

Plot No. D 20, Institutional Area, Sector 20, Gurgaon 122 001, Haryana (INDIA)
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E-mail : info@omaxauto.com, Website : www.omaxauto.com

ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT

In accordance with Section 192A of the Companies Act, 1956 read with Companies (passing of Resolution by Postal Ballot) Rules, 2011, Postal Ballot forms and Notice dated 30th January, 2012 containing the Resolutions on the following matters:

- i) to approve the appointment and Remuneration of Mrs. Sakshi Kaura, relative of Managing Director, as CEO of Home Furnishing Division of the Company
- ii) to revise the Remuneration of Mr. Jatender Kumar Mehta, Managing Director of the Company and
- iii) to revise the Remuneration of Mr. Ravinder Mehta, Managing Director of the Company,

were circulated to the shareholders of the Company

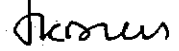
Based on the report dated 26th March, 2012 Submitted by Dr. S. Chandrasekaran of Chandrasekaran Associates, Company Secretaries, New Delhi, the Scrutinizer, appointed under section 192 (A) of the Companies Act, 1956, for conducting the postal ballot process in a fair and transparent manner, I declare as under:

1. Result of the voting conducted through the Postal Ballot on the Special Resolution under Section 314 of the Companies Act 1956, for appointment and payment of Remuneration to Mrs. Sakshi Kaura, Relative of Managing Director, as CEO of Home Furnishing Division of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	12004618	99.86
Against the Resolution	16415	0.14
Total	12021033	100

The resolution has therefore been approved by the shareholders as a Special Resolution.

For OMAXAUTOS LTD.



Managing Director

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Plot No. B-26, Institutional Area, Sector-32, Gurgaon-122 001, Haryana (INDIA)
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2. Result of the voting conducted through the Postal Ballot on the Ordinary Resolution under Section 198, 269, 309 and 311 of the Companies Act 1956, for Revision in the Remuneration of Mr. Jatender Kumar Mehta, Managing Director of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	11981718	99.89
Against the Resolution	12815	0.11
Total	11994533	100

The resolution has therefore been approved by the shareholders as an Ordinary Resolution.

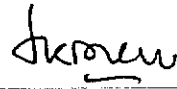
3. Result of the voting conducted through the Postal Ballot on the Special Resolution under Section 198, 269, 309 and 311 of the Companies Act 1956, for Revision in the Remuneration of Mr. Ravinder Mehta, Managing of the Company:-

Particulars	No. of shares	%
In Favour of Resolution	11980518	99.88
Against the Resolution	14015	0.12
Total	11994533	100

The resolution has therefore been approved by the shareholders as a Special Resolution.

Date : 28.03.2012

Place : Gurgaon


Managing Director
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Corporate Actions, Concrete Solutions

CHANDRASEKARAN ASSOCIATES
COMPANY SECRETARIES**SCRUTINIZER'S REPORT**

The Chairman
OMAX AUTOS LIMITED
69 KM stone, Delhi Jaipur Highway,
Dharuhera, Distt. Rewari -122106,
Haryana (India)

Dear Sir,

1. The Board of Directors of the company at its meeting held on 30th day of January 2012 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. The company has completed the dispatch of postal ballot forms along with self addressed business reply envelope to its Members on 17th day of February 2012 through Ordinary Post.
3. The Company has published an advertisement regarding dispatch of postal ballot notice in Business Standard (English) and Business Standard (Hindi) on 20th day of February 2012.
4. The company has filed Calendar of events with the Registrar of Companies in form 61 on 04.02.2012 Vide SRN B31176324 and in form 62 on 08.02.2012 Vide SRN B31499585.
5. Particulars of all the postal ballot forms received from the Members have been entered in the Register separately maintained for the purpose. The Register is annexed.
6. The Postal ballot forms were kept under my safe custody.
7. The postal Ballot forms were duly opened in the presence of our partner Mr. Rupesh Agarwal.
8. All postal ballot forms received up to the close of working hours on 21st day of March 2012, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after 21st day of March 2012 were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.
11. The following resolution recommended as a Special Resolution and marked as Agenda Item No. 1 as per the Postal Ballot Notice dated 30.01.2012.



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CHANDRASEKARAN ASSOCIATES

Continuation.....

"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 mutually 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"

A summary of postal ballot forms received is given below:

Particulars	No. of share
Total number of votes received through postal ballot forms	12025236
Less: No. of Invalid Votes	2000
Less: No. of Votes not Polled	2203
Net valid number of votes cast through postal ballot forms	12021033
Total number of votes which have been cast against the Resolution	16415

12. The following resolution recommended as an Ordinary Resolution and marked as Agenda Item No. 2 as per the Postal Ballot Notice dated 30.01.2012.

"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:

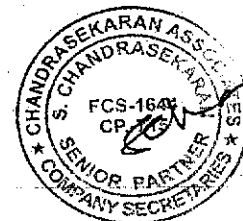


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CHANDRASEKARAN ASSOCIATES

Continuation.....

1.	Salary Scale(monthly)	Rs. 12,50,000- 1,25,000-17,50,000.
2	Incentive	<p>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.</p> <p>Further the above incentive is 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.</p>
3.	Perquisites	<p>Perquisites of any kind at actual which shall not exceed the overall limit of 40% of the Annual Salary.</p> <p>In the absence of actual valuation of the perquisites the same will be calculated in terms of Income Tax Act, 1961.</p>
4.	Retirement Benefit	<p>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.</p>
5	Earned Leave:	<p>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.</p>



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CHANDRASEKARAN ASSOCIATES

Continuation.....

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."



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CHANDRASEKARAN ASSOCIATES

Continuation.....

A summary of postal ballot forms received is given below:

Particulars	No. of share
Total number of votes received through postal ballot forms	12025236
Less: No. of Invalid Votes	2000
Less: No. of Votes not Polled	28703
Net valid number of votes cast through postal ballot forms	11994533
Total number of votes which have been cast in favour of the Resolution	11981718
Total number of votes which have been cast against the Resolution	12815

13. The following resolution recommended as a Special Resolution and marked as Agenda Item No. 3 as per the Postal Ballot Notice dated 30.01.2012.

"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.



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CHANDRASEKARAN ASSOCIATES

Continuation.....

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."

A summary of postal ballot forms received is given below:

Particulars	No. of share
Total number of votes received through postal ballot forms	12025236
Less: No. of Invalid Votes	2000
Less: No. of Votes not Polled	28703
Net valid number of votes cast through postal ballot forms	11994533
Total number of votes which have been cast in favour of the Resolution	11980518
Total number of votes which have been cast against the Resolution	14015

Date: 26.03.2012

Dr. S Chandrasekaran

