



OMAX AUTOS LIMITED

Transcript of the Proceedings of

38TH ANNUAL GENERAL MEETING

OF

OMAX AUTOS LIMITED

HELD ON

TUESDAY, 28TH DAY OF DECEMBER, 2021 AT

10:00 A.M.

THROUGH

VIDEO CONFERENCING (“VC”)/ OTHER AUDIO
VISUAL MEANS (“OAVM”)



OMAX AUTOS LIMITED

TRANSCRIPT OF THE 38TH ANNUAL GENERAL MEETING OF OMAX AUTOS LIMITED HELD AT 10.00 A.M. IST ON TUESDAY, 28TH DECEMBER, 2021 THROUGH VIDEO CONFERENCING

Hari Gopal Agrawal-CFO welcomes the members and introduces the Board Members:

Dear Shareholders, A very Good Morning to all of you. Hope you all are keeping safe and are in good health amid this pandemic. I am *Hari Gopal Agrawal, Chief Financial Officer* of your Company, joining the 38th Annual General Meeting of the Company from Corporate Office in Gurugram. I am pleased to welcome you all to the 38th Annual General Meeting of the Company being held through Video Conferencing (VC).

At this moment, there are **52** participants and counting number of participants on this VC. The requisite quorum is present. I declare this meeting open.

I would like to take you through certain points for the ease of participation in this meeting:

- All members who have joined the meeting are by default placed on mute mode by the host, to avoid any background noise/disturbance and to ensure smooth & seamless conduct of the meeting.
- Once the question and answer session starts, the name of those shareholders, who have registered themselves as the speaker shareholder, will be announced one by one. The speaker shareholder will, thereafter, be unmuted by the host and they are requested to click on the video button.
- If there is connectivity issue at the speaker shareholder end, we would ask the next speaker shareholder to join. Once the connectivity improves, the speaker shareholder will be called again to speak. We request the shareholders to limit their speech for 3 to 4 minutes.

Before I proceed further, I would like to introduce to you, the other panelists on the VC. I would request each member to acknowledge when I introduce him/ her.

- **Hari Gopal Agrawal**

Mr. Bharat Kaushal, Independent Director and Chairman of your Company attending this meeting from Delhi.

Mr. Bharat Kaushal: Welcome to the AGM shareholders.

- **Hari Gopal Agrawal**

Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director of your Company, attending this meeting from Delhi.

Mr. Jatender Kumar Mehta: Welcome to the committee.

- **Hari Gopal Agrawal**

Dr. Ramesh Chandra Vaish, Independent Director of your Company and Chairman of Audit Committee and Nomination & Remuneration Committee, attending this meeting from Delhi.

Dr. Ramesh Chandra Vaish: Good Morning everyone welcome to our Annual General Meeting



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- *Hari Gopal Agrawal*

Mr. Ram Kumar Chugh, Independent Director, Attending Meeting from Gurgaon

Mr. Chugh: Good Morning

- *Hari Gopal Agrawal*

Mr. Tavinder Singh, Whole-time Director of the Company.

MR. Tavinder Singh: Good Morning shareholders, welcome you to the meeting.

- *Hari Gopal Agrawal*

Mr. Mohit Aggarwal, Statutory Auditors

Mr. Mohit: Good Morning

- *Hari Gopal Agrawal*

Mr. Shashikant Tiwari, Secretarial Auditor and Scrutinizer

Mr. Shashikant Tiwari: Good Morning

- *Hari Gopal Agrawal*

Mr. Neeraj Vishwakarma, Cost Auditors

Mr. Neeraj Vishwakarma: Good Morning

- *Hari Gopal Agrawal*

Mr. Nikhil Kochhar, Internal Auditors

Mr. Nikhil Kochhar: Good Morning

- *Hari Gopal Agrawal*

Mr. Sachin Chugh, Internal Auditors

Mr. Sachin Chugh: Good Morning



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Hari Gopal Agrawal

I request the Chairman of the Company, to chair the meeting and conduct the proceedings of the meeting

Chairman: Mr. Bharat Kaushal

Thank you Mr. Agrawal.

On behalf of the Board of Directors of Omax Autos Limited, I extend a warm welcome to each one of you present at the 38th Annual General Meeting of the Company.

I hope each one of you is safe and healthy. Technology has provided extraordinary solutions to us and hence we are able to meet you again through this new format of meetings. The Company has made all efforts feasible under the current circumstances to enable the members to participate at the meeting through the video conferencing facility and vote electronically. The capacity of this VC meeting is 1,000 participants and members will be allowed to join on first come basis.

