

OMAX/STEX/2018-19/20

Date: 23rd August, 2018

**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.: 35th 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 35th Annual General Meeting ("AGM") of the Company will be held on Monday, 17th September, 2018 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 35th 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 Tuesday, 11th September, 2018 to Monday, 17th September, 2018 (both days inclusive) for determining the names of members eligible for voting on the resolutions and attending 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, 11th September, 2018. The Remote e-voting will commence on Friday, 14th September, 2018 (9:00 A.M.) and end on Sunday, 16th September, 2018 (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 35th Annual General Meeting of the members of Omax Autos Limited will be held on Monday, 17th day of September, 2018 at 11:00 A.M. at Clarens Hotel, Plot No. 363-364, Sector-29, Gurugram, Haryana-122002 to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 together with the notes annexed thereto and 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 including the Balance Sheet as at 31st March, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and notes to financial statements along with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Mr. Tavinder Singh (DIN: 01175243), who retires by rotation and being eligible, offers himself for re-appointment; and in this connection, to 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, for the time being in force), Mr. Tavinder Singh (DIN: 01175243), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

3. **To ratify the appointment of Statutory Auditors of the Company and fix their remuneration thereto; and in this connection, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendations of the Audit Committee, pursuant to the resolution passed by the members at the 34th Annual General Meeting (AGM), the Company hereby ratifies the appointment of M/s. BGJC & Associates LLP, as Statutory Auditors of the Company to hold the office from the conclusion

of the 35th AGM until the conclusion of 39th AGM of the Company, without any subsequent ratification of appointment at every AGM, on such remuneration as may be mutually agreed between the Board and Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution.”

SPECIAL BUSINESSSES:

4. **To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2019.**

To consider and pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousands only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the cost audit to M/s. JSN & Co., Cost Accountants (Firm Registration No. 000455) who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to give effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

5. **Re-appointment of Mrs. Novel Singhal Lavasa (DIN: 07071993) as an Independent Director of the Company**

To consider and pass the following as a **Special Resolution**:

“**RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) , on the recommendations of the Nomination and Remuneration Committee and Board, and in accordance with the Nomination and Remuneration Policy of the Company, Mrs. Novel Singhal Lavasa (DIN: 07071993), who was appointed as an Independent Director of the Company by the members at their 33rd Annual General Meeting, held on 12th September, 2016, with effect from 29th October, 2015, for a term of three years and whose existing term would expire on 28th October, 2018 and who qualifies for being re-appointed as an Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the Section 149(6) of the Act, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a further term of five consecutive years, w.e.f. 29th October, 2018, not being 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.”

6. **Appointment of Mr. Bharat Kaushal (DIN: 01973587) as an Independent Director of the Company.**

To consider and pass the following as an **Ordinary Resolution**:

“**RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and in accordance with the Nomination and Remuneration Policy of the Company, Mr. Bharat Kaushal (DIN: 01973587), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 19th July, 2018, pursuant to the provisions of Section 161 of the Act and Article of Association of the Company, and whose term of office expires at this Annual General Meeting and who qualifies for being appointed as an Independent Director

and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing his candidature for the office of 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 appointed as a director in the category of Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years, with effect from 19th July, 2018.

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.”

7. **Appointment of Mr. Devashish Mehta (DIN: 07175812) as a Director of the Company**

To consider and pass the following as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Devashish Mehta (DIN: 07175812), who was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 19th July, 2018 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution.”

8. **Appointment and Remuneration of Mr. Devashish Mehta (DIN: 07175812) as Joint Managing Director of the Company.**

To consider and pass the following as a **Special Resolution**:-

RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, upon the recommendation of the Nomination and Remuneration Committee, and as approved by the Audit Committee and Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Devashish Mehta (DIN: 07175812) as Joint Managing Director of the Company for a period of 3 (Three) years w.e.f. 19th July, 2018 at such terms and conditions as set out in the Contract of Service entered into by the Company with him and at a remuneration for an amount not exceeding Rs. 85,00,000/- (Rupees Eighty Five Lacs) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within the overall limit of remuneration as approved by the Shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend, alter, modify or otherwise vary (collectively referred to as “variation”), the terms and conditions (including remuneration) of the appointment of Mr. Devashish Mehta, Joint Managing Director (DIN: 07175812) from time to time during his tenure.

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial year, Mr. Devashish Mehta (DIN: 07175812) shall be paid a remuneration (including any variation thereof) as specified in the above resolution and Contract of Service.

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.”

9. **Approval of the re-appointment of Ms. Sakshi Kaura (DIN: 02094522) as Joint Managing Director of the Company.**

To consider and pass the following resolution as **Special Resolution:**

“**RESOLVED THAT**, in accordance with the provisions of Sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the provisions of Schedule

V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), upon the recommendation of the Nomination and Remuneration Committee, and as approved by the Audit Committee and Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any, the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of Ms. Sakshi Kaura as a Joint Managing Director (DIN: 02094522), of the Company for a period of three years w.e.f. 1st of June, 2018, being liable to retire by rotation, on such term(s) and condition(s) as set out in the Contract of Service entered into by the Company with her and at a remuneration, for an amount not exceeding Rs. 98,00,000 (Ninety Eight Lacs) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the Shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend, alter, modify or otherwise vary (collectively referred to as “variation”), the terms and conditions (including remuneration) of the re-appointment of Ms. Sakshi Kaura, Joint Managing Director (DIN: 02094522) from time to time during her tenure.

