



OMAX AUTOS LIMITED

Plot No. B-26, Institutional Area, Sector-32, Gurgaon-122 001, Haryana (INDIA)
Phone : +91-124-4343000, Fax : +91-124-2580016
E-mail : info@omaxauto.com, Website : www.omaxauto.com

Courier /Email

Ref OMAX/FIN/CLO/2012-13/40

15th February, 2013.

The Manager, Capital Market (Listing)
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
MUMBAI - 400 051
Fax No. 022 -26598237/38
E-Mail : cm1ist@nse.co.in

The Manager Listing
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
MUMBAI - 400 001
Fax No. **022-22721919/2037**
/2039/ 2041/2061
E-Mail :
corp.relations@bseindia.com

Dear Sirs,

Sub: **DISPATCH OF NOTICE UNDER SECTION 192A OF THE COMPANIES ACT, 1956.**

We wish to inform you that the Company has on 14th February, 2013 completed the dispatch of Postal Ballot Notice to all Members, under Section 192A of the Companies Act, 1956 along with the Postal Ballot Form and a self addressed Business Reply Envelope (for which postage will be paid by the Company) in relation to the following matters seeking members consent:

- (i) Appointment and payment of remuneration of Mr. Devashish Mehta, relative of Managing Director, as Head-Marketing of the Company.
- (ii) Appointment of Mrs. Sakshi Kaura as a director of the Company.
- (iii) Appointment and payment of remuneration of Mrs. Sakshi Kaura, as Whole-time Director of the Company.

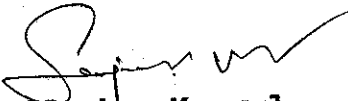
Further a complete set of Postal Ballot Notice is enclosed herewith for your ready reference.

Meantime we have sent the notice for publication in English and Hindi Newspapers as required under the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011.

Kindly bring it to the notice of all concerned.

Thanking you,

Yours faithfully,
For **OMAX Autos Limited**


[Sanjeev Kumar]
Company Secretary
Encl: As above



OMAX AUTOS LIMITED

Registered Office: 69 KM Stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari - 122106, Haryana (India)

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given that pursuant to section 192A of the Companies Act, 1956 (the Act) read with the Companies (passing of the Resolution by postal Ballot) Rules, 2011 (the Rules), the Company is seeking consent of its members in respect of special Businesses, which proposes to pass through Postal Ballot process.

In order to facilitate wider participation of Members in approval process, the company is seeking your approval through postal ballot process and is enclosing herewith the proposed resolutions and explanatory statements thereto along with a Postal Ballot form for your consideration and approval.

Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of working hours of 18th day of March, 2013.

The result of Postal Ballot will be announced by the Managing Director, Mr. Jatender Kumar Mehta or any other person duly authorised by him at 02:00 p.m. on Wednesday, the 27th day of March 2013 at the Corporate Office of the Company at Omax Autos Limited Plot No.B-26, Institutional Area, Sector-32, Gurgaon-122001, Haryana.

Place: New Delhi
Date: 25th January, 2013

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

Sd/-
Sanjeev Kumar
(Company Secretary)

Enclosures:

1. Resolutions along with Explanatory Statement.
2. Postal Ballot Form and self-addressed Business Reply Envelope.

SPECIAL BUSINESSES:

ITEM NO. 1

TO APPROVE THE APPOINTMENT AND PAYMENT OF REMUNERATION OF MR. DEVASHISH MEHTA, RELATIVE OF MANAGING DIRECTOR, AS HEAD-MARKETING OF THE COMPANY.

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to section 314 read with Director's Relative (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, of the Companies Act, 1956, and based on the recommendation of the Selection Committee and Board of Directors, the consent of the Company be and is hereby accorded to the appointment of Mr. Devashish Mehta, Son of Mr. Jatender Kumar Mehta, Managing

Director of the Company to hold an office or place of profit in the Company as Head- Marketing at a gross monthly remuneration up to Rs. 2,50,000/- w.e.f. 1st April, 2013 on the term and conditions as mutually agreed between the Board and Mr. Devashish Mehta.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all the necessary steps in this regard.”

ITEM NO. 02.

APPOINTMENT OF MRS. SAKSHI KAURA AS A DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to give assent or dissent to the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 257 and other applicable provisions, if any, of the Companies Act, 1956 Mrs. Sakshi Kaura who was appointed as Additional Director by the Board in its meeting held on 25th January, 2013 and in respect of whom the Company has received a notice, be and is hereby appointed as a Director of the Company and is liable to retire by Rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all the necessary steps in this regard.”

ITEM NO. 03.

