

OMAX/STEX/2018-19/47

Date: 24<sup>th</sup> January, 2019

**The Manager – Listing**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051

**The Manager - Listing**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**NSE Code: OMAXAUTO**

**BSE Code: 520021**

**Sub.: Notice of Extraordinary General Meeting and Cut-Off date for e-voting**

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby submitted that:

1. An Extraordinary General Meeting (“EGM”) of the Company will be held on Saturday, 16<sup>th</sup> February, 2019 at 10:00 A.M. at Aravali Resorts, 76<sup>th</sup> Milestone, Delhi Jaipur Highway, Dharuhera, Distt. Rewari, Haryana-123106. A copy of the Notice of EGM is hereby attached.
2. The Notice of the EGM and Proxy Form have been sent to the shareholders through emails/ courier. The Company has provided the facility of voting by electronic means (remote e-voting) on all resolutions as set out in the Notice of EGM, to those members, who are holding shares either in physical form or in dematerialised form, as on the cut- off date i.e. on Saturday, 9<sup>th</sup> February, 2019. The Remote e-voting will commence on Wednesday, 13<sup>th</sup> February, 2019 (9:00 A.M.) and end on Friday, 15<sup>th</sup> February, 2019 (05:00 P.M.).

This is for your information and record please.

Yours Sincerely,  
For **OMAX AUTOS LIMITED**

*for*

**Sanjeeb Kumar Subudhi**  
**(Company Secretary)**

Encl.: as above.





## OMAX AUTOS LIMITED

Regd. Office: Plot No. B-26, Institutional Area, Sector-32, Gurugram, Haryana-122001  
CIN: L30103HR1983PLC026142 Phone No.: +91-124-4343000 Fax: +91-124-2580016  
Website: www.omaxauto.com Email: investors@omaxauto.com

### Notice

Notice is hereby given that an Extraordinary General Meeting of the members of **Omax Autos Limited** will be held on Saturday, 16<sup>th</sup> day of February, 2019 at 10:00 A.M. at Aravali Resorts, 76<sup>th</sup> Milestone, Delhi Jaipur Highway, Dharuhera, Distt. Rewari, Haryana-123106 to transact the following businesses:

#### SPECIAL BUSINESS:

##### 1. Disposal off Business Undertakings under Section 180(1)(a) of Companies Act, 2013

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 180(1)(a) of the Companies Act, 2013 (“the Act”) and subject to other applicable provisions, if any, of the Act read with relevant Rules made thereunder, if any, (including any statutory modification or re-enactment thereof), Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals, sanctions, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its Speedomax Unit situated at 64 K.M. Stone, Delhi-Jaipur Highway, Village – Sidhrawali, Gurgaon, Haryana, and Sprocket Unit situated at 69 K.M. Stone, Delhi Jaipur Highway, Dharuhera, Dist. Rewari, Haryana, together with all specified tangible and intangible assets, including land, building, plant and machinery and other assets (“Undertakings”) in the manner as the Board may deem fit in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale, transfer or disposal of the Undertakings as they may in its absolute discretion deem fit.

**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 one or more Directors of the Company with power to delegate to any officers/employees of the Company, with authorities as required, arranging delivery and execution of contracts, deeds, agreements and instruments.”

##### 2. Continuation of Dr. Ramesh Chandra Vaish (DIN: 01068196) as an Independent Director of the Company for his remaining tenure.

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of Members of the Company be and is hereby accorded for continuation of Directorship of Dr. Ramesh Chandra Vaish as Non-executive Independent Director of the Company, who was reappointed for a period of 5 consecutive years w.e.f. 1<sup>st</sup> October, 2017 at the 34<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2017 by way of passing special resolution and who have attained the age of 75 years, for the remaining period of his existing term of Directorship as Non-Executive Independent Directors of the Company.

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

##### 3. Continuation of Mr. Triloki Nath Kapoor (DN: 00017692) as an Independent Director of the Company for his remaining tenure.

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Triloki Nath Kapoor, as Non-executive Independent Director of the Company, who was reappointed for a period of 5 consecutive years w.e.f. 1<sup>st</sup> October, 2017 at the 34<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2017 by way of passing special resolution and who have attained the age of 75 years, for the remaining period of his existing term of Directorship as Non-Executive Independent Director of the Company.

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

##### 4. Approval of revision of remuneration of Mr. Jatender Kumar Mehta (DIN: 00028207) Managing Director of the Company for the period 1<sup>st</sup> January, 2019 to 31<sup>st</sup> December, 2020.

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

**“RESOLVED THAT**, in accordance with the provisions of Sections 188, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to revise the remuneration of Mr. Jatender Kumar Mehta (DIN: 00028207), Managing Director of the Company to an amount not exceeding Rs. 2,85,00,000 (Two Crore Eighty Five Lacs Only) per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy plus commission at a rate not exceeding 2% of the Net Profit as calculated as per Section 198 of the Companies Act, 2013, for a particular financial year, for the period from 1<sup>st</sup> January, 2019 to 31<sup>st</sup> December, 2020; for part of a year remuneration to be paid proportionately.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration including monthly salary structure, perquisites, allowance, other benefits within the overall limit of remuneration as approved by the Shareholders.

