



**OMAX/STEX/2017-18/34**

**Date: 1<sup>st</sup> September, 2017**

**The Manager – Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051**

**The Manager - Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001**

**NSE Code: OMAXAUTO**

**BSE Code: 520021**

**Sub.: 34<sup>th</sup> Annual General Meeting, Book Closure and Cut-Off date for e-voting**

Dear Sir,

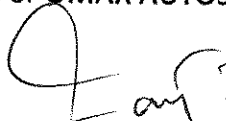

Pursuant to Regulation 30, 44 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby submitted that:

1. The 34<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be held on Monday, 25<sup>th</sup> September, 2017 at 11:00 A.M. at Clarens Hotel, Plot No. 363-364, Sector-29, Gurugram, Haryana-122002. A copy of the Notice for the AGM is hereby attached.
2. The 34<sup>th</sup> Annual Report of the Company including the Notice of the AGM and Proxy Form have been sent to the shareholders through emails/ courier. The Register of Member and Share Transfer Books of the Company will remain closed from Wednesday, 20<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017 (both days inclusive) for determining the names of members eligible for attending and voting at the AGM.
3. The Company has provided the facility of voting by electronic means (remote e-voting) on all resolutions as set out in the Notice of AGM, to those members, who are holding shares either in physical form or in dematerialised form, as on the cut- off date i.e. on Tuesday, 19<sup>th</sup> September, 2017. The Remote e-voting will commence on Friday, 22<sup>nd</sup> September, 2017 (9:00 A.M.) and end on Sunday, 24<sup>th</sup> September, 2017 (05:00 P.M.).

This is for your information and record please.

Yours Sincerely,

For **OMAX AUTOS LIMITED**

**Sanjeeb Kumar Subudhi  
(Company Secretary)**

Encl.: as above.

**Notice**

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of **OMAX AUTOS LIMITED** will be held on Monday, 25<sup>th</sup> Day of September, 2017 at 11:00 A.M. at Clarens Hotel, Plot No. 363-364, Sector-29, Gurugram, Haryana -122002 to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the notes annexed thereto and to consider and receive the reports of Auditors and Board of Directors and in this connection to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 including reports of the Board and Auditors thereon be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Mr. Ravinder Kumar Mehta (DIN: 00028409), who retires by rotation and being eligible, offers himself for re-appointment; and in this connection, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Ravinder Kumar Mehta (DIN: 00028409), who retires by rotation and being eligible, offered himself for reappointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

3. **Appointment of Statutory Auditors**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. BGJC Associates LLP (Firm Registration No. 003304N), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring auditors M/s. A. Kumar Gupta & Co., Chartered Accountants (Firm Registration No. 000182N), to hold office for a term of five consecutive years from the conclusion of this 34<sup>th</sup> Annual General Meeting till the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company, subject to ratification of their appointment by the Members



at every Annual General Meeting, at such remuneration as may be mutually agreed between Board of Directors and Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**SPECIAL BUSINESSES:**

**4. Re-Appointment of Dr. Ramesh Chandra Vaish (DIN: 01068196) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following as a Special Resolution:

“**RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Ramesh Chandra Vaish (DIN: 01068196), who was appointed as an Independent Director of the Company by the members at their 31<sup>st</sup> Annual General Meeting, held on 24<sup>th</sup> September, 2014, for a term of three years and whose present term would expire on 30<sup>th</sup> September, 2017 and who qualifies for being re-appointed as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company for further term of five consecutive years, w.e.f. 1<sup>st</sup> October, 2017, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Re-Appointment of Dr. Triloki Nath Kapoor (DIN: 00017692) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following as a Special Resolution:

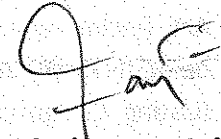
“**RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Triloki Nath



Kapoor (DIN: 00017692), who was appointed as an Independent Director of the Company by the members at their 31<sup>st</sup> Annual General Meeting, held on 24<sup>th</sup> September, 2014, for a term of three years and whose present term would expire on 30<sup>th</sup> September, 2017 and who qualifies for being re-appointed as an Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company for further term of five consecutive years, w.e.f. 1<sup>st</sup> October, 2017, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors  
For Omax Autos Limited



