



Turning dreams into reality

August 04, 2014

The BSE Limited (Bombay Stock Exchange)

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited

'Exchange Plaza'
Bandra Kurla Complex,
Bandra (East)
Mumbai- 400 051

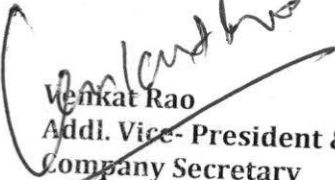
Sub: Submission of Certified Copy of Extracts of the Minutes of the Postal Ballot held on August 04, 2014

Dear Sir/ Madam,

Please find enclosed herewith certified copy of Minutes of the Postal Ballot held on August 04, 2014 at 4.00 P.M. at the registered office of the Company at 7, Local Shopping Centre, Kalkaji, New Delhi-110019 relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013

This is for your information and record.

Thanking You
Yours' faithfully,
For Omaxe Limited


Venkat Rao
Addl. Vice-President &
Company Secretary

OMAXE LTD.

Corporate Office : 7, Local Shopping Centre, Kalkaji, New Delhi-110 019 (India)

Tel. : 91-11-41896680-85, 41893100, Fax : 91-11-41896653, 41896655, 41896799

Regd. Office : Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)

Website : www.omaxe.com CIN : L74899HR1989PLC051918

OMAXE LIMITED

Minutes of the Postal Ballot Proceedings held on August 04, 2014 at 4.00 P.M. at the Corporate Office of the Company at 7, local Shopping Centre, Kalkaji, New Delhi-110019 relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2014 on the Resolution as set out in the Notice dated May 30, 2014.

Present:

1. Mr. Jai Bhagwan Goel

Director/ Member (Chairman)

2. Mr. Venkat Rao

Additional Vice President &
Company Secretary3. ~~Mr.~~ NIDHI CHANDOK

Representative of Scrutinizer

Mr. Jai Bhagwan Goel, Director of the Company acted as the Chairman and welcome all present along with the representative of scrutinizer. He stated that the Company had on June 29, 2014, dispatched to all the shareholders, a Notice dated May 30, 2014 along with the Postal Ballot Form and Business Reply Envelopes under Section 110 of the Companies Act, 2013, for obtaining the consent of the shareholders to the items as stated in the Notice by means of Postal Ballot.

Mr. Sanjay Grover, Practicing Company Secretary of Sanjay Grover and Associates was appointed as scrutinizers for the process of Postal Ballot.

Mr. Sanjay Grover vide its Postal Ballot Report dated 1st August, 2014 has submitted the results of the Postal Ballot as follows on the items in the aforesaid Notice:

ITEM NO.1**LIMITS OF BORROWINGS UNDER SECTION 180(1) (c) OF THE COMPANIES ACT, 2013**

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 in supersession of the earlier resolution passed by the shareholders at the Annual General Meeting held on 26th September, 2006 and subject to the provisions of Section 180 (1) (c) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act ('Act') and the Article of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Director [herein after referred as 'The Board' and shall be deemed to include any committee thereof for the time being exercising the powers conferred on them by this resolution or such delegatee, which the Board may constitute to exercise its power] of the Company, to borrow any sum or sums of money [including any non fund based facilities and/or Deposits and /or Debentures (secured or unsecured) or such other instrument], as and when required, for the business of the company from, including without limitation, one or more, Bank(s) and/or Financial Institution and/or other persons, firms, bodies corporate, whether in India or abroad,

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notwithstanding the money so borrowed together with the money already borrowed (apart from the temporary loan obtained from the Company's Bankers in the ordinary course of business) may at any time exceed aggregate of the paid up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 3000 Crores (Rupees Three Thousand Crores Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

Extract of Voting and Result from Scrutinizers Report:

Particulars	Resolution No.	Number of shares
Number of shares for which valid votes received	1	12,41,88,053 (67.8992)*
Votes in favour of the Resolution as mentioned above	1	12,41,86,770 (67.8985)*
Votes against the Resolution as mentioned above	1	1,283 (0.0007)*

* % of the total paid-up equity capital

The Chairman thereafter stated that in line with the scrutinizer Report the above said Special Resolution as set out in the Notice dated May 30, 2014 was therefore duly approved by the requisite majority of the shareholders.

