



Passionate about Performance



# 2021

# ANNUAL REPORT

OMAX AUTOS LIMITED

[www.omaxauto.com](http://www.omaxauto.com)

# TABLE OF CONTENTS

Milestone	02 - 03
Corporate Information	04 - 05
Message from Chairman	06
Message from Managing Director	07
Financial Highlights	08 - 09
Innovomax	10 - 11
Leadership	12 - 13
Facilities and Process Capabilities	14 - 15
Railways Division	16 - 17
New Railways Plant, Lucknow	18 - 19
Long Member Facility, Lucknow	20 - 22
Industry Segment	23
4 Wheelers (CV)	24
Our Roadmap	25
Our Customers	26
Notice	27 - 55
Board's Report	56 - 73
Report on Corporate Governance	74 - 100
Management Discussion and Analysis Report	101 - 104
Auditor's Report	105 - 114
Financial Statements	115 - 145





# A VERSATILE RANGE OF AUTOMOTIVE COMPONENTS

## A Versatile Range of Automotive Components

One of the leading manufacturers of Automotive Components in India, OMAX Autos Limited specializes in sheet metal components, tubular components and machined components. Focused on performance, OMAX is amongst the prime OEM (parts and assembly) suppliers in India.

With its reputation for excellence, OMAX has expanded its reach by providing a wide gamut of Assemblies, Subassemblies, Frames, Bus Structure Assemblies, Tools Fixtures and SPM to industry segments. The range of products finds application in segments like Automotive (CV), Railways & Heavy Fabrication.



# OUR JOURNEY SO FAR

**1983**

The year marked the beginning of the name "Omax Autos Limited"

**1985**

The first unit started in Dharuhera as an ancillary supplier to Hero MotoCorp for Sheet Metal and Tubular Welded Components.

**1986**

Omax Autos Limited went public with more than 7500 shareholders.

**1988**

Established its second unit Automax in Gurgaon

**1989**

Diversified its customer base by roping in Carrier Aircon Ltd. in Air Conditioning Components.

**2003**

Established Its Fifth Plant-Sprocket division in Dharuhera. Bagged ISO/TS - 16949, ISO 4001 & OHSAS 18001 Certification from UL India for all Plants.

**2004**

Established its Sixth Plant at Bangalore having machining & sheet metal manufacturing facilities. Established its Seventh Plant - Indital at Dharuhera.

**2005**

Established its Eighth Plant at Binola, Gurgaon for catering to export clients.

**2006**

SAP rolled out in all Eight Plants across India.

**2007**

Automax, Gurgaon Plant merged with Binola Plant

**2013**

Merged Railway Component Division with Binola Plant (Automax) to use the available resources in better way.

**2014**

Separation of Railways Division from Binola Plant

**2015**

Started the inhouse R&D centre, "Innovomax" to improve upon existing products and develop new products to meet demands of futuristic automobile industry

**2016**

Started the in - house R&D centre "Innovomax"

**2017**

Bawal Plant made re operational and sale started.





**1997**

Bagged ISO 9002 Certificate from TUV of Germany.

**1999**

Established its third unit Speedomax in Sidhrawali. Tied up with Honda Sael Cars India Ltd. and New Holland Tractors Ltd. for supply of Body and Axle parts.

**2000**

Set up the ultra modern paint shop with latest technology from ABB India Ltd. at Speedomax Plant.

**2001**

A New phase of Kaizen activity various Training & HR activities started in all plants.

**2002**

Established its Fourth plant at Manesar with a capital outlay of 200 million equipped with modern Tool Room and R&D centre with state of the art machinery.

**2008**

Established its Ninth Plant at Lucknow to manufacture chassis for commercial vehicles for Tata Motors.

**2009**

Tied up with IKEA for supply of Metal Houseware Products. Recognition granted for In-house R&D unit at Manesar by DSIR.

**2010**

Commercial production started at Lucknow plant. Set up tenth plant at Bawal to Manufacture Home Furnishing products.

**2011**

Started using pipe natural gas from GAIL India Dharuhera and Manesar Plants. A Major step for power and fuel cost reduction and contributing to Greener environment.

**2012**

Setup Eleventh plant (Pant Nagar Plant) at Udham Singh Nagar (Uttarakhand) to supply the manufactured products to Ashok Leyland and Setup 2.5MW Wind Power Project in Jaisalmer, Rajasthan

**2018**

Expansion of Railway Business initiated

**2019**

Inauguration of 2 manufacturing plants at Lucknow / Raebareli Road (U.P.)

**2020**

Expansion of existing Plant at Deva Road, Lucknow

**2021**

Started Long Member Plant at Lucknow. Will also be starting the New Railways Plant this year.

## The inception and progress of Omax.

A pioneer of complete automotive solutions pan India, OMAX Autos Limited was established in the year 1985. With its excellent infrastructure, highly motivated team of leaders and constant need for innovation, the company has grown in size and stature, and today, is the epitome of success. This is evident in its being one of the topmost OEM (Parts & Assembly) suppliers in the country and having a stronghold in various industry segments including Automotive (CV), Railways and Heavy Fabrication.



## CORPORATE INFORMATION

Omax Autos, presently, has four manufacturing plants in India. These state-of-art facilities maintain high international standards. The unending passion for superlative performance has led to the use of world-class machinery and technology. The Company has two new plants in Uttar Pradesh out of which one is operational and the other one will be functional soon.

### Board of Directors

<b>Mr. Bharat Kaushal</b>	Chairman (Independent Director)	<b>Mrs. Novel S. Lavasa</b>	Independent Director
<b>Mr. Jatender Kumar Mehta</b>	Vice Chairman cum MD	<b>Mrs. Sakshi Kaura</b>	Joint Managing Director
<b>Mr. Devashish Mehta</b>	Managing Director	<b>Mr. Tavinder Singh</b>	Whole time Director
<b>Dr. Ramesh Chandra Vaish</b>	Independent Director		
<b>Dr. Triloki Nath Kapoor</b>	Independent Director		
<b>Mr. Deep Kapuria</b>	Independent Director		

### Members of the Audit Committee

<b>Dr. Ramesh Chandra Vaish</b>	Chairman	<b>Mr. Deep Kapuria</b>	Member
<b>Dr. Triloki Nath Kapoor</b>	Member	<b>Mr. Devashish Mehta</b>	Member
<b>Mr. Jatender Kumar Mehta</b>	Member		
<b>Mrs. Novel S. Lavasa</b>	Member		

#### Company Secretary & Compliance Officer:

Mr. Ravinder Singh Kataria

#### Statutory Auditors:

BGJC & Associates LLP

#### Secretarial Auditor:

M/s. Chandrasekaran Associates,  
Company Secretaries

#### Internal Auditors:

M/s. Singhi Chugh & Kumar, Chartered Accountants  
M/s. JHS & Associates LLP (Previously N. Kochhar & Co.) Chartered Accountants

#### Senior Management:

Mr. Hari Gopal Agrawal, Chief Financial Officer



## Registrar & Share Transfer Agent

M/s Link Intime India Private Limited  
Noble Heights, 1st Floor, Plot No. NH 2,  
LSC, C-1 Block, Near Savitri Market,  
Janakpuri, New Delhi-110058  
Tel: +91-11- 4141 0592/93/94;  
Fax: +91-11-4141 0591  
E-Mail: delhi@linkintime.co.in  
Website: www.linkintime.co.in

### Our Bankers/Financiers

- HDFC Bank Limited
- Indian Bank
- Yes Bank
- Canara Bank
- Bajaj Finance Limited
- IndusInd Bank
- Pradeshiya Industrial and Investment Corporation of Uttar Pradesh Limited (PICUP)
- Tata Capital Financial Services Limited



#### Registered & Corporate Office:

Plot No. B-26, Institutional  
Area, Sector 32, Gurugram,  
Haryana - 122001



#### Long Member Plant:

Nimtikar, Bachhrawan,  
Raebareli,  
Uttar Pradesh, 229404



#### Lucknow Plant:

Tata Motors Vendor Park,  
Chinhat Industrial Area,  
Deva Road, Lucknow  
(U.P.)-226019



#### Binola Plant:

Railway Division Delhi- Jaipur  
Highway, Village & P.O. Binola  
Gurugram, Haryana-123413



#### New Railway Plant:

Village Kandhawan,  
Maharajganj, Raebareli,  
Uttar Pradesh, 229404

# MESSAGE FROM CHAIRMAN



## Dear Stakeholders,

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 upswing as well.

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, 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.

**Mr. Bharat Kaushal**  
(Chairman)



# MESSAGE FROM MANAGING DIRECTOR



## Dear Stakeholders,

I hope that all of you are safe and healthy. During these difficult times, it is imperative to take care of yourselves and your family members. The COVID-19 pandemic continues to rage on, and we are emerging from the aftermath of the deadly second wave. Adhering to COVID-19 precautionary guidelines and getting ourselves vaccinated is the need of the hour. Although vaccines have provided a welcome respite and newfound hope of containing the virus, renewed waves and new variants of the virus continue to pose a significant threat to mankind and economy. The previous year has taken a huge toll on all of us, yet I am pleased to observe that every member of the Company has been resolute in the face of adversity. I hope that we can continue to display this magnitude of strength and patience in the future as well.

It is my pleasure to connect with you through this 38th Annual Report of the Company. I would like to mark the passing of another challenging year. The fiscal year 2020-21 posed numerous challenges for the company. The declining trend in the auto industry was a culmination of factors such as rise in cost of vehicles, electric vehicles, high fuel costs and lack of financing options. The COVID-19 pandemic exacerbated the situation due to the total economic and social nationwide lockdown. Customer sentiment has been adversely impacted, Customer Vehicle and Passenger Vehicle business has registered a de-growth. The Railway component of the Company's business is doing relatively well.

The Global Economy recorded its lowest growth of the decade in 2020, but it was projected to grow 6.0% in 2020-21 and 4.9% in 2021-22 according to the World Economic Outlook Update. However, the strength of the recovery from the economic wreckage of the COVID-19 pandemic varies significantly across nations depending on access to medical interventions, effectiveness of policy support, exposure to cross-country spreading of the virus, and structural characteristics.

As far as the growth of the Indian economy is concerned, the World Bank has stated that the Indian economy was estimated to contract by 7.3% in the fiscal year 2020-21 due to a sharp drop in household spending and private investment, and that the growth is expected to recover to 8.3% in 2021-22.

The Company's performance in last fiscal year of 2020-21 has not been very satisfactory, and a net loss of Rs. 10.10 crore has occurred. The Company had already exited from its 2W business, and the automotive industry has particularly suffered in the light of the economic shutdown. However, in December 2020 quarter, the Company had suffered a loss of Rs. 13.56 crores, and in March 2021 quarter, the Company has achieved a profit of Rs. 20.19 crores. As the situation with respect to COVID-19 improves and the economy slowly gets back on its feet, it is expected that the Company would also return to its glorious days.

The Company came up with two state of the art manufacturing units at Luknow-Raibareli Road, Uttar Pradesh to fulfil the demands of CV customer and Railways. The Company is planning further new ventures and consolidating new plants to increase the overall profitability of the Company and rationalize the costs.

Due to the COVID-19 crisis, the world has undergone so many changes that it is hard to garner information for summing up the entire plethora of challenges that we have faced. However, the zeal and enthusiasm of the employees of the Company has restored my faith that we shall rise up from this time of adversity. The Company is fortunate to have been blessed with talented and passionate people who give their best efforts in ensuring that the Company reaches new heights in terms of growth and performance.

### Acknowledgement

I thank all our bankers, lenders and financiers who placed their belief in us and generously extended their credit lines. They will always remain a valuable part of our growth stories.

My special thanks to all the employees, who have steadfastly supported the Company in trying times. They have shown tremendous ability in adapting to varying circumstances, such as adjusting to a work from home model, and then returning to the workplace with due precautions. The lessons learnt during this time shall continue to serve the Company long after the pandemic is over, and I will always hold the employees in extremely high regard as they are the building blocks of the Company.

I also thank all our Customers, Vendors, Shareholders, Central and State Governments and other stakeholders who remained very much a part of our journey during these tumultuous times. We seek their continuous support in all the years to come. I would like to congratulate each member of the Omax family for their continuous support to the Company.

**Mr. Jatender Kumar Mehta**

(Vice Chairman cum Managing Director)

## FINANCIAL HIGHLIGHTS

Historical Trend of Various Financial Parameters of the Company for the last five financial years is provided below:

### Financial Performance

(Rs. in Lacs)

Year Ended	MAR-17 Ind AS	MAR-18 Ind AS	MAR-19 Ind AS	MAR-20 Ind AS	MAR-21 Ind AS
Gross Sales & Other Income	118,050	122,003	100,443	48,833	18,353
Net Sale and other Income	104,607	119,030	100,443	48,833	18,353
Export Sales	816	757	565	164	29
Gross profit (PBIDT)	4,292	5,317	5,286	4,232	-1,961
Net Worth	22,051	23,017	22,906	27,126	28,683
Capital Employed	28,909	29,359	30,489	42,908	47,714
Net profit ( PAT)	-242	966	-111	4,220	-860
Fixed Assets (Net Block excld. CWIP and Fin. Lease)	27,746	25,995	20,056	11,377	28,952
Cash profit	1,876	2,415	2,479	5,678	99

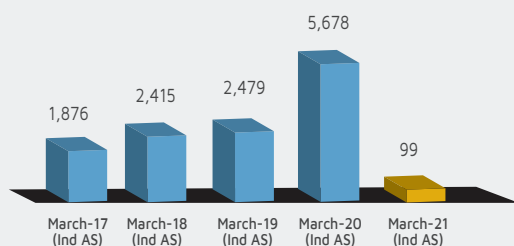
### Key Indicators

(Rs. in Lacs)

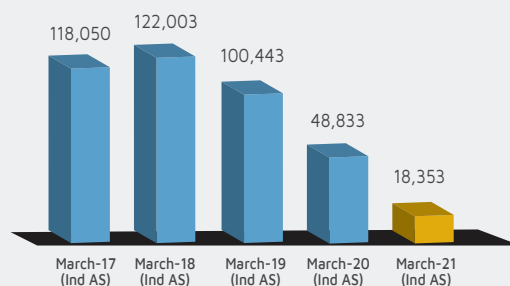
Year Ended	MAR-17 Ind AS	MAR-18 Ind AS	MAR-19 Ind AS	MAR-20 Ind AS	MAR-21 Ind AS
Gross profit Margin (%)	4.10	4.47	5.26	8.67	-10.68
Net profit Margin (%)	-0.23	0.81	-0.11	8.64	-4.68
Export Sales/Net Sales (%)	0.78	0.64	0.56	0.34	0.16
Debt/Equity	0.75	0.64	0.93	0.91	0.86
Earning per Share (Rs.)	-1.02	3.58	0.20	20.38	-4.72
Book value per share (Rs.)	103.10	107.62	107.09	126.83	134.11



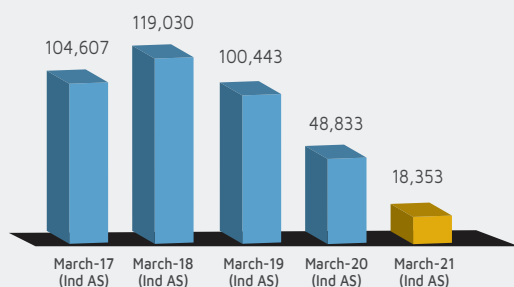
**Cash profit (Rs. Lacs)**



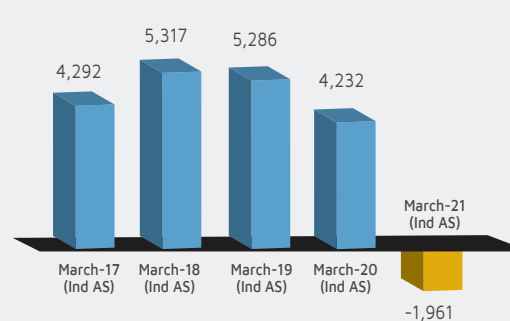
**Gross Sales & Other Income (Rs. Lacs)**



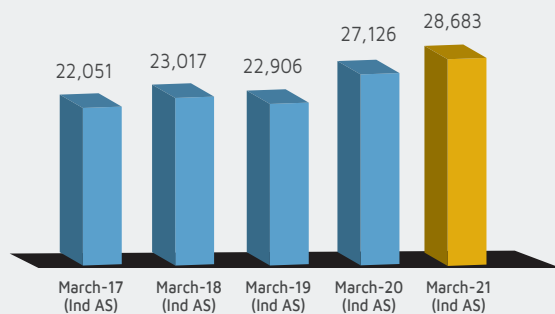
**Net Sale and other Income (Rs. Lacs)**



