



OMAX AUTOS LIMITED

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

OMAX/STEX/2016-17/01

Date: 2nd April, 2016

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

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

Dear Sir,

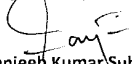
Sub: Submission of Voting Results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulation') and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, we submit the voting results of the Postal Ballot in the prescribed format as required under Regulation 44 (3) of the Regulations as Annexure-1. Also enclosed is the Report of the Scrutinizer on Postal Ballot and e-voting.

Thanking You.

Yours Sincerely,

For Omax Autos Limited


(Sanjeeb Kumar Subudhi)
Company Secretary



[Redacted]

[Redacted]

Annexure-1

Format for Voting Results

Date of the AGM/EGM/Postal Ballot
Total number of shareholders on record date

: 30.03.2016
: 11478

No. of shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group:

: Not Applicable

Public:

No. of Shareholders attended the meeting through Video Conferencing

: Not Applicable

Promoters and Promoter Group:

Public:

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1: Approval of appointment of Mr. Tavinder Singh as Whole time Director of the Company

Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution?

: Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11729970	11729970	100	11729970	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	11729970	11729970	100	11729970	0	100	0.00
Public- Institutions	E-Voting	202141	202141	100	202141	0	100	0.00
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	202141	202141	100	202141	0	100	0.00
Public- Non institutions	E-Voting	2025	2025	100	1925	100	95	4.94
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	22523	22523	100	21472	100	95	0.44
	Total	24548	24548	100	23347	200	95	0.81
Total		11956659	11956659		1195458	200	100	0.00

Resolution No. 2 Approval of re-appointment of Mr. Jatender Kumar Mehta as Managing Director of the Company
Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution? : Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	11729970	11729970	100	11729970	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	11729970	11729970	100	11729970	0	100	0
Public- Institutions	E-Voting	202141	202141	100	202141	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	202141	202141	100	202141	0	100	0
Public- Non Institutions	E-Voting	2025	2025	100	1925	100	95.06	4.94
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	22523	22523	100	21523	0	95.56	0.00
	Total	24548	24548	100	23447	100	95.51	0.41
Total		11956659	11956659		11955558	100	99.99	0.00

Resolution No. 3 Approval of re-appointment of Mr. Ravinder Kumar Mehta as Managing Director of the Company
Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution? : Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	11729970	11729970	100	11729970	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	11729970	11729970	100	11729970	0	100	0
Public- Institutions	E-Voting	202141	202141	100	202141	0	100	0
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	202141	202141	100	202141	0	100	0
Public- Non Institutions	E-Voting	2025	2025	100	1925	100	95.06	4.94
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	22523	22523	100	21422	100	95.11	0.44
	Total	24548	24548	100	23347	200	95.11	0.81
Total		11956659	11956659		11955458	200	99.99	0.00



Resolution No. 4 Approval of Alteration in the Memorandum of Association of the Company

Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution?

: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and	E-Voting	11729970	11729970	100	11729970	0	100	0
Promoter	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Group	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	11729970	11729970	100	11729970	0	100	0
Public-	E-Voting	202141	202141	100	202141	0	100	0
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	202141	202141	100	202141	0	100	0
Public- Non	E-Voting	2025	2025	100	2000	25	98.77	1.23
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	22523	22523	100	22022	500	97.78	2.22
	Total	24548	24548	100	24022	525	97.86	2.14
Total		11956659	11956659		11956133	525	100.00	0.00

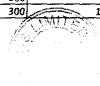
Resolution No. 5 Approval of Alteration in the Articles of Association of the Company

Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution?

: No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and	E-Voting	11729970	11729970	100	11729970	0	100	0
Promoter	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Group	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	11729970	11729970	100	11729970	0	100	0
Public-	E-Voting	202141	202141	100	202141	0	100	0
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	202141	202141	100	202141	0	100	0
Public- Non	E-Voting	2025	2025	100	1925	100	95.06	4.94
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	22523	22523	100	22322	200	99.11	0.89
	Total	24548	24548	100	24247	300	98.77	1.22
Total		11956659	11956659		11956358	300	100.00	0.00



Resolution No. 6 Approval of change in Registered Office address of the Company

Resolution required: Special

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)] * 100	(7)= [(5)/(2)] * 100
Promoter and	E-Voting	11729970	11729970	100	11729970	0	100	0
Promoter	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Group	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	11729970	11729970	100	11729970	0	100	0
Public-	E-Voting	202141	202141	100	202141	0	100	0
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	N.A.	-	-	-	-
	Total	202141	202141	100	202141	0	100	0
Public- Non	E-Voting	2025	2025	100	1925	100	95.06	4.94
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	22523	22523	100	22422	100	99.55	0.44
	Total	24548	24548	100	24347	200	99.18	0.81
Total		11956659	11956659		11956458	200	100.00	0.00



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Scrutinizer's Report

April 1, 2016

Mr. Jatender Kumar Mehta
Managing Director
Omax Autos Limited
69 KM Stone, Delhi Jaipur Highway,
Dharuhera, Dist. Rewari,
Haryana - 123110

**Scrutinizers Report on postal ballot voting including voting by electronic means
in respect of passing of the resolutions contained in the Notice dated February
29, 2016 through Postal Ballot Process**

Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, has been appointed as a Scrutinizer by the Board of Directors of Omax Autos Limited for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice dated February 29, 2016 through Postal Ballot Process.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the postal ballot Notice dated February 29, 2016, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5:00 P.M. on March 30, 2016.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 5:00 P.M. on March 30, 2016, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website www.cdslindia.com of Central Depository Services Limited (CDSL), the Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5:00 P.M. on March 30, 2016, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.

