

OMAX/STEX/2016-17/30

Date: 13th September, 2016

The Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Fax No. 022 -26598237/38

The Manager - Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Fax No. 022-22721919/2037/ 2039/
2041/2061

Sub.: Proceedings of 33rd Annual General Meeting of the Company held on 12th September, 2016

Dear Sir,

Pursuant to the provisions of Regulation 30 read with Para A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take on record the proceedings of the 33rd Annual General Meeting (“AGM”) of Omax Autos Limited (“the Company”) as under:

- i. The AGM of the members of the Company was held on Monday, 12th September, 2016 at 11:00 a.m. at Clarens Hotel, Plot no. 363-364, Sector-29, Gurgaon-122001.
- ii. Mr. Jatender Kumar Mehta, Chairman of the Company, chaired the Meeting.
- iii. Following persons were on the dais at the time of the meeting: Mr. Jatender Kumar Mehta-Chairman cum Managing Director of the Company, Mr. R. C. Vaish-Independent Director, Mr. T. N. Kapoor-Independent Director, Mr. Tavinder Singh-Whole time Director, Mr. Pushpendra Kumar Bansal-Chief Financial Officer, Mr. Sanjeeb Kumar Subudhi-Company Secretary and Dr. S. Chandrasekaran, the Secretarial Auditors of the Company.
- iv. The Company Secretary introduced the Directors and officials present on the dais and confirmed the presence of Mr. R.C. Vaish, the Chairman of the Audit Committee, Mr. T.N. Kapoor, the Chairman of the Nomination and Remuneration Committee and Stakeholders Relationship Committee and Dr. S. Chandrasekaran of M/s. Chandrasekaran Associates, Company Secretaries, the Secretarial Auditors and Scrutinizer appointed by the Company to scrutinize voting process on the resolutions proposed in the notice of the AGM. Upon written request from the Statutory Auditors, they were exempted from the attendance at the AGM.
- v. The requisite quorum being present, Chairman called the meeting to order.
- vi. The Chairman then delivered his speech.
- vii. The Chairman informed the members present that, in accordance with the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to all the members as on 6th September, 2016 (the cut-off

date) to exercise their votes on all the ordinary and special business items as set-out in the notice of the AGM through remote electronic voting system provided by the Central Depository Services (India) Limited ("CDSL"). The e-voting period remained open from 8th September, 2016 to 11th September, 2016. Further, to help the members who may not have access e-voting facility, ballot forms (assent/dissent forms) were made available at the venue of the AGM. A facility to vote through ballot form was provided at the venue of AGM to those members who were present at the meeting and had not cast their votes earlier, through e-voting.

viii. The following items of business as per the notice of the AGM were then transacted:-

Ordinary Business:

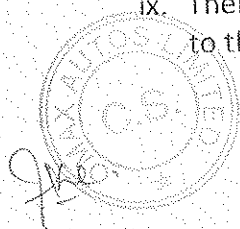
1. Adoption of Financial Statements and the Reports of Auditors and Board of Directors thereon.
2. To Declaration of dividend on equity shares.
3. To Appoint a Director in place of Mrs. Sakshi Kaura (DIN: 02094522), who retires by rotation and being eligible offers herself for re-appointment.
4. To Appoint Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business:

5. Appointment of Mrs. Novel Singhal Lavasa as an Independent Director.
6. Appointment of Mr. Tavinder Singh as a director of the Company.
7. Revision of Remuneration to Mrs. Sakshi Kaura, Joint Managing Director.
8. Revision of Remuneration to Mr. Devashish Mehta, Head-SBU (PC, CV & Railways) and New Projects of the Company.
9. Payment of remuneration to the directors of the Company exceeding eleven percent of the net profits of the Company for the Financial Year 2015-16.
10. Payment of commission to Non-Executive Directors of the Company.
11. Fees for delivering of documents to the members of the Company through a particular mode.

The voting results (remote e-voting and ballot) of the above resolutions (No. 1 to 11) are as per the Scrutinizer's report attached hereto.

- ix. Then, the queries raised on the items by various shareholders and the Chairman answered to the queries to the satisfactory to the shareholders.


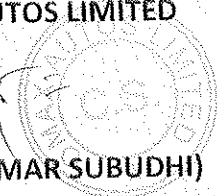


- x. On completion of the discussions on all the items, the Chairman requested the members present and those who had not voted earlier to cast their votes, using ballot paper and requested the Company Secretary and Scrutinizer to co-ordinate for an orderly conduct of the ballot.
- xi. The Chairman then handed over the proceedings to the Company Secretary and Scrutinizer to complete the voting formalities.
- xii. The Scrutinizer then locked and sealed the empty ballot box in the presence of the members.
- xiii. On completion of ballot voting, the ballot box was taken by the Scrutinizer in his custody.
- xiv. The Chairman informed the members that the results of the meeting along with the consolidated Scrutinizer's Report would be declared and posted on the Company's website and CDSL's website, not later than 14th September, 2016 and shall also be forwarded to the Stock exchange(s).
- xv. There being no other business, the Chairman declared the meeting as over and thanked the members for their participation in the meeting.
- xvi. The meeting was concluded at 12:30 noon.