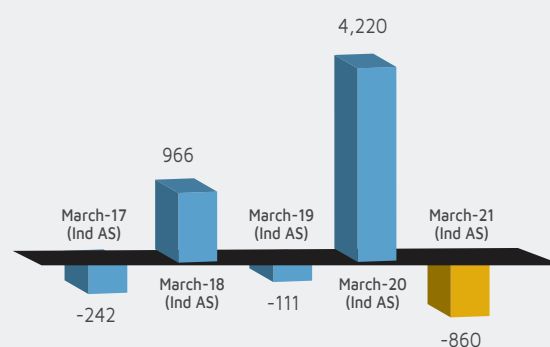
**Gross profit (PBIDT) (Rs. Lacs)**



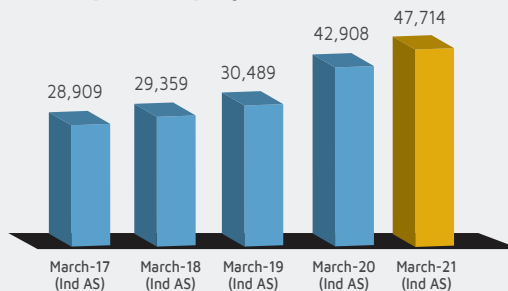
**Net Worth (Rs. Lacs)**



**Net profit (PAT) (Rs. Lacs)**



**Capital Employed (Rs. Lacs)**

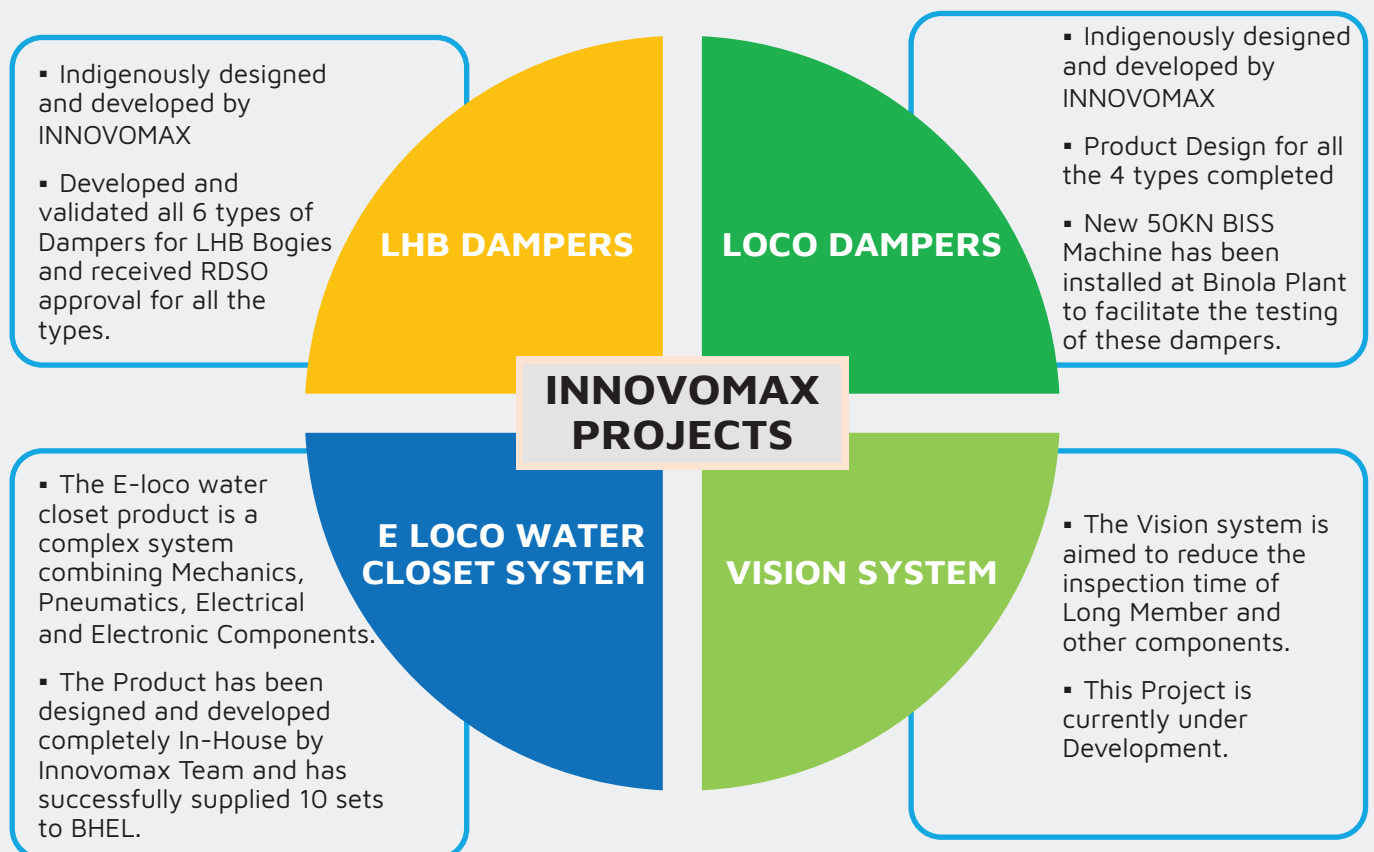


In view of the technical and engineering needs of Omax, Innovomax has become centre of excellence in product design and process technology, and has got in place the necessary infrastructure, both in terms of state-of-the-art hardware and softwares, as well as technical manpower.

Innovomax has also started to collaborate with external agencies, academia and technical partners for hand holding in areas where there is significant cost and time in building internally within Omax.

Aligning with the business needs, Innovomax has helped shape up the technology strategy of OMAX for the next three years in each of the business segments, and has started by taking up projects in railways and heavy commercial vehicle segments. In the near future, Innovomax will be continuously working to add a number of value added products to the portfolio of Omax to serve the identified business segments in the Indian market.

## Innovomax Projects





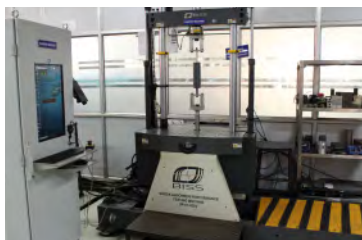
## Innovomax Product Designs



**Damper Testing Lab**

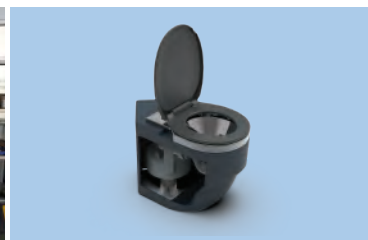


**Nab Certified Metallurgical Lab**



**BISS Machine**

Installed at the Binola Plant to facilitate the testing of these dampers.



**Vacuum Evacuation System Western**



**Dampers**

## LHB Dampers: Key Milestones

Description	Product & Process Design	Product & Process Development	Product Testing & Validation	RDSO Inspection	RDSO Approval
Primary Vertical Damper	March 2019	MAY 2019	AUG 2019	NOV 2020	JAN 2021
Secondary Vertical Damper	FEB 2020	JULY 2020	SEP 2020	NOV 2020	JAN 2021
Secondary Lateral Damper	SEP 2020	NOV 2021	DEC 2021	MARCH 2021	APRIL 2021
Secondary Vertical Damper for GS	OCT 2020	DEC 2021	JAN 2021	MARCH 2021	APRIL 2021
Secondary Lateral Damper Air Spring	NOV 2020	JAN 2021	FEB 2021	APRIL 2021	JUNE 2021
Yaw Damper	FEB 2019	JUN 2019	DEC 2019	APRIL 2021	JULY 2021

## LEADERSHIP

A name synonymous with performance, OMAX Autos Limited is a leading name in the manufacturers of Auto & Non-Auto components in India. For over three decades, OMAX Autos, with its robust engineering process capabilities, has made significant presence in the automotive industry and today among the leading component manufactures in India.

Headquartered in Gurgaon, Haryana, OMAX Autos has a motivated workforce of over 1500+ employees. Constantly evolving to set new benchmarks in the industry, the company has over 100+ team of qualified engineers and highly experienced professionals that ensure best-in-class practices for product development, thereby fostering growth.

In its pursuit of business, OMAX also endeavours to uplift the community where it operates. Social and environmental concerns are closely interwoven in OMAX Auto's core practices and decision making.

At OMAX, we aspire to be an innovative engineering solution provider creating societal impact by offering value propositions for problems of traffic congestion and air pollution by consciously engaging with all stakeholders.



- INDIA'S ONLY TIER I COMPANY CAPABLE OF DELIVERING PAINTLESS COACH SHELLS.
- LARGEST COMMERCIAL VEHICLE CHASSIS MANUFACTURER IN INDIA.
- LEADING IN PROPRIETARY DESIGN AND MANUFACTURING SOLUTIONS FOR LIGHT WEIGHTING.
- RESPECT FOR INTELLECTUAL.

# *State-of-the-art*

## *Existing Manufacturing Plants (Pan India)*

Binola |Lucknow Division: CV, Long Member Plants| New Railway Plant at Raebarelli





## FACILITIES & PROCESS CAPABILITIES

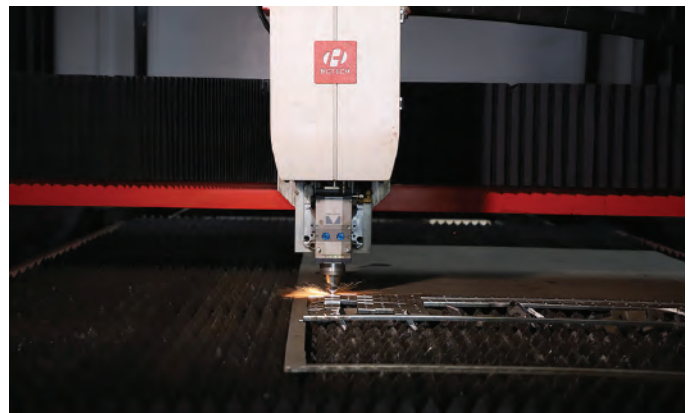
### **Manufacturing facilities ensuring quality and quantity**

Our avant-garde engineering process capabilities enable us to not only meet expectations but also set quality benchmarks. Our R&D facility has been behind our leading position in the industry. Here at OMAX, we constantly push our limits to remain the preferred choice of our customers. Our research and development wing - Innovomax - the Omax research centre explores new technology frontiers and also aims to improve upon the existing products. We strive for perfection in everything we do and always attempt to exceed our customer expectations.



- TUBE PROCESSING
- HIGH TONNAGE AND LOW TONNAGE STAMPING
- ROBOTIC WELDING
- MACHINING
- SURFACE TREATMENT ( ED, POWDER COATING, AUTO PHORETIC & ELECTRO PLATING)

- ROLL FORMING
- LASER METAL AND LASER TUBE CUTTING
- PLASMA METAL CUTTING AND PRESS BRAKE FACILITY
- TOOL ENGINEERING/ IN HOUSE FULL SCALE TOOL ROOM
- METALLURGICAL LAB



## RAILWAYS DIVISION

The next big stepping stone to greater business achievement for OMAX is the massive expansion & growth plans for the Railways. Our expertise in Railway product manufacturing and heavy fabrication is surely going to bring about a substantial change in the kind of equipment available currently. As the leading supplier to Indian Railways, OMAX understands the need of the industry, which is in a state of great change. With its state-of-the-art manufacturing facilities, the company intends to bring about considerable change and advancement in the railway systems in the country, bringing them en par with international standards.

As of now, approval of New Railway Plant has been secured for manufacturing of following products for supply to Indian Railways:

1. Side Wall and Roof
2. E-Loco Shell

Side Wall and Roof will be manufactured from our New Railway Plant, Raibareli. In addition to that Loco Shell will be manufactured from both New Railway Plant at Raibareli and Binola Unit.

### **PRODUCTS that make all the difference**

OMAX Autos Limited is one of the most trusted names in the manufacturing industry. It has built a reputation for developing and delivering quality products time and again. It is for this reason that today, some of the biggest brands prefer doing business with OMAX.

OMAX has always delivered products which are innovative and excellent in quality.

### **WAP 7 Proto Development and Final IC**



First Proto of WAP 7 has been successfully developed and dispatched to DMW in October 2020.

### **WAG 9HC Proto Development**



First Proto of WAG 9HC has been successfully developed and dispatched to CLW in June 2021.

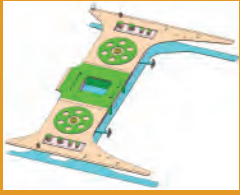
### **Water Closet Proto Development**



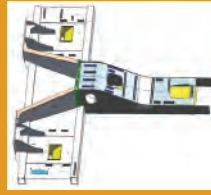
Water Closet successfully developed and installed in Locomotives at BHEL.



## ALSTOM Proto Development –RRTS



Bolster



Tailstock

## ALSTOM Proto Development AGKNP



Headstock



Tailstock

## Damper RDSO Approval



RDSO approval received for all types of LHB Coach Dampers.

## 5 Axis Machine Commissioning



5 Axis Machine Commissioned

## Paint Booth and Shot Blast Commissioning



Paint Booth



Shot Blast  
Commissioning

## BISS Machine for Damper



BISS Machine for Damper



# NEW RAILWAYS PLANT, LUCKNOW

With the advancements made in the automotive industry in recent times, it has become imperative to keep up with the pace of development and to keep upgrading one's knowledge and skills constantly. It is to the credit of the OMAX family that the company has been able to maintain absolute quality standards. To always deliver on schedule along with top level quality has become its one and only aim.

## MACHINES



**B&C Spot Welding Machine**



**B&C Machine**



**B&C Sidewall Fixture**



**Roof SPM**



**ROOF SPM**



**Davi Rolling Machine**



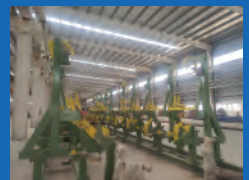
**Davi Section Rolling Machine**



**LCWM**



**Laser Cutting Machine**



**Carline & SW Fixture**



**Yangli Hydraulic Press Machine**



**Sheet Rolling Machine**



**Plano Miller Machine**



**Plasma Machine**



**Press Brake**



**Shearing Machine**



**Radial Drilling Machine**



**Padestal Drilling Machine**

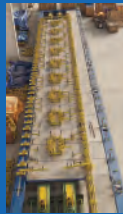
## Technology that creates possibilities

To beat all odds and innovate one's way to the future is the hallmark of a technology focused company. This focus, coupled with cutting edge engineering, has made OMAX a leader in an industry marked by intense competition.

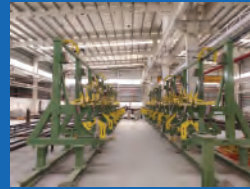
### FIXTURES



**Roof Godrej  
Fixture**



**Godrej Skin  
Stretching  
Fixture SW**



**Sidewall & Carline  
Intergration Fixture**



**Sidewall & Carline  
Intergration Fixture**



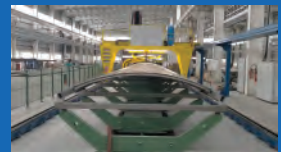
**Sidewall Skin  
Stretching Fixture**



**SW+Carline  
Intergration Fixture**



**Underframe  
Fixture**



**Roof Finished  
Product**



**E-loco  
Manipulator**



**E-Loco Fixture**



**E-Loce Cab  
Assembly Fixture**

## LONG MEMBER FACILITY, LUCKNOW

From January 2021, the production started at Long Member Plant with the supply of all BSVI Truck models (Medium and Heavy Commercial Vehicles) for TATA Motors Lucknow. Further, from March 2021, the production of Long Members started to fulfil the requirements of BSVI Buses.

From June 2021, the supply of the Long Members had started for Heavy Commercial Vehicles, TATA Motors Jamshedpur.

Our facility is one of the state-of-the-art facilities in India which processes steel with maximum thickness up to 10MM of High Tensile strength steel of 800 MPA. Lengthwise, we produce from 4 Mtr to 13 Mtr long beams. Web Depth is produced from 195MM to 340MM and flange width from 50MM to 100MM.





## OUR MACHINERY



### STAM ROLL FORMING LINE

#### STAM ITALY

Rolling capacity	HR E-46 and HSS-800 up to 10 mm Thickness
Feature	BOW and CAMBER correction unit



### SOENEN PUNCHING MACHINE

#### SOENEN Belgium

Feature	Hole diameter up to 60 mm for 10 mm thick HS800
	Machine tool can approach closer to the flange due to Offset Tooling
	One Side variable section punch – Cluster Hole synchronization



### FMF PLASMA CUTTING AND

#### FMF Plasma cutting setup with ABB robot and Kjellberg

Feature	ROBO has sensor to trace the actual position of the beam to cut the profile at right place and position.
	Use of Nitrogen and Oxygen to generate the plasma resulting in to very smooth cutting



## OUR PROCESS

RM-COIL

ROLL FORMING

PUNCHING



PLASMA CUTTING

PIN MARKING

## INDUSTRY SEGMENTS

### Products that make all the difference

OMAX Autos Limited is one of the most trusted names in the automotive parts and components industry. It has built a reputation for developing and delivering quality products time and again. It is for this reason that today, some of the biggest brands prefer doing business with OMAX.

OMAX has always delivered products which are innovative and excellent in quality. Moreover these products are as per the varied requirements of all the major automotive companies.

#### 4 W (CV) | RAILWAY | R&D

### OUR PRODUCT CATEGORIES

- COMPONENTS, SUB ASSEMBLIES AND ASSEMBLIES
- FRAME AND BUS STRUCTURE ASSEMBLIES
- PRECISION MACHINED COMPONENTS AND ASSEMBLIES
- TOOLS, FIXTURES AND SPM
- RAILWAY & HEAVY FABRICATION

## 4 WHEELERS (CV)

- CROSS MEMBER
- FRONT TOWING CROSS MEMBER
- AUXILIARY CROSS MEMBER



Assembly Frame  
Front LH & RH



Assembly Frame  
front LH & RH



Assembly  
Bumper Bkt



Assembly Bumper  
Welded LH & RH



Assembly  
Cross Member



Assembly Engine  
Cross Member



Assembly Step  
Well RH & LH



CCB LH



CCB Middle



CCB RH



Head Lamp  
Mounting  
bracket LH/RH



Substructure



Oil Pan



Base Battery  
Sets



Gear Shifter  
Shaft Assembly



Sub Assembly  
Cross Member



Piston Rods "Shocks & Struts"



Chassis Frame



## ROADMAP

“

To promote, develop and facilitate creative endeavors for innovative solutions aligned with the business needs of OMAX in a competitive environment.

”



Excellent customer relationship, top class production and supply system, advanced technological support, better products, diversification and greater geographical business presence are some of the imperatives that will define the future growth prospects of the company. By constantly pushing up the benchmarks of its quality standards, innovating cutting edge technology and developing world class products, the company intends to reach greater heights at business in the future. Backed by a well-equipped infrastructure, visionary leaders and dexterous work force and supported by experts, the company's goal is to scale newer heights of business growth with specific focus on the Indian Railways.

