



OMAX AUTOS LIMITED

Plot No. B-26, Institutional Area, Sector-32, Gurgaon-122 001, Haryana (INDIA)
 Phone : +91-124-4343000, Fax : +91-124-2580016
 E-mail : info@omaxauto.com, Website : www.omaxauto.com
 CIN : (L30103HR1983PLC026142)

OMAX/STEX/2015-16/41

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

Date: 29th February, 2016

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

Sub: Submission of Notice of Postal Ballot pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

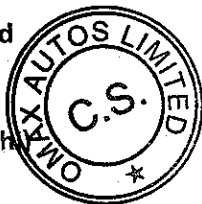
Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the Company has issued a Postal Ballot Notice ('Notice') alongwith Postal Ballot Form to the Shareholders of the Company (dispatch completed on February 29, 2016) seeking their approval towards the Resolutions set out in Notice. The other details of Notice are as under:

1.	Date of Notice	February 29, 2016
2	Resolution to be passed as Special Resolutions	1. Approval of Appointment of Mr. Tavinder Singh as whole time Director of the Company. 2. Approval of Re-Appointment of Mr. Jatender Kumar Mehta as Managing Director of the Company. 3. Approval of Re-Appointment of Mr. Ravinder Kumar Mehta as Managing Director of the company. 4. Approval of Alteration in the Memorandum of Association of the Company. 5. Approval of Alteration in Articles of Association of the Company. 6. Approval of Change in Registered Office address of the Company.
3	Manner of approval proposed	Approval by voting by means of Postal Ballot, including E-Voting. Voting through Postal Ballot commences on Tuesday, 1 st March, 2016 and ends on Wednesday, 30 th March, 2016. Remote e-Voting commences on Tuesday, 1 st March, 2016 at 9:00 a.m. and ends on Wednesday, 30 th March, 2016 at 5:00 p.m. The results of the Postal Ballot will be announced on Saturday, 2 nd April, 2016 at 5:00 p.m. at the Corporate Office of the Company and will be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Please find enclosed herewith the copy of the same. This is for your information and record please.

Thanking You.
 Yours Sincerely,
 For Omax Autos Limited


 (Sanjeeb Kumar Subudh)
 Company Secretary
 Encl.: As above





OMAX AUTOS LIMITED

Regd. Office: 69 K.M. Stone, Delhi Jaipur Highway, Dharuhera, Distt. Rewari, Haryana – 123016

CIN: L30103HR1983PLC026142 Phone No.: +91-124-4343000 Fax: +91-124-2580016

Website: www.omaxauto.com Email: investors@omaxauto.com

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules 2014, ("the Rules") including any modification or re-enactment thereof for the time being in force, Secretarial Standard 2 ('SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and any other laws and regulations applicable from time to time, the Company is seeking your consent/approval in respect of Special Businesses as set out below, by means of Postal Ballot, which includes E-Voting, i.e. Voting by electronic means.

In order to facilitate wider participation of Members in approval process, the company is seeking your approval through postal ballot / e-voting process and is enclosing herewith the proposed resolutions and a statement pursuant to Section 102 of the Act ('Explanatory Statement') thereto along with a Postal Ballot form and other details for your consideration and approval.

SPECIAL BUSINESSES:

ITEM NO. 1: APPROVAL OF APPOINTMENT OF MR. TAVINDER SINGH AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of Mr. Tavinder Singh as Whole-time Director (DIN: 01175243), of the Company for a period of three years with effect from 29th October, 2015 to 28th October, 2018 at a remuneration, subject to terms and conditions specified below, for an amount not exceeding Rs. 40,00,000/- (Rupees Forty Lacs) per annum:

1.	Salary Scale (Monthly)	Rs. 1,17,000-11,700-1,40,400 (Per Month). Salary at the time of appointment will be Rs. 1,17,000/- Per Month and the same will be revised with an increment of Rs. 11,700/- on completion of every one year of service in the scale of Rs. 1,17,000-11,700-1,40,400.
2.	House Rent allowance	40% of monthly Salary.
3.	Washing Allowance	Rs. 200/- (Rupees Two Hundred) per month
4.	Special Allowance	Rs. 42,000/- (Rupees Forty Two Thousand) per month
5.	Retirement Benefit	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service
6.	Earned Leave and its encashment	On salary and allowances as per the rules of the Company but not exceeding one month's leave for every eleven months of service. Encashment of leave at the end of tenure will not be treated as perquisites.



7.	Earned Leave	On salary and allowances as per the rules / policy of the Company but not exceeding one month's leave for every eleven months of service. Encashment of leave at the end of tenure will not be treated as perquisites.
8.	Conveyance and other facilities	Provision of a Car with Driver for use on Company's business and telephone at the residence and mobile phone will not be considered as perquisites. Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company. Further one Club membership fees will be paid by the Company. Other benefits as per the rules / policy of the Company.
9.	Leave Travel Allowance and other benefits	As per the rules / policy of the Company

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial years the above remuneration shall be considered as the minimum remuneration payable to Mr. Jatender Kumar Mehta, subject to the necessary approvals and compliances, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Jatender Kumar Mehta, Managing Director (DIN: 00028207), including the components of the above mentioned remuneration payable to him subject to the overall limit of remuneration as hereinabove mentioned.

