

OMAX
Passionate about Performance
OMAX AUTOS LIMITED
Registered Office: 69 KM Stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari - 122106, Haryana (India)

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given that pursuant to section 192A of the Companies Act, 1956 (the Act) read with the Companies (passing of the Resolution by postal Ballot) Rules, 2011 (the Rules), the Company is seeking consent of its members in respect of special Businesses, which proposes to pass through Postal Ballot process.

In order to facilitate wider participation of Members in approval process, the company is seeking your approval through postal ballot process and is enclosing herewith the proposed Resolutions and explanatory statements thereto along with a Postal Ballot form for your consideration and approval.

Dr. S. Chandrasekaran, Partner of M/s. Chandrasekaran Associates, Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot process 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 in the attached self-addressed pre paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of working hours of 21st day of March, 2012.

The Result of Postal Ballot will be announced by the Managing Director or any other person duly authorised by him at 02:00 p.m. on Wednesday, the 28th day of March, 2012 at the Corporate Office of the Company at Omax Autos Limited Plot No.B-26, Institutional Area, Sector-32, Gurgaon-122001, Haryana.

Place: New Delhi
Date: 30th January, 2012

By Order of the Board
For **Omax Autos Limited**
Sd/-
(Sanjeev Kumar)
Company Secretary

Enclosures:

1. Resolutions along with Explanatory Statement.
2. Postal Ballot Form and self-addressed Business Reply Envelope.

SPECIAL BUSINESSES:

ITEM NO. 01.

TO APPROVE THE APPOINTMENT AND PAYMENT OF REMUNERATION OF MRS. SAKSHI KAURA, RELATIVE OF MANAGING DIRECTOR, AS CEO OF HOME FURNISHING DIVISION 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 section 314 read with Director's Relative (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any of the Companies Act, 1956, consent of the Company be and is hereby accorded to the appointment of Mrs. Sakshi Kaura, daughter of Mr. Jatender Kumar Mehta, Managing Director of the Company to hold an office or place of profit in the Company as CEO of the Home Furnishing Division of the Company on a gross monthly remuneration of Rs. 2,50,000/- w.e.f. 1st February, 2012 as per the terms and conditions as may mutually be agreed between the Board and Mrs. Sakshi Kaura.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to take all the necessary steps in this regard"

ITEM NO. 02.

REVISION IN THE REMUNERATION OF MR. JATENDER KUMAR MEHTA, MANAGING DIRECTOR.

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

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), and subject to the approval of the Central Government (if required) the consent of the Company be and is hereby accorded for the revision in the remuneration of Mr. Jatender Kumar Mehta, Managing Director of the Company as mentioned hereunder with effect from 1st April, 2012 for his remaining tenure i.e. up to 31st December, 2015:

1.	Salary Scale(monthly)	Rs. 12,50,000- 1,25,000-17,50,000.
2	Incentive	Based on the achievement of the performance parameters, an amount not exceeding 1% of Annual Net Profit, as may be decided by the Board of Directors from time to time. Further the above incentive does not form part of the salary, therefore for the purposes of calculation of perquisites (40% of the Annual Salary) and PF, the same will not be considered.
3.	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.
4.	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.
5	Earned Leave:	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 included in the computation of the ceiling on perquisites.

RESOLVED FURTHER THAT Overall remuneration as mentioned above will not exceed 5% of the Net Profit of the Company, as calculated under Section, 198, 349 and 350 of the Companies Act, 1956 with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said remuneration, in such manner as may be agreed between the Board of Directors and Mr. Jatender Kumar Mehta, Managing Director within and in accordance with the provisions of the Act, subject to applicable statutory deductions including tax deduction at source as applicable under the provisions of the Income Tax Act, 1961 and the Rules made there under.

RESOLVED FURTHER THAT for the calculation of overall limit of the salary including perquisites, the contribution to Provident Fund and Superannuation Fund or Annuity Fund and earned leave will not be included 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.

RESOLVED FURTHER THAT the total remuneration payable by the Company to the Managerial Personnel should not exceed 10% of the net profit of the Company as calculated under Section 198, 349 and 350 of the Companies Act, 1956."

