

# CONSTELLATION CAPITAL LTD.

(merged into Guild Builders Pvt. Ltd.)

Regd. Off. FF-19B, Omaxe Celebration Mall, Gurgaon, Haryana- 122001

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Date: 10.06.2014

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East) Mumbai-400051

BSE Limited  
P.J. Tower, Dalal Street,  
Mumbai 400001

M/s Omaxe Limited  
Regd. Office: Shop No-19 B, First Floor,  
Omaxe Celebration Mall, Sohna Road,  
Gurgaon, Haryana-122001

**Subject: Disclosure pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

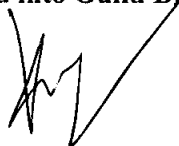
Dear Sir/ Madam,

In continuation to the earlier disclosure made on 05.04.2014, please find enclosed herewith disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011.

You are requested to take on record the abovesaid disclosure.

Thanking You.

Yours faithfully,  
For Constellation Capital Limited  
(merged into Guild Builders Pvt. Ltd.)



Authorised Signatory

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers)**

**Regulations, 2011**

|                                                                                                                                                                                        |                                                                                       |                                                                    |                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                        | Omaxe Limited                                                                         |                                                                    |                                                                   |
| Name(s) of the acquirer/ Seller and Persons Acting in Concert (PAC) with the acquirer                                                                                                  | Constellation Capital Ltd.(merged into Guild Builders Pvt. Ltd.) (Transferor Company) |                                                                    |                                                                   |
| Whether the acquirer/seller belongs to Promoter/Promoter group                                                                                                                         | Yes , promoter                                                                        |                                                                    |                                                                   |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                     | Bombay Stock Exchange Ltd.<br>National Stock Exchange of India Ltd.                   |                                                                    |                                                                   |
| Details of the acquisition / disposal as follows                                                                                                                                       | <b>Number</b>                                                                         | <b>% w.r.t. total share/voting capital wherever applicable (*)</b> | <b>% w.r.t. total diluted share/voting capital of the TC (**)</b> |
| <b>Before the acquisition/disposal under consideration, holding of :</b>                                                                                                               |                                                                                       |                                                                    |                                                                   |
| a) Shares carrying voting rights                                                                                                                                                       | <b>1,98,96,400</b>                                                                    | <b>10.88%</b>                                                      | <b>10.88%</b>                                                     |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)                                                                                                 |                                                                                       | Nil                                                                | Nil                                                               |
| c) Voting rights (VR) otherwise than by equity shares                                                                                                                                  | Nil                                                                                   | Nil                                                                | Nil                                                               |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)               | Nil                                                                                   | Nil                                                                | Nil                                                               |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                              | <b>1,98,96,400</b>                                                                    | <b>10.88%</b>                                                      | <b>10.88%</b>                                                     |
| <b>Details of acquisition/sale</b>                                                                                                                                                     |                                                                                       |                                                                    |                                                                   |
| f) Shares carrying voting rights acquired/sold                                                                                                                                         | 20,00,000                                                                             | 1.09%                                                              | 1.09%                                                             |
| g) VRs acquired /sold otherwise than by shares                                                                                                                                         | Nil                                                                                   | Nil                                                                | Nil                                                               |
| h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | Nil                                                                                   | Nil                                                                | Nil                                                               |
| i) Shares encumbered / invoked/released by the acquirer.                                                                                                                               | Nil                                                                                   | Nil                                                                | Nil                                                               |
| <b>j) Total (a+b+c+/-d)</b>                                                                                                                                                            | <b>20,00,000</b>                                                                      | <b>1.09%</b>                                                       | <b>1.09%</b>                                                      |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                         |                                                                                       |                                                                    |                                                                   |
| Shares carrying voting rights                                                                                                                                                          | 1,78,96,400                                                                           | 9.79%                                                              | 9.79%                                                             |
| k) Shares encumbered with the acquirer                                                                                                                                                 | Nil                                                                                   | Nil                                                                | Nil                                                               |
| l) VRs otherwise than by equity shares                                                                                                                                                 | Nil                                                                                   | Nil                                                                | Nil                                                               |

|                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                         |       |       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-------|
| m) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | Nil                                                                                                                                                                                                                                                                                                                     | Nil   | Nil   |
| n) Total (a+b+c+d)                                                                                                                                                                         | 1,78,96,400*                                                                                                                                                                                                                                                                                                            | 9.79% | 9.79% |
| *The balance shares to be transferred in due course.                                                                                                                                       |                                                                                                                                                                                                                                                                                                                         |       |       |
| Mode of acquisition/sale (e.g. open market /Off Market/ public issue / rights issue /preferential allotment / inter-se transfer)                                                           | Pursuant to Merger/ Amalgamation order by Hon'ble High court of Punjab and Haryana.. Fructification of merger order is underway                                                                                                                                                                                         |       |       |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                 | 07.06.2014<br>In terms of merger/amalgamation order the merger is effective from 01.01.2013, the process of acquisition/transfer of assets ( i.e investment in shares of Omaxe Ltd.) by Constellation Capital Ltd. (transferor company ) to Guild Builders Pvt. Ltd. (transferee company/ acquirer) made on 07.06.2014. |       |       |
| Equity share capital / total voting capital of the TC before the said acquisition/sale                                                                                                     | 182900540 Equity shares of Rs.10/- each aggregating to Rs. 1,82,90,05,400/-                                                                                                                                                                                                                                             |       |       |
| Equity share capital/ total voting capital of the TC after the said acquisition/sale                                                                                                       | 182900540 Equity shares of Rs.10/- each aggregating to Rs. 1,82,90,05,400/-                                                                                                                                                                                                                                             |       |       |
| Total diluted share/voting capital of the TC after the said acquisition/sale                                                                                                               | 182900540 Equity shares of Rs.10/- each aggregating to Rs. 1,82,90,05,400/-                                                                                                                                                                                                                                             |       |       |

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Constellation Capital Ltd. \***

**(merged into Guild Builders Pvt. Ltd.)**

Authorised Signatory

Date: 10.06.2014

\* GUILD BUILDERS PVT. LTD. FOR AND ON BEHALF OF CONSTELLATION CAPITAL LIMITED