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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from any authority, as may be required in this regard."

ITEM NO. 3: APPROVAL OF RE-APPOINTMENT OF MR. RAVINDER KUMAR MEHTA AS MANAGING DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Shareholders of the Company be and is hereby accorded to the reappointment of Mr. Ravinder Kumar Mehta (DIN: 00028409), aged 74 years, as the Managing Director of the Company for a Term of 5 (Five) years commencing from 1st January, 2016, at a remuneration, for a period of 3 (three) years from 1st January, 2016 to 31st December, 2018, as per following terms:

Sl. No.	Particulars	Description
1.	Term of Appointment	5 (Five) years – From 1 st January, 2016 to 31 st December, 2020
2.	Period of Remuneration	1 st January, 2016 to 31st December, 2018
3.	Salary	Rs.1,50,000/- per month
4.	Perquisites	Perquisites of any kind at actual which shall not exceed the overall limit of 40% of the Annual Salary. In the absence of actual valuation of the perquisites the same will be calculated in terms of Income Tax Act, 1961.
5.	Retirement Benefit	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.
6.	Earned Leave	On Salary and allowances as per the rules / policy of the Company but not exceeding one month's leave for every eleven months of service. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.



RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial year, the above remuneration shall be considered as the minimum remuneration payable, to Mr. Ravinder Kumar Mehta subject to the necessary approvals and compliances, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Ravinder Kumar Mehta, Managing Director (DIN: 00028409), including the components of the above mentioned remuneration payable to him subject to the overall limit of remuneration as hereinabove mentioned.

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 settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from any authority, as may be required in this regard."

ITEM NO. 4: APPROVAL OF ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 4 and other applicable provisions, if any, of the Companies Act, 2013, and read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approval(s) required under all other applicable laws and regulations, if any, consent of the Shareholders of the Company be and is hereby accorded to amend / alter the existing Memorandum of Association of the Company ("Memorandum"), in the manner and to the extent herein below provided:

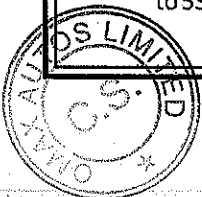
1. The words '(THE COMPANIES ACT, 1956)', in the headings of the Memorandum, be replaced with the words '(THE COMPANIES ACT, 2013)'.
2. In the heading of Sub-Clause (A) of Clause III the word 'MAIN' is to be deleted.
3. The heading of Sub-Clause (B) of Clause III be amended to read as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:—"
4. Serial No. 10 of Sub-Clause (B) of Clause III of the existing Memorandum be amended and be substituted with a new Serial No. 10 which reads as follows:

'10. Subject to the provisions of Section 73 of the Companies Act, 2013 and rules made thereunder to borrow or receive money on deposit or on loan and to borrow or receive money on deposit or on loan and to borrow or raise money from central or state financial institutions in such manners as the company shall think fit in particular by the issue of debenture stock (perpetual or otherwise) and to secure, the payment of any money borrowed/raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage/charge, or lien to secure and guarantee the performance of any obligation undertaken by the company in connection with its business provided that company shall not carry on any business of banking as defined under the Banking Companies Act, 1949.'

5. Serial No. 18 of Sub-Clause (B) of Clause III of the existing Memorandum be amended and be substituted with a new Serial No. 18 which reads as follows:

'18. Subject to the provision of Section 179 of the Companies Act, 2013, to borrow, raise or secure the payment of money in such other manner as the Company shall think fit and in particular by the issue of debentures, debenture bonds, or debenture stock, perpetual or otherwise; and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge undertakings of the Company of any part of its property both present or future including its uncalled capital and the right of the Company, or without any such security and upon such terms as may be thought proper and generally to borrow money in such manner as the Company shall think fit.'

6. Other Objects as mentioned in Sub-clause (C) of Clause III of the existing Memorandum containing Clause No. 1 to 53 (both inclusive), be and is hereby deleted.



Note:

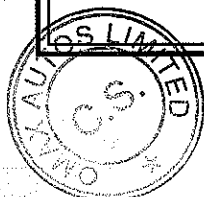
1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to 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).

I. The instructions for members for voting electronically are as under:-

- (i) The date of commencement of e-voting is Tuesday, the 1st day of March, 2016 (09:00 a.m.) and the last date for e-voting is Wednesday, the 30th day of March, 2016 (05:00 p.m.)
- (ii) During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, the 19th day of February, 2016 may cast their vote electronically. The e-voting module will be disabled for voting thereafter by CDSL and voting shall not be allowed beyond the aforesaid date and time.
- (iii) The shareholders should log on to the e-voting website 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 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:

	For Members holding shares in Demat Form and 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) ▪ 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. ▪ 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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio 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. ▪ 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 (iv).