- INCREASING SHARE OF BUSINESS WITH EXISTING CUSTOMERS
- INCREASING SHARE OF BUSINESS FROM NEW PRODUCTS
- BUSINESS DEVELOPMENT BY ADDITION OF NEW CUSTOMERS
- ESTABLISHING ORGANIZATIONAL CONNECT WITH CUSTOMERS
- IN-HOUSE DEVELOPMENT OF NEW TECHNOLOGY/PRODUCTS
- EXPLORING FOREIGN MARKETS AND INCREASING EXPORTS
- DIVERSIFICATION INTO NEW BUSINESS SEGMENT
- ASSESSING THE MARKET, BASED ON CAPACITY, GEOGRAPHICAL PRESENCE, MARKET SHARE AND TECHNOLOGY
- ASSESSING OPPORTUNITIES AND THREATS ARISING DUE TO CHANGES IN TECHNOLOGY, REGULATION AND CUSTOMER NEEDS
- BETTER HUMAN RESOURCE MANAGEMENT
- STRINGENT FINANCIAL CONTROL MEASURES



## OUR CUSTOMERS

In more than 35 years since its inception, OMAX Autos Limited has achieved an impeccable reputation in terms of reliability, quality and delivery, resulting in complete customer satisfaction.



**Modern Coach Factory  
Raebareli**



**Banaras**



**Locomotive Work**



**Chittaranjan  
Locomotive Works**



**DMW Patiala**



**ALSTOM**

## NOTICE

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting ('AGM') of the members of **Omax Autos Limited** ("the Company") will be held on Tuesday, 28<sup>th</sup> December, 2021 at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):

### ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of Auditors' and Board of Directors' thereon,

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 including the Balance Sheet as at 31<sup>st</sup> March, 2021, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the accompanying notes thereto, along with the reports of the Auditors' and Directors' thereon be and are hereby received, approved and adopted."

2. To appoint a Director in place of Mr. Devashish Mehta (DIN: 07175812) who retires by rotation and, being eligible, offers himself for re-appointment;

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Mr. Devashish Mehta (DIN: 07175812) who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS(ES):

3. **To ratify the remuneration of Cost Auditor for the financial year ending 31<sup>st</sup> March, 2022.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), the members hereby ratifies the remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) plus applicable taxes and reimbursement of

out of pocket expenses incurred in connection with the cost audit at actuals, if any, payable to M/s. JSN & Co., Cost Auditor (Firm Registration No. 000455) who were appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the cost audits relating to cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2022."

4. **To approve the re-appointment of Mr. Jatender Kumar Mehta (DIN:00028207) as Vice Chairman cum Managing Director of the Company.**

To consider and, if thought fit, to pass, the following as a **Special Resolution**:

**"RESOLVED THAT**, in accordance with the provisions of Sections 190, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with 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 modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Article of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee, Audit Committee, and the Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Jatender Kumar Mehta (DIN: 00028207) as the Vice Chairman cum Managing Director of the Company, who has attained the age of 70 (seventy) years and is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, for a further term of 5 (five) consecutive years commencing from 1<sup>st</sup> January, 2021 till 31<sup>st</sup> December 2025, being liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee of the Company be and is hereby authorized to amend, alter, modify or otherwise vary including to change the designation (collectively referred to as "variation") the terms and condition of appointment of Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director (DIN: 00028207), from time to time during his tenure and to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to the aforesaid resolutions."

5. **To approve the re-appointment of Ms. Sakshi Kaura (DIN: 02094522) as Joint Managing Director of the Company.**

To consider and, if thought fit, to pass, the following as a **Special Resolution**:

**“RESOLVED THAT**, in accordance with the provisions of Sections 190, 196, 197, 198, 203 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 modification(s) or re-enactment thereof for the time being in force) and in terms of the Article of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee & the Audit Committee and Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy, the consent of the members of the Company be and is hereby accorded for the re-appointment of Ms. Sakshi Kaura (DIN: 02094522) as a Joint Managing Director of the Company, who is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, for a period of 5 (five) consecutive years w.e.f. 1<sup>st</sup> of June, 2021 till 31<sup>st</sup> May, 2026, being liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee of the Company be and is hereby authorized to amend, alter, modify or otherwise vary including to change the designation (collectively referred to as “variation”), the terms and conditions of the re-appointment of Ms. Sakshi Kaura, Joint Managing Director (DIN: 02094522) from time to time during her tenure and to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to the aforesaid resolutions.”

**6. To approve the re-appointment of Mr. Devashish Mehta (DIN: 07175812) as Managing Director of the Company.**

To consider and, if thought fit, to pass, the following as a **Special Resolution**:

**“RESOLVED THAT**, in accordance with the provisions of Sections 190, 196, 197, 198, 203 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 modification(s) or re-enactment thereof for the time being in force) and in terms of the Article of Association of the Company, upon the recommendation of the Nomination and

Remuneration Committee, Audit Committee and the Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Devashish Mehta (DIN: 07175812) as Managing Director of the Company, who is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, for a period of 5 (five) consecutive years w.e.f. 19<sup>th</sup> July, 2021 till 18<sup>th</sup> July, 2026, being liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration of the Company be and is hereby authorized to amend, alter, modify or otherwise vary including to change the designation (collectively referred to as “variation”), the terms and conditions of the re-appointment of Mr. Devashish Mehta, Managing Director (DIN: 07175812) from time to time during his tenure and to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to the aforesaid resolutions.”

**7. To approve the re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director of the Company.**

To consider and, if thought fit, to pass, the following as a **Special Resolution**:

**“RESOLVED THAT**, in accordance with the provisions of Sections 190, 196, 197, 198, 203 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 modification(s) or re-enactment thereof for the time being in force) and in terms of the Article of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director of the Company, who is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, for a period of 1 (one) year w.e.f. 29<sup>th</sup> October, 2021 till 28<sup>th</sup> October, 2022 being liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration of the Company be and is hereby authorized to amend, alter, modify or otherwise vary including



to change the designation (collectively referred to as "variation"), the terms and conditions of the re-appointment of Mr. Tavinder Singh (DIN: 01175243) Whole-Time Director, from time to time during his tenure and to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to the aforesaid resolutions."

**8. Continuation of Mr. Ravinder Kumar Mehta (DIN: 00028409) as Non-Executive Director of the Company.**

To consider and, if thought fit, to pass, the following as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, Regulation 17(1)(A) and other the applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), upon the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy, consent of members of the Company be and is hereby accorded to ratify the continuation of Mr. Ravinder Kumar Mehta (DIN: 00028409), who had attained the age of 75 years as on that date whose tenure was expired on 31<sup>st</sup> December, 2020, as Non-Executive Director of the Company for a period commencing from 1<sup>st</sup> January, 2021 till 1<sup>st</sup> February, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**9. Appointment of Mr. Ram Kumar Chugh (DIN: 05166164) as an Independent Director of the Company.**

To consider and, if thought fit, to pass, the following as an **Ordinary Resolution**:

**"RESOLVED THAT** in terms of the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendations of the Nomination and Remuneration Committee and Board, and in accordance with the Nomination and Remuneration Policy of the Company, Mr. Ram Kumar Chugh (DIN: 05166164), who was appointed as an Additional Director in the category of Independent Director

of the Company by the Board of Directors at its meeting held on 14<sup>th</sup> August, 2021, pursuant to the provisions of Section 161 of the Act and Article of Association of the Company, who is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority and who has submitted a declaration that he meets the criteria for independence as provided in the Section 149(6) of the Act, be and is hereby appointed as a Director in the category of Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years, with effect from 14<sup>th</sup> August, 2021 upto 13<sup>th</sup> August 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For **Omax Autos Limited**  
**Tavinder Singh**

Place: Gurugram

(Whole Time Director)

Date: 13<sup>th</sup> November, 2021

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its general circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with general circular No. 14/ 2020 dated 8<sup>th</sup> April, 2020 read with general circular no. 17/ 2020 dated 13<sup>th</sup> April, 2020 and general circular no. 02/2021 dated 13<sup>th</sup> January, 2021 (collectively referred to as 'MCA Circulars') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular number SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "SEBI Circulars") has permitted the holding of the Annual General Meeting ("AGM") up to 31<sup>st</sup> December, 2021 through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. And Registrar of Company, NCT of Delhi & Haryana has grant extension wide letter dated 7<sup>th</sup> September, 2021, of 3 months up to 31<sup>st</sup> December, 2021 to conduct the Annual General Meeting for financial year 2020-21 Therefore in compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the above Circulars, the 38<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue for the 38<sup>th</sup> AGM shall be the Registered Office of the Company situated at Plot No. B-26, Institutional Area, Sector-32, Gurgaon, Haryana- 122001. In

compliance with the general Circular No. 20/2020 issued by the MCA, item mentioned in special businesses in this AGM Notice are considered unavoidable and forms part of this Notice.

2. The Company has appointed Link Intime India Private Limited (LIPL), Registrars and Transfer Agents ("RTA") of the Company, to provide the VC facility for conducting the AGM including e-voting facility at the AGM and for remote e-voting before the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at [www.omaxauto.com](http://www.omaxauto.com).
3. Since the Annual General Meeting is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/power of attorney/authorization letter shall be sent by the body corporate through its registered e-mail id to the Scrutinizer by email through its registered email address to [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
6. The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on Friday, 26<sup>th</sup> November, 2021 and no physical copy of the same will be sent by the Company.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
9. Register of Members and Share Transfer Register will be closed from Wednesday, 22<sup>nd</sup> December, 2021, 2021 (both days inclusive).
10. An Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business(es) to be transacted at the AGM is annexed and forms part of this Notice. Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 on General Meetings in respect of the Director seeking appointment/ re-appointment at the AGM forms integral part of the notice and is appended as Annexure. The concerned Directors have furnished the requisite declarations for their re-appointment and their brief profiles form part of the Statement.
11. The Notice of the AGM along with Explanatory Statement and Annual Report for the financial year 2020-21 will be available on the website of the Company ([www.omaxauto.com](http://www.omaxauto.com)), on the website of LIPL [instavote.linkintime.co.in/](http://instavote.linkintime.co.in/) and on the website of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
12. Company has provided Members, remote e-voting facility and voting facility to exercise their right to vote at the AGM by electronic means. The process and manner for availing the said facility is explained in the e-mail under which this Notice is sent to the Members.
13. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the register of members will be entitled to vote at the AGM.
14. Members are requested to: -
  - a. Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
  - b. Approach the RTA for consolidation of multiple ledger folios into one; and
  - c. To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/or appoint a nominee.
15. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to [investors@omaxauto.com](mailto:investors@omaxauto.com) at least seven days

before the date of the meeting. The same will be suitably replied by the Company.

16. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited for assistance in this regard. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
17. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited ("RTA"). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.
19. Members who have not yet registered their email addresses or want to update their registered email address are requested to register / update the same by providing Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company's RTA at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact the Depository Participants (DPs) for registering / updating the email address as per the process advised by your DPs.
20. In accordance with the MCA Circulars read with SEBI Circulars No. 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.
  - a. Notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent to the Members and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository/LIPL. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with LIPL, in case the shares are held in physical form.
  - b. Those Members, who have not yet registered their email addresses and consequently, have not received the Notice and Annual Report, are requested to get their email addresses and mobile numbers registered with the Company's RTA i.e. M/s. Link Intime India Private Limited, by following emailing at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).



## INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>

<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on <b>“Sign Up”</b> under <b>‘SHARE HOLDER’</b> tab and register with your following details: - <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click “confirm” (Your password is now generated).</li> </ul> </li> <li>Click on ‘Login’ under <b>‘SHARE HOLDER’</b> tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on <b>‘Submit’</b>.</li> <li>After successful login, you will be able to see the notification for e-voting. Select <b>‘View’</b> icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option <b>‘Favour / Against’</b> (If you wish to view the entire Resolution details, click on the <b>‘View Resolution’</b> file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on <b>‘Submit’</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>‘Yes’</b>, else to change your vote, click on <b>‘No’</b> and accordingly modify your vote.</li> </ol>

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).



Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and 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 during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

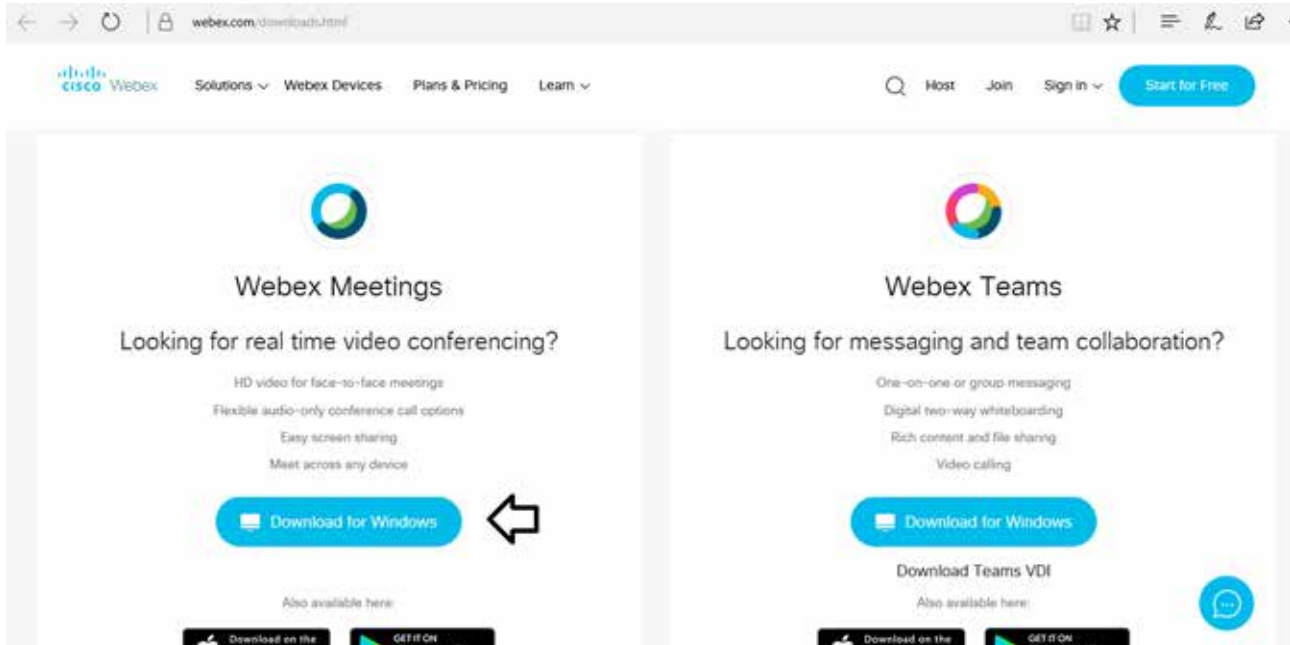
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

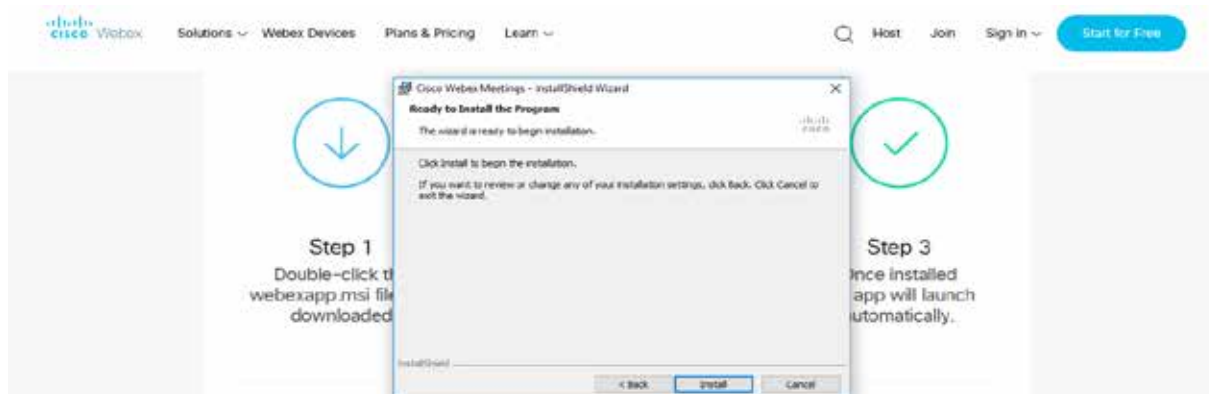
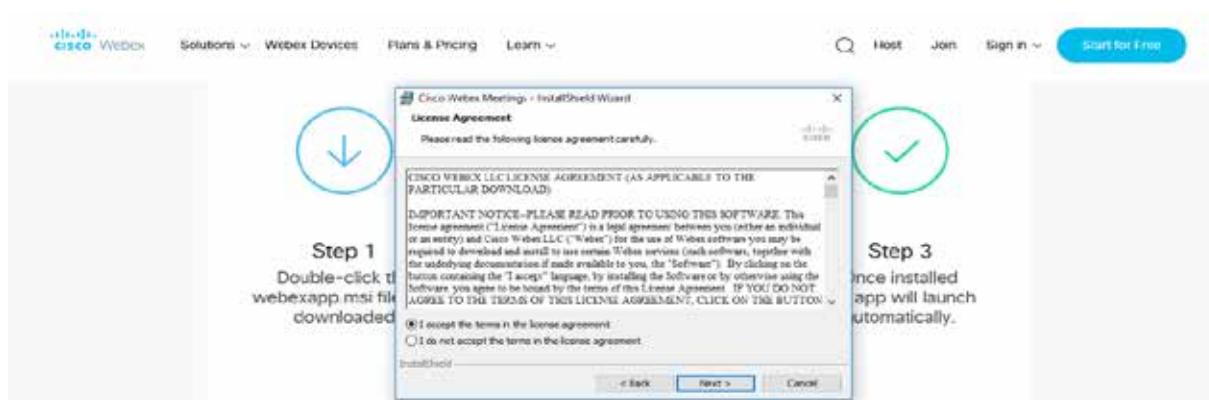
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Guidelines to attend the AGM proceedings through InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	<p>If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <a href="#">Run a temporary application</a>.</p> <p>Click on <a href="#">Run a temporary application</a>, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now</p>



## GENERAL INSTRUCTIONS

1. The Company shall be providing two way teleconferencing facility for the ease of participation of the members.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice and explanatory statement will also be available for electronic inspection without any fee by the members upto the date AGM. Members seeking to inspect such documents are requested to send an email to [investors@omaxauto.com](mailto:investors@omaxauto.com).
3. The remote e-voting facility will be available during the following period for all the members who are either holding shares in physical mode or in demat mode:
  - (a) Commencement of remote e-voting : From 9:00 a.m. (IST) on 25<sup>th</sup> December, 2021,
  - (b) End of remote e-voting : Up to 5:00 p.m.(IST) on 27<sup>th</sup> December, 2021
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of i.e. closing hours of Tuesday, 21<sup>st</sup> December, 2021.
5. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
6. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. Tuesday, 21<sup>st</sup> December, 2021, may obtain the login ID and password by sending a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Dr. S. Chandrasekaran, Senior Partner failing him Mr. Rupesh Agarwal, Managing Partner and failing him Mr. Shashikant Tiwari, Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting/poll process and ensure that the voting process at the AGM is conducted in a fair and transparent manner. They have also confirmed their eligibility to act as a scrutinizer.
8. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within prescribed time period, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results along with the Report of the Scrutinizer shall be placed on the website of the Company [www.omaxauto.com](http://www.omaxauto.com) and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE). The results will also be displayed at the Registered Office & the Corporate Office of the Company.