Thanking you.

Yours Sincerely,

For **OMAX AUTOS LIMITED**

(SANJEEB KUMAR SUBUDHI)

Company Secretary

Scrutinizer's Report on remote e-voting and voting at the Annual General meeting

To,
The Chairman,
33rd Annual General Meeting of the Equity Shareholders,
Omax Autos Limited

Date of Meeting: September 12, 2016
Time of Meeting: At 11:00 a.m.
Venue of the Meeting: Clarens Hotel, Plot No. 363-364,
Sector 29, Gurgaon,
Haryana-122002

Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates having its office at 11F, Pocket IV, Mayur Vihar Phase -I New Delhi-110091, was appointed as Scrutinizer of M/s. Omax Autos Limited ("Company") for remote e-voting and Voting at the Annual General Meeting in respect of the below mentioned resolutions considered at 33rd Annual General Meeting of the Equity Shareholders of the Company as per notice dated July 27, 2016.


The Notice dated July 27, 2016 convening the 33rd Annual General Meeting along with statement setting out material facts under Section 102 of the Companies Act 2013 ("Act") were sent to the shareholders in respect of the below mentioned resolutions Considered at Annual General Meeting of the Equity Shareholders of the Company held on 12th September, 2016.

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

The remote e-voting period remain opened from Thursday, September 08th, 2016 (9:00 am IST) and concluded on Sunday, September 11th, 2016 (5:00 pm IST)

X
Counter signed by Chairman

Signed by Scrutinizer
Manick



CHANDRASEKARAN ASSOCIATES

The Shareholders holding shares as on Tuesday 08th September 2016 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the 33rd Annual General Meeting of the Company.

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who have attended the meeting and have not cast their vote earlier through remote e-voting.

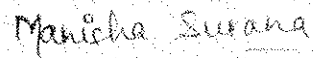
After the time fixed for voting through poll at Annual General Meeting venue, i.e. between 11:30 A.M to 12:00 Noon, ballot boxes kept for polling were locked in my presence with due identification Marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The votes (remote e-voting) were unblocked on Monday, 12th September 2016 around 12:46p.m. in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-424A, Pandav Nagar, Delhi 110092, and Ms. Manisha Surana R/o, A 3/15, Krishna Nagar, Delhi 110051 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Shashikant Tiwari



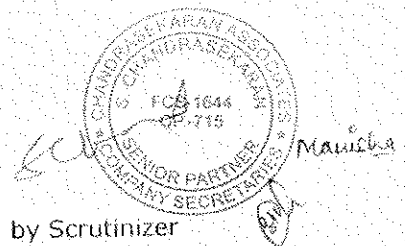
Manisha Surana

The Register of voting, i.e. vote cast through remote e-voting and voting through poll at the Annual General Meeting marked as annexure-A.

Based on the data downloaded from the website of the Central Depository Services Limited (CDSL) for the e-voting process and poll conducted at the Annual General Meeting venue, we now submit our combined report (e-voting and Poll) as under:

Counter signed by Chairman

Signed by Scrutinizer



CHANDRASEKARAN ASSOCIATES

The result of the voting as per aforesaid is given as under:

Resolution 1- To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Notes annexed thereto and to consider and receive the reports of Auditors and the Board of the Directors: (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	40	12477429	99.99
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	63	12477935	99.99

b) Votes against the resolution:

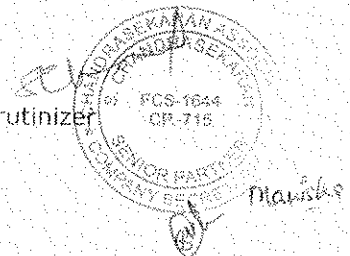
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	2	800	0.01
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	2	800	0.01

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Resolution 2 – To Declare dividend on equity shares: (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	40	12477429	99.99
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	63	12477935	99.99

b) Votes against the resolution:

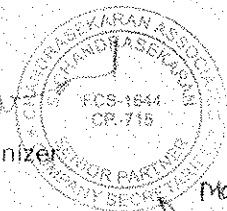
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	2	800	0.01
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	2	800	0.01

c) Invalid votes:

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

X
Counter signed by Chairman

Signed by Scrutinizer



Resolution 3 – To Appoint a Director in place of Ms. Sakshi Kaura (DIN: 02094522), who retires by rotation and, being eligible, offer himself for re-appointment: (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	37	12463608	99.88
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	60	12464114	99.88

b) Votes against the resolution:

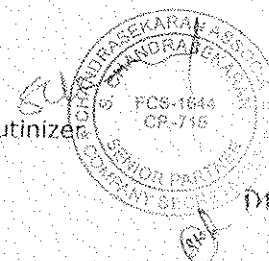
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	5	14621	0.12
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	5	14621	0.12

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Manish

Resolution 4 – To appoint M/s A. Kumar-Gupta & Co., Chartered Accountants (Firm Registration No. 000182N), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration: (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	38	12469408	99.93
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	61	12469914	99.93

b) Votes against the resolution:

