

OMAX/STEX/2021-22/53

Date: 11th March, 2022

The Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-KurlaComplex,
Bandra (E), Mumbai - 400051

The Manager - Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

NSE Code: OMAXAUTO

BSE Code: 520021

SUB.: Postal Ballot- Submission of Scrutinizer's Report

Dear Sir,

With reference to the above captioned matter, we are submitting herewith Scrutinizer's Report of the Remote E-Voting conducted as per the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation and Disclosures Requirement), Regulations, 2015.

Thanking you.

Yours sincerely,
For OMAX AUTOS LIMITED


Hari Gopal Agrawal
Authorised Signatory



Encl: A/a



SCRUTINIZERS' REPORT

To

Omax Autos LimitedPlot No. B-26, Institutional Area
Sector-32, Gurgaon-122001

Sub: Scrutinizers' Report on postal ballot by way of electronic voting means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated February 04, 2022.

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Omax Autos Limited (hereinafter referred to as "Company") for scrutinizing postal ballot by way of voting by electronic means in respect of passing of the resolution contained in the Notice dated February 04, 2022 ("Notice") in a fair and transparent manner.

I submit my report as under:

1. 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 including general circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and (ii) Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") with the Stock Exchanges, relating to postal ballot by way of electronic voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of Link Intime India Private Limited ('LI IPL') i.e. <https://instavote.linkintime.co.in>, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. IST on Thursday, March, 10, 2022.
3. The Members of the Company as on the "cut-off date" i.e. February 04, 2022 were entitled to vote on the proposed resolution to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot dated February 04, 2022 and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Tuesday, February 08, 2022 at 9:00 a.m. IST and ended at the close of working hours i.e. 5:00 p.m. IST on Thursday, March 10, 2022, on the designated website of LI IPL i.e. <https://instavote.linkintime.co.in>.
5. On Monday, February 07, 2022 the Company had completed the dispatch of Postal Ballot notice, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited ("depositories") as on the Cut-off date i.e. Friday, February 04, 2022 and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.



However, the Company had also given an option in the Postal Ballot Notice dated February 04, 2022, which was uploaded on the website of the Company (www.omaxauto.com), on the website of National Securities Depository Limited (www.evoting.nsdl.com) and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com) and also published by way of newspaper advertisements dated February 08, 2022 in Business Standard (English), all editions and Business Standard (Hindi), New Delhi edition, to the members to register their e-mail id's with the Company and/ or their depository participants.

6. Due to COVID-19 pandemic and in view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot could not be dispatched. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, advertisements were published by the Company in Business Standard (English), all editions and Business Standard (Hindi), New Delhi edition on February 08, 2022 informing about the completion of dispatch of Postal Ballot notice, to the Members, those registered their e-mail id's with the company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by LIPL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr Jatin Sharma R/o. House No 1005, Gandhi colony. NIT, Faridabad and Ms. Pooja R/o. RC 3, Sarojani Nagar, New Delhi 110023 who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent, i.e. Link Intime India Private Limited of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of LIPL i.e. <https://instavote.linkintime.co.in>.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

Item No. 1:

To approve payment of remuneration of Mr. Jatender Kumar Mehta (DIN: 00028207) Vice Chairman cum Managing Director of the Company for the period from 01st January, 2021 to 31st December, 2023

"RESOLVED THAT in accordance with the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mr. Jatender Kumar Mehta (DIN: 00028207), Vice Chairman cum Managing Director of the Company, for **an amount not exceeding Rs. 2,85,00,000 (Two Crore Eighty Five Lacs Only) per annum**; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 1st January, 2021 to 31st December, 2023.



RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Vice Chairman cum Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Vice Chairman cum Managing Director under applicable law.

RESOLVED FURTHER THAT in the event of no profits or its profits are inadequate in a particular financial year, Mr. Jatender Kumar Mehta, shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum remuneration and as per Contract of Service subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority (ies), if required.

RESOLVED FURTHER THAT the other terms and conditions of the appointment of Mr. Jatender Kumar Mehta shall remain unchanged.

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

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	78	1,15,62,626
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	78	1,15,62,626

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	64	1,15,60,534	99.98
Against	14	2,092	0.02
Total	78	1,15,62,626	100.00



Item No. 2:

To approve payment of remuneration of Mrs. Sakshi Kaura (DIN: 02094522) Joint Managing Director of the Company for the period from 01st June, 2021 to 31st May, 2024

"RESOLVED THAT in accordance with the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mrs. Sakshi Kaura (DIN: 02094522), Joint Managing Director of the Company, for an amount not exceeding Rs. 98,00,000 (Ninety Eight Lacs Only) per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 01st June, 2021 to 31st May, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Joint Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Joint Managing Director under applicable law.

RESOLVED FURTHER THAT in the event of no profits or its profits are inadequate in a particular financial year, Mrs. Sakshi Kaura, shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum remuneration and as per Contract of Service subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority (ies), if required.

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

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

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	78	1,15,62,626
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	78	1,15,62,626



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	64	1,15,60,534	99.98
Against	14	2,092	0.02
Total	78	1,15,62,626	100.00

Item No. 3:**To approve payment of remuneration of Mr. Devashish Mehta (DIN: 07175812), Managing Director of the Company for the period from 19th July, 2021 to 18th July, 2024**

"RESOLVED THAT in accordance with the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mr. Devashish Mehta (DIN: 07175812), Managing Director of the Company, for **an amount not exceeding Rs. 85,00,000 (Eighty Five Lacs Only) per annum**; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 19th July, 2021 to 18th July, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Managing Director under applicable law..

RESOLVED FURTHER THAT in the event of no profits or its profits are inadequate in a particular financial year, Mr. Devashish Mehta, shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum remuneration and as per Contract of Service subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority (ies), if required.

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



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

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	78	1,15,62,626
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	78	1,15,62,626

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	64	1,15,60,534	99.98
Against	14	2,092	0.02
Total	78	1,15,62,626	100.00

Item No. 4:

To approve payment of remuneration of Mr. Tavinder Singh (DIN: 01175243), WholeTime Director of the Company for the period of one year commencing from 29th October, 2021

"RESOLVED THAT in accordance with the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mr. Tavinder Singh (DIN: 01175243), Whole Time Director of the Company, for **an amount not exceeding Rs. 75,00,000 (Seventy Five Lacs Only) per annum** for a period of one year commencing from 29th October, 2021 upto 28th October, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites,



allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Whole-time Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Whole-time Director under applicable law.

RESOLVED FURTHER THAT in the event of no profits or its profits are inadequate in a particular financial year, Mr. Tavinder Singh, shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum remuneration and as per Contract of Service subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority (ies), if required.

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

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

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	78	1,15,62,626
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	No. of Valid Votes Cast	78	1,15,62,626

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	64	1,15,60,534	99.98
Against	14	2,092	0.02
Total	78	1,15,62,626	100.00



14. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed with requisite majority, on Thursday, March 10, 2022, being the last date of remote e-voting for the members of the Company. Therefore the Chairman or any other person authorised by him may accordingly declare the result of Postal Ballot process.

Thanking You,

Yours faithfully,

Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 1428/2021



Shashikant Tiwari
Partner

Membership No.: A28994
Certificate of Practice No.: 13050
UDIN: A028994C002886961

Place: Delhi
Date: 11.03.2022

Countersigned by:
For and on behalf of
Omax Autos Limited
Chairman or Director /Company Secretary
authorised by him