For **Omax Autos Limited**

Place: Gurugram

Date : 13<sup>th</sup> November, 2021

Tavinder Singh

(Whole Time Director)



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3 - To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2022**

The Board, on the recommendation of the Audit Committee, at their Meeting held on 14<sup>th</sup> August, 2021, has approved the appointment of M/s. JSN & Co., Cost Accountants (Firm Registration No. 000455), as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2022 at a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) plus out of pocket expenses as actual, if any and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out at Item No. 3 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the passing of the resolution as set out at Item No. 3 of the Notice of the AGM as an ordinary resolution.

### **ITEM NO. 4 -To approve the re-appointment of Mr. Jatender Kumar Mehta (DIN: 00028207) as Vice Chairman cum Managing Director of the Company.**

Pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Shareholders of the Company through postal ballot in 2016 had approved the reappointment of Mr. Jatender Kumar Mehta as Managing Director of the Company for a period of 5 (Five) years from 1 January, 2016 to 31<sup>st</sup> December, 2020. Presently, he has attained the age exceeding 70 years and as per the Companies, Act, 2013 ('the Act') read with Schedule V of the Act, approval of the members will also be required by way of a special resolution.

Accordingly, the term of Mr. Mehta as Vice Chairman cum Managing Director ended on 31 December, 2020. The Board of Directors, at its meeting held on 12<sup>th</sup> November, 2020 upon the recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the Nomination

and Remuneration Policy of the Company, has re-appointed Mr. Jatender Kumar Mehta as Managing Director of the Company for another term of five consecutive years commencing from 1 January, 2021 up to 31<sup>st</sup> December, 2025, subject to approval of the members of the Company and further Mr. Mehta was re-designated as Vice Chairman cum Managing Director at board meeting held on 11<sup>th</sup> February, 2021.

Mr. Jatender Kumar Mehta (DIN: 00028207), a technocrat, is the main promoter of the Company. He has wide industrial, operational and administrative experience with a western outlook to industrialization and a flair for identifying new products and ideas with huge potential. He has widely travelled and got substantial exposure in all functional areas of the auto component industry.

Mr. Mehta has more than 46 years of Experience in Automobile and Automobile Components Industry. Mr. Mehta has been the promoter, founder and mentor of the Company since its inception. He devotes his full time for the overall performance of the Company and is instrumental in diversification and expansion of the Company. He has been exponential in the growth and development of the Company. Under his leadership, the company has changed its focus area from being a build to print manufacturing company to become a value engineering company. Recently, the company has undertaken various business expansion and product diversification plans. However, due to current Covid crisis coupled with economic downturn, the company is going through a tough time. At this crucial juncture, the continued service of Mr. Mehta is considered essential and justified for the sustained growth and future prospects of the Company.

Hence, the Board recommends the appointment of Mr. Jatender Kumar Mehta, as Vice Chairman cum Managing Director of the Company for a period of five consecutive years – from 1<sup>st</sup> January, 2021 to 31<sup>st</sup> December, 2025.

The Company has received requisite disclosures/ declaration from Mr. Mehta for being re-appointed as Vice Chairman cum Managing Director of the Company. Mr. Jatender Kumar Mehta is not debarred from holding the office of the Director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately at the end of this statement.

Relevant Information and disclosure as per Schedule V of the Companies Act, 2013.

I. General Information				
1. Nature of Industry	Omax Autos Limited was incorporated on 28/04/1983 and currently engaged in the business operations in the Automotive and Railway segments having 4 plants across North India. Omax Autos Limited is a single source for Chassis Frame Assemblies for Tata Motors in Lucknow and specializes in making the integrated chassis/ frame for Tata Motor's heavy range of trucks.			
2. Date or expected date of Commencement of Commercial Production	Commercial production commenced in the year 1985			
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial Performance based on given indicator	As per Standalone Audited Financials			(In lacs)
	Particulars	FY 2020-21	FY 2019-20	FY 2018-19
	Paid up Capital	2,138.82	2,138.82	2,138.82
	Other Equity	26,544.27	24,986.90	20,767.17
	Total Income	18,353.22	48,833.21	100,443.47
	Total Expenses	24,288.40	48,137.96	99,928.03
	Profit before Tax	(5,935.19)	695.25	515.44
	Exceptional Item	4,780.90	3,957.50	-
	Tax Expenses	(143.90)	294.44	472.11
	Profit after Tax and Exceptional Item	(1,010.38)	4,358.31	43.33
5. Foreign Investments or collaborators, if any	Not Applicable			
II. Information about the Appointee				
1. Background details	Mr. Jatender Kumar Mehta is main promoter. He is on the Board of the company since incorporation of the company and under his dynamic leadership; the Company became one of the manufacturing leader in the auto component manufacturing industry. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business.			
2. Past Remuneration	During the financial year 2020-21 Mr. Jatender Kumar Mehta has drawn the Remuneration of Rs. 1,34,72,550 /- from the Company.			
3. Recognition or awards	Company has received various awards and recognitions during his tenure with the Company.			

4. Job Profile and his suitability	<p>Mr. Mehta has overall responsibility to lead and manage strategic initiatives &amp; operations of the Company subject to superintendence, Control and Direction of Board of Directors.</p> <p>Mr. Mehta has more than 46 years of dynamic experience of the industry in the field of manufacturing auto component. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business.</p>
5. Remuneration proposed	Please refer explanatory statement of the Notice
6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Mr. Mehta as Vice Chairman cum Managing Director, focused dedication, his acumen, vast experience, positive attribute, significant contribution made by him, remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry
7. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	<p>As on 31.03.2021, Mr. Mehta is holding 23,12,556 equity shares of the Company.</p> <p>Beside the remuneration and shares, Mr. Mehta does not have any pecuniary relationship with the Company. Further, he is father of MR. Devashish Mehta, Managing Director and Mrs. Sakshi Kaura, Joint Managing Director of the Company.</p>
<b>III. Other Information</b>	
1. Reason of loss or inadequate profit	Company did not envisage any losses or inadequacy of profit but this financial turmoil could take place due to exiting from 2W business and negative impact of COVID-19 pandemic.
2. Steps taken or proposed to be taken for improvement	<p>The Company have be resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads.</p> <p>Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years.</p> <p>The Company will continue to take appropriate measures to deal with the changing Market scenario.</p>
3. Expected increase in productivity and	Company is conscious about improvement from grass root level of each department and continually undertakes measures to improve its productivity and profitability. The Management is hopeful of driving stronger performance in coming years ahead.
<b>Other parameters in terms of Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under;</b>	
Financial and Operating performance of the Company during the three preceding financial years	Refer point no. I (4) of this annexure
Remuneration or commission drawn by the Individual in any other capacity	Mr. Mehta has not received any remuneration or commission in any other capacity company except as Vice Chairman cum Managing Director from Company.
Remuneration or commission drawn from any other company	Mr. Mehta has not received any remuneration or commission from any other company apart from Omax Autos Limited.

Professional qualification and Experience	Refer point no. II (1) of this Annexure
Relationship between remuneration and performance	<p>The company displayed average performance during the current term of Mr. Mehta as Vice Chairman cum Managing Director, which is due to challenging external environment and pandemic situation. Mr. Mehta has strengthened and transformed the business of the company since incorporation.</p> <p>Keeping in the view the profile and position of Mr. Mehta as Vice Chairman cum Managing Director, his acumen and vast experience, positive attribute and significant contribution made by him, remuneration given by companies similar size and stature, remuneration is fully justifiable and comparable to that prevailing in the industry.</p>
The principle of proportionality of remuneration within the company, ideally by rating methodology which compares the remuneration of Directors to that of other Directors on the Board who receives remuneration and employee or executives of the Company	The company has strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year. And increase in compensation is linked to the evaluation of Individual's performance and Company performance. All employee of the Company, including Whole Time Director are governed by the Company's Performance Management System, in addition to the Board approved Appointment and Remuneration Policy.
Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference	<p>The company has clearly laid out Nomination and Remuneration Policy. This Policy covers separate parameters for appointment and remuneration for</p> <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Persons and Senior Management.</li> </ul> <p>The prospective that governs remuneration of Director goes beyond the company and industry, especially in terms of benchmarks. The philosophy of reward for performance.</p>
Securities held by the Director including options and details of the shares pledged as at end of the preceding financial year.	Refer point no. II (7) of this Annexure

Except Mrs. Sakshi Kaura Mr. Devashish Mehta, Mr. Jatender Kumar Mehta and their relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 4 of the Notice of the AGM as a special resolution.

**ITEM NO. 5- To approve the re-appointment of Ms. Sakshi Kaura (DIN: 02094522) as Joint Managing Director of the Company**

Pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Shareholders of the Company in its meeting held on 17th September, 2018 approved the appointment of Mrs. Sakshi Kaura as Joint Managing Director of the Company for a period of 3 (three) years from 1<sup>st</sup> June, 2018 upto 31<sup>st</sup> May, 2021.

Accordingly, the term of appointment of Mrs. Kaura as Joint Managing Director ended on 31<sup>st</sup> May, 2021. The Board of Directors at their meeting held on 22<sup>nd</sup> June, 2021 upon the recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has reappointed Mrs. Sakshi Kaura as Joint Managing Director of the Company for another term of 5 (five) consecutive years commencing from 1<sup>st</sup> June, 2021, subject to approval of the members of the Company.



Mrs. Kaura has taken various assignments in the Company. She has been actively involved in managing all the affairs of the Company like Operations and HR etc. She is working actively to reduce the overhead of the company from the grass root level in respect to each department. Due to her able guidance and directions, the operational and other overhead has been reduced which have direct impact on financial position of the Company.

Hence, the Board recommends the appointment of Mrs. Sakshi Kaura, Joint Managing Director of the Company for a period of 5 (five) consecutive years – from 1<sup>st</sup> June, 2021 to 31<sup>st</sup> May, 2026.

The Company has received requisite disclosures/declaration from Mrs. Sakshi Kaura for being re-appointed as Joint Managing Director of the Company. Mrs. Sakshi Kaura is not debarred from holding the office of the Director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately at the end of this statement.

Relevant Information and disclosure as per Schedule V of the Companies Act, 2013.

IV. General Information		
1.	Nature of Industry	Omax Autos Limited was incorporated on 28/04/1983 and currently engaged in the business operations in the Automotive and Railway segments having 4 plants across North India. Omax Autos Limited is a single source for Chassis Frame Assemblies for Tata Motors in Lucknow and specializes in making the integrated chassis/ frame for Tata Motor's heavy range of trucks.
2.	Date or expected date of Commencement of Commercial Production	Commercial production commenced in the year 1985
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial Performance based on given indicator	
5.	Foreign Investments or collaborators, if any	Not Applicable

<b>V. Information about the Appointee</b>		
1.	Background details	Mr. Sakshi Kaura is promoter of the Company and Mrs. Sakshi Kaura has more than 17 years of work experience in the consumer durable business and Auto component Business.
2.	Past Remuneration	During the financial year 2020-21 Mrs. Sakshi Kaura has drawn the Remuneration of Rs. 48,80,070/- from the Company.
3.	Recognition or awards	Company has received various awards and recognitions during her tenure with the Company.
4.	Job Profile and her suitability	Mrs. Sakshi Kaura has more than 17 years of work experience in the consumer durable business and Auto component Business. She is playing very significant role to reduce the overheads of the Company and lead the organization at its optimum level for utilisation of existing resources.
5.	Remuneration proposed	Please refer explanatory statement of the Notice
6.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Mrs. Sakshi Mehta as Joint Managing Director, ability to understand industry, his acumen, vast experience, positive attribute, significant contribution made by her, remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	Beside the remuneration, Mrs. Sakshi Kaura does not have any pecuniary relationship with the Company. Further, she is daughter of Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director and sister of Mr. Devashish Mehta, Managing Director of the Company.
<b>VI. Other Information</b>		
1.	Reason of loss or inadequate profit	Company did not envisage any losses or inadequacy of profit but this financial turmoil could take place due to exiting from 2W business and negative impact of COVID-19 pandemic.
2.	Steps taken or proposed to be taken for improvement	<p>The Company have be resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads.</p> <p>Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years.</p> <p>The Company will continue to take appropriate measures to deal with the changing Market scenario.</p>
3.	Expected increase in productivity and	Company is conscious about improvement from grass root level of each department and continually undertakes measures to improve its productivity and profitability. The Management is hopeful of driving stronger performance in coming years ahead.
<b>Other parameters in terms of Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under;</b>		
Financial and Operating performance of the Company during the three preceding financial years		Refer point no. I (4) of this annexure
Remuneration or commission drawn by the Individual in any other capacity		Mrs. Sakshi Kaura has not received any remuneration or commission in any other capacity company except as Joint Managing Director from Company.

Remuneration or commission drawn from any other company	Mr. Sakshi Kaura has not received any remuneration or commission from any other company apart from Omax Autos Limited.
Professional qualification and Experience	Refer point no. II (1) of this Annexure
Relationship between remuneration and performance	<p>The company displayed average performance during the term of Mrs. Sakshi Kaura as Joint Managing Director, which is due to challenging external environment and pandemic situation. Mrs. Sakshi Kaura has strengthened and transformed the business of the company her association with Company.</p> <p>Keeping in the view the profile and position of Mrs. Sakshi Kaura as Joint Managing Director, her acumen and vast experience, positive attribute and significant contribution made by him, remuneration given by companies similar size and stature, remuneration is fully justifiable and comparable to that prevailing in the industry.</p>
The principle of proportionality of remuneration within the company, ideally by rating methodology which compares the remuneration of Directors to that of other Directors on the Board who receives remuneration and employee or executives of the Company	The company has strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year. And increase in compensation is linked to the evaluation of Individual's performance and Company performance. All employee of the Company, including Whole Time Director are governed by the Company's Performance Management System, in addition to the Board approved Appointment and Remuneration Policy.
Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference	<p>The company has clearly laid out Nomination and Remuneration Policy. This Policy covers separate parameters for appointment and remuneration for</p> <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Persons and Senior Management.</li> </ul> <p>The prospective that governs remuneration of Director goes beyond the company and industry, especially in terms of benchmarks. The philosophy of reward for performance.</p>
Securities held by the Director including options and details of the shares pledged as at end of the preceding financial year.	Refer point no. II (7) of this Annexure

Except Mrs. Sakshi Kaura Mr. Devashish Mehta, Mr. Jatender Kumar Mehta and their relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 5 of the Notice of the AGM as a special resolution.

**ITEM NO. 6 - To approve the re-appointment of Mr. Devashish Mehta (DIN: 07175812) as Managing Director of the Company**

Pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Shareholders of the Company in its meeting held on 17th September, 2018 approved the appointment of Mr. Devashish Mehta as Joint Managing Director of the Company for 3 (three) consecutive years from 19th July, 2018 upto 18th July, 2021. The Board re-designated Mr. Devashish Mehta as Managing Director for his remaining tenure from 12th November 2020 to 18th July, 2021 on recommendation of the Nomination and Remuneration Committee and Audit Committee of the Company.

Accordingly, the term of appointment of Mr. Devashish Mehta as Managing Director ended on 18th July, 2021. The Board of Directors at their meeting held on June 22, 2021 upon the recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has reappointed Mr. Devashish Mehta as Managing Director of the Company for another term

of 5 (five) consecutive years commencing from 19<sup>th</sup> July, 2021 to 18<sup>th</sup> July, 2026, subject to approval of the members of the Company.

In last ten years after his appointment, Mr. Devashish Mehta has been instrumental and playing very significant role in giving the Company a new direction in business prospects. Particularly, he has been actively working in spearheading the Non-2W business of the Company. Under his mentorship, the Railway business of the Company has witnessed significantly growth. He has also significantly contributed towards CV business of the company. Due to his active involvement, the Company has been able to add new projects/businesses to non-2W segment. He is also actively working on getting new technology and new trend to transform the Company from just a built to print manufacturing company to a value engineering company.

Hence, the Board recommends the appointment of Mr. Devashish Mehta, Managing Director of the Company for a period of 5 (five) consecutive years – from 19<sup>th</sup> July, 2021 to 18<sup>th</sup> July, 2026.

The Company has received requisite disclosures/declaration from Mr. Devashish Mehta for being re-appointed as Managing Director of the Company. Mr. Devashish Mehta is not debarred from holding the office of the Director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately at the end of this statement.

Relevant Information and disclosure as per Schedule V of the Companies Act, 2013.