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



7. Clause IV of the existing Memorandum be amended and be substituted with a new Clause IV which reads as follows:

'IV. The liability of the member is limited to the amount unpaid, if any, on the shares held by them.'

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; in order to give effect to the foregoing resolution and to seek such approval/ consent from any authority, as may be required in this regard."

ITEM NO. 5: APPROVAL OF ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 read with Section 5 and other applicable provisions, if any, of the Companies Act, 2013, and read with Rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), Consent of the Shareholders of the Company be and is hereby accorded to alter the existing Articles of Associations of the Company by replacing it with the new set of Articles of Association of the Company containing Articles bearing Numbers 1 to 138 (both inclusive) and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.

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; in order to give effect to the foregoing resolution and to seek such approval/ consent from any authority, as may be required in this regard."

ITEM NO. 6: APPROVAL OF CHANGE IN REGISTERED OFFICE ADDRESS OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Section 12 of the Companies Act, 2013 read with Rules made thereunder and subject to the necessary approval(s) required under all other applicable laws and regulations if any, the consent of the Shareholders of the Company, be and is hereby accorded to shift the Registered Office of the Company from 69 K.M. Stone, Delhi Jaipur Highway, Dharuhera, Distt. Rewari, Haryana – 123106 to Plot No. B 26, Institutional Area, Sector-32, Gurgaon, Haryana -122001 with effect from 1st April, 2016.

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; in order to give effect to the foregoing resolution and to seek such approval/ consent from any authority, as may be required in this regard."

Registered Office:

69 K.M. Stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari, Haryana – 123016

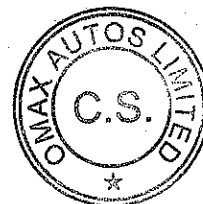
Date: 29th February, 2016

Enclosures:

1. Statement required to be annexed under Section 102 of the Act.
2. Postal Ballot Form and self-addressed Business Reply Envelope.

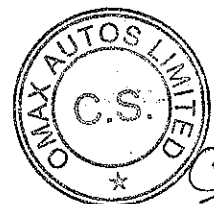
By order of the Board
For Omax Autos Limited


Sanjeeb Kumar Subudhi
(Company Secretary)
M. No. : A18791



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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed Special Business is annexed herein.
 3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of the Members/ Statements of the beneficial ownership maintained by the Depositories as on the cut-off date i.e. Friday, 19th day of February, 2016. Accordingly, the reckoning of voting rights shall be based on the beneficiary position as on the cut-off date.
 4. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their email address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of



the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with Postal Ballot Form ('Ballot Form') through permitted mode. A Person who is not member as on the cut-off date should treat this notice for information purpose only.

5. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate one, the Member may write to the Company at its Corporate Office or send an email to 'cs@omaxauto.com'. The Company shall forward the same alongwith self-addressed pre-paid postage Business reply Envelop to the Member.
6. The Postal Ballot Notice is uploaded on the website of the Company i.e. www.omaxauto.com and on the website of CDSL i.e. www.cdslindia.com.
7. Members can opt for only one mode of voting i.e. either by Postal Ballot or by e-voting. If the member votes both by Postal Ballot and e-voting, his vote by Postal Ballot shall be treated as invalid.
8. In case members have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section. Members may contact: Mr. Swapan Naskar, Link Intime India Pvt. Ltd. New Delhi-110028, RTA of the Company- Email-ID: swapann@linkintime.co.in. Tel. No. 011- 4141 0592 for any queries/grievances, in relation to voting through Postal Ballot or electronic means.
9. Dr. S. Chandrasekaran, Senior Partner or failing him Mr. Rupesh Agarwal, Partner of M/s. Chandrasekaran Associates, Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed so as to reach the Scrutinizer on or before the close of working hours on 30th day of March, 2016.
10. Upon completion of the scrutiny on Ballot Forms and electronic responses, the Scrutinizer will submit its report to the Managing Director of the Company and on his absence to a Whole Time Director of the Company. The results of the Postal Ballot will be declared by the Managing Director of the Company or in his absence by a Whole Time Director of the Company duly authorized by him on Saturday, the 02nd day of April, 2016 at 5:00 p.m. at the Corporate Office of the Company.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.omaxauto.com and on the website of CDSL www.cdslindia.com; shall be displayed on the Notice Board at Registered Office and Corporate Office and will be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
12. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Corporate Office / Registered Office of the Company during the office hours on all working days except Saturday and Sunday between 11:00 a.m. to 02:00 p.m. upto 30th day of March, 2016.
13. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on the 30th day of March, 2016, being the last date specified for receipt of duly completed Postal Ballot Forms/e-voting.
14. Resolution passed by the members through postal ballot/e-voting is deemed to have been passed as if the same have been passed at a General Meeting of the members.