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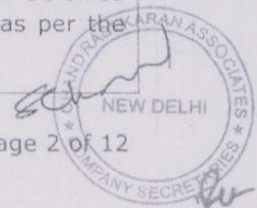


The result of the scrutiny of the above postal ballots voting including voting by electronic means in respect of passing of the resolutions contained in the postal ballot Notice dated February 29, 2016 through Postal Ballot, is as under:

1) APPROVAL OF APPOINTMENT OF MR. TAVINDER SINGH AS WHOLE TIME DIRECTOR OF THE COMPANY (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:

Sl. No.	Particulars	Description
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.	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. Other benefits like Ex-Gratia as per the Rules / Policy of the Company.



8.	Leave Travel Allowance and other benefits	As per the rules / Policy of the Company
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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. Singh 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. Tavinder Singh, Whole Time Director (DIN: 01175243), 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."

(I) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	43	21,422	0.18
Electronic (e-voting)	39	11,934,036	99.82
Total	82	11,955,458	100.00

(II) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	100	0.00
Electronic (e-voting)	2	100	0.00
Total	3	200	0.00



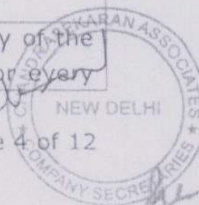
(III) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	2	1,001
Electronic (e-voting)	0	0
Total	2	1,001

2) APPROVAL OF RE-APPOINTMENT OF MR. JATENDER KUMAR MEHTA AS MANAGING DIRECTOR OF THE COMPANY (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 for the reappointment of Mr. Jatender Kumar Mehta (DIN: 00028207), who would attain the age of seventy years during this term of appointment, as the Managing Director of the Company for a further 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 1st January, 2016 to 31st December, 2020
2.	Period of Remuneration	1 st January, 2016 to 31 st December, 2018
3.	Basic Salary (Monthly)	Rs. 7,00,000-70,000-9,10,000 (Per Month). Salary at the time of appointment will be Rs. 7,00,000/- Per Month and the same will be revised with an increment of Rs. 70,000/- on completion of every one year of service in the scale of Rs. 7,00,000-70,000-9,10,000.
4.	House Rent allowance	40% of Basic Salary.
5.	Commission	Not exceeding 1% of the Net Profit as calculated as per Section 198 of the Companies Act, 2013, if there is a profit in the Company in that year.
6.	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
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 year, , 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."

(I) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	44	21,522	0.18
Electronic (e-voting)	39	11,934,036	99.82
Total	83	11,955,558	100.00



(II) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
Electronic (e-voting)	2	100	0.00
Total	2	100	0.00

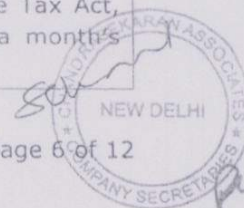
(III) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	2	1,001
Electronic (e-voting)	0	0
Total	2	1,001

3) **APPROVAL OF RE-APPOINTMENT OF MR. RAVINDER KUMAR MEHTA AS MANAGING DIRECTOR OF THE COMPANY (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.
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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."

(I) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	43	21,422	0.18
Electronic (e-voting)	39	11,934,036	99.82
Total	82	11,955,458	100.00

(II) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	100	0.00
Electronic (e-voting)	2	100	0.00
Total	3	200	0.00



(III) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	2	1,001
Electronic (e-voting)	0	0
Total	2	1,001

4) APPROVAL OF ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (Special Resolution):

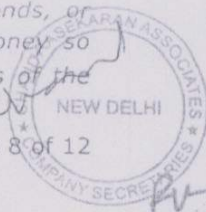
"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 4 and other applicable provisions, if any, of the Companies Act, 2013, and read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary 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.
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."

(I) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	42	22,022	0.18
Electronic (e-voting)	40	11,934,111	99.82
Total	82	11,956,133	100.00

(II) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	3	500	0.00
Electronic (e-voting)	1	25	0.00
Total	4	525	0.00

(III) **Invalid** votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	1	1
Electronic (e-voting)	0	0
Total	1	1



5) APPROVAL OF ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY (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."

(I) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	43	22,322	0.19
Electronic (e-voting)	39	11,934,036	99.81
Total	82	11,956,358	100.00

(II) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2	200	0.00
Electronic (e-voting)	2	100	0.00
Total	4	300	0.00

(III) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	1	1
Electronic (e-voting)	0	0
Total	1	1



**6) APPROVAL OF CHANGE IN REGISTERED OFFICE ADDRESS OF THE COMPANY
(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."

(I) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	44	22,422	0.19
Electronic (e-voting)	39	11,934,036	99.81
Total	83	11,956,458	100.00

(II) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	100	0.00
Electronic (e-voting)	2	100	0.00
Total	3	200	0.00

(III) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	1	1
Electronic (e-voting)	0	0
Total	1	1

3. The Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

CHANDRASEKARAN ASSOCIATES
NEW DELHI
Page 11 of 12
COMPANY SECRETARIES

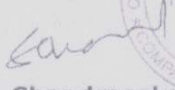
CHANDRASEKARAN ASSOCIATES

Continuation.....

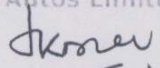
4. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking You,

Yours faithfully,



Dr. S. Chandrasekaran
Senior Partner
M/s Chandrasekaran Associates
Membership No. : 1644
CP No. : 715

Countersigned by:
For Omax Autos Limited

X **Jatender Kumar Mehta**
Managing Director

Place: Delhi

Date: 01.04.2016