VII.	General Information				
1.	Nature of Industry	Omax Autos Limited was incorporated on 28/04/1983 and currently engaged in the business operations in the Automotive and Railway segments having 4 plants across North India. Omax Autos Limited is a single source for Chassis Frame Assemblies for Tata Motors in Lucknow and specializes in making the integrated chassis/ frame for Tata Motor's heavy range of trucks.			
2.	Date or expected date of Commencement of Commercial Production	Commercial production commenced in the year 1985			
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial Performance based on given indicator	As per Standalone Audited Financials			(In lacs)
		Particulars	FY 2020-21	FY 2019-20	FY 2018-19
		Paid up Capital	2,138.82	2,138.82	2,138.82
		Other Equity	26,544.27	24,986.90	20,767.17
		Total Income	18,353.22	48,833.21	100,443.47
		Total Expenses	24,288.40	48,137.96	99,928.03
		Profit before Tax	(5,935.19)	695.25	515.44
		Exceptional Item	4,780.90	3,957.50	-
		Tax Expenses	(143.90)	294.44	472.11
		Profit after Tax and Exceptional Item	(1,010.38)	4,358.31	43.33



5.	Foreign Investments or collaborators, if any	Not Applicable
<b>VIII. Information about the Appointee</b>		
1.	Background details	Mr. Devashish Mehta is promoter of the Company and having an experience of more than 8 years in Auto ancillary industry and has more than 9 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components.
2.	Past Remuneration	During the financial year 2020-21 Mr. Devashish Mehta has drawn the Remuneration of Rs. 41,47,275/- from the Company.
3.	Recognition or awards	Company has received various awards and recognitions during his tenure with the Company.
4.	Job Profile and his suitability	Mr. Devashish Mehta has vast experience of spearheading the Non-2W Business Segment of the Company. He is playing lead role in prospective strategic alignment of the Company with difference players in the industry.  Mr. Devashish Mehta having an experience of more than 8 years in Auto ancillary industry and has more than 9 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components.
5.	Remuneration proposed	As mentioned in explanatory statement of the Notice
6.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Mr. Devashish Mehta as Managing Director, ability to understand industry, his acumen, vast experience, positive attribute, significant contribution made by him, remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	As on 31.03.2021, Mr. Mehta is holding 5,10,000 equity shares of the Company.  Beside the remuneration and shares, Mr. Devashish Mehta does not have any pecuniary relationship with the Company. Further, he is son of MR. Jatender Kumar Mehta, Vice Chairman cum Managing Director and Brother of Mrs. Sakshi Kaura, Joint Managing Director of the Company.
<b>IX. Other Information</b>		
1.	Reason of loss or inadequate profit	Company did not envisage any losses or inadequacy of profit but this financial turmoil could take place due to exiting from 2W business and negative impact of COVID-19 pandemic.
2.	Steps taken or proposed to be taken for improvement	The Company have been resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads.  Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years.  The Company will continue to take appropriate measures to deal with the changing Market scenario.
3.	Expected increase in productivity and	Company is conscious about improvement from grass root level of each department and continually undertakes measures to improve its productivity and profitability. The Management is hopeful of driving stronger performance in coming years ahead.

<b>Other parameters in terms of Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under;</b>	
Financial and Operating performance of the Company during the three preceding financial years	Refer point no. I (4) of this annexure
Remuneration or commission drawn by the Individual in any other capacity	Mr. Devashish Mehta has not received any remuneration or commission in any other capacity company except as Managing Director from Company.
Remuneration or commission drawn from any other company	Mr. Devashish Mehta has not received any remuneration or commission from any other company apart from Omax Autos Limited.
Professional qualification and Experience	Refer point no. II (1) of this Annexure
Relationship between remuneration and performance	<p>The company displayed average performance during the term of Mr. Devashish Mehta as Managing Director, which is due to challenging external environment and pandemic situation. Mr. Devashish Mehta has strengthened and transformed the business of the company his association with Company.</p> <p>Keeping in the view the profile and position of Mr. Devashish Mehta as Managing Director, his acumen and vast experience, positive attribute and significant contribution made by him, remuneration given by companies similar size and stature, remuneration is fully justifiable and comparable to that prevailing in the industry.</p>
The principle of proportionality of remuneration within the company, ideally by rating methodology which compares the remuneration of Directors to that of other Directors on the Board who receives remuneration and employee or executives of the Company	The company has strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year. And increase in compensation is linked to the evaluation of Individual's performance and Company performance. All employee of the Company, including Whole Time Director are governed by the Company's Performance Management System, in addition to the Board approved Appointment and Remuneration Policy.
Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference	<p>The company has clearly laid out Nomination and Remuneration Policy. This Policy covers separate parameters for appointment and remuneration for</p> <ul style="list-style-type: none"> <li>Directors</li> <li>Key Managerial Persons and Senior Management.</li> </ul> <p>The prospective that governs remuneration of Director goes beyond the company and industry, especially in terms of benchmarks. The philosophy of reward for performance.</p>
Securities held by the Director including options and details of the shares pledged as at end of the preceding financial year.	Refer point no. II (7) of this Annexure

Except Mrs. Sakshi Kaura Mr. Devashish Mehta, Mr. Jatender Kumar Mehta and their relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 6 of the Notice of the AGM as a special resolution.

**ITEM NO. 7 - To approve the re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director of the Company**

Pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Shareholders of the Company in its meeting held on 17th September, 2018 approved the appointment of Mr. Tavinder Singh as Whole-Time Director of the Company for a period of 3 (three) consecutive years with effect from 29<sup>th</sup> October, 2018 to 28<sup>th</sup> October, 2021.

Accordingly, the term of appointment of Mr. Tavinder Singh as Whole-Time Director will end on 28<sup>th</sup> October, 2021. The Board of Directors in its meeting held on 14<sup>th</sup> August, 2021, upon recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has approved his appointment as Whole-Time Director of the Company for a period of 1 (one) year, w.e.f. 29<sup>th</sup> October, 2021 upto 28<sup>th</sup> October, 2022, subject to the approval of the members of the Company.

Mr. Tavinder Singh has more than 36 years of industry experience in the field of sales and material procurement. He has vast experience and expertise in Purchase Management and Supplier Development.

Hence, the Board recommends the appointment of Mr. Tavinder Singh, Whole Time Director of the Company for a period of 1 (One) year, w.e.f. 29<sup>th</sup> October, 2021.

The Company has received requisite disclosures/declaration from Mr. Tavinder Singh for being re-appointed as Managing Director of the Company. Mr. Tavinder Singh is not debarred from holding the office of the Director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately at the end of this statement.

Relevant Information and disclosure as per Schedule V of the Companies Act, 2013.

<b>X. General Information</b>				
1. Nature of Industry	Omax Autos Limited was incorporated on 28/04/1983 and currently engaged in the business operations in the Automotive and Railway segments having 4 plants across North India. Omax Autos Limited is a single source for Chassis Frame Assemblies for Tata Motors in Lucknow and specializes in making the integrated chassis/ frame for Tata Motor's heavy range of trucks.			
2. Date or expected date of Commencement of Commercial Production	Commercial production commenced in the year 1985			
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial Performance based on given indicator	As per Standalone Audited Financials			(In lacs)
	<b>Particulars</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>	<b>FY 2018-19</b>
	Paid up Capital	2,138.82	2,138.82	2,138.82
	Other Equity	26,544.27	24,986.90	20,767.17
	Total Income	18,353.22	48,833.21	100,443.47
	Total Expenses	24,288.40	48,137.96	99,928.03
	Profit before Tax	(5,935.19)	695.25	515.44
	Exceptional Item	4,780.90	3,957.50	-
	Tax Expenses	(143.90)	294.44	472.11
	Profit after Tax and Exceptional Item	(1,010.38)	4,358.31	43.33

5.	Foreign Investments or collaborators, if any	Not Applicable
<b>XI. Information about the Appointee</b>		
1.	Background details	Mr. Tavinder Singh has more than 36 years of industry experience in the field of Production, Sales and material procurement. Before joining the Company he has also worked with A. S. Tools, Delhi and Highway Cycles India Limited.
2.	Past Remuneration	During the financial year 2020-21 Mr. Tavinder Singh has drawn the Remuneration of Rs. 34,94,642/- from the Company.
3.	Recognition or awards	Company has received various awards and recognitions during his tenure with the Company.
4.	Job Profile and his suitability	Mr. Singh overall responsibility of compliances and operations of the plants of the Company subject to superintendence, Control and Direction of Board of Directors. Mr. Tavinder Singh has more than 36 years of industry experience in the field of Production, Sales and material procurement and involve in day to operations of the plants.
5.	Remuneration proposed	As mentioned in explanatory statement of the Notice
6.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Mr. Singh as Whole Time Director, his acumen, vast experience, positive attribute and significant contribution made by him. Remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	Beside the remuneration, Mr. Singh does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other Director of the Company.
<b>XII. Other Information</b>		
1.	Reason of loss or inadequate profit	Company did not envisage any losses or inadequacy of profit but this financial turmoil could take place due to exiting from 2W business and negative impact of COVID-19 pandemic.
2.	Steps taken or proposed to be taken for improvement	The Company have be resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads. Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years. The Company will continue to take appropriate measures to deal with the changing Market scenario.
3.	Expected increase in productivity and	Company is conscious about improvement from grass root level of each department and continually undertakes measures to improve its productivity and profitability. The Management is hopeful of driving stronger performance in coming years ahead.
<b>Other parameters in terms of Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under;</b>		



Financial and Operating performance of the Company during the three preceding financial years	Refer point no. I (4) of this annexure
Remuneration or commission drawn by the Individual in any other capacity	Mr. Singh has not received any remuneration or commission in any other capacity company except as Whole Time Director from Company.
Remuneration or commission drawn from any other company	Mr. Singh has not received any remuneration or commission from any other company apart from Omax Autos Limited.
Professional qualification and Experience	Refer point no. II (1) of this Annexure
Relationship between remuneration and performance	<p>The company displayed average performance during the current term of Mr. Singh as Whole Time Director due to challenging external environment and pandemic situation. Mr. Singh has strengthened and transformed the business of the company since his association with the Company.</p> <p>Keeping in the view the profile and position of Mr. Singh as WTD, his acumen and vast experience, positive attribute and significant contribution made by him, remuneration given by companies similar size and stature, remuneration is fully justifiable and comparable to that prevailing in the industry.</p>
The principle of proportionality of remuneration within the company, ideally by rating methodology which compares the remuneration of Directors to that of other Directors on the Board who receives remuneration and employee or executives of the Company	The company has strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year. And increase in compensation is linked to the evaluation of Individual's performance and Company performance. All employee of the Company, including Whole Time Director are governed by the Company's Performance Management System, in addition to the Board approved Appointment and Remuneration Policy.
Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference	<p>The company has clearly laid out Nomination and Remuneration Policy. This Policy covers separate parameters for appointment and remuneration for</p> <ul style="list-style-type: none"> <li>• Directors</li> <li>• Key Managerial Persons and Senior Management.</li> </ul> <p>The prospective that governs remuneration of Director goes beyond the company and industry, especially in terms of benchmarks. The philosophy of reward for performance.</p>
Securities held by the Director including options and details of the shares pledged as at end of the preceding financial year.	Refer point no. II (7) of this Annexure

Except Mr. Tavinder Singh and his relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 7 of the Notice of the AGM as a special resolution.

#### **ITEM NO. 8 – Continuation of Mr. Ravinder Kumar Mehta (DIN: 00028409) as Non-Executive Director of the Company.**

As per the provision of Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mr. Ravinder Kumar Mehta (DIN: 00028409), was an Executive Director in the Company upto 31<sup>st</sup> December, 2020. Mr. Mehta then continued as a Non-Executive Director by virtue of expiration of his tenure from been an Executive Director in the Company. As on 1<sup>st</sup> January, 2021, he has already attained the age more than 75 years. Therefore, it was required to obtain the consent of the members of the Company by passing special resolution for his continuation as Non-Executive Director in the Company. However, Mr. Mehta has resigned as Director of the Company with effect from 1<sup>st</sup> February, 2021.

In terms of the above provisions, upon the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors, the continuation of Mr. Ravinder Kumar Mehta (DIN: 00028409) as a Non-Executive Director from 1<sup>st</sup> January, 2021 upto 1<sup>st</sup> February, 2021 and as detailed in Resolution No. 8 of accompanying notice is sought to be ratified by the members of the Company.

Mr. Ravinder Kumar Mehta was not debarred from holding the office of the Director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately at the end of this statement.

Except Mr. Jatender Kumar Mehta and his relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 8 of the Notice of the AGM as a special resolution.

**ITEM NO. 9- Appointment of Mr. Ram Kumar Chugh (DIN: 05166164) as an Independent Director of the Company.**

In terms of Section 161(1) of the Companies Act, 2013, the Board of Directors on the recommendations of Nomination and Remuneration Committee, has appointed Mr. Ram Kumar Chugh (DIN: 05166164) as an Additional Director of the Company in the category of Independent Director, w.e.f. 14<sup>th</sup> August, 2021. Further, Mr. Chugh shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Chugh shall hold office up to the date of the ensuing Annual General Meeting or the last date, on which the Annual General Meeting should have been held, whichever is earlier.

Further, on the recommendations of the Nomination and Remuneration Committee and in accordance with the Nomination and Remuneration Policy of the Company, the Board has appointed Mr. Chugh as an Independent Director, subject to the approval of the shareholders of the company in the Annual General Meeting for a period of 5 (Five) consecutive years, with effect from 14<sup>th</sup> August, 2021.

As per the provisions of Clause (2) of Part IV of Schedule IV of the Act, the approval of the members is being sought to appoint Mr. Ram Kumar Chugh as a director of the Company in the category of Independent Director. In the opinion of the Board, Mr. Chugh, proposed to be as an independent director fulfils the conditions specified in the Act and the rules made thereunder and the proposed director is independent of the management.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Chugh for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has also received a declaration from Mr. Chugh that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and his consent to act as a Director. Further, in the opinion of the Board, Mr. Chugh is a person of integrity and possesses relevant expertise and experience.

Considering Mr. Chugh's qualification, knowledge and huge experience and he is meeting the criteria of independence, your Board considers his appointment as justified.

Mr. Chugh is not debarred from holding the office of the Director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately at the end of this statement.

Except Mr. Ram Kumar Chugh and his relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 9 of the Notice of the AGM as an ordinary resolution.

**For Omax Autos Limited**

Place: Gurugram  
Date : 13<sup>th</sup> November, 2021

**Tavinder Singh**  
(Whole Time Director)

Pursuant to Secretarial Standard and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment/fixation of remuneration/variation of the term of remuneration at the forthcoming Annual General Meeting are provided below:

Name of Directors	Jatender Kumar Mehta	Sakshi Kaura	Devashish Mehta
DIN	00028207	02094522	07175812
Date of Birth	11 <sup>th</sup> April, 1949	11 <sup>th</sup> April, 1980	21 <sup>st</sup> January, 1991
Age	72 years	41 years	30 years
Qualification	Bachelor of Engineering	BBMS from Institute of Integrated Learning and Management, New Delhi.	B.Sc. in Marketing from Pennsylvania State University, U.S.A.
Experience	46 years	17 years	9 years
Terms and Conditions of appointment/ re-appointment	Mr. JK Mehta is proposed to be re-appointed as Vice Chairman cum Managing Director are as follows: <b>Tenure (As VCMD):</b> 1 <sup>st</sup> January, 2021 – 31 <sup>st</sup> December, 2025.	Ms. Sakshi Kaura is proposed to be re-appointed as Joint Managing Director are as follows: <b>Tenure (As JMD):</b> 1 <sup>st</sup> June, 2021 – 30 <sup>th</sup> May, 2026	Mr. Devashish Mehta is proposed to be re-appointed as Managing director are as follows: <b>Tenure (As MD):</b> 19 <sup>th</sup> July, 2021 – 18 <sup>th</sup> July, 2026
Remuneration last drawn	During the financial year 2020-21 Mr. JK Mehta has drawn the following Remuneration from the Company:- Salary: <b>Rs. 1,19,00,070/-</b> Value of perquisites: <b>Rs. NIL/-</b> Contribution to statutory funds: <b>Rs. 15,72,480/-</b> Total: <b>Rs. 1,34,72,550 /-</b>	During the financial year 2020-21 Ms. Sakshi Kaura has drawn the following Remuneration from the Company:- Salary: <b>Rs. 43,67,502/-</b> Value of perquisites: <b>Rs. Nil/-</b> Contribution to statutory funds: <b>Rs. 5,12,568/-</b> Total: <b>Rs. 48,80,070 /-</b>	During the financial year 2020-21 Mr. Devashish Mehta has drawn the following Remuneration from the Company:- Salary: <b>Rs. 37,11,675/-</b> Value of perquisites: <b>Rs. Nil/-</b> Contribution to statutory funds: <b>Rs. 4,35,600/-</b> Total: <b>Rs. 41,47,275 /-</b>
Date of First Appointment on the Board	28 <sup>th</sup> October, 1983	25 <sup>th</sup> January, 2013	19 <sup>th</sup> July, 2018
Brief Resume	Mr. Jatender Kumar Mehta is main promoter. He is on the Board of the company since incorporation of the company and under his dynamic leadership; the Company became one of the manufacturing leader in the auto component manufacturing industry. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business.	Mrs. Sakshi Kaura, is an interior designer by profession, had done BBMS from Institute of Integrated Learning and Management, New Delhi and being a Daughter of Mr. Jatender Kumar Mehta having the industrial family background. Mrs. Sakshi Kaura has more than 17 years of work experience in the consumer durable business and Auto component Business.	Mr. Devashish Mehta having an experience of more than 8 years in Auto ancillary industry and has more than 9 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/ components.