MINIMUM REMUNERATION

"RESOLVED FURTHER THAT notwithstanding anything contained in the above Resolution where during the term of employment of the above Managing Director, in the event of loss or inadequacy of profit in any financial year, the remuneration including perquisites and other benefits except incentive as mentioned in the above resolution will be paid as minimum remuneration with necessary approvals and in compliance of the provisions of Section II of Part II of Schedule XIII to the Act."

ITEM NO. 03.

REVISION IN THE REMUNERATION OF MR. RAVINDER MEHTA, MANAGING DIRECTOR.

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 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), subject to the approval of the Central Government (if required), the consent of the Company be and is hereby accorded for the revision in the remuneration of Mr. Ravinder Mehta, Managing Director of the Company as mentioned hereunder with effect from 1st April, 2012 for his remaining tenure i.e. up to 31st December, 2015:

1.	Salary	Rs.1,50,000/- per month
2.	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.
3.	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.
4	Earned Leave:	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 included in the computation of the ceiling on perquisites

"RESOLVED FURTHER THAT the Board of Directors has liberty within the limit 5% of the Net Profit of the Company, as calculated under Section, 198,349 and 350 and in accordance with the limits prescribed in the Schedule XIII of the companies Act, 1956, to alter, vary, and modify the terms and conditions of the said remuneration, in such manner as may be agreed between the Board of Directors and Mr. Ravinder Mehta, Managing Director and subject to applicable statutory deductions including tax deduction at source as applicable under the provisions of the Income Tax Act and the Rules made there under.

RESOLVED FURTHER THAT for the calculation of overall limit of the salary including perquisites, the contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included 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."

MINIMUM REMUNERATION

"RESOLVED FURTHER THAT notwithstanding anything contained in the above Resolution where during the term of employment of the above Managing Director, in the event of loss or inadequacy of profit in any financial year, the remuneration including perquisites and other benefits as mentioned in the above resolution will be paid as minimum remuneration with necessary approvals and in compliance of the provisions of Section II of Part II of Schedule XIII to the Act."

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 01

The Company started production in home furnishing segment in 2008-09 and a separate division was set up in the name of Home Furnishing Division. Presently products manufactured by this division are mainly being exported to large International customers like IKEA, Target, GIMI etc and not doing domestic business in India. Despite of tremendous opportunities in this area, the Company is not doing well as it was expected at the time of starting this business. For continuous and healthy growth of this business and to turnaround this loss making division into break even first and into profit later on, the Company was in search for a good and intelligent CEO for this division of the Company.

Mrs Sakshi Kaura, who is an interior designer by profession, acquainted with the business of Home Furnishing products, had done BBMS from Institute of Integrated Learning and Management, New Delhi and having Industrial Family background relating to consumer durables. She is also daughter of Mr. Jatender Kumar Mehta, Managing Director of the Company.

The Company has potential to grow through her clear vision and ambitions plans for this Division.

The Board of directors accordingly recommends the resolution set out at the item No. 01 of the accompanying Notice for the approval of the Members. Your approval is sought by voting through Postal Ballot process.

None of the directors of the company is concerned or interested in this resolution except Mr. Jatender Kumar Mehta.

ITEM NO. 02

Mr. Jatender Kumar Mehta, a technocrat, is the main promoter of the Company. He devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification including exports.

In view of his vast experience in Automobiles Sector and contribution in the growth of the Company, his remuneration, in compare to other Managing Directors of the Automobiles Sector, is not at par.

As per provisions of the Companies Act, 1956 the Managing Director can be paid upto 5% of Net Profit of the Company as calculated under section 198, 349 and 350 of the Companies Act, 1956.

The members of the Company had consented to the re-appointment and remuneration of Mr. Jatender Kumar Mehta, as the Managing Director at the Annual General Meeting of the Company held on 30th September, 2010. The Company secured approval of the Central Government vide letter No. B03342409/5/2011-cl.VII dated the 18th April, 2011 for a total Remuneration of Rs 126 lac per annum for a period of three years w.e.f 01/01/2011 to 31/12/2013.