**Sanjeeb Kumar Subudhi**  
(Company Secretary)

Place : Gurugram

Date : 17<sup>th</sup> August, 2017

Membership No.: A18791

Res. Address: 670, Sarvahit Apartment,  
Sector 17A, Dwarka, New Delhi-110075

**NOTES:**

1. A route map along with prominent landmark for easy location to reach the venue of the Annual General Meeting ("AGM") has been annexed to the notice.
2. The Explanatory Statement setting out the material facts concerning special businesses under item no. 4 and 5 of the accompanying notice pursuant to Section 102 of the Companies Act, 2013 ("Act") and information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 on General Meetings in respect of the Director seeking re-appointment at the AGM, forms integral part of the notice. The concerned Directors have furnished the requisite declarations for their re-appointment and their brief profiles form part of the Explanatory Statement.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, THE INSTRUMENT FOR APPOINTING PROXIES SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE AGM.**



**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**

4. An Attendance Slip and a Proxy Form have been attached to the notice.
5. Corporate members / Societies intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board of directors'/governing body's resolution/power of attorney authorizing their representative to attend and vote at the AGM.
6. Only bona-fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed, will be permitted to attend the AGM. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.
7. Pursuant to Section 91 of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2017 to 25<sup>th</sup> September, 2017 (both days inclusive) for determining the names of members eligible for attending and voting at the 34<sup>th</sup> AGM of the Company. The Notice of the 34<sup>th</sup> AGM of the Company has been sent:
  - a. to all those beneficial owners holding shares in electronic form as on 25<sup>th</sup> August, 2017 at the end of business hours, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL); and
  - b. to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company or its Registrar and Transfer Agent, on or before 25<sup>th</sup> August, 2017 before closing of business hours.
8. Those members who have not so far encashed or not received their dividend warrants issued for the below mentioned financial years, may approach the Company for re-issue or revalidation of such dividend warrants or issue of demand draft in lieu thereof:

Sl. No.	Financial Year	Date of Declaration	Last Date for Claiming Dividend
1.	2009-10	30.09.2010	29.10.2017
2.	2010-11	30.09.2011	29.10.2018
3.	2011-12	08.09.2012	07.10.2019
4.	2012-13	07.09.2013	06.10.2020
5.	2013-14	Not Declared	-
6.	2014-15	Not Declared	-
7.	2015-16	12.09.2016	11.10.2023

In accordance with the procedure laid down in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as



amended from time to time) ("the Rules"), if a member does not claim the dividend amount for a consecutive period of seven years or more, then the shares held by him/her shall also be liable to be transferred to the DEMAT Account of the Investors Education and Protection Fund Authority ("IEPFA"). The details of the members whose shares are liable to be transferred are posted on the website of the Company i.e. [www.omaxauto.com](http://www.omaxauto.com). The unclaimed or unpaid dividend which have already been transferred or the shares which are due to be transferred, if any, can be claimed back by the members from IEPFA by following the procedure given on its website i.e. <http://iepf.gov.in>.

9. As per the provisions of Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule VI of the Regulations, the unclaimed shares, in respect of which reminders for claiming such shares have been sent and no response has been received, which are lying in demat form are liable to be credited to a "Demat Suspense Account" and in case of shares which are lying in physical form are liable to be transferred into separate folio in the name of "Unclaimed Suspense Account". Members who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by the member furnishing the necessary details to enable the Company to take necessary action.
10. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholdings in the Company.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to send the share certificates to the Company's Registrars and Transfer Agents, for consolidation into a single folio.
12. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, immediately of:
  - a) Any Change in their residential status on return to India for permanent settlement;
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/ transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agent, mentioning their correct reference folio number in case of holdings in physical form.
14. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agent to provide efficient and better service to the members.



QW

15. Members desiring any information as regards the financial statements are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting. Members are requested to send their queries, if any, at least 10 days in advance of the AGM, so that the information can be made available at the AGM.
16. All documents referred to in the accompanying notice and explanatory statement including the Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts arrangements in which directors are interested shall remain open and accessible for inspection at the registered office of the Company during business hours except on holidays, upto and including the date of AGM of the Company.
17. To support green initiative, the members, who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company, electronically.
18. Electronic copy of the Annual Report for financial year 2016-17, containing inter-alia the Notice of 34<sup>th</sup> AGM, Attendance Slip and Proxy Form has been sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 has been sent in the permitted mode.
19. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated companies to credit the dividend electronically to the members' bank account. Members who hold shares in dematerialised form should inform their Depository Participant (DP) as well as to the Company; and such members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those members who have earlier provided the above information should update the details, if required.
20. As an austerity measure, copies of the Annual Report will not be distributed at the AGM. Members are requested to bring their attendance slip alongwith a copy of Annual Report to the Meeting for their convenience.
21. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
22. Voting through electronic means:
  - I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the Members to exercise their right to vote on the proposed resolution by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
  - II. The instructions for members for voting electronically are as under:



- (i) The e-voting period commences on 22<sup>nd</sup> September, 2017 (9:00 A.M. IST) and ends on 24<sup>th</sup> September, 2017 (05:00 P.M. IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 19<sup>th</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholders, they shall not be allowed to change it subsequently.
- (ii) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 19<sup>th</sup> September, 2017.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the image verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Folio nos. and Sequence nos. can be found in the address slip pasted on the Annual Report.</li> <li>▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (BOB)	<p>Enter the Dividend Bank Details or date of Birth in (dd/mm/yyyy) format as Bank recorded in your demat account or in the Details company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>▪ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.