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial year, Ms. Sakshi Kaura shall be paid a remuneration (including any variation thereof) as specified in the resolution above and Contract of Service.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

10. **Approval of revision of remuneration of Mr. Tavinder Singh (DIN: 01175243), Whole-Time Director of the Company for the period 1st April, 2018 to 28th October, 2018.**

To consider and pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, in accordance with the provisions of Sections 188, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded to revise the remuneration of Mr. Tavinder Singh (DIN: 01175243), Whole-Time Director of the Company to Rs. 46,00,000 (Forty Six Lacs) per annum, for the period from 1st April, 2018 to 28th October, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration including monthly salary structure, perquisites, allowance, other benefits within overall limit of remuneration as approved by the Shareholders.

RESOLVED FURTHER THAT the other terms and conditions of the appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution.”

11. Approval of re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director of the Company.

To consider and pass the following resolution as **Special Resolution**:

“**RESOLVED THAT**, in accordance with the provisions of Sections 188, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof

for the time being in force), upon the recommendation of the Nomination and Remuneration Committee, and as approved by the Audit Committee and Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any, the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Tavinder Singh as Whole-Time Director (DIN: 01175243), of the Company for a period of three years w.e.f. 29th October, 2018, being liable to retire by rotation, on such term(s) and condition(s) as set out in the Contract of Service entered into by the Company with him and at a remuneration, for an amount not exceeding Rs. 75,00,000/- (Rupees Seventy Five Lacs) per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the Shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend, alter, modify or otherwise vary (collectively referred to as “variation”), the terms and conditions (including remuneration) of appointment of Mr. Tavinder Singh, Whole Time Director (DIN: 01175243) from time to time during his tenure.

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial year, Mr. Tavinder Singh shall be paid a remuneration (including any variation thereof) as specified in the resolution above and Contract of Service.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to this resolution.”

By order of the Board of Directors
For **Omax Autos Limited**

Place : Gurugram
Date : 19th July, 2018

Sanjeeb Kumar Subudhi
(Company Secretary)
Membership No. A18791
Address: 670, Sarvahiit Appartment,
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 and is also available on the website of the Company.
2. The Statement setting out the material facts concerning special businesses under item no. 4 to 11 of the accompanying notice in pursuant to the provisions of 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 and is appended as Annexure-2. The concerned Directors have furnished the requisite declarations for their re-appointment and their brief profiles form part of the Statement.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL 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 for the use of the members.
5. Corporate members / Societies intending to send their authorized representatives to attend the AGM are requested to send to the Company, 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 the non-members from attending the AGM.
7. Pursuant to the provisions of 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 11th September, 2019 to 17th September, 2018 (both days inclusive) for determining the names of members eligible for attending and voting at the 35th AGM of the Company. The Notice of the 35th AGM of the Company is being sent:
 - a. to all those beneficial owners holding shares in electronic form as on 17th August, 2018 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 17th August, 2018 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
8.	2016-17	Not Declared	-

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 also posted on the website of the Company i.e. 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 those 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.
15. Members desiring any information as regards the financial statements and operations of the Company 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 date of AGM, so that the information can be made available at the AGM.
16. All documents referred to in the accompanying notice and statement pursuant to the provisions of Section 102 of Companies Act, 2013 including the Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and 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 2017-18, containing inter-alia the Notice of 35th AGM, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(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 2017-18 are being 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:

Instructions for shareholders to vote electronically:

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 Link Intime India Private Limited (LI IPL).

II. The instructions for members for voting electronically are as under:

(i) The e-voting period commences on 14th September, 2018 (9:00 A.M. IST) and ends on 16th September, 2018 (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. 11th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by LI IPL 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. 11th September, 2018.

□ Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.

(iii) Click on "Login" tab, available under 'Shareholders' section.

(iv) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

(v) Your User ID details are given below:

a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID

b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID

c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

(vi) Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.

DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- Cast your vote electronically

(vii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

(viii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

- Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
- Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

(ix) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

(x) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

(xi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

(xii) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

- General Guidelines for shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Bodys**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

23. 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.
24. 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.

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 <https://instavote.linkintime.co.in>.

Any person who becomes the member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. 11th September, 2018 have the option to request for physical copy of the Ballot Form by sending an e-mail to investors@omaxauto.com or swapann@linkintime.co.in by mentioning their Folio/ DPID 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.

The Board of Directors of the Company has appointed Dr. S. Chandrasekaran (Membership No. FCS- 1644), Senior Partner, failing him, Mr. Lakhna Gupta (Membership No. ACS – 36583), Partner, Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and polling paper process in a fair and transparent manner.