TO APPROVE THE APPOINTMENT AND PAYMENT OF REMUNERATION OF MRS. SAKSHI KAURA, AS WHOLE-TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all applicable guidelines for managerial remuneration issued by the Central Government from time to time and subject to the approval of the Central Government (if required) the consent of the Company be and is hereby accorded to the appointment of Mrs. Sakshi Kaura as Whole-time Director of the Company for a period of three years with effect from 25th January, 2013, to 24th January, 2016 on the following term and conditions:

1. Salary Scale (Monthly)	Rs. 280000-28000-336000 (Per month).
2. House Rent allowance	40% of monthly Salary, but subject to overall payment during any Financial year will not exceed 40% of Salary.
3. Retirement Benefit	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.
4 Earned Leave:	On Salary and allowances as per the rules of the Company but not exceeding one month's leave for every eleven months of service. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
5 Conveyance and other Facilities	Provision of a Car with Driver for use on Company's business and telephone at the residence and mobile phone will not be considered as perquisites. Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company.

RESOLVED FURTHER THAT Overall remuneration as mentioned above will not exceed 5% of the Net Profit of the Company, as Calculated under Section, 198, 349 and 350 of the Companies Act, 1956 with liberty to the Board of Directors to alter, vary and modify the terms and conditions and structure of the said remuneration, in such manner as may be agreed between the Board of Directors and Mrs. Sakshi Kaura, Whole-time Director within and in accordance with the provisions of the Act, subject to applicable statutory deductions including tax deduction at source as applicable under the provisions of the Income Tax Act and the Rules made there under.

RESOLVED FURTHER THAT the total remuneration payable by the Company to the Managerial Personnel should not exceed 10% of the net profit of the Company as Calculated under Section 198, 349 and 350 of the companies Act, 1956."

MINIMUM REMUNERATION

"RESOLVED FURTHER THAT notwithstanding anything contained in the above Resolution where during the term of employment of the Whole-time Director, in the event of loss or inadequacy of profit in any financial year, the remuneration including perquisites and other benefits as mentioned in the above resolution will be paid as minimum remuneration with necessary approvals and in compliance of the provisions of Section II of Part II of Schedule XIII to the Act."

Place: New Delhi
Date: 25th January, 2013

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

Sd/-
Sanjeev Kumar
(Company Secretary)

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 ON THE ABOVE SAID RESOLUTION:

Item No. 1

In the year under review, the Omax is facing intense Business changes, due to overall economic conditions and sluggish market.

In this current situation, the Company is in need of a young dynamic, energetic executive, who has sharp vision and under whose guidance, business of the company can grow and diversify, more into B2C Segment.

Mr. Devashish Mehta, aged 22 years, son of Mr. Jatender Kumar Mehta, Managing Director of the Company, is BSC Marketing from the Pennsylvania State (US) University is found suitable and may fulfil the above urgent requirement of the Company.

During his short career, he has successfully handled different type of Projects and his latest assignment was with M/s Shriram Piston and Rings Ltd, where he has successfully handled Lean manufacturing such as OPEX, 5S, Process Optimization, Line Balancing etc.

The Company has a potential to grow through his clear vision and ambitions plans for this company.

The Board of Directors accordingly recommends the resolution as set out at the item No. 1 of the accompanying Notice for the approval of the Members as special Resolution and the same have also been recommended by the Selection Committee constituted as per the Rules. Your approval is sought by voting through Postal Ballot process.

None of the Directors of the Company is concerned or interested in this resolution except Mr. Jatender Kumar Mehta and Mrs. Sakshi Kaura.

Item No. 2 AND 3

Mrs. Sakshi Kaura was appointed as CEO of Home Furnishing Division, in Board meeting held on 30th January, 2012 and later on Shareholders of the Company have approved her appointment through Postal Ballot Process on 28th March, 2012.

Further, she was appointed as Additional Director with effect from 25th January, 2013 in the Board Meeting held on 25th January, 2013, pursuant to section 260 of the Companies Act and Article 91 of the Article of Association of the Company, she will hold the office of the Director up to the date of the ensuing Annual General Meeting as an additional director.

However, the Company has received notice under section 257 along with necessary deposit proposing her as a Director to be appointed through postal ballot process. Therefore, after your approval through the postal ballot process she will become Director of the Company.

Upon the appointment of Additional Director, Mrs. Sakshi Kaura became a Whole-time Director in view of the fact that she is already in whole-time employment of the Company as the CEO of Home Furnishing Division of the Company.

The terms and conditions of the appointment of Mrs. Sakshi Kaura as mentioned in the above resolution already approved by the Remuneration Committee, which was subsequently passed by the Board.

Mrs. Sakshi Kaura who is an interior designer by profession acquainted with the business of Home Furnishing products, had done BBMS from Institute of Integrated Learning and Management, New Delhi and having the Industrial Family background.

Mrs. Sakshi Kaura has more than 6 years of work experience in the consumer durable business and she is Director in Sakshi Kaura Designs Private Limited.

The Board of Directors is confident that, with her extensive business acumen, knowledge, experience and expertise in the field consumer durable and export particularly relating to home furnishing items.

She is daughter of Mr. Jatender Kumar Mehta, Managing Director of the Company.

The above may also be treated as an abstract under the terms of contract /agreement entered into between the Company and Mrs. Sakshi Kaura, Whole-time Director pursuant to section 302 of the Companies Act, 1956.

The Board of Directors accordingly recommends the resolutions set out at the item No. 2 and Item No. 3 of the accompanying Notice for the approval of the Members as an Ordinary Resolution and Special Resolution respectively.