**RESOLVED FURTHER THAT** the other terms and conditions of the appointment shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

**5. Approval of revision of remuneration of Mr. Ravinder Kumar Mehta (DIN: 00028409), Managing Director of the Company for the period 1<sup>st</sup> January, 2019 to 31<sup>st</sup> December, 2020.**

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

**"RESOLVED THAT**, in accordance with the provisions of Sections 188, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to revise the remuneration of Mr. Ravinder Kumar Mehta (DIN: 00028409), Managing Director of the Company to an amount not exceeding Rs. 30,10,000 (Rupees Thirty Lakhs Ten Thousands Only) per annum, for the period from 1<sup>st</sup> January, 2019 to 31<sup>st</sup> December, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration including monthly salary structure, perquisites, allowance, other benefits within the overall limit of remuneration as approved by the Shareholders.

**RESOLVED FURTHER THAT** the other terms and conditions of the appointment shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

By order of the Board of Directors  
For **Omax Autos Limited**

**Sanjeeb Kumar Subudhi**  
(Company Secretary)  
Membership No. A18791

Address: 670, Sarvahi Apartment,  
Sector 17A, Dwarka, New Delhi-110075

Place : Gurugram  
Date : 18<sup>th</sup> January, 2019

**NOTES:**

1. A route map along with prominent landmark for easy location to reach the venue of the Extraordinary General Meeting ("EGM") has been annexed to the notice and is also available on the website of the Company.
2. The Statement setting out the material facts concerning special businesses under item no. 1 to 5 of the accompanying notice in pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") and information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 on General Meetings in respect of the Director seeking re-appointment/revision in remuneration at the EGM, forms integral part of the notice and is appended as Annexure-1. The brief profiles of the directors form part of the Statement.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, THE INSTRUMENT FOR APPOINTING PROXIES SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE AGM.**  
**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
4. An Attendance Slip and a Proxy Form have been attached to the notice for the use of the members.
5. Corporate members / Societies intending to send their authorized representatives to attend the EGM are requested to send to the Company, a duly certified copy of the Board of directors'/governing body's resolution/power of attorney authorizing their representative to attend and vote at the EGM.
6. Only bona-fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed, will be permitted to attend the EGM. The Company reserves its right to take all steps as may be deemed necessary to restrict the non-members from attending the EGM.
7. The Notice of the EGM of the Company is being sent:
  - a. to all those beneficial owners holding shares in electronic form as on 18<sup>th</sup> January, 2019 at the end of business hours, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL); and
  - b. to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company or its Registrar and Transfer Agent, on or before 18<sup>th</sup> January, 2019 before closing of business hours.
8. All documents referred to in the accompanying notice and statement pursuant to the provisions of Section 102 of Companies Act, 2013 including the Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which directors are interested shall remain open and accessible for inspection at the registered office of the Company during business hours except on holidays, upto and including the date of EGM of the Company.

9. To support green initiative, the members, who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company, electronically.
10. Electronic copy of the Notice of EGM, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.
11. As an austerity measure, copies of the Notice of EGM will not be distributed at the EGM. Members are requested to bring their attendance slip along with a copy of Notice of EGM to the Meeting for their convenience.
12. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Voting through electronic means:

**Instructions for shareholders to vote electronically:**

- I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the Members to exercise their right to vote on the proposed resolution by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Link Intime India Private Limited (LIPL).
- II. The instructions for members for voting electronically are as under:
  - (i) The e-voting period commences on Wednesday, the 13<sup>th</sup> February, 2019 (9:00 A.M. IST) and ends on Friday, the 15<sup>th</sup> February, 2019 (05:00 P.M. IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 9<sup>th</sup> February, 2018, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the Shareholders, they shall not be allowed to change it subsequently.
  - (ii) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 9<sup>th</sup> February, 2018.

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

- (iii) Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- (iv) Click on "Login" tab, available under 'Shareholders' section.
- (v) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (vi) Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- (vii) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

- (viii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- (ix) On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.  
-Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
-Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- (x) If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
- (xi) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- (xii) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xiii) You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.  
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Bodies’ login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