Registered Office:

69 K.M. Stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari, Haryana – 123016

Date: 29th February, 2016



By order of the Board
For Omax Autos Limited

[Signature]
Sanjeeb Kumar Subudhi
(Company Secretary)

M. No. : A18791

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: APPROVAL OF APPOINTMENT OF MR. TAVINDER SINGH AS WHOLE TIME DIRECTOR OF THE COMPANY

The Board of Directors of the Company has in its meeting held on 29th October, 2015, appointed Mr. Tavinder Singh (DIN:01175243) as an additional director of the Company and also as a Whole Time Director of the Company. He has also been appointed as the Occupier of all factories of the Company.

Mr. Tavinder Singh is associated with the Company for last 29 years and serving the Company as the General Manager – Commercial. He 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.

Other Details of Mr. Tavinder Singh are as follows:

Name of employee	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

The Nomination & Remuneration Committee has, in its meeting held on 29th October, 2015, recommended the appointment of Mr. Tavinder Singh as a Director and other terms of his appointment including remuneration. Consequently, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has appointed, subject to the approval of the shareholders, Mr. Tavinder Singh as Whole Time Director of the Company on such remuneration and terms and conditions as set out in the Resolution No. 1.

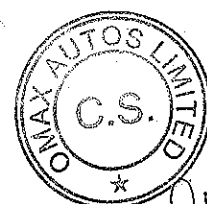
Accordingly, the Board of Directors recommends the resolution set out at the item No. 1 of the accompanying Notice, for the approval of the shareholders. Your approval is sought by voting through Postal Ballot process/e-voting process as a Special Resolution.

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. 1 except Mr. Tavinder Singh and his relatives.

ITEM No. 2: APPROVAL RE-APPOINTMENT OF MR. JATENDER KUMAR MEHTA AS MANAGING DIRECTOR OF THE COMPANY.

At the recommendation of the Remuneration Committee (Now reconstituted and renamed as Nomination and Remuneration Committee) and the Board, the Shareholders of the Company in its Annual General Meeting held on 30th September, 2010 had approved the reappointment of Mr. Jatender Kumar Mehta as Managing Director of the Company for 5 (Five) years from 1st January, 2011 to 31st December, 2015.

Accordingly, the term of appointment of Mr. Mehta as Managing Director ended on 31st December, 2015. However the



Board of Directors, at its meeting held on 29th October, 2015, has reappointed Mr. Jatender Kumar Mehta as Managing Director of the Company for another term of five years commencing from 1st January, 2016, subject to approval of the Shareholders.

Mr. Jatender Kumar Mehta (DIN: 00028207), a technocrat, is the main promoter of the Company. He has wide industrial, operational and administrative experience with a western outlook to industrialization and a flair for identifying new products and ideas with huge potential. He has widely travelled and got substantial exposure in all functional areas of the auto component industry.

Mr. Mehta has more than 41 years of Experience in Automobile and Automobile Components Industry. Apart from Directorship in many companies, he is also involved in many other non-profit making organizations and Business Associations and Bodies as Chairman and member. Mr. Mehta has been the promoter, founder and mentor of the Company since its inception. He devotes his full time for the overall performance of the Company and is instrumental in diversification and expansion of the Company. He has been exponential in the growth and development of the Company. Company has already recovered from the low business and profitability in some recent years. The Company is now poised for business expansion and product diversification. At this crucial juncture, the continued services of Mr. Mehta are considered essential for the sustained growth of the Company.

Hence the Board recommends the appointment of Mr. Jatender Kumar Mehta, as Managing Director of the Company for a period of five years – from 1st January, 2016 to 31st December, 2020 at remuneration and at such other terms and conditions as detailed in the Resolution No. 2 of accompanying notice for the approval of the shareholders. Your approval is sought by voting through Postal Ballot process/e-voting process as a Special Resolution.

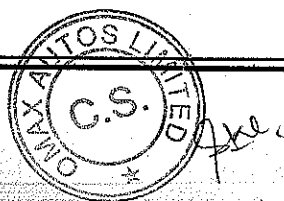
Other Details of Mr. Jatender kumar Mehta (DIN: 00028207) are as follows:

Name of employee	Mr. Jatender Kumar Mehta
Designation	Managing Director
Director Identification	00028207
Qualification	B.E.
Date of Birth	11/04/1949
Experience	41 years
Date of Appointment as Director	28/10/1983
Previous held position before joining the present Company of employment	Partner- Omax Engineers
No. Of Equity Shares held	1767931
% of equity share capital held	8.26%
Relationship with other Directors	A) Mr. Ravinder Mehta, Managing Director (Brother) B) Mrs. Sakshi Kaura, Managing Director (Daughter)
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. 2 except Mr. Jatender Kumar Mehta, Mr. Ravinder Mehta and Mrs. Sakshi Kaura and their relatives.

ITEM NO. 3: APPROVAL OF RE-APPOINTMENT OF MR. RAVINDER KUMAR MEHTA AS MANAGING DIRECTOR (DIN: 00028409) OF THE COMPANY.