To commensurate with the added responsibilities arising out increase in the business and improved profitability of the company under his able guidance, there is need to revise the remuneration of Mr. Jatender Kumar Mehta, Managing Director, as may be decided and considered by the Board upto 5% of Net Profit of the Company as calculated under sections 198, 349 and 350 of the Companies Act, subject to members approval.

The Board of directors accordingly recommends the resolution set out at the item No. 2 of the accompanying Notice for the approval of the Members. Your approval is sought by voting through Postal Ballot process.

This may also be treated as an abstract of terms and conditions and Memorandum of interest under Section 302 of the companies Act, 1956.

None of the Directors of the Company is concerned or interested in this resolution except Mr. Jatender kumar Mehta and Mr. Ravinder Mehta.

ITEM NO. 03

Mr. Ravinder Mehta is one of the promoters of the Company. His contribution in the overall performance of the Company is very significant and he is instrumental in expansion, diversification including exports.

As per provisions of the Companies Act, 1956 the Managing Director can be paid upto 5% of Net Profit of the Company as calculated under sections 198, 349 and 350 of the Companies Act, 1956.

The members of the Company had consented to the re-appointment and remuneration of Mr. Ravinder Mehta, as the Managing Director at the Annual General Meeting of the Company held on 30th September, 2010.

There is need to revise the remuneration of Mr. Ravinder Mehta as mentioned in the Resolution or as may be decided and considered by the Board upto 5% of Net Profit of the Company as calculated under sections 198, 349 and 350, of the Companies Act, 1956 subject to members approval.

The Board of directors accordingly recommends the resolution set out at the item No. 03 of the accompanying Notice for the approval of the Members. Your approval is sought by voting through Postal Ballot process.

This may also be treated as an abstract of terms and conditions and Memorandum of interest under Section 302 of the Companies Act, 1956.

None of the directors of the company is concerned or interested in the Resolutions except Mr. Jatender Kumar Mehta and Mr. Ravinder Mehta.

Registered Office:
69 KM Stone, Delhi-Jaipur Highway
Dharuhera, Rewari-122106
Haryana, (India)

By Order of the Board
For **Omax Autos Limited**
Sd/-
(Sanjeev Kumar)
Company Secretary

Place: New Delhi

Date: 30th January, 2012

POSTAGE
WILL BE
PAID BY
ADDRESSEE

BUSINESS REPLY ARTICLE

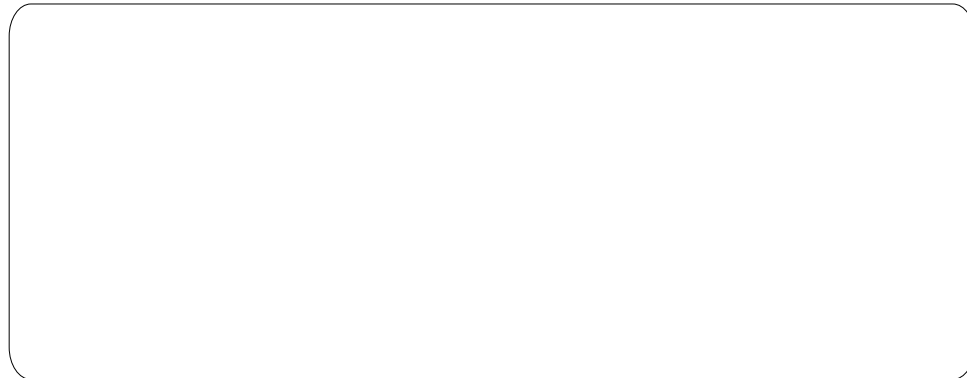
B.R. PERMIT NO. L-2/BRP/73/2008
GURGAON HEAD POST OFFICE
GURGAON - 122001 (HARYANA)



To,

**The Scrutinizer
C/o OMAX AUTOS LIMITED
Corporate Office: Plot No. B-26,
Institutional Area, Sector-32
Gurgaon-122001, Haryana (INDIA)**

BOOK POST



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OMAX AUTOS LIMITED

Corporate Office: Plot No. B-26,
Institutional Area, Sector-32
Gurgaon-122001, Haryana (INDIA)