

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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### **POSTAL BALLOT REPORT**

THE CHAIRMAN,  
OMAXE LIMITED  
CIN: L74899HR1989PLC051918  
SHOP NO-19-B, FIRST FLOOR  
OMAXE CELEBRATION MALL, SOHNA ROAD  
GURGAON, HARYANA 122001

Dear Sir,

The Board of Directors of the Company at its meeting held on 30.05.2014 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.	<b>SPECIAL RESOLUTION</b>	Authorisation to borrow money not exceeding Rs. 3000 crores under Section 180(1)(c) of the Companies Act, 2013.
2.	<b>SPECIAL RESOLUTION</b>	Authorisation for creation of mortgage, hypothecation, pledge and /or charge etc. under Section 180(1)(a) of the Companies Act, 2013.
3.	<b>SPECIAL RESOLUTION</b>	Entering into Royalty Agreement under Section 188 of the Companies Act, 2013.
4.	<b>SPECIAL RESOLUTION</b>	Issue of further Capital upto an aggregate amount of Rs 500,00,00,000/-(Rupees Five Hundred Crores) in Indian Rupees or its equivalent in any other currency under Section 62 of the Companies Act, 2013.
5.	<b>SPECIAL RESOLUTION</b>	Acceptance of Deposits from members and/or Public under Section 73 and 76 of the Companies Act, 2013



**I submit my report as under:**

1. The Company completed dispatch of postal ballot notices, forms and postage prepaid business reply envelope(s) on 29<sup>th</sup> June 2014 to its members whose name(s) appeared in the Register of Members as on 20<sup>th</sup> June, 2014.
2. The shareholders of the Company had 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.co.in](http://www.evotingindia.co.in)' via CDSL e-Voting Platform.
3. I monitored the process of electronic voting through the scrutinizer's secured link provided by Central Depository Services (India) Limited 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 29<sup>th</sup> July, 2014 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 20<sup>th</sup> June, 2014. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Forms and RTA records, the Shareholding as found in the RTA records on, 20<sup>th</sup> June, 2014.
8. All postal ballot forms received up to the close of working hours on 29<sup>th</sup> July, 2014, the last date fixed by the Company for receipt of forms were considered and none of the envelopes containing postal ballot forms received after the working hours on 29<sup>th</sup> July, 2014 were considered for the purpose of this report.
9. There were 1120 (One thousand one hundred and twenty) 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 papers.
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 20<sup>th</sup> June, 2014 was Rs. **1,82,90,05,400** (Rupees One Hundred Eighty Two Crores Ninety Lacs Five Thousand and Four Hundred Only) divided into 18,29,00,540 (Eighteen Crores Twenty Nine Lacs Five Hundred and Forty) Equity Shares of Rs. 10/- (Rupees Ten) each.



13. 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, 3, 4 and 5 are attached to this report & marked as 'Annexure A', 'Annexure B', 'Annexure C', 'Annexure D' and 'Annexure E' respectively. The consolidated summary is as under:-*

13.1 **Summary of Voting exercised by the Shareholders for Resolution No. 1 (E-Voting and Physical Mode):**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	365	12,41,89,083	124,18,90,830	67.8997
b) Less: Invalid votes	22	1,030	10,300	0.0005
c) Net Valid votes casted	343	12,41,88,053	124,18,80,530	67.8992
d) Votes with assent for the Resolution	314	12,41,86,770	124,18,67,700	67.8985
e) Votes with dissent for the Resolution	29	1,283	12,830	0.0007

Please see the workings given under point Nos. A1 & A2 of "Annexure-A" attached to this report.



**13.2 Summary of Voting exercised by the Shareholders for Resolution No. 2 (E-Voting and Physical Mode):**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	365	12,41,89,083	124,18,90,830	67.8997
b) Less: Invalid Votes	22	1,035	10,350	0.0005
c) Net Valid votes casted	343	12,41,88,048	124,18,80,480	67.8992
d) Votes with assent for the Resolution	313	12,41,86,501	124,18,65,010	67.8984
e) Votes with dissent for the Resolution	30	1,547	15,470	0.0008

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

**13.3 Summary of Voting exercised by the Shareholders for Resolution No. 3 (E-Voting and Physical Mode):**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received*	350	2,21,269	22,12,690	0.1209
b) Less: Invalid Votes	22	1,035	10,350	0.0005
c) Net Valid votes casted	328	2,20,234	22,02,340	0.1204
d) Votes with assent for the Resolution	299	2,18,653	21,86,530	0.1195
e) Votes with dissent for the Resolution	29	1,581	15,810	0.0009

Please see the workings given under point Nos. C1 & C2 of "Annexure-C" attached to this report.

\*The Promoter & Promoter Group (being Related Party(s) under Companies Act, 2013) did not participate in the voting process in respect of this item.