At the recommendation of the Remuneration Committee (Now reconstituted and renamed as Nomination and Remuneration Committee) and the Board, the Shareholders of the Company in its Annual General Meeting held on 30th September, 2010 approved the reappointment of Mr. Ravinder Kumar Mehta as Managing Director of the Company for 5 (Five) years from 1st January, 2011 to 31st December, 2015, at the remuneration as mentioned in the Notice of the Annual General Meeting, dated 13th August, 2010.



Accordingly, the term of appointment of Mr. Ravinder Kumar Mehta as Managing Director ended on 31st December, 2015. However the Board of Directors, at its meeting held on 29th October, 2015, has reappointed Mr. Ravinder Kumar Mehta as Managing Director of the Company for another term of five years commencing from 1st January, 2016, subject to approval of the Shareholders.

Mr. Ravinder Kumar Mehta (DIN: 00028409), is one of the promoters of the Company and has been in service to the Company since its inception. Mr. Mehta started his career with Omax Engineers in 1977 engaged in manufacture 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. Currently, the age of Mr. Ravinder Kumar Mehta has exceeded seventy years of age; however, due to his long and huge experience and exposure in the automotive business and due to his continuous serving to the company, your board recommends him to be appointed as Managing Director.

The Board recommends the appointment of Mr. Ravinder Kumar Mehta, as Managing Director of the Company for a period of five years – from 1st January, 2016 to 31st December, 2020 at remuneration and at such other terms and conditions as detailed in the Resolution No. 3 of accompanying notice for the approval of the shareholders. Your approval is sought by voting through Postal Ballot process/e-voting process as a Special Resolution.

Other Details of Mr. Ravinder Kumar Mehta (DIN: 00028409) are as follows:

Name of employee	Mr. Ravinder Kumar Mehta
Designation	Managing Director
Director Identification	00028409
Qualification	Graduate
Date of Birth	13/12/1941
Experience	43 years
Date of Appointment as Director	28/04/1983
Previous held position before joining the present Company of employment	Partner-Omax Engineers
No. Of Equity Shares held	1371600
% of equity share capital held	6.41%
Relationship with other Directors	A) Mr. Jatender Kumar Mehta, Managing Director (Brother) B) Mrs. Sakshi Kaura, Managing Director (Daughter of Mr. Jatender Kumar Mehta)
Directorship and the membership of Committees of the board in other listed entities	Nil

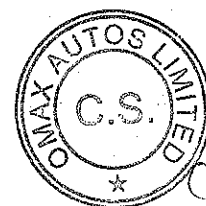
None of the Directors, Chief Financial Officer, Company Secretary, Whole Time Director, and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 3 except Mr. Jatender Kumar Mehta, Mr. Ravinder Mehta and Mrs. Sakshi Kaura and their relatives.

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

IN RESPECT OF ITEM NOS. 1, 2 & 3

I. GENERAL INFORMATION:

- 1) **Nature of Industry:** Manufacturing of Auto Components for OEM and Railway Equipment.
- 2) **Date or expected date of commencement of commercial Production:** Existing Company, already commenced the production in 1985.



3) 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.

4) Financial performance based on given Indicators: As per Standalone Financial Statement

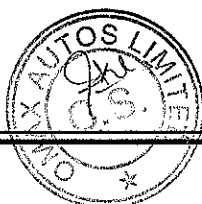
Rs. in Lac

Particulars	Audited Figure for 12 months period ended on March, 2015	Audited Figure for 12 months period ended on March, 2014	Audited Figure for 12 months period ended on March, 2013
Revenue from operation and other income	101073.42	98,499.81	110,684.77
Profit Before exceptional and extraordinary items and tax	6.74	-610.57	2,204.30
Exceptional Items	766.05	0.00	0.00
Profit before extraordinary items and tax	772.79	-610.57	2,204.30
Extraordinary items/Prior period adjustments	-20.05	-216.51	90.85
Profit before tax	752.74	-827.09	2,295.15
Less: Tax Expenses	-73.61	200.68	-744.29
Profit /Loss after tax	826.35	-626.40	1,550.86

5) Foreign investments or collaborators, if any: Nil

II. INFORMATION ABOUT THE APPOINTEE:

Sl. No.	Particulars	Mr. Tavinder Singh - Whole time Director (DIN 01175243)	Mr. Jatender Kumar Mehta- Managing Director (DIN:00028207)	Mr. Ravinder Kumar Mehta- Managing Director (DIN: 00028409)
1.	BACKGROUND DETAILS	Mr. Tavinder Singh is associated with the Company for last 29 years and serving the Company as the General Manager – Commercial. He 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.	Mr. Jatender Kumar Mehta, a technocrat, is the main promoter of the Company. He has wide industrial, operational and administrative experience with a western outlook to industrialization and a flair for identifying new products and ideas with potential. He has widely travelled and got substantial exposure in all functional areas of the auto component industry. He has been exponential in the growth and development of the company.	Mr. Ravinder Kumar Mehta is one of the promoters of the Company and has been in service to the Company since its inception. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports.



