

OMAXE LIMITED
 Regd. Office: 7, Local Shopping Centre, Kalkaji, New Delhi-110019

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is seeking the consent of its members to pass the proposed resolution(s), with or without modifications, as set out below by means of Postal Ballot.

The resolution and explanatory statement containing all material facts are being sent herewith along with the postal ballot form ("**Form**") along with a self-addressed, postage pre-paid envelope for your consideration and voting.

Members are requested to read the instructions carefully before filling the Form and return the Form (no other copy or photocopy of the said Form will be accepted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours at 18:00 hrs on September 20, 2013. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

The postage will be borne and paid by the Company. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

The Company is pleased to offer e-voting facility as an alternative way to record votes to its individual members. The procedure for availing the e-voting facility is described as a separate section on the instruction page of the form.

The Board of Directors of the Company ("**Board**") has appointed Mr. Sanjay Grover, a practicing company secretary as scrutinizer ("**Scrutinizer**") who will be responsible for the fair and transparent conduct of the vote through postal ballot.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting as data received from the e-voting portal. The result of the Postal Ballot shall be announced at 16:00 hours at the registered office of the Company situated at 7, Local Shopping Centre, Kalkaji, New Delhi-110019 on September 24, 2013 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the result of the postal ballot shall also be posted on the company's website (www.omaxe.com).

Proposed Resolutions:

1. To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Special Resolution** by postal ballot:

(A) "**RESOLVED THAT** pursuant to the provisions of Section 31, 192A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and other Rules and Regulations as may be applicable, the consent of the Company be and is hereby accorded for the following changes in the Articles of Association of the Company:

- Sub-clause (b) of clause (1) of Article 141 of the Articles of Association shall be substituted with the following:
- (b) that such sum be accordingly set free for distribution in the same proportion or otherwise to the member(s) or among the member(s) or any particular section of the members entitled under the laws, rules, regulations, notifications, directives, circulars and orders, if any, as may be applicable to the Company or as may be approved by the members and/or by the Board of the Company, from time to time.
- Sub-clause (ii) of clause (2) of Article 141 of the Articles of Association shall be substituted with the following:
- (ii) paying up in full unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and among the member(s) or any particular section of the members as per their entitlement or otherwise under the laws, rules, regulations, notifications, directives, circulars and orders, if any, as may be applicable to the Company, from time to time.
- Following proviso be inserted after the existing clause 2 of Article 141:
 "Provided that allotment or distribution of shares shall not be made to those members who furnish to the Company a written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid-up pursuant to this Article 141, and accordingly the corresponding amount shall not be capitalized."
- Following clause (3A) of Article 141 be inserted after clause (3) of Article 141:
- (3A) The Company in the general meeting shall have the power to authorize/delegate/vest any such power with the Board of the Company to capitalize the profits or reserves up to a particular limit and within the specified time frame, in one or more tranches, as and when the Board may deem fit and proper, and any such action taken by the Board for capitalization and/or for issuance of shares pursuant to such delegated authority shall be deemed to have necessary consent of the members of the Company."

- (B) "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, as amended or any re-enactment thereof, Articles of Association of the Company, Circulars, Regulations, Notifications, Directives, Circulars and Orders, if any, as may be applicable, and subject to such consents and approvals, as may be required, the consent of the members of the Company be and is hereby accorded to capitalize, as and when required, upto an aggregate amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores) standing to the credit of General Reserves or any other permitted reserves/ surplus or securities premium account or combination thereof and the Board of Directors (hereinafter called the "**Board**", which term shall be construed as to include any Committee of the Board that may be constituted by the Board to exercise the powers conferred by this resolution) of the Company be and is hereby authorized to determine and set for distribution the amount to be capitalized in one or more tranches, within a period of 12 months, to such extent not exceeding the aforesaid limit, the same by way of issue of such number of fully paid shares having face value of Rs. 10/- each to the holders of existing shares of the Company whether with or without exception of the promoters and promoter group of the Company with such variations, exceptions, wherever necessary and applicable, as may be required, in compliance of the Articles of Association of the Company or such other laws, rules, regulations, notifications, circulars, orders etc., whose names appear on the Register of Members/ beneficial owners maintained by the depositories on a date to be decided by the Board for the purpose at such time and/or in such proportion and/or in such ratio, or the manner of entitlement thereto (any such decision by the Board shall be deemed to have consent of the members of the Company) and that the respective shareholder shall be entitled to such new shares as capital and not as income and further that such new shares shall rank pari passu with the existing issued ordinary shares of the Company including the right to participate in full in dividend, if any, may be declared for the financial year in which the bonus shares are allotted and further the Board at its discretion, may proceed in terms of Article 142 or all fractions resulting from the issuance of shares, if any, will be rounded off to the next higher whole number.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution the Board is hereby authorized to take all necessary steps including but not limited to, fixing the record date, book closure, filing application(s), seeking listing of the equity shares of the Company with the Exchanges on which the shares of the Company are listed, enter into any documentation in effect to this resolution and to give such direction as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner and to do all such other acts, things and deeds as may be considered to be necessary or expedient for the purpose of giving effect to this resolution."

2. To consider and, if thought fit, to pass with or without modification/s the following resolution as a **Special Resolution** by postal ballot:

"**RESOLVED THAT** pursuant to Section 17, 146, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the such permissions, sanction and approval of the Regional Director or Central Government or any other authority, as may be prescribed from time to time under the provisions of the said Act or under other law for the time being in force or any statutory modification or amendments or re-enactments thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the "National Capital Territory of Delhi" to the State of "Haryana" and that Clause (II) of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company will be situated in the State of Haryana".

RESOLVED FURTHER THAT upon the confirmation by the Regional Director or Central Government or any other authority, as may be prescribed from time to time, the Registered Office of the Company be shifted from the "National Capital Territory (NCT) of Delhi" to the State of "Haryana".

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or any Committee thereof be and is hereby authorized to take all necessary steps including but not limited to, fixing the record date, book closure, filing application(s), seeking listing of the equity shares of the Company with the Exchanges on which the shares of the Company are listed, enter into any documentation in effect to this resolution and to give such direction as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner and to do all such other acts, things and deeds as may be considered to be necessary or expedient for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD
 For Omaxe Limited

DATE: 7th Day of August, 2013

PLACE: New Delhi

(Rohtas Singh)
 Chairman & Managing Director