Expertise in Specific Functional Areas	Mr. Jatender Kumar Mehta has 46 years of experience in the Corporate Sector.	Mrs. Sakshi Kaura has more than 17 years of work experience in the consumer durable business and Auto component Business.	Mr. Devashish Mehta has vast experience of spearheading the Non-2W Business Segment of the Company.
No. of shares held in the Company as on March 31, 2021:  (a) Own (b) For other persons on a beneficial basis	(a) 23,12,556 Equity Shars. (b) Nil	(a) Nil (b) Nil	(a) 5,10,000 Equity Shares (b) Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	Mr. Ravinder Mehta – Brother, Mrs. Sakshi Kaura – Daughter, Mr. Devashish Mehta – Son, None of the other directors or KMPs except as stated above are related to Mr. Jatender Kumar Mehta	None of the directors or other KMPs except Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director, Mr. Ravinder Kumar Mehta, Managing Director and Mr. Devashish Mehta, Managing Director of the Company is related to Mrs. Sakshi Kaura.	None of the directors or other KMPs except Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director, Mr. Ravinder Kumar Mehta, Managing Director and Mrs. Sakshi Kaura, Joint Managing Director of the Company is related to Mr. Devashish Mehta.

Name of Directors	Tavinder Singh	Ravinder Kumar Mehta	Ram Kumar Chugh
DIN	01175243	00028409	05166164
Date of Birth	21 <sup>st</sup> February, 1962	13 <sup>th</sup> December, 1941	08/09/1958
Age	59 years	80 years	63 Years
Qualification	Matriculation	Graduate	Electrical engineer
Experience	36 years	48 years	More than 40 Years
Terms and Conditions of appointment/ re-appointment	Mr. Tavinder Singh is proposed to be re-appointed as director on his retirement by rotation in the Annual General Meeting. His terms of appointment as Whole-time Director are as follows:  <b>Tenure (As WTD):</b> One year w.e.f. 29 <sup>th</sup> October, 2021	The appointment of Mr. Ravinder Kumar Mehta is proposed to be ratified for his tenure from 1 <sup>st</sup> January, 2021 to 2 <sup>nd</sup> February 2021 as Non-Executive Director.	Mentioned in proposed resolution in item no. 9 of the accompanying notice
Remuneration last drawn	During the financial year 2020-21 Mr. Tavinder Singh has drawn the Remuneration of Rs. 34,94,642/- from the Company.	During the financial year 2020-21 Mr. Ravinder Kumar Mehta has drawn the Remuneration of Rs. 9,35,750/- from the Company	NIL
Date of First Appointment on the Board	29 <sup>th</sup> October, 2015	1 <sup>st</sup> January, 2006	14 <sup>th</sup> August, 2021



Brief Resume	Mr. Tavinder Singh has more than 36 years of industry experience in the field of Production and material procurement. Before joining the Company he has also worked with A. S. Tools, Delhi and Highway Cycles India Limited.	Mr. Ravinder Kumar Mehta was one of the promoters of the Company and has been in service to the Company since its inception. His contribution in the overall performance of the Company was very significant.	Mr. Ram Kumar Chugh is an Electrical engineer from the Delhi College of Engineering (1980 batch) and alumnus of Indian Institute of Management (IIM) Development Programs at Ahmedabad & Bengaluru besides Diploma in Business Management from IGNOU. He is associated with Siemens for more than 4 decades.
Expertise in Specific Functional Areas	Mr. Singh has more than 36 years of industry experience in the field of sales and material procurement.	Mr. Ravinder Kumar Mehta had around 48 years of experience in the Corporate functions.	He led diverse set of businesses across different verticals - Power Transmission and Distribution, Automation and Drives, Power Generation, EPC contracts etc. Actively engaged in various domains of Marketing & Sales, Business Development, Strategy, Manufacturing, Product Development, R&D & Logistics.
No. of shares held in the Company as on March 31, 2021:  (c) Own (d) For other persons on a beneficial basis	(a) Nil  (b) Nil	(a) 10,71,600 Equity Shares (b) Nil	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	None of the directors or KMPs is related to Mr. Tavinder Singh	Mr. Jatender Kumar Mehta – Brother  None of the other directors or KMPs except as stated above are related to Mr. Ravinder Kumar Mehta	None of the directors or KMPs is related to Mr. Ram Kumar Chugh

For Omax Autos Limited

**Tavinder Singh**  
(Whole Time Director)

## BOARD'S REPORT

Dear Shareholders,

Your Board of Directors are pleased to present the 38<sup>th</sup> Board's Report on the business and operations of Omax Autos Limited ("the Company"/"Omax"), together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021.

### FINANCIAL SUMMARY

The summary of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2021 as compared to the previous financial year is as below:

Amounts in Lakhs		
Particulars	2020-21	2019-20
Revenue from operations and other income	18353.22	48833.21
Profit before Tax	-1154.28	4652.75
Total tax expenses	-143.90	294.44
Profit (Loss) for the period	-1010.38	4358.31
Other Comprehensive income	150.56	(138.60)
Total Comprehensive income	-859.82	4219.71
Earnings per Share (EPS)	-4.72	20.38

### TRANSFER TO RESERVE

No amount is transferred to the General Reserve of the Company for the financial year 2020-21.

### DIVIDEND

Your Directors do not recommend any dividend during/for the financial year 2020-21.

### MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR UNDER REVIEW TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT.

The onset of COVID – 19 pandemic and consequent lockdowns and restrictions imposed on various industrial and economic activities in 2020-21 and 2021-22, have posed several challenges to all the business units of the Company. When the national and state lockdown were declared, all the units located across India and corporate office were closed. As the Company is dealing in manufacture and supply of auto-components and heavily dependent on business from only few customers, the revenue is also heavily hampered due to low business volume from customers. There was no revenue during the complete lockdown period and there has been marginal growth in revenue in all the units since then up to the date of reporting. However, the company expects the situation to improve soon.

In opinion of the Board, except the above mentioned

matters, there have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year under review to which the financial statements relate and the date of this Report.

### CHANGE IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company. The main business activity of the Company primarily continues to be manufacturing and supply of sheet metal components. The Company is continuously exploring the possibility of venturing into new business areas to minimize its business risks.

### STATE OF THE COMPANY'S AFFAIRS, OPERATIONS AND FUTURE PROSPECTS

During the financial year 2020-21, the total revenue of the Company was Rs. 183.53 Crores as compared to total revenue of Rs. Rs. 488.33 Crores during the previous financial year 2019-20, thus witnessed huge decline over previous year mainly on account of closure of Company's two 2W plants and declining automotive demand across the country and Covid-19 pandemic. And therefore, Profit before tax for the year under review was also declined i.e. Rs. -11.54 Crore as against Rs. 46.52 Crore for the previous financial year.

Financial year 2020-21 was a challenging year for the Company. The automotive demand has declined across the country due to negative impact of COVID-19 pandemic and Omax is not untouched as company has faced tremendously decline in demand. The management is continuously working on to increase its customer base & product portfolio for Indian Railways, passenger car manufacturers and CV manufacturers.

### SHARE CAPITAL

The Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores Only) divided into 2,65,00,000 equity shares of Rs. 10 each; 20,00,000 equity shares with differential voting rights of Rs. 10 each and 1,50,000 Optionally Convertible Cumulative Preference Shares (12%) of Rs. 100 each. The paid up share capital of the Company, as on 31<sup>st</sup> March, 2021, was Rs. 21,38,82,130 divided into 2,13,88,213 equity shares of Rs. 10 each.

The Company has not issued any shares with differential voting rights or sweat equity shares. As on 31<sup>st</sup> March, 2021, none of the Directors of your Company hold instruments convertible into equity shares of the Company.

During the year under review, there was no change in the share capital of the Company from the last financial year.

The shares are actively traded on BSE and NSE and have not been suspended from trading.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report has been appended separately, which forms part of the Annual Report.

## CORPORATE GOVERNANCE

Corporate Governance is the application of best Management Practices, Compliance of Laws in true letter and spirit and adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders i.e. shareholders, management, employees, customers, vendors, regulators and the community at large. Your Company places prime importance on reliable financial information, integrity, transparency, empowerment and compliance with the law, in letter and spirit.

The regulators have also emphasised on the requirement of good corporate governance practices in corporate management. Your Company also takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory requirements.

The provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Corporate Governance for the year 2020-21 has been provided in the Corporate Governance Report, which is attached here separately along with a Certificate from Practicing Company Secretary on compliance with corporate governance norms, and forms part of the Annual Report.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company has optimum combination of executive and non-executive directors including independent directors and woman directors in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

During the year under review, the following changes were taken place in the Directors and Key Managerial Personnel of the Company:

- Mr. Jatender Kumar Mehta was re-appointed as Managing Director for further term of five years w.e.f. 1<sup>st</sup> January, 2021. Further he was re-designated as Vice Chairman cum Managing Director w.e.f. 11<sup>th</sup> February, 2021.
- Mr. Devashish Mehta was re-designated as Managing Director from Joint Managing Director w.e.f. 12<sup>th</sup> November, 2020.

- Mr. Panja Pradeep Kumar, Non-Executive Independent Director resigned w.e.f. 10<sup>th</sup> December 2020 cited he was not able to devote sufficient time to Omax Autos Limited due to his other assignments.
- Mr. Ravinder Kumar Mehta, ceased to be Managing Director of the Company w.e.f. December 31, 2020 and thereafter, resigned from the Company as Director w.e.f. February 01, 2021..
- Mr. Deep kapuria, Non-Executive Independent Director was re-appointed as Independent Director in the 37<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2020 for a second term of five consecutive years, w.e.f. 9<sup>th</sup> November, 2019.
- Mr. Sanjeeb Kumar Subudhi, Company Secretary of the Company has resigned w.e.f. w.e.f. closing of Business Hours of April 03, 2021.
- Mr. Ravinder Singh Kataria was appointed as a Company Secretary w.e.f. June 22, 2021.

In terms of the provisions of the Act and Article of Association of the Company, Mr. Devashish Mehta (DIN: 07175812), shall retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment. The Board recommends for his re-appointment in the ensuing Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under Section 149 of the Act read with rules made there under and Regulations 16 & 25 of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct. In the opinion of the Board of Directors of the Company, all Independent Directors of the Company have integrity, expertise, experience as prescribed under the Companies (Appointment and Disqualification of Directors) Rules, 2014 read with the Companies (Accounts) Rules, 2014 (including amendment thereof).

All Directors of the Company have also given declarations that they are not debarred from holding the office of Director by virtue of any SEBI order or any other such statutory authority as required under the Circular dated 20<sup>th</sup> June, 2018 issued by BSE Limited and National Stock Exchange of India Limited.

## Board Diversity and Policy on Director's Appointment and Remuneration

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board will be able to leverage different skills, qualifications, professional experiences, perspectives and backgrounds, which is necessary for achieving sustainable and balanced development. The Board has adopted a policy on 'Nomination and Remuneration' for selection and appointment of Directors, Senior Management including Key Managerial Personnel's and other Senior Management and their remuneration, which sets out the criteria for determining qualifications, positive attributes and independence of a Director. The Salient features of the policy is mentioned in the Corporate Governance Report which forms part of this report.

The detailed policy is available on the Company's website at <https://www.omaxauto.com/Codes-Policies.aspx>.

## Annual Board Evaluation and Familiarization Programme for Board Members

The Nomination and Remuneration Committee has put in place a framework for evaluation of the performance of the Board, Board Committees and individual Directors including Chairperson. Customised forms were circulated, responses were analyzed and the results were subsequently discussed by the Board. Recommendations arising from this entire process were deliberated upon by the Board to be used constructively to further enhance its effectiveness. A detailed update on the Performance Evaluation is provided in the report on Corporate Governance which forms part of this report.

A note on the familiarization programme adopted by the Company for orientation and training of the Directors and the Board evaluation process undertaken in compliance with the provisions of the Act and the Listing Regulations is provided in the Report on Corporate Governance, which forms part of this Report.

## Committees of Board, Number of Meetings of the Board and Board Committees

During the year under review, 6 (Six) meetings of the Board of Directors were held respectively on 29/06/2020, 25/08/2020, 14/09/2020, 12/11/2020, 23/01/2021, and 11/02/2021.

During the financial year ended 31<sup>st</sup> March, 2021, all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. The Committees of the Board are as follow:-

- Audit Committee
- Nomination and Remuneration committee
- Stakeholders Relationship Committee

- Corporate Social Responsibility Committee
- Executive Committee

Details of Board Meetings and Committee Meetings and attendance thereof is disclosed in the Corporate Governance Report attached separately to this report.

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of the Companies Act, 2013 the Board of Directors of your Company confirm that-

- in the preparation of the annual accounts for the Financial year ended March 31, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures, though there is no material departure;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended March 31, 2021 and of the profit/(loss) of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts for the Financial year ended March 31, 2021 on a going concern basis;
- the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company has established a vigil mechanism and has adopted the "Vigil Mechanism/ Whistle Blower Policy". As per the policy objective, the Company encourages its employees who have concerns about suspected misconduct, to come forward and express these concerns without fear of punishment or unfair treatment. A vigil mechanism provides a channel to the employees and directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail the mechanism and also provide for direct access to the Managing Director/Chairman of the Audit Committee



in exceptional cases. Such policy is available on the website of the Company i.e. <https://www.omaxauto.com/Codes-Policies.aspx>.

During the financial year under review, no person has been denied access to the Managing Director/Chairman of the Audit Committee.

## CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As a good corporate citizen, the Company understands the significance of inclusive growth and wellbeing of all stakeholders, including the society at large. Your Company has been taking initiatives under Corporate Social Responsibility (CSR) for society at large, well before it has been prescribed under the Act. The Company has a well-defined Policy on CSR as per the requirement of Section 135 of the Act which covers the activities as prescribed under Schedule VII of the Act.

During the year under review, your Company has carried out activities primarily related to promoting/providing education to the poor and underprivileged children.

The details about the policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year as required under clause (o) of sub-section (3) of the Section 134 of the Act are provided in the CSR Annual Report in terms of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, which is attached as **Annexure-1** and forms part of this report.

## DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Board of Directors of the Company has adopted a policy as the Risk Management Policy of the Company with main objective of to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Board continuously identifies various risks to which the Company is subject to and which in the opinion of the Board may threaten the existence of the Company.

The implementation and monitoring of this policy is currently assigned to the Audit Committee of the Board. Though the Board is striving to identify various elements of risk, however, in the opinion of the Board, there has been no element of risk which may threaten the existence of the Company.

## AUDITORS

### Statutory Auditor

In terms of the provisions of Section 139 of the Companies Act, 2013, M/s. BGJC Associates LLP, Chartered Accountants (Firm Registration No. 003304N), were appointed as Statutory Auditor of the Company at the

34<sup>th</sup> Annual General Meeting (AGM) to hold office till the conclusion of 39<sup>th</sup> AGM of the Company.

M/s. BGJC Associates LLP, Chartered Accountants (Firm Registration No. 003304N), are eligible to continue as the Statutory Auditors of the company for remaining term in accordance with the provisions of the Act read with rules made thereunder and applicable laws

### Secretarial Auditor

In terms of Section 204 of the Act read with the rules made thereunder, and upon the recommendation of the Audit Committee, the Board of Directors has appointed M/s. Chandrasekaran Associates, Company Secretaries as the Secretarial Auditors of the Company to conduct Secretarial Audit for the financial year 2021-22.

### Internal Auditors

In terms of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board of Directors, on recommendation of the Audit Committee, has appointed M/s. M/s. Singhi Chugh & Kumar, Chartered Accountants, having FRN: 013613N and M/s. JHS & Associates LLP (previously known N. Kochhar & Co.), having FRN: 133288W, Chartered Accountants as Internal Auditors of the Company for the financial year 2021-22.

### Cost Auditors

During the year under review, the turnover of the Company was more than the threshold as prescribed under Section 148 of the Act and rules made thereunder. For the Financial year 2021-22, the Company is required to make and maintain the Cost records as specified by the Central Government under sub-section (1) of section 148 of the Act.

The Board of Directors of the Company, on the recommendations made by the Audit Committee, has appointed M/s. JSN & Co., Cost Accountants (Firm Registration No. 000455) as the Cost Auditor of the Company to conduct the audit of the cost records for the financial year 2021-22. The remuneration proposed to be paid to the Cost Auditor, subject to ratification by the shareholders of the Company at the ensuing 38<sup>th</sup> AGM, would not exceed Rs. 1,20,000 (One Lakh twenty thousand only) excluding taxes and out of pocket expenses, if any.

The Company has received consent from M/s. JSN & Co., Cost Accountants, (Firm Registration No. 000455) to act as the Cost Auditor for conducting audit of the cost records for the financial year 2021-22 along with a certificate confirming their independence and arm's length relationship.

## AUDITORS' REPORT

### Statutory Audit Report

M/s. BGJC Associates LLP, Chartered Accountants (Firm Registration No. 003304N), Statutory Auditors of the Company have submitted their reports on the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021. There has been no observation or comment of the auditors on financial transactions or matters which has any adverse effect on the functioning of the company; further, there is also no qualification, reservation or adverse remarks in the Auditors' Reports on the financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2021.

Further, the auditors have not reported any fraud under Section 143(12) of the Act for the financial year 2020-21.

### Secretarial Audit Report

In terms of Section 204(1) of the Act, a Secretarial Audit Report, given by M/s. Chandrasekaran Associates, the Secretarial Auditor of the Company, in prescribed form has been annexed as **Annexure-2** hereto and forms part of this Report. Further, there has been no qualification, reservation or adverse remarks or disclaimer or qualification made by the Secretarial Auditors except as mentioned in their report for the financial year ended 31<sup>st</sup> March, 2021.

It is clarified here 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 31<sup>st</sup> December, 2020 and 1<sup>st</sup> February, 2021 took place due to his expiry of tenure as Managing Director on 31<sup>st</sup> 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.

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.

Further, the auditors have not reported any fraud under Section 143(12) of the Act for the financial year 2020-21.

### Cost Audit Report

M/s. JSN & Co., Cost Accountants (Firm Registration No. 000455), Cost Auditors of the Company have submitted their reports on the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2021. There has been no qualification, reservation or adverse remarks in the Auditors' Reports on the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2021.