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.

The results declared alongwith the Consolidated Scrutinizer’s Report shall be placed on the Company’s website www.omaxauto.com and on the website of LIIPL <https://instavote.linkintime.co.in> 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.

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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, at their Meeting held on 19th July, 2018, has approved the appointment of M/s. JSN & Co., Cost Accountants (Firm Registration No. 000455), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 at a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousands only) plus out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 4 of the Notice of the AGM as an ordinary resolution.

ITEM NO. 5

In terms of Section 149 of the Companies Act, 2013 (hereinafter referred as "Act") read with Schedule IV to the Act, the members of the Company, at the 33rd AGM, held on 12th September, 2016, had approved the appointment of Mrs. Novel Singhal Lavasa, as an Independent Director of the Company for a term of three years with effect from 29th October, 2015. Accordingly, the present term of Mrs. Novel Singhal Lavasa would expire on 28th October, 2018.

As per the provisions of 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 the Independent Director shall be on the basis of performance evaluation, made by the Board.

Mrs. Lavasa joined the Company's Board in October 2015. She is the Chairperson of the CSR Committee and member of Audit Committee of the Board. She does not hold any shares of the Company.

Mrs. Novel Singhal Lavasa, aged 62 years, is an M.A. in English Literature, from Delhi University and also an MBA in HR. She has been credited with Credit and Lending Decisions at Southern Cross University, Australia. Mrs. Lavasa has served in various capacities in State Bank of India (SBI). From 2001 to 2004 she worked as an officer on special duty in the Ministry of Disinvestment, Government of India during the peak period of strategic sales of Govt. stake in PSUs.

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 19th July, 2018 has carried out the performance evaluation of all the directors of the Company including Mrs. Lavasa. 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. 19th July, 2018 evaluated the performance of individual directors of the Company including Mrs. Lavasa. Based on the performance evaluation, the Board recommends the appointment of Mrs. Lavasa 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 Mrs. Lavasa as an Independent director of the Company.

Mrs. Lavasa is not disqualified from being appointed

as a Director in terms of Section 164 of the Act and the Company has also received a declaration from Mrs. Lavasa that she meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, in the opinion of the Board, Mrs. Lavasa is a person of integrity and possesses relevant expertise and experience.

Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mrs. Lavasa is not debarred from holding the office of director pursuant to any SEBI order.

The terms and conditions of re-appointment of Mrs. Lavasa shall be open for inspection by the members at the Registered Office of the Company, during the working hours on all working days and upto and including the date of AGM. The said terms and conditions are also available at the Company's website.

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

Further, the details as required under the Secretarial Standard 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 Mrs. Lavasa, have been provided separately at the end of this statement which may be read as part hereof. Considering Mrs. Lavasa's qualifications, knowledge and huge experience in the industry and her meeting the criteria of independence, your Board considered her 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 Mrs. Lavasa, 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. 6

In accordance with the provisions of Section 149 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of an Independent Director requires approval of members.

In terms of Section 161(1) of the Companies Act, 2013, the Board of Directors on the recommendations of Nomination and Remuneration Committee, has appointed Mr. Bharat Kaushal (DIN: 01973587) as an Additional Director of the Company in the category of Independent Director, w.e.f. 19th July, 2018.

Pursuant to the provisions of Section 161(1), Mr. Kaushal shall hold office up to the date of the ensuing Annual General Meeting or the last date, on which the Annual General Meeting should have been held, whichever is earlier.

In terms of Section 160, he is eligible for appointment to the office of a director at the Annual General Meeting. The Board has considered and recommended the candidature of Mr. Kaushal for his appointment as a director of the Company in the category of Independent Director.

Further, on the recommendations of the Nomination and Remuneration Committee and in accordance with the Nomination and Remuneration Policy of the Company, the Board has appointed Mr. Kaushal as an Independent Director, subject to the approval of the shareholders of the company in the Annual General Meeting for a period of 5 (Five) years, with effect from 19th July, 2018.

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 appoint Mr. Bharat Kaushal as a director of the Company in the category of Independent Director.

Mr. Bharat Kaushal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has also received a declaration from Mr. Bharat Kaushal that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, in the opinion of the Board, Mr. Kaushal is a person of integrity and possesses relevant expertise and experience.

Pursuant to the circular relating to the “enforcement of SEBI Order regarding appointment of directors by listed

companies” dated June 20, 2018, Mr. Bharat Kaushal is not debarred from holding the office of director pursuant to any SEBI order.

The terms and conditions of appointment of Mr. Bharat Kaushal shall be open for inspection by the members at the Registered Office and Corporate Office of the Company, during the working hours on all working days and upto and including the date of AGM. The said terms and conditions are also available at the Company's website.

In the opinion of the Board, Mr. Kaushal, proposed to be as an independent director fulfils the conditions specified in the Act and the rules made thereunder and the proposed director is independent of the management.