14. Facility for voting through ballot/ polling paper shall also available at the EGM and members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
15. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM.
16. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders, available at <https://instavote.linkintime.co.in>.
17. Any person who becomes the member of the Company after dispatch of the Notice of the EGM and holding shares as on the cut-off date i.e. 9<sup>th</sup> February, 2019 have the option to request for physical copy of the Ballot Form by sending an e-mail to [investors@omaxauto.com](mailto:investors@omaxauto.com) or [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in) by mentioning their Folio/DPID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than one day before the General Meeting. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
18. The Board of Directors of the Company has appointed Dr. S. Chandrasekaran (Membership No. FCS- 1644), Senior Partner, failing him, Mr. Shashikant Tiwari (Membership No. ACS – 28994), Partner, Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and polling paper process in a fair and transparent manner.
19. The Scrutinizer shall, forthwith from the conclusion of the e-voting period, block the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, within 48 hours of the conclusion of the EGM to the Chairman of the Company or any director authorised by him in writing who shall countersign the same.
20. The results declared alongwith the Consolidated Scrutinizer’s Report shall be placed on the Company’s website [www.omaxauto.com](http://www.omaxauto.com) and on the website of LIPL <https://instavote.linkintime.co.in> within 48 hours of passing of the resolutions at the EGM of the Company and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
21. Name, Designation, address, email-ID and phone Number of the person responsible to address the grievances connected with e-voting; Swapan Kumar Naskar, AVP- North India Operation Link Intime India Pvt. Ltd. 44, Noble Heights, 1<sup>st</sup> Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Phone: +91 11 4141 0592, email: [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in).

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

The Members are aware that the Two-Wheeler (2W) business of the Company has not been doing well in recent time. Members are also aware that the 2W business was the core business of the Company and was supplying to some dedicated key customers. Such customers being sole buyers, supplies to them contributed more than 60% to the turnover until few years back. The Company has been partner with these customers for over four decades. The Company had set up infrastructure at five plants at Dharuhera, Manesar, Binola and Sidhrawali to cater to the demands of these customers.

Since 2010, these customers have been witnessing nominal growth and so has been the case with their Supply Chain Partners, including the Company. Accordingly, to maintain the long relationship with these customers, the Company focused on becoming lean to face the challenges of low growth and competition. However, after 2012, the Company has been witnessing de-growth in business to these customers. Hence, the overall 2W business has declined. Business to these customers have come down drastically to a level that the Company is facing huge difficulty to run the 2W business economically.

The Revenue of 2W Business has come down from Rs. 678 Cr in 2017-18 to Rs. 309 Cr. in 2018-19 (Upto Dec. 2018). Similarly, the profitability position has also worsened. The PBT has come down from Rs. (0.60) Cr. in 2017-18 to Rs. (12.06) Cr. in 2018-19 (Upto Dec. 2018).

Due to increasing fixed costs and labour issues, the Company has been facing financial and operational issues in this segment, for last few years and had therefore started reorganization of its businesses since April, 2017. The members are aware that the Company has already closed its Automax (Binola) plant, Dharuhera Plant and Manesar Plant in recent times. At current level of business, it seems very difficult to operate the remaining plants viz. Speedomax Unit, Sidhrawali and Sprocket unit, Dharuhera. Given that visibility regarding further business from customers is not clear, it seems the plants could not be continued economically in future.

In view of the above, the management of the Company has proposed to consider disposing off its Speedomax Unit situated at 64 K.M. Stone, Delhi-Jaipur Highway, Village – Sidhrawali, Gurgaon, Haryana, and Sprocket Unit situated at 69 K.M. Stone, Delhi Jaipur Highway, Dharuhera, Dist. Rewari, Haryana, together with all specified tangible and intangible assets, including land, building, plant and machinery and other assets (“Undertakings”) as the Board may deem fit. Though the Company intends to exit from 2W business, however, as the Company is expected to do well in other business areas viz. Railways, Commercial Vehicles and Passenger Vehicles, disposal of such units will not have any effect on the overall financial performance of the company. The Company has already announced setting up new plants in Railway and Commercial Vehicle divisions, which are expected to be operational in 2020-21. Once shareholders’ consent is received, the Company would initiate to decide the appropriate manner of disposal of these units. Proceeds from the disposal of these units shall be utilized to fund new projects and/or to pay off existing loans.

Members may be informed that as per Section 180 of the Companies Act, 2013, Board of Director of a Company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of shareholders by way of special resolution. The term “undertaking” shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year.

Accordingly, consent of the members is being sought pursuant to Section 180(1)(a) of the Companies Act, 2013, by way of a Special Resolution to dispose off Speedomax unit of the Company situated at 64 K.M. Stone, Delhi-Jaipur Highway, Village – Sidhrawali, Gurgaon, Haryana, and Sprocket Unit situated at 69 K.M. Stone, Delhi Jaipur Highway, Dharuhera, Dist. Rewari (Haryana), in the manner as the Board may deem fit.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution except to the extent of their shareholding in the Company.

#### **ITEM NO. 2 & 3**

Members of the Company are requested to note that Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 9<sup>th</sup> May, 2018 prescribes that with effect from 1<sup>st</sup> April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a Special Resolution is passed to that effect.

Dr. Ramesh Chandra Vaish (DIN: 01068196) and Dr. Triloki Nath Kapoor (DIN: 00017692) who were reappointed as Non-executive Independent Directors of the Company at the 34<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2017 for a period of five consecutive years w.e.f. 1<sup>st</sup> October, 2017, by way of Special Resolution, have attained the age of seventy five years.

In view of the said provision and amendment from time to time of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is proposed to members to approve the continuation of the Directorship of the above Dr. Ramesh Chandra Vaish and Dr. Triloki Nath Kapoor as the Independent Directors of the Company for the remaining period of their term.

