



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

OMAX/SE/CLF/2012-13/41

Date: 27th March, 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 : cmlist@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 Sir,

Sub: Postal Ballot Result and Scrutinizer Report.

In terms of the Provision of the Listing Agreement, please find attached herewith the Copy of the Postal Ballot Result Announced on 27th March, 2013 along with Report of Scrutinizer submitted on 25th March, 2013.

Further also find enclosed herein the copy of postal ballot results as per the provisions of the clause 35A of the Listing Agreement.

Kindly bring it to the notice of all concerned.

Thanking You,

Yours Faithfully,

For OMAX Autos Ltd.

Sanjeev Kumar
(Company Secretary)

Encl.: (As Above)

ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT

In accordance with Section 192A of the Companies Act, 1956 read with Companies (passing of Resolution by Postal Ballot) Rules, 2011, Postal Ballot forms and Notice dated 25th January, 2013 containing the Resolutions on the following matters:

- i) to approve the appointment and payment of Remuneration of Mr. Devashish Mehta, relative of Managing Director, as Head-Marketing of the Company,
- ii) to approve the appointment of Mrs. Sakshi Kaura as Director of the Company and
- iii) to approve the appointment and payment of Remuneration of Mrs. Sakshi Kaura as Whole-time Director of the Company,

were circulated to the shareholders of the Company.

Based on the report dated 25th March, 2013 Submitted by Dr. S. Chandrasekaran of Chandrasekaran Associates, Company Secretaries, New Delhi, the Scrutinizer, appointed under section 192 (A) of the Companies Act, 1956, for conducting the postal ballot process in a fair and transparent manner , I declare as under:

1. Result of the voting conducted through the Postal Ballot on the Special Resolution under Section 314 of the Companies Act 1956, for appointment and payment of Remuneration of Mr. Devashish Mehta, relative of Managing Director, as Head-Marketing of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	12606239	99.96
Against the Resolution	4481	0.04
Total	12610720	100

The resolution has therefore been approved by the shareholders as a Special Resolution.





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2. Result of the voting conducted through the Postal Ballot on the Ordinary Resolution under Section 257 of the Companies Act 1956, for appointment of Mrs. Sakshi Kaura as Director of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	12605429	99.96
Against the Resolution	5141	0.04
Total	12610570	100


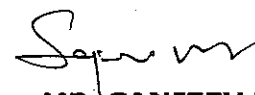
The resolution has therefore been approved by the shareholders as an Ordinary Resolution.

3. Result of the voting conducted through the Postal Ballot on the Special Resolution under Section 198, 309, 310 and 311 and Schedule XIII of the Companies Act 1956, for appointment and payment of Remuneration of Mrs. Sakshi Kaura as Whole-time Director of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	12603409	99.96
Against the Resolution	5211	0.04
Total	12608620	100

The resolution has therefore been approved by the shareholders as a Special Resolution.

Date : 27th March, 2013
Place : Gurgaon



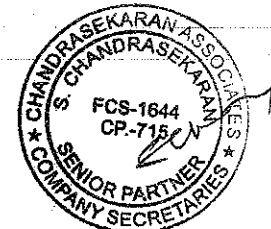
MR. SANJEEV KUMAR
(Company Secretary)

SCRUTINIZER'S REPORT

Managing Director
Omax Auto Limited
 Plot No.B-26, Institutional Area,
 Sector-32, Gurgaon,
 Haryana--122001,

Dear Sir,

1. The Board of Directors of the company has appointed me as a Scrutinizer for conducting the postal ballot voting process on 25th day of January, 2013.
2. The company has completed the dispatch of postal ballot forms along with self addressed business reply envelope to its Members on 14th day of February, 2013 through Ordinary Post.
3. The Company has published an advertisement regarding dispatch of postal ballot notice in the newspapers Business Standard (English) and Business Standard (Hindi) on 16th day of February, 2013.
4. The company has filed Calendar of events with the Registrar of Companies on 01st day of February 2013 vide SRN B66965948.
5. Particulars of all the postal ballot forms received from the Members have been entered in the Register maintained separately for the purpose. The Register is annexed.
6. The postal ballot forms were kept under my safe custody.
7. The postal ballot forms were duly opened in my presence.
8. All postal ballot forms received up to the close of working hours on 18th day of March 2013, the last date and time fixed by the Company for receipt of the forms and were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after close of working hours on 18th day of March 2013 were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.
11. The following resolution recommended as Special Resolution as per the Postal Ballot Notice dated 25.01.2013. A summary of postal ballot forms received for Item No.-01 is given below:



"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.

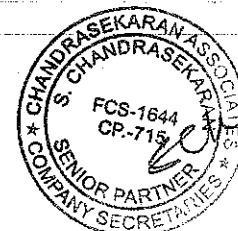
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all the necessary steps in this regard."