Further, the details as required under the Secretarial Standard 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 Mr. Kaushal, have been provided separately at the end of this statement which may be read as part hereof. Considering Mr. Kaushal'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 Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval by the members.

None of the Directors and Key Managerial Personnel or any of their relatives, except Mr. Kaushal as a Director, has any concern or interest, financial or otherwise, in the above proposed matter.

ITEM NO. 7 & 8

Mr. Devashish Mehta is currently serving the Company as the Head – SBU (PC&CV) and New Projects. He has been instrumental in giving the Company a new direction in business prospects. Particularly, he has been spearheading the Non-2W Business Segment of the Company. He has been deeply involved in the operation and growth of non-2W business segment. Under his mentorship, the Railway business of the Company has made a turnaround. Due to his continuous effort, Company has been successful in getting new businesses from Indian Railways. Due to his active involvement, the Company has been able to add new projects/businesses to non-2W segment.

During his tenure, the Company, particularly the Non-2W segment, witnessed a significant growth in business. He is also actively working for new technology to bring the Company to a newer level.

Due to his able guidance and directions, the operational and financial performance of the Company has improved tremendously. Due to his increased responsibilities in managing the affairs of the Company, the Board of Directors in its meeting held on 19th July, 2018, on recommendation/ approval of Nomination and Remuneration Committee and Audit Committee respectively, has approved his appointment as Joint Managing Director of the Company for a period of three years, w.e.f. 19th July, 2018 to 18th July, 2021. Such appointment and the terms and conditions (including remuneration) as below mentioned is subject to the approval of the shareholders in general meeting. Hence, shareholder's approval is being sought for the appointment of Mr. Devashish Mehta, Joint Managing Director of the Company.

Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mr. Devashish Mehta is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution:

I. GENERAL INFORMATION: AS PER ANNEXURE-1

1) Foreign investments or collaborators, if any: Nil

II. INFORMATION ABOUT THE APPOINTEE:

Sl. No.	Particulars	MR. DEVASHISH MEHTA (Joint Managing Director) (DIN: 07175812)
1.	Background Details	Mr. Devashish Mehta, aged 27 years, is a B.Sc. in Marketing from Pennsylvania State University, U.S.A.. Being Promoter and son of Mr. Jatender Kumar Mehta, he has the Industrial Family background. Mr. Devashish Mehta has more than 5 years of work experience in the consumer durable and auto component business.

2.	Past Remuneration	During the financial year 2017-18, Mr. Devashish Mehta has drawn a remuneration of Rs. 55.61 Lacs from the Company. Retirement benefits, Earned Leave Encashment, Conveyance, Leave Travel Allowance and other Facilities/benefits are paid/ provided as per Company Policy.
3.	Recognition or awards:	NIL
4.	Job profile and suitability:	Mr. Devashish Mehta having an experience of more than 5 years in Auto ancillary industry and has more than 6 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components and devotes his full time for the overall performance of the Company and has been instrumental in expansion & diversification of business.
5.	Remuneration proposed:	As stated in the resolution of Item No.8 of this notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:	The proposed remuneration of Mr. Devashish Mehta having an experience of more than 6 years and possessing invaluable rich knowledge, experience and insights complemented with the vast business experience, is comparable with other Managing Directors of other Automotive Companies and is in parity with the Industry Standards for such a responsible position.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:	Mr. Devashish Mehta holds 310,000 shares in the Company. Mr. Ravinder Mehta, Managing Director is his Father's Brother, Mr. Jatender Kumar Mehta, Chairman cum Managing Director is his Father and Mrs. Sakshi Kaura, Joint Managing Director is his sister. No other managerial personnel have any relationship with Mr. Devashish Mehta.

III. OTHER INFORMATION: As per Annexure-1

IV. DISCLOSURES

Disclosures of information and details as referred to in (iv) of second Proviso to Paragraph (B) of Section II of Part II of Schedule V of the Act, shall be mentioned in the Board of director's report under the heading "Corporate Governance" for the financial year 2017-18.

Further, the details as required under the Secretarial Standard 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 Mr. Devashish Mehta, has been provided separately at the end of this statement which may be read as part hereof.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members. Mr. Jatender Kumar Mehta, Managing Director and Mr. Ravinder Mehta, Managing Director and Mrs. Sakshi Kaura, Joint Managing Director of the Company are interested or concerned as relatives of Mr. Mehta. None of the other Directors and Key Managerial Personnel or any of their relatives, 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. 9

The Board had in its meeting held on, 25th January, 2013, appointed Mrs. Sakshi Kaura (DIN: 02094522) as Whole-Time Director of the Company. Such appointment was approved by the Shareholders of the Company through Postal Ballot Process completed on 27th March, 2013. The Board of Directors further, in its meeting held on 22nd May, 2015, re-designated Mrs. Kaura as the Joint Managing Director of the Company for a period of three years w.e.f 1st June, 2015. Such appointment and its terms and conditions (including remuneration) thereof was approved by the shareholders of the Company at their 32nd Annual General Meeting held on 14th September, 2015.