*Rohit*



- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Omax Autos Ltd. on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- III. Facility for voting through ballot/ polling paper shall also available at the AGM and members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
- V. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders, available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com).
- VI. Any person who becomes member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. 19<sup>th</sup> September, 2017 have the option to request for physical copy of the Ballot Form by sending an e-mail to [investors@omaxauto.com](mailto:investors@omaxauto.com) or [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in) by mentioning their Folio/DP-ID and Client-ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than one day before the General Meeting. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- VII. The Board of Directors of the Company has appointed Dr. S. Chandrasekaran (Membership No. FCS- 1644), Senior Partner, failing him, Mr. Rupesh Agarwal (Membership No. ACS – 16302), Partner, Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, forthwith from the conclusion of the e-voting period, block the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within three days from the conclusion of the AGM to the Chairman of the Company or any director authorised by him in writing who shall countersign the same.
- IX. The results declared alongwith the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.omaxauto.com](http://www.omaxauto.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within three days of passing of the resolutions at the AGM of the Company and the same shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- X. Name, Designation, address, email-ID and phone Number of the person responsible to address the grievances connected with e-voting;  
Swapann Kumar Naskar, AVP- North India Operation  
Link Intime India Pvt. Ltd  
44, Community Centre, 2nd floor, Naraina Ind. Area, Ph-I, New Delhi-110028  
Phone: +91 11 4141 0592, email: [swapann@linkintime.co.in](mailto:swapann@linkintime.co.in)

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**



In terms of Section 149 of the Companies Act, 2013 read with Schedule IV to the Act, the members of the Company, at their 31<sup>st</sup> AGM, held on 24<sup>th</sup> September, 2014, had approved the appointment of Dr. Ramesh Chandra Vaish, as an Independent Director of the Company for a term of three years. Accordingly, the present term of Dr. Vaish would expire on 30<sup>th</sup> September, 2017.

As per Section 149 read with Schedule IV to the Act, an Independent Director can be re-appointed by passing of a special resolution by the Company. Further the re-appointment of Independent Director shall be on the basis of report of performance evaluation and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent director.

Dr. Ramesh Chandra Vaish, aged 75 years, is a Chartered Accountant and also a Lawyer and Economist. He has done PHD in Economics from the University of Florida, USA and has over 53 years' professional experience in the field of International taxation, finance and investments.

Dr. Vaish joined the Company's Board in June 1995. He has been associated with the Company for more than 2 decades. He is the Chairman of the Audit Committee, Nomination and Remuneration Committee and member of Corporate Social Responsibility Committee of the Board. He does not hold any shares of the Company.

In terms of the provisions of the Act read with Schedule IV of the Act, the Nomination and Remuneration Committee of the Board at its meeting held on 17<sup>th</sup> August, 2017 has carried out the performance evaluation of all the directors of the Company including Dr. Vaish's. Subsequently, based on the recommendations of the Nomination and Remuneration Committee and the ratings given by other directors, the Board in its meeting held on the same day i.e. 17<sup>th</sup> August, 2017 evaluated the performance of individual directors of the Company including Dr. Vaish's. Based on the performance evaluation, the Board recommends the appointment of Dr. Vaish as Independent Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Ramesh Chandra Vaish for the office of Director of the Company to be appointed in the ensuing Annual General Meeting as an Independent Director. As per the provisions of Clause (2) of Part IV of Schedule IV of the Act, the approval of the members is being sought to re-appoint Dr. Vaish as an Independent director of the Company.

In the opinion of the Board, Dr. Vaish fulfils the conditions specified in the Act, the Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

Further, the details as required under the Secretarial Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the brief resume, nature of expertise in specific functional areas, directorship and membership of Committees in other Companies, shareholding and other details of Dr. Vaish, have been provided separately at the end of this statement which may be read as part hereof.



Considering Dr. Vaish's qualifications, knowledge and huge experience in the industry and his meeting the criteria of independence, your Board considered his appointment as justified.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the members.

