



OMAX AUTOS LIMITED

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CIN : (L30103HR1983PLC026142)

OMAX/STEX/2015-16/20

Date: 15th September, 2015

Manager – Listing,
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
MUMBAI - 400 051
Fax No. 022 -26598237/38
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The Manager - Listing
BSE Limited
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Fax No. 022-22721919/2037/
2039/ 2041/2061
corp.relations@bseindia.com

Dear Sirs,

Sub: PROCEEDINGS AT 32nd ANNUAL GENERAL MEETING HELD ON 14th SEPTEMBER, 2015.

In terms of Clause 31 of the Listing Agreement, please be informed about the outcome of the 32nd AGM of the Omax Autos Limited as follows:

1. Audited Standalone and Consolidated Financial Statements of the Company as at 31st March, 2015 together with the Notes annexed thereto and reports of Auditors and Board of Directors thereon have been adopted and approved by the Shareholders by passing Ordinary Resolution.
2. The Shareholders have re-appointed Mr. Ravinder Kumar Mehta (DIN: 00028409) who retired by rotation and being eligible, offered himself for re-appointment, as a director of the Company by passing Ordinary Resolution.
3. The Shareholders have re-appointed Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorized the Board to fix their remuneration, by passing Ordinary Resolution.
4. The Shareholders have given their consent to appoint Mr. Deep Kapuria as an Independent Director of the Company, by passing Ordinary Resolution.
5. The Shareholders have appointed and approved the remuneration of Mrs. Sakshi Kaura as Joint Managing Director of the Company by passing Special Resolution.

Enclosed is the Scrutinizer's Report on the results of the resolutions passed in the AGM.

Kindly bring it to the notice of all concerned.

Thanking you,
Yours Faithfully

For OMAX AUTOS LTD


(Sanjeeb Kumar Subhakar)
Company Secretary



Scrutinizer's Report on remote e-voting and ballot/poll voting at the Annual General Meeting

To,
The Chairman
32nd Annual General Meeting of the Equity Shareholders
Omax Autos Limited
Date of Meeting: September 14, 2015
Time of Meeting: At 11:00 a.m.
Venue of the Meeting: Aravali Resorts, 76th Milestone, Delhi Jaipur Highway, Dharuhera,
Distt. Rewari, Haryana-123106

Dear Sir,

I, Rupesh Agarwal, Partner of M/s Chandrasekaran Associates having its office at 11F, Pocket IV, Mayur Vihar Phase -I New Delhi-110091, was appointed as Scrutinizer of M/s. Omax Autos Limited ("**Company**") for remote e-voting ("**e-Voting**") and Ballot / Poll Voting at the 32nd Annual General Meeting ("**AGM**") held on **September 14, 2015** in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Notice dated July 25, 2015 convening the AGM along with the explanatory statement setting out material facts under Section 102 of the Companies Act 2013 ("**Act**") was sent to the shareholders in respect of the below mentioned resolutions Considered at AGM of the Equity Shareholders of the Company.

The Company has availed the remote e-voting facilities offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.

The remote e-voting period remain opened from Thursday, September 10, 2015 (9:00 am IST) and concluded on Sunday, September 13, 2015 (5:00 pm IST)

The shareholders holding shares as on 8th September, 2015 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the AGM of the Company.

The votes were unblocked on Thursday, the 14th September 2015 around 1:00 p.m. in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-242A Pandav Nagar, Delhi-110091 and Mr. Lakhan Gupta R/o. F-8 Vijay Block Laxmi Nagar, New Delhi-110091, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Shashikant Tiwari



Name: Lakhan Gupta

Further, the Chairman announced poll at the AGM for the Shareholders who have attended the meeting and have not cast their vote through e-voting.



After the time fixed for closing of the poll by the Chairman, i.e. between 11:30 A.M. to 12:00 Noon, ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company. The votes which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

1. The result of the Remote e-voting as well as physical ballot is as under:

Resolution-1 (Ordinary Resolution)

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company as at 31st March, 2015 together with the Notes annexed thereto and reports of Auditors and Board of Directors thereon:

a) Voted in favour of the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	25	12448767	100.00
Physical Ballot	12	64	64	12	64	100.00
Total	37	12448831	12448831	37	12448831	100.00

b) Votes against the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	0	0	0.00
Physical Ballot	12	64	64	0	0	0.00
Total	37	12448831	12448831	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution-2 (Ordinary Resolution)

To appoint a Director in place of Mr. Ravinder Kumar Mehta (DIN: 00028409), who retires by rotation and being eligible offers himself for re-appointment

a) Voted in favour of the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	25	12448767	100.00
Physical Ballot	12	64	64	12	64	100.00
Total	37	12448831	12448831	37	12448831	100.00

b) Votes against the Resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	0	0	0.00
Physical Ballot	12	64	64	0	0	0.00
Total	37	12448831	12448831	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution 3 – (Ordinary Resolution)

To appoint Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration:

“**RESOLVED THAT** M/s. A. Kumar Gupta & Co., Chartered Accountants, (Firm Registration No. 000182N), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.”



a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	25	12448767	100.00
Physical Ballot	12	64	64	12	64	100.00
Total	37	12448831	12448831	37	12448831	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	0	0	0.00
Physical Ballot	12	64	64	0	0	0.00
Total	37	12448831	12448831	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution 4 – (Ordinary Resolution)

Appointment of Mr. Deep Kapuria as an Independent Director:

“RESOLVED THAT pursuant to Section 149, 152, and other applicable provisions if any of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors)Rules, 2014, read with schedule IV of the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and clause 49 of the Listing Agreement, Mr. Deep Kapuria (DIN:00006185), an Additional (non-executive) director of the company, who qualifies for being appointed as an Independent Director and in respect of whom the company has received a notice in writing under sec 160 of the Act from a member signifying his candidature for the office of Director along with the Deposit of Rs.1,00,000 (One Lakh) Rupees, be and is hereby appointed as an Independent Director of the company for a period of 5 (Five) years , with effect from 10th November, 2014.



a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	25	12448767	100.00
Physical Ballot	12	64	64	12	64	100.00
Total	37	12448831	12448831	37	12448831	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	0	0	0.00
Physical Ballot	12	64	64	0	0	0.00
Total	37	12448831	12448831	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution 5 – (Special Resolution)**Appointment and Remuneration of Mrs. Sakshi Kaura as Joint Managing Director of the Company:**

“RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, approval of the Company be and is hereby accorded for the appointment of Mrs. Sakshi Kaura (DIN: 02094522) as Managing Director of the company for a period of 3 (Three) years with effect from 1st June, 2015 at a remuneration not exceeding Rs.60,00,000 (Rupees Sixty Lakh) per annum and at such terms and conditions as the Board has decided or as may hereafter decide.

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial year, the above remuneration shall be



considered as the minimum remuneration payable to Mrs. Sakshi Kaura (DIN: 02094522), as referred/prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	25	12448767	100.00
Physical Ballot	12	64	64	12	64	100.00
Total	37	12448831	12448831	37	12448831	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	25	12448767	12448767	0	0	0.00
Physical Ballot	12	64	64	0	0	0.00
Total	37	12448831	12448831	0	0	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	0	0
Total	0	0

2. The Registers, all other papers and relevant records relating to electronic voting and physical ballot have been handed over to the Company Secretary of the Company.

Thanking you,
Yours faithfully,


Rupesh Agarwal

Partner,
Chandrasekaran Associates
Practicing Company Secretaries
Place: Delhi
Date: 15.09.2015