Mrs. Kaura has since taken various assignments in the Company. She has been actively involved in managing all the affairs of the Company like Operations, Marketing, and HR/IR etc. Due to her able guidance and directions, the operational and financial performance of the Company has improved tremendously. Due to her increased responsibilities in managing the affairs of the Company, the Board of Directors in its meeting held on 12th May, 2018, on the recommendation and approval of Nomination and Remuneration Committee and Audit Committee, respectively, approved her re-appointment as Joint Managing Director of the Company for a period of three years, w.e.f. 1st June, 2018 to 31st May, 2021, on the terms and conditions (including remuneration) as below mentioned. Such appointment is subject to the approval of the shareholders in the Annual General Meeting. Hence, shareholder's approval is being sought

for the re-appointment of Mrs. Kaura, Joint Managing Director of the Company.

Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mrs. Sakshi Kaura is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution:

V. GENERAL INFORMATION: As per Annexure-1

2) Foreign investments or collaborators, if any: Nil

VI. Information about the appointee:

Sl. No.	Particulars	MRS. SAKSHI KAURA (Joint Managing Director) (DIN: 02094522)
1.	Background Details	Mrs. Sakshi Kaura, aged 38 years, who is an interior designer by profession, had done BBMS from Institute of Integrated Learning and Management, New Delhi and being a Daughter of Mr. Jatender Kumar Mehta having the Industrial Family background. Mrs. Sakshi Kaura has more than 14 years of work experience in the consumer durable and auto component business.
2.	Past Remuneration	During the financial year 2017-18, Mrs. Sakshi Kaura has drawn a remuneration of Rs. 73.35 lacs/- from the Company. Retirement benefits, Earned Leave Encashment, Conveyance, Leave Travel Allowance and other Facilities/benefits are paid/provided as per Company Policy.
3.	Recognition or awards:	NIL
4.	Job profile and suitability:	Mrs. Sakshi Kaura having an experience of more than 14 years in the business segment of Auto ancillary industry and business management. She has got a very wide and rich experience and understanding of automotive parts/components and devotes her full time for the overall performance of the Company and has been instrumental in expansion, diversification of business.

Sl. No.	Particulars	MRS. SAKSHI KAURA (Joint Managing Director) (DIN: 02094522)
5.	Remuneration proposed:	As stated in the resolution of Item No.9 of this notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:	The proposed remuneration of Mrs. Sakshi Kaura having an experience of more than 14 years and possessing invaluable rich knowledge, experience and insights complemented with the vast business experience, is comparable with other Managing Directors of other Automotive Companies and is in parity with the Industry Standards for such a responsible position.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:	Mrs. Sakshi Kaura does not hold directly and indirectly any Equity Shares. Mr. Ravinder Mehta, Managing Director is her father's Brother, Mr. Jatender Kumar Mehta, Chairman cum Managing Director is father and Mr. Devashish Mehta, Joint Managing Director is brother of Mrs. Sakshi Kaura. No other managerial personnel have any relationship with Mrs. Sakshi Kaura.

VII. OTHER INFORMATION: As per Annexure-1

VIII. DISCLOSURES

Disclosures of information and details as referred to in (iv) of second Proviso to Paragraph (B) of Section II of Part II of Schedule V of the Act, shall be mentioned in the Board of director's report under the heading "Corporate Governance" for the financial year 2017-18.

Further, the details as required under the Secretarial Standard 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 Mrs. Sakshi Kaura, has been provided separately at the end of this statement which may be read as part hereof.

The Board recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for approval by the members. Mr. Jatender Kumar Mehta, Managing Director and Mr. Ravinder Mehta, Managing Director of the Company are interested or concerned as relatives of Mrs. Kaura. None of other Directors and Key Managerial Personnel or any of their relatives, 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. 10

The Board, in its meeting held on, 29th October, 2015, had appointed Mr. Tavinder Singh as Whole-Time Director of the Company for a period of three years with effect from 29th October, 2015 to 28th October, 2018. Such appointment was also approved by the Shareholders of the Company, through Postal Ballot Process completed on 30th March, 2016.

The shareholders had further authorised the Board of Directors of the Company to amend, alter, modify or otherwise vary the terms and conditions of appointment (including remuneration) of Mr. Tavinder Singh, Whole Time Director, subject to the overall limit of remuneration of Rs. 40,00,000/- p.a.

As per HR policy of the Company, annual performance appraisal of all the employees have been done on the basis of performance of employee for the financial year 2017-18. Accordingly, remuneration of Mr. Tavinder Singh is also revised.

Approval of Audit Committee has been obtained as per provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Nomination and Remuneration Committee has recommended the revision of remuneration of Mr. Tavinder Singh in its meeting held on 12th May, 2018.

Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mr. Tavinder Singh is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

As the revised remuneration exceeds the limit approved by the shareholders, the consent of the members is sought through Special Resolution as set out in Item No. 10 of the Notice of the AGM for approval of revised remuneration of Mr. Tavinder Singh (DIN: 01175243), Whole-Time Director of the Company for the period from 1st April, 2018 to 28th October, 2018 on account of annual performance appraisal.

None of the Directors and Key Managerial Personnel or any of their relatives, except Mr. Tavinder Singh, 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. 11

The Board, in its meeting held on, 29th October, 2015, had appointed Mr. Tavinder Singh as Whole-Time Director of the Company for a period of three years with effect from 29th October, 2015 to 28th October, 2018. Such appointment was also approved by the Shareholders of the Company, through Postal Ballot Process completed on 30th March, 2016.

Accordingly, the existing term of appointment of Mr. Tavinder Singh as Whole-Time Director of the Company would expire on 28th October, 2018. However the Board of Directors, at its meeting held on 19th July, 2018, has reappointed Mr. Tavinder Singh as Whole-Time Director of the Company for another term of three years commencing from 29th October, 2018, subject to approval of the Shareholders.

Approval of Audit Committee has been obtained as per provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Nomination and Remuneration Committee has recommended the re-appointment of Mr. Tavinder Singh as Whole Time Director of the Company in its meeting held on 12th May, 2018.

Pursuant to the circular relating to the “enforcement of SEBI Order regarding appointment of directors by listed companies” dated June 20, 2018, Mr. Tavinder Singh is not debarred from holding the office of director pursuant to any SEBI order.

The terms as set out in the resolution may be treated as an abstract of the terms of appointment pursuant to Section 196, 197 of the Companies Act, 2013.

Mr. Tavinder Singh (DIN: 01175243), has more than 33 years of industry experience in the field of sales and material procurement. Before joining the Company he has also worked with A. S. Tools, Delhi and Highway Cycles India Limited. He has vast experience and expertise in Purchase Management and Supplier Development. He is associated with the Company for

more than 30 years and serving the Company.

Hence the Board recommends the appointment of Mr. Tavinder Singh, as Whole-Time Director of the Company for a period of three years – from 29th October, 2018 to 28th October, 2021 on such other terms and conditions (including remuneration) as detailed in the Resolution No. 11 of accompanying notice for the approval of the shareholders.

Other Details of Mr. Tavinder Singh are as follows:

Name of director	Mr. Tavinder Singh
Designation	Whole Time Director
Director Identification No.	01175243
Qualification	Matriculation
Date of Birth	21.02.1962
Experience	33 Years
Date of Appointment as Director	29/10/2015
Previous held position before joining the present Company of employment	In A. S. Tools, Delhi as Sales Representative
No. Of Equity Shares held	Nil
% of equity share capital held	Nil
Relationship with other Directors	Nil
Directorship and the membership of Committees of the board in other listed entities	Nil

None of the Directors, Chief Financial Officer, Company Secretary, Whole Time Director, and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 11 except Mr. Tavinder Singh.

By order of the Board of Directors
For **Omax Autos Limited**

Place: Gurugram
Date: 19/07/2018

Sanjeeb Kumar Subudhi
(Company Secretary)
Membership No. A18791

ANNEXURE-1

V. GENERAL INFORMATION

- Nature of Industry:** Manufacturing of Auto Components for OEM and Railway Equipment.
- Date or expected date of commencement of commercial Production:** Existing Company already commenced the production in 1985.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Existing Company, not applicable.
- Financial performance based on given Indicators: As per Audited Financial Statement**

Particulars	Rs. in Lacs	
	Audited Figure for 12 months period ended on March, 2018*	Audited Figure for 12 months period ended on March, 2017*
Revenue from operation and other income	122003.00	118696.64
Profit Before tax	57.06	(378.99)
Total tax expenses	(708.73)	(160.05)
Profit (Loss) for the period	765.79	(218.94)
Other Comprehensive income	200.46	(22.81)
Total Comprehensive income	966.46	(241.75)
Earnings per Share (EPS)	3.58	(1.02)

*Figures are as per IND-AS accounting.

Particulars	2015-16*
	Rs. in Lacs
Revenue from operations and other income	103,247.73
PBIDT	5,837.09
Less: Interest	1,440.90
PBDT	4,396.19
Less: Depreciation and Amortization	2,840.60
Profit before Tax and Exceptional Income	1,555.59
Add: Exceptional Income	-
Profit before Tax	1,555.59
Less: Tax Expenses	737.88
Net Profit/Loss after Tax	817.71
Prior Period Income/ expenses(+)/(-)	(27.04)
Amount available for appropriation	790.67
Appropriations:	
Proposed dividend on equity shares	213.88
Dividend Distribution Tax	43.54
Transferred to General Reserve	258.00
Surplus/Deficit carried to Balance Sheet	275.25
Earnings per Share (EPS)	3.70

*figures are as per Indian Accounting standards

VII. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

Your Company is involved in manufacturing of automobile components and having specialization in body, frames & chassis and mainly supplying to major OEMs. Overall slowdown in recent past in Auto Sector has affected the

performance of the Company. The last fiscal had been one of the most challenging years due to low vehicle sales, rising capital costs, high interest rates etc. Further, fluctuating currencies and low investment in manufacturing have also adversely impacted the growth of the auto component industry. The Company was also affected by the slowdown in the industry.