None of the Directors of the Company is concerned or interested in both the resolutions except Mr. Jatender Kumar Mehta and Mrs. Sakshi Kaura herself.

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

Registered Office:
69 KM Stone, Delhi-Jaipur Highway
Dharuhera, Rewari-122106
Haryana, (India)

Sd/-
Sanjeev Kumar
(Company Secretary)

Place: Gurgaon
Date: 25th January, 2013



Passionate about Performance

OMAX AUTOS LIMITED

Registered Office: 69 KM Stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari - 122106, Haryana (India)

POSTAL BALLOT FORM (To be returned to the Company)

Sl. No

- Name(s) of Shareholder(s) :
(including joint holders, if any)
- Registered address
- Registered Folio No. /
DP ID No. / Client ID No.
- Number of Shares held
- I/We hereby exercise my / our vote in respect of the Resolutions set out in the Notice dated 25th day of January 2013, as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Description	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1	Appointment and payment of Remuneration of Mr. Devashish Mehta under section 314 of the Companies Act, 1956 read with Director's Relative (Office or Place of Profit) Rules, 2003. (SPECIAL RESOLUTION)			
2	Appointment of Mrs. Sakshi Kaura as a Director of the Company as per provisions of section 257 of the Companies Act, 1956. (ORDINARY RESOLUTION)			
3	Appointment and payment of Remuneration of Mrs. Sakshi Kaura, as Whole-time Director as per provisions of section, 198,309,310,311 and Schedule XIII of the Companies Act, 1956. (SPECIAL RESOLUTION)			

Place:

Date:

(Signature of the Member)

Please send your postal ballot form in the envelop enclosed herewith.

Note : Please read the instruction printed overleaf.

Instructions:-

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed pre-paid Business Reply Envelope. However, Envelope containing Postal Ballot, if sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed pre-paid Business Reply Envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified true copy of the Resolution of Board or the governing body, as the case may be, giving requisite authority to the person voting on the Postal Ballot Form.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholders.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will subject to rejection by the Scrutinizer.
7. The exercise of vote by Postal Ballot is not permitted through proxy.
8. A member may request for duplicate form, if so required. However the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date mentioned in Instruction No. 9. In case the Company receives both Original as well as Duplicate Form, then the Duplicate Form shall be considered for the purpose of voting.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours of 18th day of March 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
10. Votes of the Members from whom Postal Ballot Forms are received after the aforesaid stipulated date will not be counted for the purpose of passing of the Resolutions referred above.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on 08.02.2013.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. Members are requested not to send any other matter along with the Postal Ballot form in the enclosed self-addressed business reply envelop. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. The result of the voting on the resolution will be declared at the Corporate Office of the Company at 02:00 p.m. on 27th March, 2013. The Result will thereafter be also informed to the Stock exchanges, hosted on the Company's website www.omaxauto.com and published in newspapers.
15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Sanjeev Kumar, Company Secretary & Chief of Compliance, M/s OMAX Autos Ltd, Plot No. B-26, Institutional Area, Sector-32, Gurgaon-122001, Haryana.

POSTAGE
WILL BE
PAID BY
ADDRESSEE

BUSINESS REPLY ARTICLE

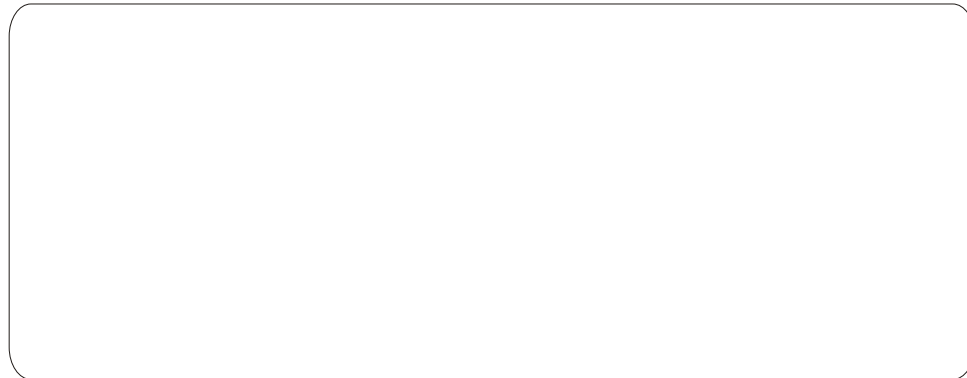
B.R. PERMIT NO. L-2/BRP/73/2012-13
GURGAON HEAD POST OFFICE
GURGAON - 122001 (HARYANA)



To,

**The Scrutinizer
C/o OMAX AUTOS LIMITED
Corporate Office: Plot No. B-26,
Institutional Area, Sector-32
Gurgaon-122001, Haryana (INDIA)**

BOOK POST



If undelivered please return to :

OMAX AUTOS LIMITED

Corporate Office: Plot No. B-26,
Institutional Area, Sector-32

Gurgaon-122001, Haryana (INDIA)