None of the Directors and key Managerial Personnel or any of their relatives, except Dr. Vaish, as a Director, has any concern or interest, financial or otherwise, in the above proposed matter, except to the extent of their respective shareholdings in the Company.

#### ITEM NO. 5

In terms of Section 149 of the Companies Act, 2013 read with Schedule IV to the Act, the Members of the Company, at their 31<sup>st</sup> AGM, held on 24<sup>th</sup> September, 2014, had approved the appointment of Dr. Triloki Nath Kapoor, as an Independent Director of the Company for a term of three years. Accordingly, the present term of Dr. Kapoor would expire on 30<sup>th</sup> September, 2017.

As per Section 149 read with Schedule IV to the Act, an Independent Director can be re-appointed by passing of a special resolution by the Company. Further the re-appointment of Independent Director shall be on the basis of report of performance evaluation and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent director.

Dr. Triloki Nath Kapoor aged 84 years, holds a Degree in Law and Master's Degree in Commerce. He is also got his PHD from University of Lucknow in 1956. An eminent management advisor and educationalist of long standing, he possesses a diverse and wide ranging experience and knowledge of Corporate Affairs having been associated as independent/non-executive/nominee director with well-known public limited companies for past over several decades.

Dr. Kapoor has been associated with the Company as a Director since 1986. His presence in the Board has helped the Company immensely because of his vast and varied experience in corporate management, Finance and Human Resource Management. He is the Chairman of Stakeholders Relationship Committee, Executive Committee and member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility of the Board of the Company. Dr. Kapoor does not hold any equity shares in the Company.

In terms of the provisions of the Act read with Schedule IV of the Act, the Nomination and Remuneration Committee of the Board at its meeting held on 17<sup>th</sup> August, 2017 has carried out the performance evaluation of all the directors of the Company including Dr. Kapoor's. Subsequently, based on the recommendations of the Nomination and Remuneration Committee and the ratings given by other directors, the Board in its meeting held on the same day i.e. 17<sup>th</sup> August, 2017 evaluated the performance of individual directors of the Company including Dr. Kapoor's. Based on the performance evaluation, the Board recommends the appointment of Dr. Kapoor as Independent Director.



The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Triloki Nath Kapoor for the office of Director of the Company to be appointed in the ensuing Annual General Meeting as an Independent Director. As per the provisions of Clause (2) of Part IV of Schedule IV of the Act, the approval of the members is being sought to re-appoint Dr. Kapoor as an Independent director of the Company.

In the opinion of the Board Dr. Kapoor fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

Further, the details as required under the Secretarial Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the brief resume, nature of expertise in specific functional areas, directorship and membership of Committees in other Companies, shareholding and other details of Dr. Kapoor, have been provided separately at the end of this statement which may be read as part hereof. Considering Dr. Kapoor's qualification, knowledge and huge experience in the industry and his meeting the criteria of independence, your Board considers his appointment as justified.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the members.

None of the Directors and key Managerial Personnel or any of their relatives, except Dr. Kapoor as a Director, has any concern or interest, financial or otherwise, in the above proposed matter, except to the extent of their shareholding in the Company.

Place: Gurugram  
Date : 17<sup>th</sup> August, 2017

By order of the Board of Directors  
For Omax Autos Limited



**Sanjeeb Kumar Subudhi**  
(Company Secretary)

Membership No.: A18791

Res. Address: 670, Sarvahit Appartment,  
Sector 17A, Dwarka, New Delhi-110075

Pursuant to Secretarial Standard and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment/fixation of remuneration/variation of the term of remuneration at the forthcoming Annual General Meeting are as follows:

Name of Director	Mr. Ravinder Kumar Mehta	Dr. Ramesh Chandra Vaish	Dr. Triloki Nath Kapoor
DIN	00028409	01068196	00017692
Date of Birth	23 <sup>rd</sup> December, 1941	19 <sup>th</sup> June, 1941	2 <sup>nd</sup> June, 1932
Age	75 Years	75 Years	84 years
Qualification	B.E.	PHD, Chartered Accountant, LLB	PHD, M.Com, LLB
Experience	43 years	53 years	65 years
Terms and Conditions of appointment /re-appointment	As already approved by the Shareholders resolution passed through Postal Ballot completed on 30 <sup>th</sup> March, 2016	Mentioned in proposed resolution in item no. 4 of the accompanying notice	Mentioned in proposed resolution in item no. 5 of the accompanying notice
Remuneration sought to be paid	As already approved by the Shareholders resolution passed through Postal Ballot completed on 30 <sup>th</sup> March, 2016	No fixed remuneration. Sitting fees to be paid as decided by the Board. In addition, commission may be paid from time to time as may be decided by the Board	No fixed remuneration. Sitting fees to be paid as decided by the Board. In addition, commission may be paid from time to time as may be decided by the Board
Remuneration last drawn	During the financial year 2015-16, Mr. Ravinder Kumar Mehta has drawn a total remuneration of Rs. 22,42,236/- by way of salary and other perquisites.	During the financial year 2015-16, Dr. Vaish, as an Independent director has drawn a total remuneration of Rs. 5,40,000/- by way of sitting fees and commission on profit, from the Company.	During the financial year 2015-16, Dr. Kapoor, as an Independent director has drawn a remuneration of Rs. 3,80,000/- by way of sitting fees and commission on profit, from the Company.
Date of First Appointment	28 <sup>th</sup> April, 1983	27 <sup>th</sup> June, 1995	3 <sup>rd</sup> February, 1986
Brief Resume	Mr. Ravinder Mehta aged 75 years, is an engineering graduate and one of the promoter of the Company and he has more than 42 years of Experience in the field of Automobile Industry. Mr. Mehta started his career with Omax Engineers in 1977 engaged in manufacture	Dr. Ramesh Chandra Vaish, aged 75 years, is a Chartered Accountant and also a lawyer and economist. He has done PHD in Economics from the University of Florida, USA and has over 53 years' professional experience in the field of International	Dr. Triloki Nath Kapoor aged 84 years, holds a Degree in Law and Master's Degree in Commerce. He is also got his PHD from University of Lucknow in 1956. An eminent management advisor and educationalist of long standing, he possesses a diverse and wide ranging experience and knowledge of Corporate Affairs having

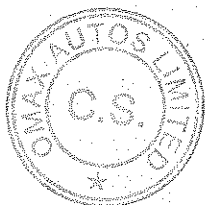


Dr.

	<p>of cycle parts (later converted into Omax Bikes Limited). He promoted Omax Autos Limited as a major ancillary of Hero Honda Motors Ltd. In 1983-84 took over as Managing Director of the Company and looking after the administration, financial and taxation matters and production functions in that capacity since then. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports of the Company.</p>	<p>taxation, finance and investments</p>	<p>been associated as independent/non-executive/nominee director with well-known Public Limited Companies for past over several decades. Dr. Kapoor also held various responsible positions with the Punjab University, Chandigarh including the prestigious position of Vice Chancellor (1991-1997). He has also been involved as Chairman, University Business School and Dean Faculty of Business Management. He involved with several education, professional associations and management institutes including Governing Board/Council, International association of Universities Paris, IIM-Bangalore, IIM-Calcutta, All India Management Association New Delhi, MDI Gurgaon, LBSIM Delhi, IIPA-New Delhi &amp; IAMR-New Delhi.</p>
<p>Expertise in Specific Functional Areas</p>	<p>Mr. Mehta has acquired a vast professional experience in the field of administration, financial &amp; taxation matters and production functions in that capacity.</p>	<p>Dr. Vaish has acquired a vast professional experience in the field of International taxation, finance and investments.</p>	<p>Dr. Kapoor has acquired a vast professional experience in the field of Corporate Management, Finance and Human Resource Management</p>
<p>Directorships held in other companies (excluding foreign companies)</p>	<ul style="list-style-type: none"> <li>▪ Life Green Systems Limited</li> </ul>	<ul style="list-style-type: none"> <li>▪ Ansal Properties &amp; Infrastructure Limited</li> <li>▪ Bharat Consultants Pvt. Limited</li> <li>▪ Express News Papers Pvt. Limited</li> <li>▪ Roto Pumps Limited</li> <li>▪ Ginni Filaments Limited</li> <li>▪ Human Energy</li> </ul>	<ul style="list-style-type: none"> <li>▪ Swaraj Engines Limited</li> <li>▪ Sterling Tolls Limited.</li> </ul>



		Research Centre ▪ Roto Pumps Africa Pte. Limited.	
Number of Meetings of the Board attended during the Year (2016-17)	3 (Three)	4 (Four)	4 (Four)
Committee position held in listed companies	Nil	3	6
No. of shares held: (a) Own (b) For other persons on a beneficial basis	1371600 Equity Shares NIL	NIL NIL	NIL NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	a) Mr. Jatender Kumar Mehta, Chairman and Managing Director (Brother) b) Mrs. Sakshi Kaura, Joint Managing Director (Daughter of Mr. Jatender Kumar Mehta)	None of the directors or other KMPs is related to Dr. Vaish.	None of the directors or other KMPs is related to Dr. Kapoor.



9/11/17