ITEM NO.2

CREATION OF CHARGE ON THE ASSETS/ PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT,2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY.

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 in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 26th September, 2006 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act ('Act') and the Article of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors [herein after referred as 'The Board' and shall be deemed to include any committee thereof for the time being exercising the powers conferred on them by this resolution or such delegatee, which the Board may constitute to exercise its power] of the Company, to mortgage, hypothecate, pledge and / or charge on the Assets and Properties (Tangible and Intangible), in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take



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over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), debenture and / or Deposit for securing the borrowing availed or to be availed by the Company, by way of loans, credit facilities, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or Deposits or such other instruments or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange”

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank paripassu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the company and the Lending Institutions/Banks.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company”.

Extract of Voting and Result from Scrutinizers Report:

Particulars	Resolution No.	Number of shares
Number of shares for which valid votes received	2	12,41,88,048 (67.8992)*
Votes in favour of the Resolution as mentioned above	2	12,41,86,501 (67.8984)*
Votes against the Resolution as mentioned above	2	1,547 (0.0008)*

* % of the total paid-up equity capital

The Chairman thereafter stated that in line with the scrutinizer Report the above said Special Resolution as set out in the Notice dated May 30, 2014 was therefore duly approved by the requisite majority of the shareholders.

ITEM NO.3

Approval of Royalty Agreement with Mr. Rohtas Goel , Chairman and Managing Director of the Company

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 the provisions of Section 188 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Rules made there under and any other applicable provisions of the Act (‘Act’) and the Article of Association of the Company and the provision of



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Listing Agreement, if any, and such approvals, as may be necessary, consent of the members be and is hereby accorded for entering into Royalty Agreement for use of trademark "OMAXE" and copy right (including such related mark or copy right) and payment of Royalty/license fee to Mr. Rohtas Goel, Registered Owner of the Trade Mark and Copy Right thereof on such principle terms and conditions as stated in the Explanatory statement annexed herewith in terms of Section 102 of the Act."

FURTHER RESOLVED THAT any of the Director be and is hereby authorized to sign, execute the said agreement on behalf of the Company and to do such things connected and incidental to the execution of the agreement and that the Common Seal of Company be affixed on the said agreement in presence of such director and secretary who shall sign the same in token thereof."

Extract of Voting and Result from Scrutinizers Report:

Particulars	Resolution No.	Number of shares
Number of shares for which valid votes received	3	2,20,234 (0.1204)*
Votes in favour of the Resolution as mentioned above	3	2,18,653 (0.1195)*
Votes against the Resolution as mentioned above	3	1,581 (0.0009)*

* % of the total paid-up equity capital

Further, Chairman for the process noted that this being an item in which Related Party were involved in terms of Section 188 of the Companies Act, 2013, therefore the Promoter and promoter group being the Related Party had not participated in the voting process of this item.

The Chairman thereafter stated that in line with the scrutinizer Report the above said Special Resolution as set out in the Notice dated May 30, 2014 was therefore duly approved by the requisite majority of the shareholders.

ITEM NO.4

Further Issue of Security(s)

To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (as amended), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993 (as amended) and all other applicable rules, regulations, notifications, guidelines and circulars, if any, issued by Reserve Bank of India ("RBI"), Government of India, Securities and Exchange Board of India ("SEBI"), including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") as amended from time to time, and/or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities, relevant provisions of the Memorandum and Articles of Association of

