Phone: +91 124 4343000, Fax: +91 124 2580016 E: info@omaxauto.com, W: www.omaxauto.com CIN: L30103HR1983PLC026142



### OMAXAUTOSIAMITED

OMAX/STEX/2016-17/30

The Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza,

Bandra-Kurla Complex, Bandra (E), <u>Mumbai - 400 051</u> Fax No. 022 -26598237/38 Date: 13th September, 2016

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 33<sup>rd</sup> Annual General Meeting of the Company held on 12<sup>th</sup> 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 33<sup>rd</sup> Annual General Meeting ("AGM") of Omax Autos Limited ("the Company") as under:

- The AGM of the members of the Company was held on Monday, 12<sup>th</sup> 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 6<sup>th</sup> 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 8<sup>th</sup> September, 2016 to 11<sup>th</sup> 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 Scrutinzer'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 14<sup>th</sup> 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** 

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

To Characan The Characan 33° Amuel General Meeting of the Equity Shareholders Owax Autos Limited

Detriof Secting: September 12, 2016 Time of Meeting: At 11:00 a.m. Ver ue or the Meeting: Clarens Hotel, Plot No. 363-364, Sector 29, Gurgaon, Haryana 122002

Dear Sir.

1. 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 Scriptoizer 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 33° 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 33° 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 08<sup>th</sup>, 2016 (9:00 am IST) and concluded on Sunday, September 11<sup>th</sup>, 2016 (5:00 pm IST)

X

Counter signed by Chairman

Signed by Scrutimizer

11-F. Pocket IV, Mayur Vihar Phase-I. Delhi 110.091. Phone: 2271.0514, 2271.3708, E-mail: info@cacsindia.com, visit us at: www.cacsindia.com.

the shareholders holding shares as on Tuesday so a region of 2016 (Citob only) were suitined to vote on the proposed residuitors as yet out in the Notice of the 33 Annual General Meeting of the Company.

Currher: the Chairman announced the policit use 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 dibgently 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, 12<sup>th</sup> September 2016 around 12.46p.m. in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-424A, Panday 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

Manicha Surana 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

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the result of the voting as majorores and leader the assignment

Resolution: To receive consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31 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:

	Perticulars	Number of members voted	Total Number of Shares held by them	Total Number of Valid votes	Number of members voted in Payounof Resolution	Number of votes cast by them	% of total number of valid votes cast
To the same of the last of the	ie-Voting	42	12478229	12478229	40	12477429	99.99
The production of the order	Physical Ballot	23	506	506	23	506	100.00
	Total	65	12478735	12478735	63	12477935	99.99

(b) Votes against the resolution:

Total	65	12478735	12478735	2	800	0.01
Physical Ballot	23	506	506	0	0	0
e-Voting	42	12478229	12478229	2	800	0.01
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

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	O
Total	0	O

Counter signed by Chairman

Signed by Scrutinize

Marish

### 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	Mota) Number of valid votes	Number of members voted in favour of Resolution		Se of total number of valid votes cast
-	e-Voting	42	1247 <b>82</b> 29	12478229	40	12477429	99,99
A CONTRACTOR OF THE PARTY OF TH	Physical Ballot	23	506	506	23	506	3.00.00
Commercial Contract of	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

Manistra

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

#### 3). Voted in favour of the resolution:

 in the second of the					a construence commende and a construence members and a substitute of special section of special section of special section of the section of	Landers and the second
Total	65	12478735	12478735	60	12464114	99.88
 Physical Ballot	23	506	506	23	506	100.00
e-Voting		12478229	12478229	37 (1)	12463608	99.88
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	(vomber of yotes cost by them	% of total number of valid votes cast

### b) Votes against the resolution:

	Total	65	12478735	12478735	5	14621	0.12
minute vermana e sensono e	Physical Ballot	23	506	506	0	O O	0
	e-Voting	42	12478229	12478229	5	14621	0.12
	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

#### c) Invalid votes:

g to the group programme to the control of the cont		
Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	
Physical Ballot	0	
Total	A series of the	
The second secon		Procedure of the same of the s

Counter signed by Chairman

Signed by Scrutinizes

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FCS-1644 CR-715 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)

#### ha). Voted in tevour of the resolution:

Total	65	12478735	12478735	61	12469914	99,93
Physical Ballot	23	506	506	23	506	100.00
e-Voting	42	12478229	12478229	38	12469408	99.93
Particulars	Number of inembers yoted	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