**13.4 Summary of Voting exercised by the Shareholders for Resolution No. 4 (E-Voting and Physical Mode):**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	365	12,41,89,083	124,18,90,830	67.8997
b) Less: Invalid Votes	22	1,037	10,370	0.0005
c) Net Valid votes casted	343	12,41,88,046	1,24,18,80,460	67.8992
d) Votes with assent for the Resolution	317	12,41,86,727	124,18,67,270	67.8985
e) Votes with dissent for the Resolution	26	1,319	13,190	0.0007

Please see the workings given under point Nos. D1 & D2 of "Annexure-D" attached to this report.

**13.5 Summary of Voting exercised by the Shareholders for Resolution No. 5 (E-Voting and Physical Mode):**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	365	12,41,89,083	124,18,90,830	67.8998
b) Less: Invalid Votes	22	1,038	10,380	0.0006
c) Net Valid votes casted	343	12,41,88,045	124,18,80,450	67.8992
d) Votes with assent for the Resolution	318	12,41,86,899	124,18,68,990	67.8986
e) Votes with dissent for the Resolution	25	1,146	11,460	0.0006

Please see the workings given under point Nos. E1 & E2 of "Annexure-E" attached to this report.



- 14 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, found that total percentage of assent of total valid votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes	Votes with Assent	Percentage of valid votes
	(A)	(B)	(B/A*100)
1	12,41,88,053	12,41,86,770	99.9989
2	12,41,88,048	12,41,86,501	99.9987
3	2,20,234	2,18,653	99.2821
4	12,41,88,046	12,41,86,727	99.9989
5	12,41,88,045	12,41,86,899	99.9990

Accordingly, all the above-mentioned resolutions have been passed with requisite majority.

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

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	13,55,76,194	12,39,67,814	91.43	12,39,67,814	0	100.00	0.00
Public-Institutional Holders	2,46,76,421	0	0	0	0	0	0.00
Public-Others	2,26,47,925	2,20,239	0.97	218,956	1,283	99.41	0.59
Total	18,29,00,540	12,41,88,053	67.8992	12,41,86,770	1,283	99.9989	0.0010





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

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	13,55,76,194	12,39,67,814	91.43	12,39,67,814	0	100.00	0.00
Public- Institutional Holders	2,46,76,421	0	0	0	0	0.00	0.00
Public- Others	2,26,47,925	2,20,234	0.97	2,18,687	1,547	99.30	0.70
Total	18,29,00,540	12,41,88,048	67.8992	12,41,86,501	1,547	99.9987	0.0012

15.3. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 3.**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group*	13,55,76,194	-	-	-	-	-	-
Public- Institutional Holders	2,46,76,421	0	0	0	0	0.00	0.00
Public- Others	2,26,47,925	2,20,234	0.97	2,18,653	1,581	99.28	0.72
Total	18,29,00,540	2,20,234	0.1204	2,18,653	1,581	99.2699	0.7177

\*The Promoter and Promoter Group did not participate in the voting process in respect of this item.



**15.4. Details of the voting result as per clause 35A of the Listing Agreement for Resolution 4.**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	13,55,76,194	12,39,67,814	91.43	12,39,67,814	0	100.00	0.00
Public- Institutional Holders	2,46,76,421	0	0	0	0	0.00	0.00
Public- Others	2,26,47,925	2,20,232	0.97	2,18,913	1,319	99.40	0.60
Total	18,29,00,540	12,41,88,046	67.8992	12,41,86,727	1,319	99.9989	0.0011


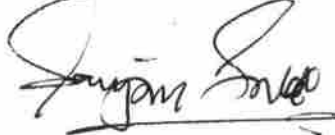
**15.5. Details of the voting result as per clause 35A of the Listing Agreement for Resolution 5.**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes- In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	13,55,76,194	12,39,67,814	91.43	12,39,67,814	0	100.00	0.00
Public- Institutional Holders	2,46,76,421	0	0	0	0	0.00	0.00
Public- Others	2,26,47,925	2,20,231	0.97	2,19,085	1,146	99.47	0.53
Total	18,29,00,540	12,41,88,045	67.8992	12,41,86,899	1,146	99.9990	0.0009





16. 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.
17. You may accordingly declare the result of the voting by Postal Ballot.

