------------------------|------------------------------------|
| No. of Shares                | 173567000             | 28142303                          | 145424697                                 | 84426902                                      | 112569205                          |
| % of share paid up by public | 100                   | 16.21                             | 83.79                                     | 48.64                                         | 64.86                              |

15. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below. Further, the detailed break up of voting through electronic mode and voting through physical postal ballot forms in respect of Resolution Nos. 1 & 2 are attached to this report & marked as 'Annexure A' and 'Annexure B' respectively. The consolidated summary is as under:-

15.1 **RESOLUTION NO. 1:-**

| Particulars                              | No. of Share-Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid-up capital | % of Total Paid-up Equity Capital |
|------------------------------------------|----------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| a) Total votes received                  | 544                  | 86707307             | 867073070                                   | 77.0258                       | 49.9561                           |
| b) Less: Invalid votes                   | 13                   | 132076               | 1320760                                     | 0.1173                        | 0.0761                            |
| c) Net Valid votes casted                | 531                  | 86575231             | 865752310                                   | 76.9085                       | 49.8800                           |
| d) Votes with assent for the Resolution  | 486                  | 86572792             | 865727920                                   | 76.9063                       | 49.8786                           |
| e) Votes with dissent for the Resolution | 45                   | 2439                 | 24390                                       | 0.0022                        | 0.0014                            |

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 eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------------------------|----------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| Total votes received                     | 544                  | 86707306             | 867073060                                   | 77.0257                       | 49.9561                           |
| Less: Invalid votes                      | 14                   | 132096               | 1320960                                     | 0.1173                        | 0.0761                            |
| Total valid votes casted                 | 530                  | 86575210             | 865752100                                   | 76.9084                       | 49.8800                           |
| 1) Votes with assent for the Resolution  | 480                  | 86573488             | 865734880                                   | 76.9069                       | 49.8790                           |
| 2) Votes with dissent for the Resolution | 50                   | 1722                 | 17220                                       | 0.0015                        | 0.0009                            |

Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report.

16. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names and after calculation as per the SEBI Order, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

| Resolution Number | Total Valid Votes as per SEBI Order (A) | Votes with Assent (B) | Percentage (B/A*100) |
|-------------------|-----------------------------------------|-----------------------|----------------------|
| 1.                | 86575231                                | 86572792              | 99.9972              |
| 2.                | 86575210                                | 86573488              | 99.9980              |

Accordingly, all the above-mentioned special resolution(s) have been passed by requisite majority.

17. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 1:-**

| Promoter/<br>Public                 | No. of<br>Shares<br>held | No of Votes<br>entitled as<br>per SEBI<br>Order | No. of Valid<br>Votes<br>Polled as<br>per SEBI<br>Order | % of<br>Votes<br>Polled<br>on<br>outstand<br>ing | No. of<br>Votes-In<br>Favour | No. of<br>Votes<br>Against | % of<br>Votes in<br>Favour<br>on Votes<br>Polled | % of<br>Votes<br>Against<br>on<br>Votes<br>Polled |
|-------------------------------------|--------------------------|-------------------------------------------------|---------------------------------------------------------|--------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------|---------------------------------------------------|
|                                     | (1)                      | (2)                                             | (3)                                                     | (4)=[(3)/(2)]*100                                | (5)                          | (6)                        | (7)=[(5)/(3)]*100                                | (8)=[(6)/(3)]*100                                 |
| Promoter<br>& promoter<br>Group     | 8442697                  | 84426902                                        | 84426902                                                | 100                                              | 84426902                     | 0                          | 100                                              | 0                                                 |
| Public-<br>Institutional<br>Holders | 11139537                 | 11139537                                        | 2127310                                                 | 19.096                                           | 2127310                      | 0                          | 100                                              | 0                                                 |
| Public-<br>Others                   | 17002766                 | 17002766                                        | 21019                                                   | 0.123                                            | 18580                        | 2439                       | 88.396                                           | 11.603                                            |
| Total                               | 173567000                | 112569205                                       | 86575231                                                | 76.908                                           | 86572792                     | 2439                       | 99.997                                           | 0.003                                             |

18. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 2:-**

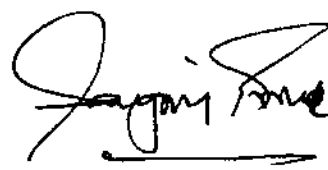
| Promoter/<br>Public | No. of<br>Shares<br>held | No of Votes<br>entitled as<br>per SEBI<br>Order | No. of Valid<br>Votes<br>Polled as<br>per SEBI<br>Order | % of<br>Votes<br>Polled<br>on<br>outstand<br>ing | No. of<br>Votes-In<br>Favour | No. of<br>Votes<br>Against | % of<br>Votes in<br>Favour<br>on Votes<br>Polled | % of<br>Votes<br>Against<br>on<br>Votes<br>Polled |
|---------------------|--------------------------|-------------------------------------------------|---------------------------------------------------------|--------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------|---------------------------------------------------|
|                     | (1)                      | (2)                                             | (3)                                                     | (4)=[(3)/(2)]*100                                | (5)                          | (6)                        | (7)=[(5)/(3)]*100                                | (8)=[(6)/(3)]*100                                 |



|                                     |           |           |          |        |          |      |        |       |
|-------------------------------------|-----------|-----------|----------|--------|----------|------|--------|-------|
| Promoter<br>& promoter<br>Group     | 145424697 | 84426902  | 84426902 | 100    | 84426902 | 0    | 100    | 0     |
| Public-<br>Institutional<br>Holders | 11139537  | 11139537  | 2127310  | 19.096 | 2127310  | 0    | 100    | 0     |
| Public-<br>Others                   | 17002766  | 17002766  | 20998    | 0.123  | 19276    | 1722 | 91.799 | 8.200 |
| Total                               | 173567000 | 112569205 | 86575210 | 76.908 | 86573488 | 1722 | 99.998 | 0.002 |

18. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.

19. You may accordingly declare the result of the voting by Postal Ballot.

|                                                                                                                                            |                                                                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  <p>Place : New Delhi<br/>Date : September 24, 2013</p> | <p><b>For SANJAY GROVER &amp; ASSOCIATES<br/>(COMPANY SECRETARIES)</b></p>  <p><b>(SANJAY GROVER)<br/>SCRUTINIZER<br/>C.P. No.:3850</b></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 shareholders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------|---------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| (a) Net Valid votes    | 61                  | 432534               | 4325340                                     | 0.3842                        | 0.2492                            |
| (b) Votes with assent  | 46                  | 431921               | 4319210*                                    | 0.3837                        | 0.2488                            |
| (c) Votes with dissent | 15                  | 613                  | 6130                                        | 0.0005                        | 0.0004                            |

\* Represents 99.8527 % of the total net valid votes through E-voting

**A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

| Particulars                               | No. of Share-Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|-------------------------------------------|----------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| (a) Total votes received                  | 483                  | 86274773             | 862747730                                   | 76.6415                       | 49.7069                           |
| (b) Less: Invalid Votes                   | 13                   | 132076               | 1320760                                     | 0.1173                        | 0.0761                            |
| (c) Net Valid votes casted                | 470                  | 86142697             | 861426970                                   | 76.5242                       | 49.6308                           |
| (d) Votes with assent for the Resolution  | 440                  | 86140871             | 861408710#                                  | 76.5226                       | 49.6298                           |
| (e) Votes with dissent for the Resolution | 30                   | 1826                 | 18260                                       | 0.0016                        | 0.0010                            |

# Represents 99.9978 % of the Total Net Valid Postal Ballot (physical) received.



**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 shareholders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|------------------------|--------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| (a) Net Valid Votes    | 61                 | 432533               | 4325330                                     | 0.3842                        | 0.2491                            |
| (b) Votes with Assent  | 49                 | 432180               | 4321800**                                   | 0.3839                        | 0.2489                            |
| (c) Votes with dissent | 12                 | 353                  | 3530                                        | 0.0003                        | 0.0002                            |

\*\*Represents 99.9184 % of the total net valid votes through E-voting.

**B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

| Particulars                                              | No. of Postal Ballot Forms | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) | % of eligible paid up capital | % of Total Paid-up Equity Capital |
|----------------------------------------------------------|----------------------------|----------------------|---------------------------------------------|-------------------------------|-----------------------------------|
| (a) Total Postal Ballot Forms Received                   | 483                        | 86274773             | 862747730                                   | 76.6415                       | 49.7069                           |
| (b) Less : Invalid Postal Ballot Forms (as per register) | 14                         | 132096               | 1320960                                     | 0.1173                        | 0.0761                            |
| (c) Net Valid Postal Ballot Forms (as per Register)      | 469                        | 86142677             | 861426770                                   | 76.5242                       | 49.6308                           |
| (d) Postal Ballot Forms with assent                      | 431                        | 86141308             | 861413080 ##                                | 76.5230                       | 49.6300                           |
| (e) Postal Ballot Forms with dissent                     | 38                         | 1369                 | 13690                                       | 0.0012                        | 0.0008                            |

##Represents 99.9984 % of the Total Net Valid Postal Ballot (physical) Received.