2.	PAST REMUNERATION	During the financial year 2014-15, Mr. Tavinder Singh has drawn the following Remuneration from the Company:- Salary: Rs. 2,846,040/- Per Annum Value of perquisites: Rs. 6,104/- Per Annum Total: Rs. 2,852,144/- Per Annum	During the financial year 2014-15, Mr. Jatender Kumar Mehta has drawn the following Remuneration from the Company:- Salary: Rs. 11,751,650/- Per Annum Value of perquisites: Rs. 59,738/- Per Annum Total: Rs. 11,811,388/- Per Annum	During the financial year 2014-15, Mr. Ravinder Kumar Mehta has drawn the following Remuneration S Salary: Rs. 1,800,000/- Per Annum Value of perquisites: Rs. 336,817/- Per Annum Total: Rs. 2,136,817/- Per Annum
3.	RECOGNITION OR AWARDS:	NIL	NIL	NIL
4.	JOB PROFILE AND SUITABILITY:	Mr. Tavinder Singh is currently serving the Company as the General Manager - Commercial. Mr. Singh is associated with the Company for last 29 years. He 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.	Mr. Jatender Kumar Mehta is main promoter. He is on the Board of the company since incorporation of the company and under his dynamic leadership; the Company became one of the manufacturing leader in the auto component manufacturing industry. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business	Mr. Ravinder Kumar Mehta is one of the promoters of the Company and has been in service to the Company since its inception. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports.
5.	REMUNERATION PROPOSED:	As stated in the resolution of Item No.1 of this notice.	As stated in the resolution of Item No.2 of this notice.	As stated in the resolution of Item No.3 of this notice.
6.	COMPARATIVE REMUNERATION PROFILE WITH RESPECT TO INDUSTRY, SIZE OF THE COMPANY, PROFILE OF THE POSITION AND PERSON:	Considering his educational qualification and vast industry experience over 33 years, the proposed remuneration is comparable with remuneration of other persons in similar positions and is also comparable with industry standards.	The proposed remuneration of Mr. Jatender Kumar Mehta who is main promoter and person behind the rise of the Company and also a professional, possessing invaluable rich knowledge, experience and insights complemented with the vast business experience, is comparable with another Managing Director of other Automotive Companies and is in parity with the Industry Standards for such a responsible position.	The proposed remuneration of Mr. Ravinder Kumar Mehta who is main promoter and person behind the rise of the Company and also a professional, possessing invaluable rich knowledge, experience and insights complemented with the vast business experience, is comparable with another Managing Director of other Automotive Companies and is in parity with the Industry Standards for such a responsible position.



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7.	PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY:	NIL	Mr. Jatender Kumar Mehta is a Promoter Director of the Company, holding 1767931 Equity Shares of Rs. 10 each which constitute 8.26% of the paid up capital of the Company. However being the promoter of the Company Mr. Jatender Mehta along with relatives/ promoters holds 56.24% shareholding of the Company. Mr. Ravinder Mehta, Managing Director of the Company is brother and Mrs. Sakshi Kaura, Managing Director of the Company is Daughter of Mr. Jatender Kumar Mehta. No other managerial personnel has any relationship with Mr. Jatender Kumar Mehta.	Mr. Ravinder Kumar Mehta is a Promoter Director of the Company, holding directly 1371600 Equity Shares of Rs. 10 each which constitute 6.41% of the paid up capital of the Company. However being the promoter of the Company Mr. Ravinder Kumar Mehta along with relatives/ promoters holds 56.24% shareholding of the Company. Mr. Jatender Mehta, Managing Director of the Company is brother and Mrs. Sakshi Kaura, Managing Director of the Company is the Daughter of his brother Mr. Jatender Kumar Mehta. No other managerial personnel has any relationship with Mr. Ravinder Kumar Mehta.
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III. 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. However, 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.

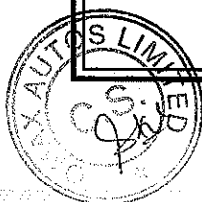
Another disruptive factor is that Auto Component segment has low operating margin business and has less bargaining power due to tough competition in the market. The Company is facing the same margin pressure in this segment due to highly competitive market.

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 corporate 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.

II. DISCLOSURES

Disclosures of information and details as referred to in (iv) (IV) of second Proviso to Paragraph (B) of Section II of Part II of Schedule V of the Act, has already mentioned for the previous year 2014-2015 and shall be mentioned in the Board of director's report under the heading "Corporate Governance" for the financial year 2015-2016.