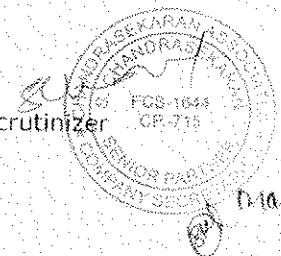
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	4	8821	0.07
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	4	8821	0.07

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Manisha

CHANDRASEKARAN ASSOCIATES

Resolution 5 - Appointment of Mrs. Novel Singhal Lavasa (DIN: 07071993) as an Independent Director of the Company: (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	35	12462383	99.87
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	58	12462889	99.87

b) Votes against the resolution:

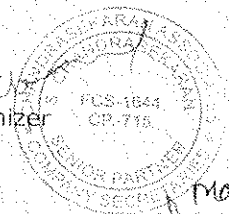
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	7	15846	0.13
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	7	15846	0.13

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Resolution 6 – Appointment of Mr. Tavinder Singh (DIN: 01175243) as a Director of the Company: (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	35	12462383	99.87
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	58	12462889	99.87

b) Votes against the resolution:

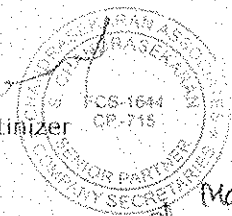
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	7	15846	0.13
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	7	15846	0.13

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Manisha

CHANDRASEKARAN ASSOCIATES

Resolution 7 – Revision of remuneration to Mrs. Sakshi Kaura (DIN: 02094522), Joint Managing Director of the Company: (Special Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	34	12462061	99.87
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	57	12462567	99.87

b) Votes against the resolution:

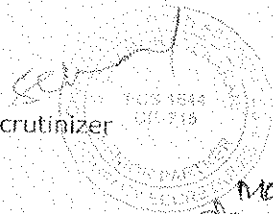
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	8	16168	0.13
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	8	16168	0.13

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Maniche

Resolution 8 – Revision of Remuneration to Mr. Devashish Mehta, Head- SBU (PC, CV & Railways) and New Projects of the Company: (Special Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	36	12462408	99.87
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	59	12462914	99.87

b) Votes against the resolution:

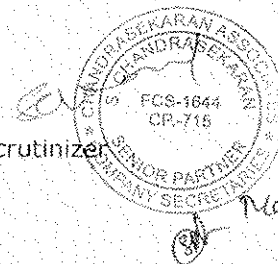
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	6	15821	0.13
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	6	15821	0.13

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Manish

Resolution 9 - Payment of remuneration to the Directors of the Company exceeding eleven percent of the net profits of the Company for the Financial Year 2015-16: (Special Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	32	12461959	99.87
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	55	12462465	99.87

b) Votes against the resolution:

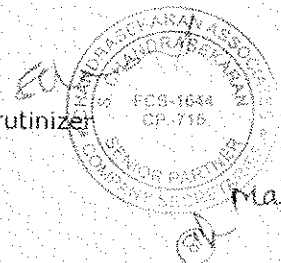
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	10	16270	0.13
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	10	16270	0.13

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Resolution 10 – Payment of commission to Non-Executive Directors of the Company: (Special Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	12478204	12478204	33	12462159	99.87
Physical Ballot	23	506	506	23	506	100.00
Total	64	12478710	12478710	56	12462665	99.87

b) Votes against the resolution:

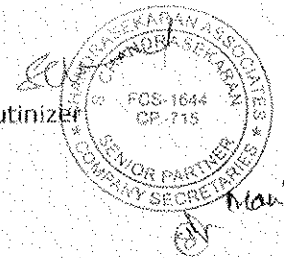
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	41	12478204	12478204	8	16045	0.13
Physical Ballot	23	506	506	0	0	0
Total	64	12478735	12478710	8	16045	0.13

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	25
Physical Ballot	0	0
Total	1	25

Counter signed by Chairman

Signed by Scrutinizer



Resolution 11 - Fees for delivering of documents to the members of the Company through a particular mode: (Ordinary Resolution)

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	33	12462159	99.87
Physical Ballot	23	506	506	23	506	100.00
Total	65	12478735	12478735	56	12462665	99.87

b) Votes against the resolution:

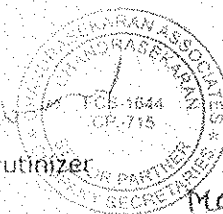
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	42	12478229	12478229	9	16070	0.13
Physical Ballot	23	506	506	0	0	0
Total	65	12478735	12478735	9	16070	0.13

c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer



Manisha

(Signature)

2. The poll papers and other relevant records shall remain in the safe custody of Secretaries until the Chairman signed the minutes of this Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of the Company.

Thanking you,
Yours faithfully,



Dr. S. Chandrasekaran
Senior Partner
Chandrasekaran Associates
Company Secretaries
Membership No. F1644
CP No.:715
Place: Delhi
Date: 13.09.2016

Counter signed by Chairman