Further, the auditors have not reported any fraud under Section 143(12) of the Act for the financial year 2020-21.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary company or joint venture or associate company. There was no company which had become or ceased to be the subsidiary, joint venture or associate company of the Company during the year under review.

### DEPOSITS

During the year under review, the Company had not invited or accepted any deposits from public under Chapter V of the Act and the Rules made thereunder.

Further, no deposits are outstanding on the end of financial year 2020-21.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS**

There has been no significant and material order passed by any regulator, courts or tribunals impacting the going concern status and operations of the Company in future.

### **INTERNAL FINANCIAL CONTROLS**

The Company has established a framework for internal financial controls. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. During the year under review, such controls were assessed and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2020-21.

### **LOANS, GUARANTEES AND INVESTMENT**

During the financial year under review, the Company has not given any loan or guarantee or security in connection with a loan or made any investment in terms of Section 186 of the Companies Act, 2013.

### **RELATED PARTY TRANSACTIONS**

During the year under review, the Company has entered into transactions with related parties falling under the purview of Section 188 of the Act. All the transactions with the related parties were in ordinary course of business and on arm's length basis, therefore the Company is not required to give details of related party transactions in Form AOC-2. All transactions with related parties were duly reviewed by the Audit Committee of the Board.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO**

In terms of Section 134(3)(m) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014, a statement containing details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in the manner as prescribed under the Companies (Accounts) Rules, 2014, is given in **Annexure - 3** hereto and forms part of this Report.

### **DISCLOSURE OF PRESCRIBED DETAILS OF DIRECTORS' REMUNERATION VIS-A-VIS EMPLOYEES REMUNERATION**

In terms of Section 197(12) of the Act read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the ratio of the remuneration of each director to the median employee's remuneration and such other details as are required under such rules are attached separately as

**Annexure - 4**, which forms part of this report.

### **ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return in Form MGT-7 as on March 31, 2021 is available on the Company's website at <https://www.omaxauto.com/Default.aspx>.

### **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place a Policy on Prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH"). The Company has constituted an Internal Complaints Committee to redress complaints received regarding sexual harassment at the workplace.

### **ENVIRONMENT HEALTH AND SAFETY (EHS)**

Your Company is committed for adhering to best Environmental, Safety & Health Practices during its manufacturing processes. It targets to achieve 100% Environmental Legal compliances with 100% customer's satisfaction along with continuous trainings and awareness programs on different Environmental Burning Issues from time to time. In order to ensure effective implementation of OMAX's EHS Policy, the same is systematically communicated across all the levels and the employees are trained from time to time to not only build commitment at their levels but also encourage them to be effective promoters of this philosophy and take EHS as one of their key roles in day to day functioning. Environment, Health and Safety programs in the organization is the prime focus of top management to make safe and healthy work environment. The EHS programs protect the environment, conserve the natural resources, provide safe and healthy conditions for work, and comply with applicable laws and regulations.

The Company is committed for adopting Zero Incident free work environment by following continuous workplace and classrooms trainings, work permit systems, third party safety audits and stringent safety standards in the workplace. Safety and health compliances, start from our gates and occupy the topmost position in the yearly goals of the Company.

The Company targets to maintain minimum Zero Severity Rate and Frequency Rate to achieve Zero injury. All safety compliances being monitored via In-house and third party monthly safety audits to know least non-conformance to ensure our 100% safety compliances for our employees, associates and machinery to improve productivity. A dedicated EHS team is available in each unit under guidance of corporate EHS on day-to-day basis.

All EHS activities are monitored by monthly EHS MIS



review mechanism with allocation of sufficient resources under separate cost centre for better accountability. The Company is also dedicated to save our precious natural resources with conservation of water by recycling our effluent after treatment by installing Reverse Osmosis Plants. For continuous monitoring and to operate our all ETPs at highest efficiency, we have established dedicated ETP Labs at all major locations with dedicated ETP Chemists to achieve and fulfil our commitment towards Zero Liquid Discharge. The Company's strength is Employee engagement and under this, celebrations of Environment and Safety Day, Fire & Mock Drills, EHS awareness training programs covering all employees and associates under scheduled classroom and floor level training are conducted. EHS Legal Compliance training programs are organized for all senior and middle management for better understanding throughout the year to create more vibrant environment amongst the employees so that each & every employee takes the responsibilities & guides others about non polluted environment. The Company also ensures 100% disposal of all generated Hazardous wastes as per Pollution Control guidelines. The Company has also started disposal of E-waste to authorized re-cyclers.

#### **PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

The Company has not made any application or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ("IBC Code") during the year. Further, at the end of the year, Company does not have any proceedings related to IBC Code.

#### **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the year under review, the Company has not made one time settlement therefore, the same is not applicable.

#### **WEBLINK TO IMPORTANT DOCUMENTS/ INFORMATION:**

The Company has hosted certain policies/documents/ information, including inter alia, Policy for determining 'Material Subsidiaries' Policy on dealing with Related Party Transactions, Familiarization programmes for Independent Directors etc. as per the requirement of law or otherwise.

Following link could be used for accessing such policies/ documents/information:  
<https://www.omaxauto.com/Codes-Policies.aspx> \_

#### **COMPLIANCE OF SECRETARIAL STANDARDS ISSUED BY ICSI**

During the financial year 2020-21, the Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

#### **ACKNOWLEDGEMENT / APPRECIATION**

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners, bankers and government agencies for the continued support given by them to the Company and their confidence reposed in the management. We look forward for your continued support in the future.

**For Omax Autos Limited**

**Tavinder Singh**  
**(Whole-time Director)**  
**01175243**

**Jatender Kumar Mehta**  
**(Vice Chairman cum DIN:**  
**Managing Director)**  
**DIN: 00028207**

**Place: Gurugram**  
**Date: 14<sup>th</sup> August, 2021**



## Annexure-1

### ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

#### 1. Brief outline on CSR Policy of the Company.

As a good corporate citizen, the Company understands the significance of inclusive growth and wellbeing of all stakeholders, including the society at large, with the Intention of Social Growth at large, the government has introduced concept of mandatory spending on social responsibility activities by corporate citizens. The CSR policy of the company broadly prescribes:

- the Composition and manner of conducting the business by the CSR committee.
- Manner of implementation of the CSR Policy
- Activities which are broadly covered under CSR activities in alignment statutory provisions, that may be undertaken by the Company.

#### 2. During the financial year 2020-21, the company had mainly catered in the field of education.

##### Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Novel S Lavasa	Chairperson, Non-Executive Independent Director	3	3
2	Dr. R. C. Vaish	Member, Non-Executive Independent Director	3	3
3	Dr. T. N. Kapoor	Member, Non-Executive Independent Director	3	3
4.	Mrs. Sakshi Kaura	Member, Executive Director	3	2

#### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

<https://www.omaxauto.com/>

#### 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). **Not Applicable**

#### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**.

#### 6. Average net profit of the company as per section 135(5).- Rs. -9,87,79,527/-

#### 7. (a) Two percent of average net profit of the company as per section 135(5)- Nil

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.-**NIL**

(c) Amount required to be set off for the financial year, if any-**NIL**

(d) Unspent amount of previous years- Rs. 564,872.00/-

Total CSR obligation for the financial year (7a+7b- 7c+7d)- Rs. 564,872.00/-

#### 8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
34,23,861/-	3,89,849/-	-	NIL	NIL	-

(b) Details of CSR amount spent against **ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Loca- larea (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation -Direct (Yes/No).	Mode of Implementation – Through Implementing Agency	
				State	District.						Name	CSR Registration number.
1.	Saksham VI (4/2020-21)	Education	Yes	Haryana	Dharuhera	-	Rs. 29,79,000/-	Rs. 25,89,151/-	Rs. 3,89,849/-	Yes	Not Applicable	

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation-Direct (Yes/No).	Mode of implementation – Through implementing agency.	
				State.	District.			Name.	CSRregistration number.
1.	Project - 1/2020-21	Education	Yes	Dehli / NCR	Delhi	2,50,000/-	No.	Aseem's Library	Was not required/ available at the time of contribution made
2.	Project- 2/2020-21	Education	Yes	Dehli / NCR	Delhi	1,50,000/-	No.	Rohini Ghadiok Foundation	Was not required/ available at the time of contribution made
3.	Project - 3/2020-21	Education	Yes	Dehli / NCR	Delhi	1,50,000/-	No.	Agewell Foundation	Was not required/ available at the time of contribution made
4.	Unprojected	Education	Yes	Dehli / NCR	Delhi	35,000/-	No	Roatary South-end Next Foundation	Was not required/ available at the time of contribution made
5.	PM Care Fund	-	-	-	-	1,99,710/-	No	PM Care Fund	NA
	TOTAL					8,34,710/-			

(d) Amount spent in Administrative Overheads: **NIL**

(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 34,23,861/-

(g) Excess amount for set off, if any: Not Applicable

a. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (inRs).	Date of transfer.	
1.	2017-18	-	45,32,000				-
2.	2018-19	-	31,75,000		NIL		--
3.	2019-20	-	41,34,000				-
4.	This is cumulative amount which was unspent from 2014-15 upto 2019-20, however company had spent more amount during 2017-18 to 2019-20 than its liability						10,84,000
	<b>TOTAL</b>						10,84,000

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	ProjectID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project-Completed/ Ongoing.
1.		Saksham VI (4/2020-21)	2020-21	-	29,79,000	25,89,151	25,89,151	Ongoing
	<b>TOTAL</b>				<b>29,79,000</b>	<b>25,89,151</b>	<b>25,89,151</b>	

b. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **Not Applicable**

c. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **Not Applicable**

Sd/-  
Managing Director / Director

Sd/-  
Chairman CSR Committee

## Annexure 2

### Form No. MR-3 Secretarial Audit Report For the year ended March 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013  
and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial  
Personnel) Rules, 2014]

To,  
The Members,  
**Omax Autos Limited**  
Plot No. B-26, Institutional Area, Sector-32,  
Gurgaon, Haryana- 122001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Omax Autos Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- (iii) 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;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of

- India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable
- (vi) As confirmed and certified by the Management, there is no Law specifically applicable to the Company based on the sector/business.

We have also examined compliance with the applicable clauses/ Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except delay filing of few forms with the Registrar of Companies and the followings:

1. The Company has not complied with the requirement pertaining to continuation of Directorship of Mr. Ravinder Kumar Mehta as Non-Executive Director of the Company, who has attained the age of Seventy Five Years as per Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and has received show cause notice from both the Stock Exchanges i.e. National Stock Exchange of India Ltd. and BSE Ltd., imposing fine of Rs. 75,520/- each (including GST).
2. The Company has not maintained structured digital database as per Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations,



2015, till the close of financial year i.e. March 31, 2021. Also, few of the designated persons have traded in the shares of the Company in contravention of the 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.

3. Under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the following intimation has been intimated delayed/not intimated to the stock exchanges:

- (i) Credit Rating received by the Company from India Ratings and Research on 11.12.2020 was intimated to Stock Exchange on 05.01.2021.
- (ii) No Disclosure to Stock Exchange made regarding change in designation of Mr. Ravinder Kumar Mehta from Managing Director to Non-executive Director of the Company.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board/ Committee Meetings. Agenda and detailed notes on agenda were sent in advance (and at a shorter notice for which necessary approvals obtained, if any) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period, the Company has no events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Chandrasekaran Associates**  
Company Secretaries

**Shahsikant Tiwari**

Partner

Membership No. A28994

Certificate of Practice No. 13050

UDIN: A028994C000781671

Date: 13.08.2021

Place: Delhi

**Note:**

- (i) This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.
- (ii) Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial 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 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, 2021 pertaining to Financial Year 2020-21.

### Annexure-A to Secretarial Audit report

To,  
The Members  
**Omax Autos Limited**  
Plot No. B-26, Institutional Area, Sector-32,  
Gurgaon, Haryana- 122001

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For Chandrasekaran Associates**  
**Company Secretaries**

**Shahsikant Tiwari**  
**Partner**  
Membership No. A28994  
Certificate of Practice No. 13050  
UDIN: A028994C000781671

Date: 13.08.2021  
Place: Delhi

### Annexure - 3

#### Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Conservation of energy:

(i) Following steps have been taken for conservation of energy:

- Company has maintained power factor by fitting additional capacitor at sub panel, machine shop and press shop area across all units thereby reducing instances of line losses.
- Company has improved compressor unloading time by 10% through extensive monitoring of loading/unloading across all units.
- Company has replaced high bay lights (400w with 120w LED) and tube lights (36w with 18w LED) across all units.
- Company has generated 68,235 units of power from solar system in Railway Binola Unit.
- Company has generated 26,35,289 units of energy by its two wind mill turbines of 1.25 MW each at Jaisalmer, Rajasthan.
- Company has equipped centralized AC rooms for laser machines at Railway unit, Binola and saved 6000 units per month.
- Company has taken initiative to switch off the Fans and lights across all plants during lunch, tea breaks and dinner time.

(ii) Steps taken by the company for utilizing alternate sources of energy:

The company is assessing feasibility of installing solar panels for generation of electricity, at other plant locations. For existing solar panels, overhauling and re-operationalization of nonworking solar panels has been initiated for improving the generation of solar power.

(iii) Capital Investment on energy conservation equipments:

Apart from replacing CFLs with LED lamps and no significant investment were made during the year. However, feasibility of installing solar power plants across company's units evaluated.

#### **Technology absorption:**

(i) The efforts made towards technology absorption:

The Company considers induction of new technology from time to time based on business and operational requirements. Further, in line with the research vision of the Company, the Company have in-house R&D Centres, located at Binola and innvomax located at corporate office, Gurgaon. A strong team of experienced engineering & scientific personnel has been assigned to undertake scientific research in the field of technological innovation.

During the year under review, the Company has undertaken research and development activities on following technological innovation:

- (a) Developments of design and validation of knife edge valve to be used in vacuum evacuation system for toilets in Indian Railways.
- (b) Development of design and manufacture Yaw Damper , primary verticals, secondary verticals and secondary lateral for Indian Railways confirming to IR specifications.
- (c) Development of proto type of vacuum evacuation system for toilets in Indian Railways.
- (d) Development of tools for sub-structure, stepwell and cross members.
- (e) Development of Pyrolysis tank for waste management.
- (f) Development of Ewater closet for Loco

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The above developments would help the Company to achieve increase in productivity, cost saving, lower energy consumption, waste minimization, increase in product quality, safety measures in operation and lesser impact on environment. The above developments would also open the doors to the Company for entering into new business segments, collaboration for new product designs. As these technical innovations are developed in-house and would go through testing and validation, the actual benefit derived from these technologies would be visible in coming years.

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- N.A. (No technology was imported)
- (a) The details of technology imported;
  - (b) The year of import;
  - (c) Whether the technology been fully absorbed;
  - (d) If not fully absorbed, are as where absorption has not taken place, and the reasons thereof; and
- (iv) The expenditure incurred on Research and Development (2020-21):

Sl. No.	Particulars	Amount (Rs. in Lakhs)
	Revenue R&D Expenditure	271.73
	<b>Total Revenue R&amp;D Expenditure</b>	<b>271.73</b>
	Capital R&D Expenditure	-
	<b>Total Capital R&amp;D Expenditure</b>	<b>-</b>
	Grand Total	<b>271.73</b>

**FOREIGN EXCHANGE EARNING AND OUTGO:**

Sl. No.	Particulars	Amount (Rs. in Lakhs)
1.	Foreign Exchange earned in terms of actual inflows during the year	53.52
2.	Foreign Exchange outgo during the year in terms of actual outflows:	7243.11



## Annexure - 4

### DISCLOSURE PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

#### A. Information as per Section 197 (12) and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director & KMP in the financial year (as applicable):

Sl. No.	Name of the Director / KMP and Designation	Ratio of remuneration of each Director to median remuneration of employees	% Increase in Remuneration in the FY 2021-21
1.	Mr. Ramesh Chandra Vaish – Independent Director	0.38	-26.53
2.	Mr. Triloki Nath Kapoor – Independent Director	0.43	-41.43
3.	Mr. Deep Kapuria – Independent Director	0.22	320.00
4.	Mrs. Novel Singhal Lavasa – Independent Director	0.31	-36.96
5.	Mr. Bharat Kaushal – Independent Director	0.26	-13.79
6.	Mr. Panja Pradeep Kumar- Independent Director	0.17	-33.33
7.	Mr. Jatender Kumar Mehta – Managing Director	28.41	-45.02
8.	Mr. Ravinder Mehta – Managing Director	1.97	-57.80
9.	Mrs. Sakshi Kaura – Joint Managing Director	10.29	-36.82
10.	Mr. Tavinder Singh – Whole time Director	7.37	-28.30
11.	Mr. Devashish Mehta- Joint Managing Director	8.75	-36.84
12.	Mr. Hari Gopal Agrawal- Chief Financial Officer*	11.66	248.84
13.	Mr. Sanjeeb Kumar Subudhi – Company Secretary	2.97	-31.04

\* Mr. Hari Gopal Agrawal appointed as Chief Financial Officer w.e.f. 31<sup>st</sup> January, 2020, during the financial year 2019-20.

- (ii) The percentage increase in the median remuneration of employees during financial year 2020-21 was 54.67
- (iii) The number of permanent employees on the rolls of company as on 31<sup>st</sup> March, 2021 was 229.
- (iv) The percentile increase made in the salaries of employees other than the managerial personnel in the last financial year has been 172.28% and the percentile increase in the managerial remuneration has been -53.47%. The % increases have been calculated on the basis of total remuneration paid during the year to employees and managerial personnel; however, these % are not reflective of the average increment given to employee and/or managerial personnel. The remuneration of employees/managerial person is dependent upon various factors viz. number of employees; number of employees in a particular level; retiral/removal/resignation of employees; qualification and experience of employees on a particular level, or of replacement employees, and the same variant factors are also applicable to managerial personnel. As, one or more of the employees and/or managerial personnel have joined and left the company during the financial year, the calculation of average % increase of remuneration is not calculable or comparable. There were no exceptional circumstances for increase in managerial remuneration.
- (v) The company affirms that the remuneration is as per the remuneration policy of the company.