ITEM No. 4 APPROVAL OF ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The governing law for companies, the Companies Act, 2013 has been implemented replacing the old Companies Act, 1956, except few sections. As the Company was incorporated under the Companies Act, 1956 there have been many references in the Memorandum of Association made to the earlier act. As the old act has been replaced with the new act, references made to the old act have become redundant. Further, as per the new Companies Act, 2013 other object clause in the Memorandum of Association of the Company cannot be retained. Hence, it is proposed to alter the Clause III of the Memorandum of Association of the Company. Hence appropriate changes/ alterations/ modifications/ replacements/ deletions were required to be made in various clauses in the Memorandum of Association to make it aligned/compliant with the new Companies Act, 2013.

Accordingly it is proposed to make necessary changes/ alterations/ modifications/ replacements/ deletions in various clauses in the Memorandum of Association of the Company to make it aligned/compliant with the new Companies Act, 2013.

The details of changes/alterations/modifications/replacements/deletions in various clauses in the existing Memorandum of Association have been set out in the resolution no. 4 of the notice.

In terms of Sections 13 and other applicable provisions of the Act and rules made there under, consent of the Members of the Company is proposed to be obtained for the alteration of Memorandum of Association of the Company.

A copy of the proposed (draft) Memorandum of Association is available for inspection and perusal of the members at the Registered Office of the company and at the Corporate Office of the Company. A copy has also been hosted on the Company's website at www.omaxauto.com. A shareholder may also request for a hard copy by sending a request at the Registered Office/Corporate Office address of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 except to the extent of their shareholding in the Company, if any. The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 4 of the Notice for approval of the Members

ITEM No. 5 APPROVAL OF ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

The governing law for the constitution and governance of the companies, the Companies Act, 2013 has been implemented recently, replacing the old Companies Act, 1956. As the Company was incorporated under the Companies Act, 1956 there have been many references in the Articles of Association of the Company made to the earlier act. As the old act has been replaced with the new act, references made to the old act have become redundant or lost relevance. Certain provisions of the Articles have to be amended for administrative convenience with the advent of the new Companies Act. Further, as per the New Companies Act, 2013 a new set of Articles of Association is to be adopted by the Company. Hence appropriate changes/ alterations/ modifications/ replacements/ deletions were required to be made in various clauses in the Articles of Association to make it aligned/compliant with the new Companies Act, 2013.

As individual modification/amendment/insertion/alteration would have been numerous, it is proposed to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company. The



new set of Articles of Association to be substituted in place of existing Articles of Association is based on Table 'F' of Schedule I of the Act which sets out the model Articles of Association for a Company limited by shares, However Table F of Schedule I of the Act, will not be applicable to the Company.

A copy of the proposed (draft) Articles of Association is available for inspection and perusal of the members at the Registered Office of the company and at the Corporate Office of the Company. A copy has also been hosted on the Company's website at www.omaxauto.com. A shareholder may also request for a hard copy by sending a request at the Registered Office address of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.5 except to the extent of their shareholding in the Company, if any. The Board of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 5 of the Notice for approval of the Members.

ITEM No. 6 APPROVAL OF CHANGE IN REGISTERED OFFICE ADDRESS OF THE COMPANY

Currently the Registered Office of the Company is situated at 69 K.M. Stone, Delhi Jaipur Highway, Dharuhera, Distt. Rewari, Haryana – 123106 which is at the Dharuhera Plant of the Company. For administrative convenience, it is proposed to shift the Registered Office of the Company from Dharuhera to Corporate Office, Gurgaon situated at Plot No. B-26, Institutional Area, Sector-32, Gurgaon, Haryana -122 001. Gurgaon, termed as Millennium City, is well connected through all means of communication to the rest of the country. Hence, all stake holders would find it easier to access the Registered Office at Gurgaon. Further, due to proximity reason, it is also easily reachable for the stakeholders to Gurgaon than the Dharuhera location.

As the Company is already running its Corporate Office at Gurgaon, it would be convenient to shift the Registered Office to Gurgaon. At present, the general operation and administration of the Company are being managed from the Corporate Office. Hence, operationally it would be easier to maintain the Registered Office Address at Gurgaon.

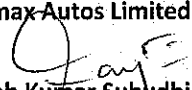
None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.6 except to the extent of their shareholding in the Company, if any. The Board of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 6 of the Notice for approval of the Members.

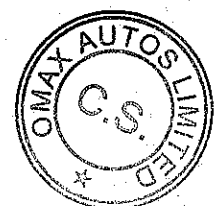
Registered Office:

69 K.M. Stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari, Haryana – 123016

Date: 29th February, 2016

By order of the Board
For Omax Autos Limited


Sanjeeb Kumar Subudhi
(Company Secretary)
M. No. : A18791





OMAX AUTOS LIMITED

Registered Office: 69 K.M. Stone, Delhi Jaipur Highway, Dharuhera, Distt: Rewari, Haryana - 123016

CIN: L30103HR1983PC026142 Phone No. 91-24343000 Fax No. 91-24350010

Website: www.omaxauto.com Email: Investors@omaxauto.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

