NOTES:

1. An Explanatory Statement pursuant to the section 173(2) of the Companies Act, 1956 read with Section 192A(2) of the Companies Act, 1956 in respect of proposed special business along with the Postal Ballot form setting out material facts are appended herein below.
2. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. The Notice is being sent to all the Members whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on August 14, 2013 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
3. The date of dispatch of notice will be announced through advertisement in newspapers.
4. Shareholders desiring to exercise vote through physical mode are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer.
5. The Company is pleased to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The member may opt for e-voting facility for giving their assent/dissent to the proposed resolution(s). Please note that any Postal Ballot Form received after the close of working Hours i.e. 18:00 hours on September 20, 2013 will be treated as not having been received. The e-voting facility shall also be disabled by CDSL accordingly.
6. The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed resolution(s).
7. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
8. The Company is desirous to send various documents in electronic form to the email addresses provided by the members and made available by the depositories. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards greener environment and to receive all documents, notices, Annual Reports and other communications of the Company, investors should register their e-mail addresses with the Registrar and Share Transfer Agent of the Company, if shares are held in physical mode or with their DP, if the holding is in electronic mode.

EXPLANATORY STATEMENT TO THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED AUGUST 07, 2013 PURSUANT TO SECTION 173(2) READ WITH SECTION 192(A) OF THE COMPANIES ACT, 1956:

ITEM NO. 1(A) & (B)

Article 141 of the Articles of Association authorizes the Company to approve in its general meeting, upon the recommendation of the Board of the Company for capitalization of amount standing to the credit of any of the Company's General Reserves or any other permitted reserves/ surplus or securities premium account, or otherwise available for distribution to the members in proportion to their shareholding in the Company. It is proposed to amend Article 141 of the Articles of Association of the Company, as set out in the Resolution at Item No 1(A), inter-alia, providing the authority to the Company not to allot or distribute any shares to those members who have furnished 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 permitting the Company not to capitalize the corresponding amount. Consequently, the shares will be allotted and distributed to the remaining shareholders, who would be entitled to receive the same, in proportion to their shareholding in the equity share capital of the Company. Members are aware that the Company is required to comply with the minimum public shareholding requirements as stipulated by the Securities and Exchange Board of India (SEBI) by increasing the public shareholding from present level to at least twenty five percent of the total equity share capital of the Company. One of the modes prescribed by SEBI to increase the level of minimum public shareholding is to allot bonus shares only to the public shareholders, whereby promoters would be required to waive off their entitlement to such shares. The proposed amendment in the Articles of Association of the Company will also allow the Company and its Board of Directors to consider as one of the mode, apart from the other modes available and being explored by the Company, for increasing the public shareholding to minimum required level.

The resolution also provides that the members in their general meeting shall have the power to 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. Any such delegated power will allow the Board of Directors of the Company to expedite the timelines in issuance of shares, without seeking any fresh approval from the shareholders, which will benefit the small shareholders and will be in the interest of the Company and its stakeholders. Your Board of Directors recommends passing of the resolution as special resolution as proposed in item 1(A) above.

Consequent to the passing of the resolution as provided in item 1(A) above, the members may, by way of 1(B), also consider providing an enabling delegated power to the Board of Directors of the Company to capitalize an aggregate amount not exceeding Rs. 30,00,00,000/- (Rupees thirty crores), by issuing fully paid equity shares of Rs. 10/- each, standing to the credit of General Reserves or any other permitted reserves/ surplus or securities premium account or any combination thereof , whether in one or more tranches or in such proportion and/or ratio as and when the Board may consider deem fit and proper in the interest of the Company within a period of 12 months from the passing of this resolution, Accordingly, your Board of Directors recommend the passing of the special resolution as proposed in item 1(B) above.

The members are further informed that the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, provides that the capitalization of amount standing to the credit of any of the Company's General Reserves or any other permitted reserves/ surplus or securities premium account is to be approved by the Members in a General Meeting. Accordingly, it is proposed to be provided in the Articles as well as in the resolution giving enabling power to the Board that any action taken by the Board, pursuant to the delegated power, 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. It is hereby clarified that resolution is meant to provide an enabling power to the Board to capitalize an amount standing to the credit of General Reserves or any other permitted reserves/ surplus or securities premium account or any combination thereof, subject to the limits and timelines as set out in the resolution and will not in any way be construed as declaration of bonus issue by the Board.

As per the provisions of Section 31 of the Companies Act, 1956, any alteration in the Articles of Association of the Company requires approval of the members by way of special resolution. Further, the Company being listed with the Stock Exchanges, in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, any such special resolution is to be passed by the members through the process of Postal Ballot.

Keeping in view the above, your approval is sought to the resolutions as proposed in item 1(A) and (B) above as special resolutions by passing the same through the process of postal ballot.

Articles of Association of the Company will be available for inspection by the members at the Registered Office of the Company between 14.00-16.00 hrs on all working days.

None of the Directors are concerned or interested in the proposed resolutions.

ITEM NO. 2

The Company has a significant presence in Haryana and is having several commercial and residential projects in various cities like Gurgaon, Faridabad, Sonepat, Rohtak, Bahadurgarh, Yamuna Nagar etc. in the State of Haryana.

Keeping in view the growth potential and the opportunities in the real estate business in the State of Haryana, the Company desires to expand and extend the area of operations of the Company into the state of Haryana. Given that the focus of operations of the Company in future would largely be in the State of Haryana and its surrounding areas, therefore in order to conduct its operations more economically and efficiently, it would be imperative for the Company to shift its registered office to the State of Haryana.

Accordingly, your Board of Directors has proposed shifting of the Registered office of the Company from "National Capital Territory (NCT) of Delhi" to the "State of Haryana" for the approval of shareholders of the Company subject to the such permissions, sanction and approval of 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 thereof. Further, the Board may be authorized to obtain requisite approvals, no objection certificate etc., if any, as may be required for the purpose of shifting of the Registered Office of the Company.

Shifting of Registered Office from one State to another and alteration in Clause (II) of the Memorandum of Association of the Company requires approval of shareholders in the General Meeting by way of Special Resolution.

Further, the Company being listed with the Stock Exchanges, in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the Special Resolution for proposed change is required to be passed by the members through postal ballot.

In view of the above, your approval is sought to the proposed resolution as special resolution by passing the same through the process of postal ballot.

The Proposed change is not detrimental to the interest of any member or employee of the Company or public at large or any other person associated with the Company in any manner whatsoever.

Memorandum of Association of the Company will be available for inspection by the members at the Registered Office of the Company between 14.00-16.00 hrs on all working days.

None of the Directors are concerned or interested in the proposed resolution.

BY ORDER OF THE BOARD
For Omaxe Limited

sd
(Rohtas Goel)
Chairman & Managing Director

DATE: 7th Day of August, 2013

PLACE: New Delhi