Dr. Ramesh Chandra Vaish, aged 77 years is a Chartered Accountant and also a Lawyer and Economist. He has done PHD in Economics from the University of Florida, USA and has over 55 years’ professional experience in the field of International taxation, finance and investments.

Dr. Triloki Nath Kapoor, aged 87 years holds a Degree in Law and Master’s Degree in Commerce. He is also got his PHD from University of Lucknow in 1956. An eminent management advisor and educationalist of long standing, he possesses a diverse and wide ranging experience and knowledge of Corporate Affairs having been associated as independent/ non-executive/nominee director with well-known public limited companies for past over several decades.

The above mentioned Independent Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company.

In view of Dr. Vaish’s and Dr. Kapoor’s qualifications, knowledge and huge experience in the industry and their meeting the criteria of independence, your Board considered the continuity of their directorship as justified.

The Board after considering benefits of the expertise of the aforesaid independent Directors has recommended the resolution for approval of shareholders by way of Special Resolutions.

Except Dr. Ramesh Chandra Vaish and Dr. Triloki Nath Kapoor, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

#### **ITEM NO. 4**

Members of the Company are requested to note the Board had in its meeting held on, 29<sup>th</sup> October, 2015, appointed Mr. Jatender Kumar Mehta as Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> January, 2016; however, remuneration was approved for three years. Such appointment and remuneration later approved by the Shareholders of the Company through Postal Ballot Process completed on 30<sup>th</sup> March, 2016. The approval for remuneration expired on 31<sup>st</sup> December, 2018.

The Board of Directors in its meeting held on 22<sup>nd</sup> October, 2018, on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, has accorded to revise the remuneration of Mr. Jatender Kumar Mehta, Managing Director of the Company, w.e.f. 1<sup>st</sup> January, 2019 for his remaining tenure on the terms and conditions, as mentioned in the draft resolution at item no. 4 of the accompanying notice. Hence, shareholders’ approval is being sought for the revised remuneration of Mr. Jatender Kumar Mehta for his remaining tenure.

Mr. Jatender Kumar Mehta (DIN: 00028207), a technocrat, is the main promoter of the Company. He has wide industrial, operational and administrative experience with a western outlook to industrialization and a flair for identifying new products and ideas with huge potential.

Mr. Mehta has more than 44 years of Experience in Automobile and Automobile Components Industry. Apart from Directorship in many companies, he is also involved in many other non-profit making organizations and Business Associations and Bodies as Chairman and member. Mr. Mehta has been the promoter, founder and mentor of the Company since its inception. He devotes his full time for the overall performance of the Company and is instrumental in diversification and expansion of the Company. Company has already recovered from the low business and profitability in recent years. The Company is now poised for business expansion and product diversification. At this crucial juncture, the continued services of Mr. Mehta are considered essential for the sustained growth of the Company.

Pursuant to the circular relating to the “enforcement of SEBI Order regarding appointment of directors by listed companies” dated 20<sup>th</sup> June, 2018, Mr. Jatender Kumar Mehta is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

As the revised remuneration exceeds the limit mentioned under Schedule V of the Companies Act, 2013, shareholders’ approval is being sought through Special Resolution as set out in Item No. 4 of the Notice of EGM for approval of the revised remuneration of Mr. Jatender Kumar Mehta, Managing Director of the Company with effect from 1<sup>st</sup> January, 2019 to 31<sup>st</sup> Decemebre, 2019.

**ITEM NO. 5**

Members of the Company are requested to note the Board had in its meeting held on, 29<sup>th</sup> October, 2015, appointed Mr. Ravinder Kumar Mehta as Managing Director of the Company for a period of five years; however, remuneration was approved for three years. Such appointment and remuneration later approved by the Shareholders of the Company through Postal Ballot Process completed on 30<sup>th</sup> March, 2016. The approval for remuneration expired on 31<sup>st</sup> December, 2018.

The Board of Directors in its meeting held on 22<sup>nd</sup> October, 2018, on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, , has accorded to revise the remuneration of Mr. Ravinder Kumar Mehta, Managing Director of the Company, w.e.f 1<sup>st</sup> January, 2019 for his remaining tenure on the terms and conditions, as mentioned in the draft resolution at item no. 5 of the accompanying notice. Hence, shareholders’ approval is being sought for the revised remuneration of Mr. Ravinder Kumar Mehta for his remaining tenure.

Mr. Ravinder Kumar Mehta (DIN: 00028409), is one of the promoters of the Company and has been in service to the Company since its inception. Mr. Mehta started his career with Omax Engineers in 1977 engaged in manufacture of cycle parts (later converted into Omax Bikes Limited). He promoted Omax Autos Limited as a major auto ancillary company. In 1983-84 took over as Managing Director of the Company. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports. Currently, the age of Mr. Ravinder Kumar Mehta has exceeded seventy seven years; however, due to his long and huge experience and exposure in the automotive business and due to his continuous serving to the Company, the Company is in need of his services.