Before we proceed with the items mentioned in the Notice, I take this opportunity to share my views about the industry overview and outlook, and about the performance of the Company.

“LADIES AND GENTLEMEN,

I hope that you and your loved ones are keeping safe, healthy and happy. As the country slowly recovers from the disastrous consequences of the COVID-19 pandemic, it is of utmost importance that we take care of ourselves and our families. As the Chairman of the Company, I feel privileged to communicate with you through this 38th Annual Report of the Company.

Friends, we are in the midst of recovering from the deadly second wave of coronavirus which gripped the entire nation. In this period, so many of us have lost our loved ones and suffered from the disease first-hand. While we continue to take precautions to avoid the occurrence of a third wave, even mundane tasks such as stepping out of our homes has become dangerous. I must acknowledge the strength and perseverance displayed by all the workers and employees of Omax. It is hard to fathom the daily struggle of our team who diligently show up to work every day, and I would like to commend their dedication and will-power in helping us all get through these difficult times together. It is difficult to look for a silver lining during this depressing period, however, our family at Omax has proven that they are ready to tackle every challenge that life throws at them.

The pandemic continues to be an unpredictable force of nature leaving death and despair in its wake. The Company is deploying significant efforts to alleviate the adverse effects of the same. Due to the nationwide lockdown, all the units of the company were closed. The Company has a long way to go in attaining normalcy, but gradually things are bound to improve. The shutdown of economic activities has impeded in much of the company's operational activities, but the management is confident its prowess to combat the situation.

Honesty is an ideal which we shall always seek to uphold. Thus, it is in our best interest to portray the financial status of the Company in its entirety. There is no hiding the fact that the Indian Auto Industry has suffered greatly at the hands of the coronavirus pandemic. Despite the harrowing circumstances, the Company has faced challenges during the year 2020-21. The Company has ended the year in March 2021 with a loss of Rs. 10.10 crores. However, this figure is a significant improvement from the profit and loss situation of the Company in December 2020. Gradually as things improve, the financial condition of the Company is likely to take a turn for the unswing as well.



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Research and Development has been the major focus area of the management. Company has its own in-house R&D Centers, which are effortlessly working on developing new products for our customers. The management is striving hard to add new product lines to its business.

Friends, the way we react to different situations is what is most important. The Company has faced the challenge of the pandemic head on, and the management is confident that with your support, recovery for the Company is guaranteed. Now that most of the general populace is vaccinated, the country is on its way to achieving immunity from this deadly disease. Hopefully, the situation will slowly normalize within a few months. Since we have two new plants and one project Long Member (LM Project) has started its operations, the Company is expected to soon return to its growth path. So, let us stay positive and hope for the best while working hard towards a brighter future.

I would like to conclude this speech by extending my heartfelt gratitude to all the customers, vendors, shareholders, lenders, Central and State Governments and all other stakeholders for their unconditional support to the Company. I wish all stakeholders a very healthy and safe festive season ahead. At the end of every storm, there comes a rainbow, and on this positive note I would like to assert my belief that good things are ahead of us. I would also like to take this opportunity to wish all of you a very happy and prosperous new year.

Now, we can begin with the further proceedings of the meeting. I trust that you have received the Annual Report and the Notice of the AGM containing the Resolutions to be voted on.

The statutory registers as required to be kept open at the meeting and all the other documents referred to in the notice can be inspected in electronic mode by any member.

The Auditors Report dated 22nd June, 2021 given by M/s. BGJC & Associates LLP, Chartered Accountants, has no qualification, comment, observation, adverse remark or disclaimer on the financial statements of the Company for the FY 2020-21. Further, The Secretarial Audit Report dated 13th August, 2021 given by M/s. Chandrasekaran Associates, Company Secretaries, does not contain any qualification, observation, comment, adverse remark or disclaimer except as mentioned in their Secretarial Audit Report.

In this regard, on the remarks/Comments made by the Secretarial auditor, necessary clarification has been provided by the Board of Directors in the Board's report dated 14th August, 2021 under the heading "AUDITOR'S REPORT". Now I request Mr. Agrawal to read the relevant portion in the Secretarial Auditor's Report concerning the remarks.

Hari Gopal Agrawal

Members may refer to Page 60 of the Annual Report for the clarification made.