Another disruptive factor is that Auto Component segment has low operating margin business and has less bargaining power due to tough competition in the market. The Company is facing the same margin pressure due to highly competitive market.

The Company, being an auto ancillary company has high dependency on auto business and to de-risk its business and to reduce its dependency on auto industry the Company had entered into other non-auto segments; however, these businesses are running well and are poised to take off significantly in coming years.

2. Steps taken or proposed to be taken for improvement:

The Company has been continuously evaluating various business models to raise long-term financial resources by capitalizing upon its industry expertise. Consequently, the Company has undergone an internal restructuring, whereby the businesses of certain identified units of the Company has been merged or strategically relocated.

The Company has taken various initiatives such as enhancing its R&D capabilities, collaborating with other specialized manufacture/foreign partners to jointly develop various products, productivity improvements, cost rationalization measures through benchmarking and operation excellence projects, tapping of emerging markets, developing new product segments etc. These measures would increase operational efficiencies which will increase productivity and profitability of the Company in coming years.

3. Expected increase in productivity and profits in measurable terms:

The Company expects overall Indian Market, particularly the auto sector will improve significantly in coming years. The Company is expecting to grow in terms of overall economic growth. An increase of 10 to 15% in the productivity and profits is expected in the current financial year.

ANNEXURE-2

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:

Name of Director	Novel Singhal Lavasa	Bharat Kaushal	Devashish Mehta	Sakshi Kaura	Tavinder Singh
DIN	07071993	01973587	07175812	02094522	01175243
Date of Birth	21 st March, 1956	12 th July, 1968	21 st January, 1991	11 th April, 1980	21 st February, 1962
Age	62 years	50 years	27 years	38 years	56 years
Qualification	M.A. in English Literature, from Delhi University and MBA in HR.	Masters in International Affairs (MIA), Columbia University, Masters in Business Administration (MBA), Northeastern University, LLB, Faculty of Law, University of Delhi. Bachelors and Masters, St. Stephen's College, Delhi	B.Sc. in Marketing from Pennsylvania State University, U.S.A.	BBMS from Institute of Integrated Learning and Management, New Delhi.	Matriculation
Experience	38 years	21 years	6 years	14 years	33 years
Terms and Conditions of appointment/ re-appointment	Mentioned in proposed resolution in item no. 5 of the accompanying notice	Mentioned in proposed resolution in item no. 6 of the accompanying notice	Mentioned in proposed resolution in item no. 8 of the accompanying notice	Mentioned in proposed resolution in item no. 9 of the accompanying notice	Mentioned in proposed resolution in item no. 11 of the accompanying notice
Remuneration sought to be paid	Sitting fees and Commission as may be decided by the Board, from time to time as applicable to Non-Executive Independent Director	Mentioned in proposed resolution in item no. 6 of the accompanying notice	Mentioned in proposed resolution in item no. 8 of the accompanying notice	Mentioned in proposed resolution in item no. 9 of the accompanying notice	Mentioned in proposed resolution in item no. 11 of the accompanying notice
Remuneration last drawn	During the financial year 2017-18, Mrs. Novel Singhal Lavasa as an Independent director has drawn a total remuneration of Rs. 180,000/- by way of sitting fees.	Since Mr. Kaushal is appointed on 19 th of July, 2018 as an Independent director, so no remuneration figure is available for financial year 2017-18.	During the financial year 2017-18, Mr. Devashish Mehta has drawn a remuneration of Rs. 55.61 Lacs from the Company. Retirement benefits, Earned Leave Encashment, Conveyance, LTA and other benefits were as per Company's policy.	During the financial year 2017-18, Mrs. Sakshi Kaura, has drawn a remuneration of Rs. 61,84,338/- from the Company. Retirement benefits, Earned Leave Encashment, Conveyance, LTA and other benefits were as per company's policy	During the financial year 2017-18, Mr. Tavinder Singh, as a director has drawn a remuneration of Rs. 35,26,922 from the Company. Retirement benefits, Earned Leave Encashment, Conveyance, LTA and other benefits were as per company's policy
Date of First Appointment	29th October, 2015	19 th July, 2018	19 th July, 2018	25th January, 2013	29th October, 2015
Brief Resume	Mrs. Lavasa is an M.A. in English Literature, from Delhi University and also an MBA in HR. She has been credited with Credit and Lending Decisions at Southern Cross University, Australia. Mrs. Lavasa has served in various capacities in State Bank of India (SBI) and was overseeing the support functions of 160 branches when she resigned. Mrs. Lavasa served as Manager of Human Resource at Delhi local head office to look after the training and motivational needs of more than 20000 staff. From 2001 to 2004 she worked as an officer on special duty in the Ministry of Disinvestment, Government of India during the peak period of strategic sales of Govt. stake in PSUs. She has worked as a Consultant in waste management and as a Corporate Trainer undertaking adventure camps especially for women. She is the Secretary of Civil Services Society (Sanskriti School); and Treasurer, Suvidha Bio Foundation. She is a practicing organic farmer.	Mr. Bharat Kaushal is currently acting as Managing Director of Hitachi India Pvt. Ltd. since June, 2017. He is the first Indian to be appointed to this position. Before such position, he has worked in various organization of international repute in top management positions viz. Sumitomo Mitsui Banking Corporation (SMBC) as Chairman in India and General Manager- Asia Pacific planning Dept (2015 – 2017); Co General Manager and CEO in India (2012 – 2017), as Managing Director, SMBC Capital India Pvt. Ltd., India (2008 – 2017); Head of South Asia for International Finance & Structured Finance, Singapore (1999-2008) and Hong Kong (1997-1999); as Strategy Advisor, Indian Investment Centre, Dept. of Eco Affairs, Ministry of Finance, Govt. of India (1999 – 2005); Co Chairman of the Finance, Banking, Capital Markets and Insurance Committee, PhD Chamber of Commerce and Industry (1999 – 2001); worked for Economic Policy Unit, World Bank (1996 – 1997); Relationship Manager, Anz Grindlays Bank (1992 – 1996).	Mr. Devashish Mehta having an experience of more than 5 years in Auto ancillary industry and has more than 6 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components.	Mrs. Sakshi Kaura, is an interior designer by profession, had done BBMS from Institute of Integrated Learning and Management, New Delhi and being a Daughter of Mr. Jatender Kumar Mehta having the industrial family background. Mrs. Sakshi Kaura has more than 14 years of work experience in the consumer durable business.	Mr. Tavinder Singh is associated with the Company for more than 30 years and serving the Company as the General Manager – Commercial. He has more than 33 years of industry experience in the field of Production and material procurement. Before joining the Company he has also worked with A. S. Tools, Delhi and Highway Cycles India Limited.