Pursuant to the circular relating to the “enforcement of SEBI Order regarding appointment of directors by listed companies” dated 20<sup>th</sup> June, 2018, Mr. Ravinder Kumar Mehta is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

As the revised remuneration exceeds the limit mentioned under Schedule V of the Companies Act, 2013 shareholders’ approval is being sought through Special Resolution as set out in Item No. 5 of the Notice of EGM for approval of the revised remuneration of Mr. Ravinder Kumar Mehta, Managing Director of the Company with effect from 1<sup>st</sup> January, 2019 to 31<sup>st</sup> December, 2019.

Further the Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution is given hereunder.

**IN RESPECT OF ITEM NOS. 4 & 5**

**I. GENERAL INFORMATION:**

- 1) **Nature of Industry:** Manufacturing of metal sheet components for Auto OEMs and Railways.
- 2) **Date or expected date of commencement of commercial Production:** Existing Company already commenced the production in 1985.
- 3) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Existing Company, not applicable.
- 4) **Financial performance based on given Indicators: As per Audited Financial Statement**

Rs. in Lakhs

Particulars	Audited Figure for 12 months period ended on March, 2018*	Audited Figure for 12 months period ended on March, 2017*	Audited Figure for 12 months period ended on March, 2016
Revenue from operation and other income	122,003.00	118,696.64	103,247.73
Profit Before exceptional and extraordinary items and tax	57.06	(378.99)	1,555.60
Exceptional Items	-	-	-
Profit before extraordinary items and tax	57.06	(378.99)	1,555.60
Extraordinary items/Prior period adjustments	0.00	0.00	(27.04)
Profit before tax	57.06	(378.99)	1,528.56
Less: Tax Expenses	(708.73)	(160.05)	200.68
Profit /(Loss) after tax	765.79	(218.94)	790.68

\*Figures are as per IND-AS accounting.

- 5) **Foreign investments or collaborators, if any:** Nil

## II. INFORMATION ABOUT THE APPOINTEE:

Sl. No.	Particulars	Mr. Jatender Kumar Mehta-Managing Director (DIN:00028207)	Mr. Ravinder Kumar Mehta-Managing Director (DIN: 00028409)
1.	<b>BACKGROUND DETAILS</b>	Mr. Jatender Kumar Mehta, a technocrat, is the main promoter of the Company. He has wide industrial, operational and administrative experience with a western outlook to industrialization and a flair for identifying new products and ideas with potential. He has widely travelled and got substantial exposure in all functional areas of the auto component industry. He has been exponential in the growth and development of the company.	Mr. Ravinder Kumar Mehta is one of the promoters of the Company and has been in service to the Company since its inception. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports.
2.	<b>PAST REMUNERATION</b>	During the financial year 2017-18, Mr. Jatender Kumar Mehta has drawn the following Remuneration from the Company:- Salary: <b>Rs. 11,760,000/- Per Annum</b> Value of perquisites: <b>Rs. 39,600/- Per Annum</b> Contribution to statutory funds: <b>10,33,200/- Per Annum</b> Total: <b>Rs. 1,28,32,800/- Per Annum</b>	During the financial year 2017-18, Mr. Ravinder Kumar Mehta has drawn the following Remuneration S Salary: <b>Rs. 1,800,000/- Per Annum</b> Value of perquisites: <b>NIL</b> Contribution to statutory funds: <b>2,16,000/- Per Annum</b> Total: <b>Rs. 20,16,000/- Per Annum</b>
3.	<b>RECOGNITION OR AWARDS:</b>	NIL	NIL
4.	<b>JOB PROFILE AND SUITABILITY:</b>	Mr. Jatender Kumar Mehta is main promoter. He is on the Board of the company since incorporation of the company and under his dynamic leadership; the Company became one of the manufacturing leader in the auto component manufacturing industry. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business.	Mr. Ravinder Kumar Mehta is one of the promoters of the Company and has been in service to the Company since its inception. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports.
5.	<b>REMUNERATION PROPOSED:</b>	As stated in the resolution of Item No.4 of this notice.	As stated in the resolution of Item No.5 of this notice.
6.	<b>COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON:</b>	The proposed remuneration of Mr. Jatender Kumar Mehta who is main promoter and person behind the rise of the Company and also a professional, possessing invaluable rich knowledge, experience and insights complemented with the vast business experience, is comparable with another Managing Director of other Automotive Companies and is in parity with the Industry Standards for such a responsible position.	The proposed remuneration of Mr. Ravinder Kumar Mehta who is main promoter and person behind the rise of the Company and also a professional, possessing invaluable rich knowledge, experience and insights complemented with the vast business experience, is comparable with another Managing Director of other Automotive Companies and is in parity with the Industry Standards for such a responsible position.
7.	<b>PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY:</b>	Mr. Jatender Kumar Mehta is a Promoter Director of the Company, holding 1839476 Equity Shares of Rs. 10 each which constitute 8.60% of the paid up capital of the Company. However being the promoter of the Company Mr. Jatender Mehta along with relatives/ promoters holds 55.02% shareholding of the Company.  Mr. Ravinder Mehta, Managing Director of the Company is brother, Mrs. Sakshi Kaura, Joint Managing Director of the Company is Daughter and Mr. Devashish Mehta, Joint Managing Director is son of Mr. Jatender Kumar Mehta. No other managerial personnel has any relationship with Mr. Jatender Kumar Mehta.	Mr. Ravinder Kumar Mehta is a Promoter Director of the Company, holding directly 1371600 Equity Shares of Rs. 10 each which constitute 6.41% of the paid up capital of the Company. However being the promoter of the Company Mr. Ravinder Kumar Mehta along with relatives/ promoters holds 55.02% shareholding of the Company.  Mr. Jatender Mehta, Managing Director of the Company is brother, Mrs. Sakshi Kaura, Joint Managing Director of the Company is the Daughter of his brother Mr. Jatender Kumar Mehta and Mr. Devashish Mehta, Joint Managing Director of the Company is the son of his brother Mr. Jatender Kumar Mehta.  No other managerial personnel has any relationship with Mr. Ravinder Kumar Mehta.