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the Company and the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, and any other applicable laws, rules and regulations, if any and subject to such approval(s), consent(s), permission(s) and sanctions, if any, of Government of India, RBI, SEBI and any other appropriate authority(ies) or departments, institution(s), bank(s) or bodies, as may be necessary (the "Concerned Authorities") and subject to such terms and conditions or modifications thereto as may be prescribed by any of the Concerned Authorities while granting such approval(s), consent(s), permission(s) and sanction(s), as may be necessary and/or which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on such occasion or occasions, in one or more tranches (including with provisions for reservation on firm and/or competitive basis of such part of issue, and for such categories of persons including employees of the Company as may be permitted), with or without green shoe option in the course of one or more public or private offerings, by way of public issue by way of follow-on public offer ("FPO"), rights issue, and/or by way of a preferential issue, including but not limited to Qualified Institutions Placement ("QIP") in terms of the Chapter VIII of ICDR Regulations, equity shares of the Company and/ or otherwise such other class of shares through depository receipts including American Depository Receipts, Global Depository Receipts and/or fully or partly convertible bonds or debentures, and/or other securities exercisable or convertible into or exchangeable for equity shares of the Company and/or the holders of such securities, and /or securities linked to equity shares and/or securities with or without detachable/non detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and/or any instruments or securities representing either equity shares, secured premium notes, and/or any other financial instruments, whether denominated in rupee or in any foreign currency (the "Securities"), in the domestic or one or more international markets, which would be exercised or converted into/ exchanged with equity shares at a later date as the Board, in its sole discretion, or in consultation with underwriters, merchant bankers, financial advisors or legal advisors, may at any time decide, to any person including but not limited to International and/or Indian Banks, Indian and/or Multilateral Financial Institutions, Institutional Investors, Mutual Funds, companies, corporate bodies, and other eligible investors (whether resident or non-resident, and whether or not such investors are members of the Company) including Qualified Institutional Buyers and/or any other categories of investors (collectively called the "Investors") as may be deemed appropriate by the Board and permitted under applicable laws, rules and regulations, through prospectus(es) or placement document(s) or letter(s) of offer or otherwise, resulting in the issue of further capital (including securities premium ,if any) up to an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores) in Indian Rupees or its equivalent in any other currency.

RESOLVED FURTHER THAT in respect of the aforesaid the Board be and is hereby authorised to decide, in its sole discretion and without requiring any further approval or consent from the shareholders of the Company, terms and conditions including but not limited to the timing of the issue(s)/ offering(s)/ placement(s), terms of the issue, the Investors to whom the Securities are to be offered/issued, the issue price, number of Securities to be issued/allotted, creation of mortgage or charge in accordance with the provisions of the Act, in respect of any Securities, the stock exchanges on which such Securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received, face value, rate of interest, redemption period, manner of redemption, amount of premium/ discount on redemption, the number of equity shares or otherwise such other class of shares to be allotted on redemption/conversion of convertible Securities, the ratio thereof, period of conversion, fixing of record date or book closure dates and any other matter in connection with or incidental thereto, after giving due consideration to the prevalent market conditions and other relevant factors wherever necessary at the time of issuance of Securities.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a Qualified Institutional Placement in terms of Chapter VIII of the ICDR Regulations, as amended from time to time, the allotment of the equity shares of the Company/ Securities shall be made to the institutional buyers and the allotment of such Securities shall be completed within the prescribed period, as may be applicable from time to time and the other provisions regarding the relevant date on the basis of which price of the relevant shares shall



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be determined, price of the relevant shares etc. shall be in terms of the ICDR Regulations and further such price shall be subject to appropriate adjustments as provided in the applicable ICDR Regulations.

RESOLVED FURTHER THAT in the event of issue and offer of securities by way of any other mode, method or mechanism including but not limited to Escrow Mechanism, as may be allowed/ permitted/ designed, hereinafter, by SEBI or any other regulatory authorities from time to time, the consent of the members of the Company be and is hereby accorded to the Board to create, issue and offer eligible securities in terms of the provisions of the respective rules, regulations and guidelines that may be permitted or applicable from time to time.

RESOLVED FURTHER THAT the relevant date for the purposes of determining the floor price of the Securities (wherever applicable) would be in accordance with the guidelines/ regulations prescribed by SEBI, Government of India, RBI through its various departments or any other regulator, as applicable, and the pricing of any equity shares issued upon conversion of the Securities shall be made and/or adjusted subject to and in compliance with the applicable rules/guidelines/regulations/statutory provisions.

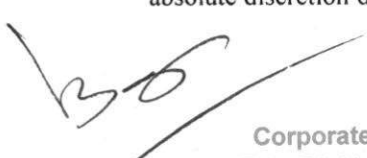
RESOLVED FURTHER THAT subject to the provisions of the Memorandum and Articles of Association of the Company, as may be amended from time to time, the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted, including issuance and allotment of equity shares upon conversion of any securities or as may be necessary in accordance with the terms of offering, all such shares when issued and allotted shall rank *pari passu* with the then existing equity shares of the Company in all respects, excepting such rights as to dividend/voting as may be provided under the terms of issue of the Securities in the offer documents;

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to appoint lead managers, merchant bankers, book runners, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, financial and/or legal advisors and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities and the equity shares to be issued on conversion of the said Securities on one or more recognized (national and international) stock exchange(s).