SR No

1. Name(s) of Member(s)/Beneficial owner(s)
(In block letters) (including joint holders, if any)

2. Registered address of the sole/
first named Member(s)/Beneficial owner(s)

3. Registered folio No./DP ID No./Client ID No.
(Applicable to investors holding
shares in dematerialized form)

4. Number of shares held

I/we hereby exercise my/our vote in respect of the Special Resolutions set out in the Notice dated 20th February 2011 as set
out below to be passed by means of Postal Ballot/e-voting by sending my/our assent/dissent to the said Special Resolutions by
placing the tick (✓) mark at the appropriate boxes below (tick in both boxes will render the ballot invalid)

Sr. No.	Description	No. of Equity Shares	I/We assent to the Resolution	I/We dissent to the Resolution
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1.	APPROVAL OF APPOINTMENT OF MR. TAVINDER SINGH AS A WHOLE TIME DIRECTOR (DIN: 01175243) OF THE COMPANY			
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2.	APPROVAL OF RE-APPOINTMENT OF MR. TAVINDER KUMAR MEHTA AS MANAGING DIRECTOR (DIN: 00028207) OF THE COMPANY			
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3.	APPROVAL OF RE-APPOINTMENT OF MR. TAVINDER KUMAR MEHTA AS MANAGING DIRECTOR (DIN: 00028207) OF THE COMPANY			
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4.	APPROVAL OF ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY			
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5.	APPROVAL OF ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY			
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6.	APPROVAL OF CHANGE OF REGISTERED OFFICE ADDRESS OF THE COMPANY			
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7.	APPROVAL OF ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY			
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8.	APPROVAL OF ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY			
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9.	APPROVAL OF CHANGE OF REGISTERED OFFICE ADDRESS OF THE COMPANY			
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10.	APPROVAL OF ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY			
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11.	APPROVAL OF ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY			
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12.	APPROVAL OF CHANGE OF REGISTERED OFFICE ADDRESS OF THE COMPANY			
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13.	APPROVAL OF ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY			
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14.	APPROVAL OF ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY			
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15.	APPROVAL OF CHANGE OF REGISTERED OFFICE ADDRESS OF THE COMPANY			
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16.	APPROVAL OF ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY			
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17.	APPROVAL OF ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY			
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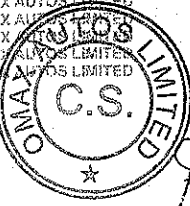
Place

Date

(Signature of the shareholder)

Please send your postal ballot form in the enclosed envelope

Note: Please read the instructions printed overleaf before exercising your vote



Instructions:-

1. The Shareholders can opt for only one mode for voting i.e. through physical Ballot or e-voting. If the shareholder decides to vote physically through postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through e-voting will be considered and counted and physical Postal Ballot Form of such shareholder will be treated as invalid.
2. The period for voting through physical Ballot and e-voting starts from Tuesday, 1st March, 2016 at 9:00 a.m. and ends on Wednesday, 30th March, 2016 at 5:00 p.m. and any physical ballots received thereafter shall not be considered and e-voting shall be disabled by Central Depository Services Limited (CDSL).
3. **PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT**
 - a) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed pre-paid Business Reply Envelope. However, Envelope containing Postal Ballot, if sent by courier at the expense of the registered shareholder will also be accepted.
 - b) The self-addressed pre-paid Business Reply Envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
 - c) This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
 - d) In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified true copy of the Resolution of Board or the governing body, as the case may be, giving requisite authority to the person voting on the Postal Ballot Form.
 - e) There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholders.
 - f) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will subject to rejection by the Scrutinizer.
 - g) The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the columns will render the Form invalid.
 - h) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
 - i) The exercise of vote by Postal Ballot is not permitted through proxy.
 - j) A member may request for duplicate form, if so required. However the duly filled in and signed duplicate form should reach the Scrutinizer not later than the date mentioned in Instruction No. 2. In case the Company receives both Original as well as Duplicate Form, then the Duplicate Form shall be considered for the purpose of voting.
 - k) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5:00 PM of Wednesday, 30th March, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
 - l) Votes of the Members from whom Postal Ballot Form is received after the aforesaid stipulated date will not be counted for the purpose of passing of the Resolutions referred above.
 - m) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on cut-off date i.e. Friday, 19th February, 2016.
 - n) The Scrutinizer's decision on the validity of a Postal Ballot/ e-voting will be final.
 - o) Members are requested not to send any other matter along with the Postal Ballot form in the enclosed self-addressed business reply envelope. If, any extraneous paper is found, the same will be destroyed by the Scrutinizer.
 - p) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.omaxauto.com and on the website of CDSL www.cdslindia.com; shall be displayed on the Notice Board at Registered Office and Corporate Office and will be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 - q) Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Sanjeeb Kumar Subudhi, Company Secretary & Chief of Compliance, M/s OMAX Autos Ltd, Plot No. B-26, Institutional Area, Sector-32, Gurgaon-122001, Haryana Email: investors@omaxauto.com.
4. Please follow steps for e-voting procedure as given in the Notice and read the information carefully before exercising the vote.