## III. OTHER INFORMATION:

### 1. **Reasons of loss or inadequate profits:**

Though the Company does not anticipate any loss or inadequate profits in financial year 2018-19, however the approval from the members, under Schedule V of the Companies Act 2013, is being sought on a precautionary basis, to pay minimum remuneration to Mr. Jatender Kumar Mehta and Ravinder Kumar Mehta as per the provisions of the Schedule V of the Companies Act, 2013, in case of loss or inadequate profits in financial year 2018-19.

### 2. **Steps taken or proposed to be taken for improvement:**

The Company has been continuously evaluating various business models to raise long-term financial resources by capitalizing upon its industry expertise. Consequently, the Company has undergone an internal corporate restructuring, whereby the businesses of certain identified units of the Company has been merged or strategically relocated.

The Company has already taken various initiatives such as enhancing its R&D capabilities, productivity improvements, cost rationalization measures through



benchmarking and operation excellence projects, tapping of emerging markets, developing new product segments etc. These measures would increase operational efficiencies which will increase productivity and profitability of the Company in coming years.

The Company has also announced setting up two new manufacturing units. Once, these plants are operational, they would add to the profitability of the Company.

**3. Expected increase in productivity and profits in measurable terms:**

The Company expects overall Indian Market, particularly the auto sector will improve significantly in coming years. The Company is expecting to grow in terms of overall economic growth. Though the Company intends to close the 2W business, other business areas viz. Railways, Commercial Vehicles and Passenger Vehicles are expected to do well in current financial year. An increase of 10 to 15 % in the productivity and profits is expected in the current financial year.

**IV. DISCLOSURES**

Disclosures of information and details as referred to in (iv) of second Proviso to Paragraph (B) of Section II of Part II of Schedule V of the Act, have been given produced hereinabove.

The Board recommends the Special Resolutions set out at Item Nos. 4 & 5 of the Notice for approval by the members of the Company.

Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the brief resume, nature of expertise in specific functional areas, directorship and membership of Committees in other companies, shareholding and other details of Mr. Jatender Kumar Mehta and Mr. Ravinder Kumar Mehta, has been provided separately at the end of this statement as Annexure 1, which may be read as part hereof.

Mr. Jatender Kumar Mehta and Ravinder Kumar Mehta, himself, as Managing Director and Mrs. Sakshi Kaura, Joint Managing Director and Mr. Devashish Mehta, Joint Managing Director of the Company are interested or concerned as relatives of Mr. Jatender Kumar Mehta and Mr. Ravinder Kumar Mehta. None of Directors and Key Managerial Personnel or any of their relatives, apart from the names mentioned above, has any concern or interest, financial or otherwise, in the above proposed matter, except to the extent of their shareholding in the Company.

By order of the Board of Directors  
For **Omax Autos Limited**

**Sanjeeb Kumar Subudhi**  
Address: 670, Sarvahi Appartment,  
Sector 17A, Dwarka,  
New Delhi-110075

Place : Gurugram  
Date : 18<sup>th</sup> January, 2019

**ANNEXURE-1**

**Pursuant to Secretarial Standard and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment/fixation of remuneration/variation of the term of remuneration at the forthcoming Extraordinary General Meeting:**