 <b>Place : New Delhi</b> <b>Date : August 01, 2014</b>	<b>For SANJAY GROVER &amp; ASSOCIATES (COMPANY SECRETARIES)</b>  <b>(SANJAY GROVER) SCRUTINIZER C.P. No. 3850</b>
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**Annexure-A**

Item No. 1 A summary of the postal ballot result in respect of **Resolution\_1 Authorization to borrow money not exceeding Rs 3000 crores under Section 180(1)(c) of the Companies Act, 2013** is given below-

**A1. A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares for which votes polled	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total number of E voters	30	3,492	34,920	0.0019
(b) Votes with Assent	26	3,354	33,540	0.0018
(c) Votes with dissent	4	138	1,380	0.0001

**A2. A Summary of the Postal Ballot Forms (Physical) received for the Resolution is given below:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received	335	12,41,85,591	1,24,18,55,910	67.8978
b) Less : Invalid Postal Ballot forms(as per register)	22	1,030	10,300	0.0005
c) Net Valid Postal Ballot forms (as per Register)*	313	12,41,84,561	1,24,18,45,610	67.8973
d) Postal Ballot forms with assent	288	12,41,83,416	1,24,18,34,160	67.8967
e) Postal Ballot forms with dissent	25	1,145	11,450	0.0006



**Annexure-B**

Item No. 2 A summary of the postal ballot result in respect of **Resolution 2 Authorization for creation of mortgage, hypothecation, pledge and /or charge etc. under Section 180(1)(a) of the Companies Act, 2013** is given below-

**B1. A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	
(a) Total number of E voters	30	3,492	34,920	0.0019
(b) Votes with Assent	27	3,416	34,160	0.0018
(c) Votes with dissent	3	76	760	0.0001

**B2. A Summary of the Postal Ballot Forms(Physical) received for the Resolution is given below:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received	335	12,41,85,591	1,24,18,55,910	67.8978
b) Less : Invalid Postal Ballot forms(as per register)	22	1,035	10,350	0.0005
c) Net Valid Postal Ballot forms (as per Register)	313	12,41,84,556	1,24,18,45,560	67.8973
d) Postal Ballot forms with assent	286	12,41,83,085	1,24,18,30,850	67.8965
e) Postal Ballot forms with dissent	27	1,471	14,710	0.0008



**Annexure-C**

Item no. 3 A summary of the postal ballot result in respect of **Resolution 3 entering into Royalty Agreement under Section 188 of the Companies Act, 2013** is given below:

**C1. A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	
(a) Total number of E voters	30	3,492	34,920	0.0019
(b) Votes with Assent	23	3,090	30,900	0.0016
(c) Votes with dissent	7	402	4,020	0.0003

**C2. A Summary of the Postal Ballot Forms(Physical) received for the Resolution is given below::**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received*	320	2,17,777	21,77,770	0.1190
b) Less : Invalid Postal Ballot forms(as per register)	22	1,035	10,350	0.0005
c) Net Valid Postal Ballot forms (as per Register)	298	2,16,742	21,67,420	0.1185
d) Postal Ballot forms with assent	276	2,15,563	21,55,630	0.1178
e) Postal Ballot forms with dissent	22	1,179	11,790	0.0007

**\*The Promoter and Promoter Group (being the Related party(s) under the Companies Act, 2013) did not participate in the voting process in respect of this item.**



**Annexure-D**

Item No. 4 A summary of the postal ballot result in respect of **Resolution 4 Further issue of Capital upto an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores) in Indian Rupees or its equivalent in any other currency under Section 62 of the Companies Act, 2013** is given below:

**D1. A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	
(a) Total number of E voters	30	3,492	34,920	0.0019
(b) Votes with Assent	25	3,128	31,280	0.0017
(c) Votes with dissent	5	364	3,640	0.0002

**D2. A Summary of the Postal Ballot Forms(Physical) received for the Resolution is given below::**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received	335	12,41,85,591	124,18,55,910	67.8978
b) Less : Invalid Postal Ballot forms(as per register)	22	1,037	10,370	0.0005
c) Net Valid Postal Ballot forms (as per Register)	313	12,41,84,554	124,18,45,540	67.8973
d) Postal Ballot forms with assent	292	12,41,83,599	124,18,35,990	67.8968
e) Postal Ballot forms with dissent	21	955	9,550	0.0005



**Annexure-E**

Item No. 5 A summary of the postal ballot result in respect of **Resolution 5 Acceptance of Deposits from members and/or Public under Section 73 and 76 of the Companies Act, 2013** is given below:

**E1. A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	
(a) Total number of E voters	30	3,492	34,920	0.0019
(b) Votes with Assent	25	3,350	33,500	0.0018
(c) Votes with dissent	5	142	1,420	0.0001

**E2. A Summary of the Postal Ballot Forms(Physical) received for the Resolution is given below::**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received	335	12,41,85,591	124,18,55,910	67.8978
b) Less : Invalid Postal Ballot forms(as per register)	22	1,038	10,380	0.0005
c) Net Valid Postal Ballot forms (as per Register)	313	12,41,84,553	124,18,45,530	67.8973
d) Postal Ballot forms with assent	293	12,41,83,549	124,18,35,490	67.8968
e) Postal Ballot forms with dissent	20	1,004	10,040	0.0005