It is clarified that

1. Delay in filing of certain E-Forms was due to COVID-19 impact and other uncontrolled factors but company will definitely take care avoiding such instances in future.
2. The Company neither appointed nor continues Mr. Ravinder Kumar Mehta as Non-Executive Director on the Board. The gap between 31st December, 2020 and 1st February, 2021 took place due to his expiry of tenure as Managing Director on 31st December, 2020.

Further, Board has recommended to shareholder in this Annual General meeting to ratify the appointment of Mr. Ravinder Kumar Mehta as Non-Executive Director to comply with the regulation 17(1A) of SEBI LODR.

However, Company has requested the both Stock Exchanges, where shares of the company has been listed, to waive the fine imposed on company and till date of this report, no reply has been received from Exchanges.



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3. Company is maintaining Digital Structure Data base as per Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 internally, however, considering the limited scope of the database, time stamping and audit trails could not be adhered. Company is under process to install and implement system which was control by software and for this company is already discussion with few software companies.

Further, company has strictly implemented its Code of Internal procedures and conduct for regulating, monitoring and reporting of trading by designated persons formulated under the SEBI (Prohibition of Insider Trading) Regulations, 2015. Designated person who have traded the shares in contravention of the Code, had been penalise but as new instances of trading of shares in contravention of code has took place, matter is being investigated and proper action will be taken and will be informed to concerned authorities.

4. Credit Rating received by the company was intimated to Stock Exchanges and there was delay in intimation due to some miscommunication, and reason of delay was also intimated to Stock Exchanges.
5. Disclosure regarding change in designation of Mr. Ravinder Kumar Mehta from Managing Director to Non-executive Director of the Company could not be made as this change did not occurred due to any action of Mr. Mehta or any action of Company. The change took place as his tenure could not be extended.

However, company has taken this matter very seriously and will take all such matter at utmost care in future.

Now I request the Chairman to continue the proceedings of the meeting.

Chairman:

Thank you, Mr. Agrawal.

We will now briefly talk about the resolutions proposed to be passed at this meeting.

We have following resolutions for approval in this Annual General Meeting as mentioned in the Notice of AGM dated 13th November, 2021:

- (i) Adoption of Financial Statements for 2020-21 and the Reports of Auditors and Board of Directors thereon by passing an Ordinary Resolution
- (ii) To appoint a Director in place of Mr. Devashish Mehta who retires by rotation and being eligible, offers himself for re-appointment.
- (iii) To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2022.
- (iv) Re-appointment of Mr. Jatender Kumar Mehta as Vice Chairman cum Managing Director of the Company.
- (v) Re-appointment of Ms. Sakshi Kaura as Joint Managing Director of the Company.
- (vi) Re-appointment of Mr. Devashish Mehta as Managing Director of the Company.
- (vii) Re-appointment of Mr. Tavinder Singh as Whole Time Director of the Company.
- (viii) Ratification of Continuation of Mr. Ravinder Kumar Mehta as Non-Executive Director of the Company
- (ix) Appointment of Mr. Ram Kumar Chugh (DIN: 05166164) as an Independent Director of the Company.

We have taken note of your valuable comments and suggestions from all of you and will consider them in future. We have nothing further for discussion.

The Company had provided members the opportunity to cast their vote on the resolutions contained in the AGM Notice, by means of remote e-voting. The remote e-voting commenced on 25th December 2021 at 9.00 am and closed on 27th December 2021 at 5.00 pm.



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Shareholders present at the AGM through InstaMeet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility from 11.00 a.m. (IST) till the expiry of 30 minutes after the AGM or 11:30 a.m., whichever is later. Shareholders who have voted through remote evoting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

M/s. Chandrasekaran Associates, Practicing Company Secretary has been appointed as scrutinizer to scrutinize the remote evoting and evoting process during the meeting. The result of e-voting along with scrutinizer report will be declared on or before 30th December, 2021 and shall be submitted with the Stock Exchanges (NSE & BSE) and shall also be placed on the website of the Company & Link Intime India Pvt. Ltd.

I declare that the meeting will stand concluded and closed when the evoting process is closed.

Thanks to all of you present at this meeting for your cooperation for conducting this meeting in order.
Thank you very much.

Hari Gopal Agrawal

I request all the shareholders and members to put their relevant queries on the email of the Company and we shall try our best to resolve the queries at the utmost satisfaction of all the members and shareholders.