Name of Director	Jatender Kumar Mehta	Ravinder Kumar Mehta	Dr. Ramesh Chandra Vaish	Dr. Triloki Nath Kapoor
DIN	00028207	00028409	01068196	00017692
Date of Birth	11 <sup>th</sup> April, 1949	23 <sup>rd</sup> December, 1941	19 <sup>th</sup> June, 1941	2 <sup>nd</sup> June, 1932
Age	70 years	78 years	77 years	87 years
Qualification	B.E.	Graduate	PHD, Chartered Accountant, LLB	PHD, M.Com, LLB
Experience	44 years	45 years	55 years	66 years
Terms and Conditions of appointment/ re-appointment	Mentioned in proposed resolution in item no. 4 of the accompanying notice	Mentioned in proposed resolution in item no. 5 of the accompanying notice	Mentioned in proposed resolution in item no. 2 of the accompanying notice	Mentioned in proposed resolution in item no. 3 of the accompanying notice
Remuneration sought to be paid	Rs. 1,31,04,000 (One Crore Thirty One Thousand Four Hundred only) per annum	Rs. 19,80,000 (Nineteen Lakhs Eighty Thousands only) per annum	No fixed remuneration. Sitting fees to be paid as decided by the board. In addition, commission may be paid from time to time as may be decided by the board	No fixed remuneration. Sitting fees to be paid as decided by the board. In addition, commission may be paid from time to time as may be decided by the board
Remuneration last drawn	During the financial year 2017-18, Mr. Jatender Kumar Mehta has drawn the following Remuneration from the Company:- Salary: <b>Rs. 11,760,000/- Per Annum</b> Value of perquisites: <b>Rs. 39,600/- Per Annum</b> Contribution to statutory funds: <b>10,33,200/- Per Annum</b> Total: <b>Rs. 1,28,32,800/- Per Annum</b>	During the financial year 2017-18, Mr. Ravinder Kumar Mehta has drawn the following Remuneration S Salary: <b>Rs. 1,800,000/- Per Annum</b> Value of perquisites: <b>NIL</b> Contribution to statutory funds: <b>2,16,000/- Per Annum</b> Total: <b>Rs. 20,16,000/- Per Annum</b>	During the financial year 2017-18, Dr. Vaish, as an independent director has drawn a total remuneration of Rs. 1,89,500/- by way of sitting fees and commission profit, from the Company.	During the financial year 2017-18, Dr. Kapoor, as an independent director has drawn a total remuneration of Rs. 2,40,000/- by way of sitting fees and commission profit, from the Company.
Date of First Appointment	28 <sup>th</sup> October, 1983	1 <sup>st</sup> of January, 2006	27 <sup>th</sup> June, 1995	3 <sup>rd</sup> February, 1986

Brief Resume	Mr. Jatender Kumar Mehta is main promoter. He is on the Board of the company since incorporation of the company and under his dynamic leadership; the Company became one of the manufacturing leader in the auto component manufacturing industry. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business.	Mr. Ravinder Kumar Mehta is one of the promoters of the Company and has been in service to the Company since its inception. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports.	Dr. Ramesh Chandra Vaish, aged 77 years, is a Chartered Accountant and also lawyer and economist. He has done PHD in Economics from the University of Florida, USA and has over 55 years' professional experience in the field of International taxation, finance and investments.	Dr. Triloki Nath Kapoor aged 87 years, holds a Degree in Law and Master's Degree in Commerce. He is also got his PHD from University of Lucknow in 1956. An eminent management advisor and educationalist of long standing, he possesses a diverse and wide ranging experience and knowledge of Corporate Affairs having been associated as independent/non-executive/nominee director with well-known Public Limited Companies for past over several decades. Dr. Kapoor also held various responsible positions with the Punjab University, Chandigarh including the prestigious position of Vice Chancellor (1991-1997). He has also been involved as Chairman, University Business School and Dean Faculty of Business Management. He involved with several education, professional associations and management institutes including Governing Board/Council, International association of Universities Paris, IIM-Bangalore, IIM Calcutta, All India Management Association New Delhi, MDI Gurgaon, LBSIM Delhi, IIPA-New Delhi & IAMR-New Delhi.
Expertise in Specific Functional Areas	Mr. Jatender Kumar Mehta has 44 years of experience in the Corporate Sector.	Mr. Ravinder Kumar Mehta has 45 years of experience in the Corporate Sector.	Dr. Vaish has acquired vast professional experience in the field of International taxation, finance and investments.	Dr. Kapoor has acquired a vast professional experience in the field of Corporate Management, Finance and Human Resource Management
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>▪ OMAX AUTOS LIMITED</li> <li>▪ OMAX AEROSPACE AND DEFENCE LIMITED</li> <li>▪ GOLD RIVER REALTORS PRIVATE LIMITED</li> <li>▪ HARIDWAR ESTATES PRIVATE LIMITED</li> <li>▪ DIMENSION ELECTRONICS PRIVATE LIMITED</li> <li>▪ NEERU BUILDERS PRIVATE LIMITED</li> </ul>	<ol style="list-style-type: none"> <li>1) OMAX AUTOS LIMITED</li> <li>2) LIFE GREEN SYSTEMS LIMITED</li> <li>3) THRIVE ECOLOGICAL INNOVATIONS PRIVATE LIMITED</li> </ol>	<ol style="list-style-type: none"> <li>1) OMAX AUTOS LIMITED</li> <li>2) SWARAJ ENGINES LTD</li> <li>3) STERLING TOOLS LIMITED</li> </ol>	<ol style="list-style-type: none"> <li>1) OMAX AUTOS LIMITED</li> <li>2) ROTO PUMPS LIMITED</li> <li>3) EXPRESS NEWSPAPERS PRIVATE LIMITED</li> <li>4) HUMAN ENERGY RESEARCH CENTER</li> <li>5) BHARAT CONSULTANTS PRIVATE LIMITED</li> </ol>
Number of Meetings of the Board attended during the Year (2017-18)	7 (seven)	3 (Three)	7 (seven)	7 (seven)
Committee position held in listed companies	3 (Three)	NIL	6 (Six)	3 (Three)
No. of shares held in the Company as on March 31, 2018: (a) Own (b) For other persons on a beneficial basis	1839476 Equity Shares of Rs. 10 each which constitute 8.60% of the paid up capital of the Company. However being the promoter of the Company Mr. Jatender Mehta along with relatives/ promoters holds 55.02% shareholding of the Company.	1371600 Equity Shares of Rs. 10 each which constitute 6.41% of the paid up capital of the Company. However being the promoter of the Company Mr. Ravinder Kumar Mehta along with relatives/ promoters holds 55.02% shareholding of the Company.	NIL  NIL	NIL  NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	Mr. Ravinder Mehta, Managing Director of the Company is brother, Mrs. Sakshi Kaura, Joint Managing Director of the Company is Daughter and Mr. Devashish Mehta, Joint Managing Director is son of Mr. Jatender Kumar Mehta. No other managerial personnel has any relationship with Mr. Jatender Kumar Mehta.	Mr. Jatender Mehta, Managing Director of the Company is brother, Mrs. Sakshi Kaura, Joint Managing Director of the Company is the Daughter of his brother Mr. Jatender Kumar Mehta and Mr. Devashish Mehta, Joint Managing Director of the Company is the son of his brother Mr. Jatender Kumar Mehta.	None of the directors or other KMPs is related to Dr. Vaish.	None of the directors or other KMPs is related to Dr. Kapoor.