Expertise in Specific Functional Areas	Mrs. Lavasa has 38 years of experience in the Corporate Sector.	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 Chief Executive in many well-known Companies for past several years.	Mr. Devashish Mehta has vast experience of spearheading the Non-2W Business Segment of the Company.	Mrs. Sakshi Kaura has more than 14 years of work experience in the consumer durable business.	Mr. Singh has more than 33 years of industry experience in the field of sales and material procurement.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> ▪ BALRAMPUR CHINI MILLS LIMITED ▪ POWERLINKS TRANSMISSION LIMITED ▪ DREISATZ MYSOLAR24 PRIVATE LIMITED ▪ MI MYSOLAR24 PRIVATE LIMITED ▪ WALWHAN SOLAR TN LIMITED ▪ WALWHAN WIND RJ LIMITED ▪ WALWHAN SOLAR PB LIMITED ▪ WALWHAN URJA ANJAR LIMITED 	<ul style="list-style-type: none"> ▪ HITACHI AUTOMOTIVE SYSTEMS (INDIA) PRIVATE LIMITED ▪ HITACHI LIFT INDIA PRIVATE LIMITED ▪ HITACHI INDIA PRIVATE LIMITED ▪ SMBC CAPITAL INDIA PRIVATE LIMITED ▪ HITACHI MGRM NET LIMITED 	<ul style="list-style-type: none"> ▪ OMAX AEROSPACE AND DEFENCE LIMITED ▪ GOLD RIVER REALTORS PRIVATE LIMITED ▪ DIMENSION ELECTRONICS PRIVATE LIMITED ▪ NEERU BUILDERS PRIVATE LIMITED ▪ AUTOMAX CONSTRUCTIONS LIMITED 	<ul style="list-style-type: none"> ▪ Sakshi Kaura Designs Private Limited ▪ Palka Investments Private Limited 	NIL
Number of Meetings of the Board attended during the Year (2017-18)	7 (seven)	NIL	NIL	3 (Three)	6 (six)
Committee position held in listed companies	7	1	1	1	2
No. of shares held in the Company as on March 31, 2017: Own For other persons on a beneficial basis	NIL NIL	NIL NIL	310,000 NIL	NIL NIL	NIL NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	None of the directors or other KMPs is related to Mrs. Novel S. Lavasa.	None of the directors or other KMPs is related to Mr. Kaushal.	None of the directors or other KMPs except Mr. Jatender Kumar Mehta, Chairman cum Managing Director, Mr. Ravinder Kumar Mehta, Managing Director and Mrs. Sakshi Kaura, Joint Managing Director of the Company is related to Mr. Devashish Mehta.	None of the directors or other KMPs except Mr. Jatender Kumar Mehta, Chairman cum Managing Director, Mr. Ravinder Kumar Mehta, Managing Director and Mr. Devashish Mehta, Joint Managing Director of the Company is related to Mrs. Sakshi Kaura.	None of the directors or other KMPs is related to Mr. Singh.