#### b). Votes against the resolution:

Total	65	12478735	12478735	4	8821	0.07
Physical Ballot	23	506	506	0	0	o live
e-Voting	42	12478229	12478229	4	8821	0.07
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

#### c) Invalid votes:

	The second secon	S. C. Landerson	
	Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
- Company	e-Voting	0	0
10000	Physical Ballot	0	0
in Colored	Total	Control of the contro	The state of the s
٠.		The service of the se	The state of the s

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 Counter signed by Chairman

Signed by Scrutinizer

Manicha

# 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 ( )

					ΨO	17407093	99.87
-	Total	65	12478735	12478735	58	12462889	The state of the second st
	Physical Ballot	23	506	506	23	506	100.00
e monda	e-Voting	42	12478229	12478229	35	<b>124</b> 62383	99.87
	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 yotes class by them	in of total number of void votes cest

#### b) Votes against the resolution:

Total	65	12478735	12478735	7	15846	0.13
Physical Ballot	23	506	506	0	0	0.0
e-Voting	42	12478229	12478229	and the second	15846	0.13
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

#### c) Invalid votes:

	Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
and the same	e-Voting	0	emplanted to the adjustment of the section of the s
	Physical Ballot	0	0
***************************************	Total	0	
			and a contract of the contract

Counter signed by Chairman

Signed by Scrutinizer

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Manish

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

### a) Voted in Javoor of the resolution (1997)

Particular	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	1,2462383	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	ο	0, 0	0
Total	65	12478735	12478735	7	15846	0.13

#### c) Invalid votes:

The state of the s	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
- Autom	Total	0	

Counter signed by Chairman

Signed by Scrutinizer CP-716

# 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;

Total	65	12478735	12478735	Б7	12462567	99.87
Physical Ballot	23	506	506	2.3	506	100.00
e-Voting	42	12478229	12478229	34	12462061	99.87
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 then	% of total number of valid votes cast

### 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:

	Partículars	Total number of members whose votes were declared invalid	Total number of votes cast by them
	e-Voting	0	0
The second	Physical Ballot	O	0
	Total	0	0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1

Counter signed by Chairman

Signed by Scrutinizer

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

#### b). Voice in favour of the resolution:

TO A STREET OF THE PROPERTY OF	Particulars	Number of members voted	Total Number of shares held by them	Total Number or valid votes	Number of members yoted in favour of Resolution	Number of yoles cast by them	% of total number of valid votes cast
-	e-Voting	42	12478229	12478229	36	12462408	99.87
-	Physical Ballot	.23.	506	506	23 860	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:

٠,		<u> </u>	The state of the s
and the first and the first of the first	Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
ij	e-Voting	0	0
. [	Physical Ballot	0	0 0
	Total	0	0

Counter signed by Chairman

Signed by Scrutinizer

Nanisha

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.

Total	65	12478735	12478735	55	12462465	99.87
Physical Ballot	23	506	506	23	506	l leacoold
e-Voting	42	12478229	12478229	-32	12461959	- 99.87 - 5
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 yotes cast by them	Paul total highly of valid votes

# b) Votes against the resolution:

Total	65	12478735	12478735	10	16270	0.13
Physical Ballot	23	506	506	0	0	
e-Voting	42	12478229	12478229	10	16270	0.13
Partículars	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

#### 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
1	Total		0

Counter signed by Chairman

Signed by Scrutinize

Marida

# 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:

Action of the Control	Particulars		r of members were declared alid	Total num	nber of vote them	es cast by
, Cuca-o	e-Voting		i		25	
-	Physical Ballot	(	3		0	
- Andrews	Total				25	

Counter signed by Chairman

Signed by Scrutinizer

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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 e-Voting Physical Ballot	members voted 42 23	shares held by them 12478229 506	Number of Valid votes 12478229 506	voted in favour of Resolution 33	12462159	Vaud votes Cast
	Number of	Total. Number of	Total	Number of members	Number of	Fe of total Tumber of

#### b) Votes against the resolution:

e-Voting Physical Ballot	42 23	12478229 506	12478229 506	0	1.6070 0	0.13
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

#### c) Invalid votes:

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

Counter signed by Chairman

Signed by Scrutinizer

Mauiska

2. The poli papers and other relevons records shall remain in the safe custods is Screw (iverentill the Charenen signed the manages of this Annual General Meeting and It treates that 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