GUIDE MAP TO EGM:

OMAX AUTOS LIMITED

at

Aravali Resorts,

76<sup>th</sup> Milestone, Delhi Jaipur Highway,  
Dharuhera, Distt. Rewari, Haryana-123106



courtesy: google map

**OMAX AUTOS LIMITED**

Regd. Office: Plot No. B-26, Institutional Area, Sector-32, Gurugram, Haryana-122001  
 CIN: L30103HR1983PLC026142 Phone No.: +91-124-4343000 Fax: +91-124-2580016  
 Website: www.omaxauto.com Email: investors@omaxauto.com

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
 (Management and Administration) Rules, 2014

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id:	DP Id:

I/We being the member(s) of ..... Shares of the above named Company hereby appoint:

Name:....., Email Id..... Signature..... or falling him as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extraordinary General Meeting of the members of **Omax Autos Limited** will be held on Saturday, 16<sup>th</sup> day of February, 2019 at 10:00 A.M. at Aravali Resorts, 76<sup>th</sup> Milestone, Delhi Jaipur Highway, Dharuhera, Distt. Rewari, Haryana-123106 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Description of the Resolution	No. of shares held	FOR	AGAINST
			I /We assent to the Resolution	I/We dissent to the Resolution
1)	Disposal off Business Undertakings under Section 180(1)(a) of Companies Act, 2013.			
2)	Continuation of Dr. Ramesh Chandra Vaish (DIN: 01068196) as an Independent Director of the Company for his remaining tenure.			
3)	Continuation of Mr. Triloki Nath Kapoor (DN: 00017692) as an Independent Director of the Company for his remaining tenure.			
4)	Approval of revision of remuneration of Mr. Jatender Kumar Mehta (DIN: 00028207) Managing Director of the Company for the period 1st January, 2019 to 31st December, 2020.			
5)	Approval of revision of remuneration of Mr. Ravinder Kumar Mehta (DIN: 00028409), Managing Director of the Company for the period 1st January, 2019 to 31st December, 2020.			

Signed this.....day of ..... 2019.

Signature of Shareholder.....

Signature of Proxy holder(s) .....

Affix One  
rupee  
revenue  
Stamp

**Note:** This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

- \*1. Please put 'x' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2. Please complete all details including details of member(s) in above box before submission.



**OMAX AUTOS LIMITED**

Regd. Office: Plot No. B-26, Institutional Area, Sector-32, Gurugram, Haryana-122001  
 CIN: L30103HR1983PLC026142 Phone No.: +91-124-4343000 Fax: +91-124-2580016  
 Website: www.omaxauto.com Email: investors@omaxauto.com

**ATTENDANCE SLIP**

Members or their proxies are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Client ID No.		Regd Folio No.*	
DP ID No.		No. of Shares	
Name of the Shareholder			
Address of the Shareholder			

I/ We hereby record my/ our presence at the Extraordinary General Meeting of the members of **Omax Autos Limited** will be held on Saturday, 16<sup>th</sup> day of February, 2019 at 10:00 A.M. at Aravali Resorts, 76<sup>th</sup> Milestone, Delhi Jaipur Highway, Dharuhera, Distt. Rewari, Haryana-123106

Please (√) in the box

MEMBER  PROXY

\*Applicable for investor holding shares in physical form.

\_\_\_\_\_  
Signature of the shareholder/ proxy

