



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

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 11th November, 2013 containing the Resolutions on the following matters:

- i) To approve the Remuneration of Mr. Jatender Kumar Mehta, Managing Director of the Company,
- ii) To approve the Remuneration of Mr. Jagdish Chandra Jhuraney, Whole-time Director of the Company and
- iii) To approve the Remuneration of Mrs. Sakshi Kaura, Whole-time Director of the Company,

were circulated to the shareholders of the Company.

Based on the report dated 22nd January, 2014 Submitted by Dr. S. Chandrasekaran of Chandrasekaran Associates, Company Secretaries at 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 198, 269, 309, 310 & 311 of the Companies Act 1956, for payment of Remuneration to Mr. Jatender Kumar Mehta, Managing Director of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	13109696	99.88
Against the Resolution	16423	0.12
Total	13126119	100

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

For OMAX AUTOS LTD.

Managing Director



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2. Result of the voting conducted through the Postal Ballot on the Special Resolution under Section 198, 269, 309, 310, 311 and Schedule XIII of the Companies Act 1956, for payment of Remuneration to Mr. Jagdish Chandra Jhuraney, Whole-time Director of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	13112454	99.90
Against the Resolution	13615	0.10
Total	13126069	100

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

3. Result of the voting conducted through the Postal Ballot on the Special Resolution under Section 198, 269, 309, 310, 311 and Schedule XIII of the Companies Act 1956, for payment of Remuneration to Mrs. Sakshi Kaura, Whole-time Director of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	13110646	99.88
Against the Resolution	15423	0.12
Total	13126069	100

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

For OMAX AUTOS LTD.

Managing Director

MR. JATENDER KUMAR MEHTA
(Managing Director)

Date : 24th Jan, 2014
Place : Gurgaon

SCRUTINIZER'S REPORT

The Chairman
OMAX AUTOS LIMITED
69 KM stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari -122106,
Haryana (India)

Dear Sir,

1. The Board of Directors of the company at its meeting held on 11th day of November 2013 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. The company has completed the dispatch of postal ballot forms along with self addressed business reply envelope to its Members on 30th day of November 2013 through Ordinary Post.
3. The Company has published an advertisement regarding dispatch of postal ballot notice in Business Standard (English) and Business Standard (Hindi) on 7th day of December 2013.
4. The company has filed Calendar of events with the Registrar of Companies through form 62 on 16.11.2013 Vide SRN B89254221.
5. Particulars of all the postal ballot forms received from the Members have been entered in the Register separately maintained 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 the presence of our partner Mr. Rupesh Agarwal.
8. All postal ballot forms received up to the close of working hours on 15th day of January 2014, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after the close of working hours on 15th day of January 2014, if any, were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.



11. The following resolution was recommended as a Special Resolution and marked as Agenda Item No. 1 as per the Postal Ballot Notice dated 11.11.2013.

APPROVAL OF REMUNERATION OF MR. JATENDER KUMAR MEHTA, MANAGING DIRECTOR.

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), and subject to the approval of the Central Government, consent of the members be and is hereby accorded to the payment of the following remuneration to Mr. Jatender Kumar Mehta, Managing Director of the Company with effect from 1st January, 2014 for his remaining tenure i.e. up to 31st December, 2015:

S. No.	Particulars	Description
1.	Basic Salary Scale (monthly)	Rs. 12,50,000- 1,25,000-17,50,000.
2.	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.
3.	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 treated as perquisites.



4.	House Rent Allowance	40% of monthly Salary, but subject to overall payment during the year (comprising 12 months) will not exceed from 40% of Annual salary.
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. Further one Club membership fees will be paid by the company.

FURTHER RESOLVED THAT above remuneration can be paid by way of monthly, quarterly or annually subject to overall remuneration paid during any year, comprising 12 months should not exceed Rs. 210 Lac for the calendar year 2014 and Rs 231 Lac for the calendar year 2015 plus Retirement Benefit, Earned Leave and conveyance and other facilities as mentioned above.

FURTHER RESOLVED THAT for the calculation of overall limit of the salary including perquisites, the Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included 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.

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



A summary of postal ballot forms received is given below:

Particulars	No. of share
Total number of votes received through postal ballot forms	13132969
Less: No. of Invalid Votes	6000
Less: No. of Votes not Polled	850
Net valid number of votes cast through postal ballot forms	13126119
Total number of votes which have been cast in favour of the Resolution	13109696
Total number of votes which have been cast against the Resolution	16423

12. The following resolution was recommended as a Special Resolution and marked as Agenda Item No. 2 as per the Postal Ballot Notice dated 11.11.2013.

APPROVAL OF THE REMUNERATION OF MR. JAGDISH CHANDRA JHURNANEY, WHOLE-TIME DIRECTOR.

"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 other applicable guidelines for managerial remuneration issued by the Central Government from time to time, the consent of the Members be and is hereby accorded to the payment of following remuneration to Mr. Jagdish Chandra Jhuraneey, Whole-time Director of the Company for a period of three years with effect from 1st May, 2013 to 30th April, 2016:

S. No.	Particulars	Description
1.	Basic Salary Scale (Monthly)	Rs. 3,51,100-35,110-4,21,320.
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.

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 Companies Act, 1956.

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

A summary of postal ballot forms received is given below:

Particulars	No. of share
Total number of votes received through postal ballot forms	13132969
Less: No. of Invalid Votes	6000
Less: No. of Votes not Polled	900
Net valid number of votes cast through postal ballot forms	13126069
Total number of votes which have been cast in favour of the Resolution	13112454
Total number of votes which have been cast against the Resolution	13615

13. The following resolution was recommended as a Special Resolution and marked as Agenda Item No. 3 as per the Postal Ballot Notice dated 11.11.2013.

APPROVAL OF THE REMUNERATION OF MRS. SAKSHI KAURA, WHOLE-TIME DIRECTOR

"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 other applicable guidelines for managerial remuneration issued by the Central Government from time to time, consent of the members be and is hereby accorded to the payment of following Remuneration to Mrs. Sakshi Kaura, Whole-time Director of the Company for the remaining period of service, i.e. with effect from 1st April, 2013, to 24th January, 2016 :



	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.

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.

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

A summary of postal ballot forms received is given below:

Particulars	No. of share
Total number of votes received through postal ballot forms	13132969
Less: No. of Invalid Votes	6000
Less: No. of Votes not Polled	900
Net valid number of votes cast through postal ballot forms	13126069
Total number of votes which have been cast in favour of the Resolution	13110646
Total number of votes which have been cast against the Resolution	15423

Date: 22.01.2014

Dr. S Chandrasekaran