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorised by the Company for issue of depository receipts representing the underlying equity shares/warrants /other securities to be issued by the Company in registered or bearer form with such feature and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the international markets;

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board be and is hereby authorised (a) to finalize and approve preliminary and final offer document/ prospectus, by whatever name called ; (b) to authorize any director(s) of the Company or any other officer(s) of the Company : (i) to sign the above documents for and on behalf of the Company, together with the authority to amend, vary, modify or withdraw the same as such authorized persons may consider necessary in the best interests of the Company and its stakeholders; (ii) to file such preliminary and final offer document/ prospectus with Concerned Authorities, including but not limited to, Registrar of Companies, Indian and International stock exchanges, as the case may be; and (iii) to give such declarations, affidavits, certificates, undertakings, consents as may be required in connection with the issue/placement/ allotment of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer allotment or listing of equity shares or Securities and utilization of the issue proceeds (including the power to modify the terms, if required) as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members



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or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT such of these Securities as or not subscribed may be disposed of by the Board in its absolute discretion in such a manner as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and offer, issue and allotment of Securities as aforesaid, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, matters and things as may be necessary, desirable or incidental thereto including without limitation, the entering into of arrangements for underwriting, marketing, listing, trading of Securities, appointment of lead manager(s), advisor(s), registrar(s), paying and conversion agents, trustees and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the Issue and to do all requisite filings with SEBI, the stock exchanges, the Government of India, the RBI, if and as required and any other Concerned Authority in India or abroad and to do all such acts, matters, deeds and things as may be necessary and expedient for and incidental and ancillary to the Issue/ and for utilization of the Issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer of the Company to give effect to the aforesaid resolution."

Extract of Voting and Result from Scrutinizers Report:

Particulars	Resolution No.	Number of shares
Number of shares for which valid votes received	4	12,41,88,046 (67.8992)*
Votes in favour of the Resolution as mentioned above	4	12,41,86,727 (67.8985)*
Votes against the Resolution as mentioned above	4	1,319 (0.0007)*

* % of the total paid-up equity capital

The Chairman thereafter stated that in line with the scrutinizer Report the above said Special Resolution as set out in the Notice dated May 30, 2014 was therefore duly approved by the requisite majority of the shareholders.

ITEM NO.5

Acceptance of Deposits from Members and/or Public under Section 73 and 76 of Companies Act, 2013

To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:



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“RESOLVED THAT pursuant to section 73 and section 76 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Companies (Acceptance of Deposits) Rules, 2014 and any other applicable provisions of the Act (‘Act’) and the Article of Association of the Company and subject to fulfillment of such conditions, approvals, permissions, as may necessary under the Act or otherwise, consent of the members be and is hereby accorded to invite/accept/renew/receive money by way of deposits (secured or unsecured) as the Board of Director [herein after referred as ‘The Board’ and shall be deemed to include any committee thereof for the time being exercising the powers conferred on them by this resolution or such delegatee, which the Board may constitute to exercise its power] may deem fit, or in any other form, from public and/or members of the Company, in any form or manner, through a circular, advertisement or through any other permissible mode upto the permissible limits prescribed under applicable the Act and on such terms and conditions as the Board in its sole discretion deem fit and necessary”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as the Board may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/acceptance/renewal/receipt as aforesaid and for such maintenance, periodic compliances etc.”

Extract of Voting and Result from Scrutinizers Report:

Particulars	Resolution No.	Number of shares
Number of shares for which valid votes received	5	12,41,88,045 (67.8992)*
Votes in favour of the Resolution as mentioned above	5	12,41,86,899 (0.67.8986)*
Votes against the Resolution as mentioned above	5	1,146 (0.0006)*

* % of the total paid-up equity capital

The Chairman thereafter stated that in line with the scrutinizer Report the above said Special Resolution as set out in the Notice dated May 30, 2014 was therefore duly approved by the requisite majority of the shareholders.

Date: 04.08.2014
Place: New Delhi


CHAIRMAN
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