Particulars	No. of shares (Through Postal Ballot Forms)	% of Total Net Valid Votes (in percentage)
Total number of votes received	12620825	
Less: No. of Invalid Votes	8200	
Less: No. of Votes not Polled	1905	
Net valid number of votes cast	12610720	100.00
Total number of votes which have been cast in favour of the Resolution	12606239	99.96
Total number of votes which have been cast against the Resolution	4481	0.04

12. The following resolution recommended as an Ordinary Resolution as per the Postal Ballot Notice dated 25.01.2013. A summary of postal ballot forms received for Item No.-02 is given below:

"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 authorized to take all the necessary steps in this regard."

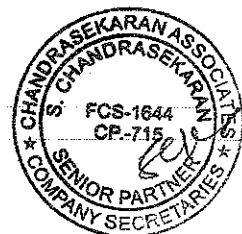


Particulars	No. of shares (Through Postal Ballot Forms)	% of Total Net Valid Votes (in percentage)
Total number of votes received	12620825	
Less: No. of Invalid Votes	8200	
Less: No. of Votes not Polled	2055	
Net valid number of votes cast	12610570	100.00
Total number of votes which have been cast in favour of the Resolution	12605429	99.96
Total number of votes which have been cast against the Resolution	5141	0.04

13. The following resolution recommended as Special Resolution as per the Postal Ballot Notice dated 25.01.2013. A summary of postal ballot forms received for Item No.-03 is given below:

“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.



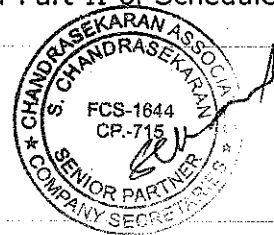
3.	Retirement Benefit	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together; are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half 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."



Particulars	No. of shares (Through Postal Ballot Forms)	% of Total Net Valid Votes (in percentage)
Total number of votes received	12620825	
Less: No. of Invalid Votes	8200	
Less: No. of Votes not Polled	4005	
Net valid number of votes cast	12608620	100.00
Total number of votes which have been cast in favour of the Resolution	12603409	99.96
Total number of votes which have been cast against the Resolution	5211	0.04

Date: 21.03.2013For **Chandrasekaran Associates**

Company Secretaries

Dr. S Chandrasekaran

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Sub: Clause 35A of the Listing Agreement
(Scrip Code-BSE-520021, NSE-OMAX AUTO)

With reference to postal Ballot Process, we furnish below a report under Clause 35A of the Listing Agreement for your kind information and records.

Date of declaration of Postal Results: 27th March 2013

Total number of shareholders on record date: 12853

Date of the AGM/EGM: Not Applicable.

No. of Shareholders present in the meeting either in person or through proxy: Not Applicable

No. of Shareholders attended the meeting through Video Conferencing: NA

(Agenda-wise)

Please find below the details of the Resolution passed through Postal Ballot as per the Notice dated 25.01.2013

1. Detail of the Agenda: to approve the appointment and payment of Remuneration of Mr. Devashish Mehta, relative of Managing Director, as Head-Marketing of the Company.

Resolution required: (Special)

Mode of voting: (Postal ballot)

Result: Passed with requisite majority

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	11626128	11626128	100	11626128	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	9762085	984592	10.09	980111	4481	99.54	0.46
Total	21388213	12610720	58.96	12606239	4481	99.96	0.04



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2. Detail of the Agenda: to approve the appointment of Mrs. Sakshi Kaura as Director of the Company.

Resolution required: (Ordinary)

Mode of voting: (Postal ballot)

Result: Passed with requisite majority

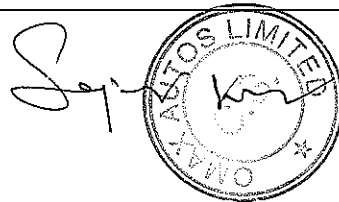
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	11626128	11626128	100	11626128	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	9762085	984442	10.08	979301	5141	99.48	0.52
Total	21388213	12610570	58.96	12605429	5141	99.96	0.04

3. Detail of the Agenda: to approve the appointment and payment of Remuneration of Mrs. Sakshi Kaura as Whole-time Director of the Company.

Resolution required: (Special)

Mode of voting: (Postal ballot)

Result: Passed with requisite majority





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Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = (5)/(2)]*100
Promoter and Promoter Group	11626128	11626128	100	11626128	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	9762085	982492	10.06	977281	5211	99.47	0.53
Total	21388213	12608620	58.95	12603409	5211	99.96	0.04

You are kindly requested to receive and acknowledge the receipt.

Thanking You,

Yours Faithfully,

For OMAX AUTOS LIMITED.


SANJEEV KUMAR
(Company Secretary)