

OMAX/STEX/20222-23/24A

Date: 30th May, 2022

**The Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051**

**The Manager - Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001**

NSE Code: OMAXAUTO

BSE Code: 520021

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2022

In compliance with the Regulation 24A of SEBI (LODR) Regulations, 2015 read with the SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report, issued by M/s. Chandrasekaran Associates, Company Secretaries, Practicing Company Secretary for the financial year ended 31st March, 2022.

This is for your information and record. Please disseminate as appropriate.

Thanking You,

For Omax Autos Limited

Mohit Srivastava

(Company Secretary cum Compliance Officer)



**SECRETARIAL COMPLIANCE REPORT OF OMAX AUTO LIMITED
FOR THE YEAR ENDED MARCH 31, 2022**

To,
The Board of Directors
Omax Autos Limited
Plot No. B-26, Institutional Area,
Sector-32, Gurgaon 122001

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Omax Autos Limited (**"the listed entity"**),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 (**"Review Period"**) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (**"SEBI Act"**) and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (**"SCRA"**), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India (**"SEBI"**);

The Specific Regulations, whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the year under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"SAST Regulations"**);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Securities and Exchange Board of India (Share Based

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Employee Benefits) Regulations, 2014 prior to its repealment; **Not Applicable during the year under review**

- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 notified pursuant to repealment of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008 and Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the year under review**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**"PIT Regulations"**);
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Pursuant to the provisions of regulation 30 of Listing Regulations, the Company was required to submit the disclosures to stock exchanges with respect to material events taken place.	The Company has not disclosed the material event to stock exchange for the selling of land and building situated at Dharuhera.	Approval of sale of land and building was material event and should have disclosed to the stock exchange within prescribed time frame under Listing Regulation.

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<p>2.</p>	<p>Pursuant to the provisions of regulation 30 (6) of Listing Regulations, the Company shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.</p> <p>Further, as per regulation 47 of Listing Regulation, copy of notice given to shareholders by advertisement should be simultaneously submitted with the stock exchange(s).</p>	<p>The Company has made delay in intimation to stock exchanges of following disclosures as prescribed under Regulation 30 and 47 of Listing Regulation:</p> <p>a) Notice of Postal Ballot dated February 4, 2022</p> <p>b) Newspaper publication made pursuant to dispatch of Postal Ballot Notice dated February 4, 2022.</p>	<p>The Company delayed in submission of the Notice of Postal Ballot dated February 04, 2022 and Newspaper publication made pursuant to dispatch of Postal Ballot Notice to the stock exchanges.</p>
<p>3.</p>	<p>Pursuant to the provisions of regulation 47 of Listing Regulations, the Company shall publish financial results within 48 hours of conclusion of the meeting of board of directors at which the financial results were approved.</p>	<p>The Company has made delayed in publication of financial results for quarter ended June 30, 2021 as approved by the Board on 14th August, 2021. As per management, the newspaper publication couldn't be arranged on the next day of board meeting i.e. on 15th August, 2021 being the national holiday. The Company made the best efforts and published the financial results in newspaper advertisement on 17th August, 2021.</p>	<p>Pursuant to the provisions of regulation 47 of Listing Regulations, the Company shall publish financial results within 48 hours of conclusion of the meeting of board of directors at which the financial results were approved. However, the Company has made delayed in publication of financial results for quarter ended June 30, 2021 and the reason of same have been explained by the</p>

			management. Hence, we offer no further comments on the same.
4.	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 read with SEBI circular on Continual Disclosure requirements dated 9 th September, 2015	The Company has not complied with SEBI Continuous Disclosure Requirements for Listed Entities while making disclosure to stock exchange regarding re-appointment of Managing Director and Joint Managing Director.	Non-Compliance of the provisions of SEBI Continuous Disclosure Requirements for Listed Entities.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited & BSE Limited	Non Compliance with the requirements pertaining to continuation of Directorship of Mr. Ravinder Kumar Mehta as Non-Executive Director, who has attained the age of Seventy Five Years.	Imposed fine of Rs. 75,520/- (including GST) by both Stock Exchanges	Non Compliance with the requirements pertaining to continuation of Directorship of Mr. Ravinder Kumar Mehta as Non-Executive Director, who has attained the age of Seventy Five Years. As confirmed by the management, the Company has paid fine to NSE on

				05.02.2022 and BSE on 15.04.2022
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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company has not maintained structured Digital database till the close of financial year i.e. March 31, 2021.	31 st March 2021	The Company has maintained the Structured Digital Database during the financial year 2021-22.	The Company has maintained the Structured Digital Database during the financial year 2021-22. Hence no further comments on this regard.
2	The Company has made the non-Compliance of the provisions of Regulation 30 of the Listing Regulations by giving delayed intimation or no intimation for the following intimations: a) Credit Rating received by the Company from India Ratings and Research on 11.12.2020 was intimated to Stock Exchange on 05.01.2021. b) No Disclosure to Stock Exchange	31 st March 2021	The Company has noted the observations made in previous report and affirm to be conscious in future in such matters.	As confirmed by the management, no fine / penalty were imposed and no show cause notice was received from SEBI, BSE, NSE in this regard till the date of report. We offer no further comment on the matter.

	made regarding change in designation of Mr. Ravinder Kumar from Managing Director to Non-executive Director of the Company.			
3	Non Compliance with the requirements pertaining to continuation of Directorship of Mr. Ravinder Kumar Mehta as Non-Executive Director, who has attained the age of Seventy Five Years. As confirmed by the management, the Company has submitted request letter to the stock exchange for waiver of fine imposed.	31 st March 2021	As confirmed by the management, the Company has paid fine to NSE on 05.02.2022 and BSE on 15.04.2022	As the Company has paid the fine imposed by both the Stock Exchanges, We offer no further comment on the matter.

For Chandrasekaran Associates

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

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Shashikant Tiwari

Partner
Membership No. F 11919
Certificate of Practice No. 13050
UDIN: F011919D000432878

Date: 30.05.2022

Place: Delhi

Notes: Due to restricted movement amid COVID-19 pandemic, we conducted the Annual secretarial compliance audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records.

The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2022 pertaining to Financial Year 2021-22.

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