**B. Details of employees as per Rule 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

**(i) Details of Top ten employees in terms of remuneration drawn:**

Sl. No.	Name	Designation	Age (in years)	Remuneration received (Amt. in Rs. Lakh)	Nature of employment (contractual or otherwise)	Qualifications and experience	Date of commencement of employment	Last employment held	% of equity shares held	whether relative of any director or manager
1	HIMANSHU SHARMA	CHIEF OPERATING OFFICER	51.81	55.57	Regular		16-Mar-20		0.00	No
2	HARI GOPAL AGRAWAL	CHIEF FINANCIAL OFFICER	61.78	55.26	Regular	FICWA	31-Jan-20	Hero Motocorp Limited	0.00	No
3	PUNEET KHULLAR	BUSINESS HEAD-RETAIL ASSETS	45.48	45.51	Regular	MBA (IG-NOU) and 24 years	22-Jul-19	Brahma Centre and Development	0.00	No
4	ANJANI KUMAR SRIVASTAVA	DEPUTY GENERAL MANAGER-PRODUCTION	56.75	38.53	Regular	DME, 35 years	19-Jan-94	-	0.00	No
5	ACHAL PURI	SR. GENERAL MANAGER	48.65	30.68	Regular	B.Com, PG Dip. (Sales & Mktg.) and 26 years	01-Apr-15	JSL Architecture Ltd.	0.00	No
6	JAGAT PRASAD SINGH	GENERAL MANAGER-OPERATION	59.31	26.80	Regular	Dip. (Mech.) and 36 years	01-May-01	Atlas Cycles, Sahibabad	0.00	No
7	GAGAN HORA	GENERAL MANAGER - ENGINEERING	46.49	25.58	Regular	BE(Mech.) and MBA(Mktg. Mgt.) and 24 years	27-Jun-16	Piaggio vehicles (P) Ltd.	0.00	No
8	DEEPAK BHASKER	AVP - CORP. HR	51.02	25.03	Regular	MHRM, 28 years	19-Feb-18	Anand Group	0.00	No
9	SUSHIL KUMAR SHUKLA	GENERAL MANAGER	52.99	24.58	Regular		01-May-19		0.00	No
10	S.K. JANGRA	GM	54.95	21.53	Regular	Diploma in Mechanical Engineering and 32 years	01-Jan-88	-	0.00	No

(ii) Details of other employees under aforesaid Rules:

Sl. No.	Name, Designation	Age (in years)	Remuneration received	Nature of employment (contractual or otherwise)	Qualifications and experience	Date of commencement of employment	Last employment held	% of equity shares held	whether relative of any director or manager
-	-	-	-	-	-	-	-	-	-

For Omax Autos Limited

**Jatender Kumar Mehta**  
(Vice Chairman cum Managing Director)  
DIN: 00028207

**Tavinder Singh**  
(Whole-time Director)  
DIN: 01175243

Place: Gurugram  
Date: 14<sup>th</sup> August, 2021

## Report on Corporate Governance

### 1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in such a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and to meet its stakeholders' aspiration and societal expectations. Omax Autos Limited ("Company") is committed to the adoption of best governance practices and its adherence in the true spirit, at all times. Our Governance practices stems from an inherent desire to improve, innovate and reflects the culture of trusteeship that is deeply ingrained in our value system and forms part of the strategic thought process. The Company's Corporate Governance initiative since time has always been following four core principles:

- i. Management must have the executive freedom to drive the organization forward without undue restraints.
- ii. This freedom of management, however, should be exercised within a framework of effective accountability and transparency.
- iii. Rights, Interests and Equitable Treatment of Shareholders should always be the key focus.
- iv. Integrity, Disclosures, Transparency and Ethical Behavior.

The Company believes that any meaningful policy on Corporate Governance must provide empowerment to the executive management of the Company and simultaneously create a mechanism of checks and balances, which ensure that the decision-making powers vested in the executive management are used with care and responsibility and not misused. The Company's governance philosophy embraces the tenets of trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. The Company believes that the practice of each of these tenets would lead to the creation of the right corporate culture in which the Company is managed in a manner that fulfils the purpose of Corporate Governance. Trusteeship recognizes that large corporations have both an economic and a social purpose, thereby casting the responsibility on the Board of Directors of the Company to protect and enhance shareholders' value, as well as fulfilling obligations of other stakeholders.

**Transparency** requires that the Company makes appropriate disclosures wherever necessary and explains the basis of its policies and actions to all those who are affected by them.

**Empowerment** is a process used to unleash creativity and innovation throughout the organization by decentralizing and delegating the decision-making powers at the most appropriate levels.

**Control** ensures that freedom of management is exercised within a framework of check and balances and is designed to prevent misuse of power, facilitate timely response to change and ensure effective management of risks.

The Company's Corporate Governance process continuously reinforce and helps in actualizing the Company's belief in ethical corporate citizenship and is manifested through exemplary standards of ethical behavior, both within the organization as well as in external relationships.

#### **The Governance Structure:**

The practice of Corporate Governance in the Company is at three interlinked levels:

- i. Strategic Supervision - by the Board of Directors
- ii. Strategic management - by the Executive Committee
- iii. Executive management - by the Divisional Head of the business

This three-tier structure ensures that strategic supervision on behalf of the shareholders being free from the task of strategic management can be conducted by the Board with objectivity thereby sharpening accountability of the management. The structure also ensures that executive management of the divisions, being free from the collective strategic responsibilities for the Company as a whole, is focused on enhancing the quality, efficiency and effectiveness of each business.

The core roles of the key entities flow from the structure. The core roles, in turn, determine the core responsibilities of each entity. In order to discharge such responsibilities, each entity is empowered formally with requisite powers. The structure, process and practice of governance in the Company enable to focus on the corporate purpose while simultaneously facilitating effective management of the diverse businesses within the portfolio.

### 2. BOARD OF DIRECTORS

The Board of Directors ("the Board") of the Company is the flag bearer of the corporate governance principle and practice and it oversees and ensures that long term interest of all the stakeholders are protected. The Company understands that good and quality governance is a powerful instrument to achieve economic and social progress and its wellbeing. The Board being



the trustee of the Company is responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals.

#### COMPOSITION OF THE BOARD:

The Board has an optimum combination of executive directors, non-executive directors, woman director and independent directors with varied professional backgrounds, representing a judicious mix of professionalism, knowledge and experience. The Board is adequately represented by independent directors. Further, the committees of the Board are also represented and chaired by independent directors. Also, in the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent from the management.

The Board comprises of an optimal complement of independent professionals as well as Company executives having in-depth knowledge of business. As on the 31<sup>st</sup> March, 2021, there were 9 Directors on the Board of the Company comprising the following:

- Three Managing Directors-Promoters Groups
- One Whole-time Director-Professional
- Five Non-Executive Independent Directors

None of the Directors on the Board holds the office of director in more than 20 companies or membership of committees of the Board in more than 10 committees or chairmanship of more than 5 committees. Further, No director on the Board holds directorship in more than seven listed entities and no Independent Director on the Board act as an independent director in more than seven listed entities.

#### BOARD MEETINGS

The Company convened minimum one (01) Board Meeting in each quarter and maximum gap between two consecutive meetings did not exceed one hundred & twenty (120) days.

During the financial year under review, 6 (Six) meetings of the Board were held on 29th June, 2020, 25th August, 2020, 14th September, 2020, 12th November, 2020, 23rd January, 2021 and 11th February, 2021. Due to COVID-19 pandemic and social distancing norms, various relaxations have been provided by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI) for conducting Board/Committee meeting through Video Conferencing.

The Board composition, categories of Directors, details of Board Meetings held and attended, attendance at last AGM, and number of directorship held, Position of membership/ chairmanship of Committees as on 31st March, 2021 is explained in the following table:

Name of Director (DIN No.)	Designation	Board Meetings held/attended	Attendance at last AGM held on 25 <sup>th</sup> September, 2020	No. of Directorships held in Public Ltd. Company (including Omax Autos Limited)*	No. of Committees of Public Ltd. Company in which director is a Member or Chairman (including Omax Autos Limited)**	
					Memberships	Chairmanship
Mr. Jatender Kumar Mehta (DIN: 00028207)	Vice Chairman cum Managing Director	6/5	YES	2	2	0
Mr. Ravinder Mehta DIN: 00028409	Managing Director	5/4	NO	1	NA***	NA***
Dr. Triloki Nath Kapoor DIN: 00017692	Non-Executive Independent Director	6/6	NO	2	2	2

Dr. Ramesh Chandra Vaish DIN: 01068196	Non-Executive Independent Director	6/6	NO	2	3	3
Mrs. Sakshi Kaura DIN: 02094522	Joint Managing Director	6/4	NO	1	0	0
Mr. Deep Kapuria DIN: 00006185	Non-Executive Independent Director	6/4	NO	4	1	0
Mrs. Novel Singhal Lavasa DIN: 07071993	Non-Executive Independent Director	6/5	YES	1	1	0
Mr. Tavinder Singh DIN: 01175243	Whole time Director	6/5	YES	1	1	0
Mr. Bharat Kaushal DIN: 01973587	Chairman (Non-Executive Independent Director)	6/6	YES	2	0	0
Mr. Panja Pradeep Kumar DIN: 03614568	Non-Executive Independent Director	4/3	YES	4	NA****	NA****
Mr. Devashish Mehta DIN: 07175812	Managing Director	6/4	YES	3	1	0

**Notes:**

\* Private Limited Companies, Section 8 Companies and Foreign Companies have not been included for the calculation of Directorships in companies.

\*\* Audit Committee and Stakeholder Relationship Committee have only been considered for the purpose of Membership and Chairmanship held by the Director in Public Limited Companies.

\*\*\*Mr. Ravinder Mehta ceased to be associated with the Company w.e.f. 01.02.2021

\*\*\*\* Mr. Panja Pradeep Kumar ceased to be associated with the Company w.e.f. 10.12.2020 cited reasons that he was not being able to devote sufficient time to Omax Autos Limited due to his other assignments'.

**NAMES OF THE OTHER LISTED COMPANIES WHEREIN THE DIRECTORS OF THE COMPANY ARE DIRECTORS AS ON 31<sup>st</sup> MARCH, 2021:**

S NO.	NAME OF THE DIRECTOR	NAMES OF OTHER LISTED COMPANIES WHERE HE/ SHE IS DIRECTOR	CATEGORY OF DIRECTORSHIP
1	Mr. Bharat Kaushal	-	-
2	Dr. Ramesh Chandra Vaish	Roto Pumps Limited	Non-Executive - Independent Director
3	Dr. Triloki Nath Kapoor	Sterling Tools Limited	Non-Executive - Independent Director
4	Mr. Deep Kapuria	The Hi-Tech Gears Limited	Chairperson & Whole-Time Director
5	Mrs. Novel S. Lavasa	-	-
6	Mr. Jatender Kumar Mehta	-	-
7	Mrs. Sakshi Kaura	-	-
8	Mr. Devashish Mehta	-	-
9	Mr. Tavinder Singh	-	-

#### INDEPENDENT DIRECTORS:

An Independent Director is a Non-Executive Director, who apart from receiving director's remuneration (sitting fees and Commission), does not have any material pecuniary relationship or transactions with the Company, its promoters or its management or its subsidiaries and associates which in the judgment of the Board, may affect his independence judgment and complying with other conditions as prescribed under SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.

At the time of appointment and thereafter at beginning of each financial year, the Independent Directors submit a self-declaration confirming their independence and compliance with eligibility criteria mentioned under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, all the Independent directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Independent Directors of the Company meet once in a financial year without the presence of Non Independent Directors and other management. At such Meeting they reviewed the performance of Non-Independent Directors and the Board as a whole, reviewed the performance of Chairman of the Board, taking into account the views of Executive Directors and Non-Executive Directors, assessed the quality, quantity and timeliness of the flow of information between management and the Board that is necessary to effectively and reasonably perform its duties. A separate meeting of Independent Directors to discuss the above mentioned items was held on 25<sup>th</sup> August, 2020.

The Company conducts Familiarization Program for its Independent Directors to familiarize them with regard to their roles, rights, responsibilities in the Company, nature of industry, Company's strategy, Organization Structure, business model, performance updates of the Company, risks management, code of conduct and policies of the Company etc. The details of familiarization programs imparted to independent directors can be accessed at <https://www.omaxauto.com/Codes-Policies.aspx>.

The Company has received a certificate from M/s. Chandrasekaran Associates, Company Secretaries, Delhi that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. The Certificate is attached as 'Annexure-1 forming integral part of this Report.

Mrs. Sakshi Kaura, Joint. Managing Director is the daughter of Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director of the Company, Mr. Devashish Mehta, Managing Director is son of the Mr. Jatender Kumar Mehta and Mr. Ravinder Kumar Mehta, Managing Director is the brother of Mr. Jatender Kumar Mehta. None of the other Directors except as mentioned above are not related to each other.

## THE MATRIX SETTING OUT THE SKILLS/ EXPERTISE /COMPETENCE OF THE BOARD OF DIRECTORS

While all the Board members broadly possess the identified skills, their domain of core expertise is give below:

Skill and its description	Mr. Jatender Kumar Mehta	Mr. Devashish Mehta	Mrs. Sakshi Kaura	Mr. Tavinder Singh	Mr. Bharat Kaushal	Dr. R.C. Vaish	Dr. T.N. Kapoor	Mrs. Novel S. Lavasa	Mr. Deep Kapuria
<p>Business Environment Knowledge</p> <p>Experience of auto industry and railway business, geographical and socio-economic reach of the industry, knowledge of policies and procedures, standards or directives issued by government or any industry body, affecting the industry or products or operation of the Company and latest developments/ trends therein.</p>	√	√	√	√	√	√	√	√	√
<p>Internal operation &amp; management of manufacturing Company</p> <p>Knowledge and reasonable understanding about the internal operation and management of a manufacturing unit including the knowledge and understanding of procurement process, production process, IR issues, Finance and accounting functions.</p>	√	√	√	√	√	√			√
<p>Customer Relationship/ Supply Chain management</p> <p>Adequate experience in working in, or associated with, a manufacturing entity auto industry/ railway business or has experience in similar industries.</p>	√	√	√	√					

<b>Knowledge of Technological advancement</b>  Sound knowledge of various technological advancements which are being made in the products or processes of the Company, Knowledge of new technologies available and preparedness to adopt it, research and development on any particular technology, idea or innovation.		√			√				√
<b>Strategy/ Business Leadership</b>  Ability to think strategically, critically assess and understand strength and weakness of the Company, assess the opportunities and threats for the Company, good understanding of the global, domestic, local, and organizational working culture and good understanding of internal processes of the Company such as strategic planning, budgets, business plans, risk management, financial reporting, corporate governance etc.	√	√	√	√	√	√	√	√	√
<b>Finance/ Accounts knowledge</b> Knowledge of Finance and Accounts functions including, Accounting book keeping, Financial Reporting, Reading and analyzing financial statements, Financial reporting and disclosures, Accounting standards/ financial reporting standards, Capital and Revenue Budgeting, Financial planning, financial performance, Financial Risk Management etc.					√	√	√		√



<b>Social Connect and responsibility of Organization</b>  Understanding the Social connect and responsibility of the organization as a corporate citizen, understand the social, environmental, economic impact of Company's operations on various stakeholders including general public at large, understanding of the fact that the business objective of the organization should also sync with socio-economic objective of the organization.	√	√	√		√			√	√
<b>Corporate Governance and Board procedures</b>  Experience at Board level handling corporate governance, board procedures, and statutory compliances, knowledge of Board Procedures including functioning of Board and various committees and aware of interest of all stakeholders.	√	√	√	√	√	√	√	√	√

### 3. COMMITTEES OF THE BOARD

The Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Each Committee has specific terms of reference setting forth the purpose, role and responsibilities of the Committee. All recommendations of the Committees are placed before the Board for approval or information, if required. During the financial year ended 31<sup>st</sup> March, 2021, all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. The Committees of the Board are:-

- Audit Committee
- Nomination and Remuneration committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Executive Committee

\* Corporate Social Responsibility Committee has been rescinded w.e.f. 14th August, 2021

#### AUDIT COMMITTEE

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted and headed by an Independent Director. The Composition, quorum, power, role, review of information etc. of the Audit Committee is in accordance with the Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 31<sup>st</sup> March, 2021, the Audit Committee comprises of four

Non-Executive Independent Directors and two Executive Directors. All the members of the Committee have requisite financial and management expertise/knowledge and have rich experience of the industry.

The total fees paid by the Company for all services rendered by BGJC & Associates LLP (Firm Registration Number 003304N, Statutory Auditor of the Company is Rs. 17,99,206 (exclusive of GST), which includes Statutory Auditors fee for previous year.

The terms of reference of the Audit Committee inter-alia includes the following:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, remuneration, terms of appointment of auditors of the company and approval of the payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management the annual financial statements along with the auditor's report thereon before submission to the Board.
- Reviewing with the management the quarterly financial results/annual financial statements before submission to the Board for approval.
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditor's independence and performance effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the listed entity, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, including the Structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up thereon.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- Approval of Appointment of Chief Financial Officer after assessing the qualifications, experience and background etc.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

Apart from above, the committee also reviews other matters as required under Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 177 of Companies Act, 2013 and other laws, rules and regulations.

The Composition of the Audit Committee is given herein below:

Member's Name	Category	Designation
Dr. Ramesh Chandra Vaish	Non-Executive Independent Director	Chairman
Dr. Triloki Nath Kapoor	Non-Executive Independent Director	Member
Mr. Jatender Kumar Mehta	Vice Chairman cum Managing Director	Member
Mrs. Novel S Lavasa	Non-Executive Independent Director	Member
Mr. Devashish Mehta	Joint Managing Director	Member
Mr. Deep Kapuria*	Non-Executive Independent Director	Member
Mr. Panja Pradeep Kumar*	Non-Executive Independent Director	Member

\* Mr. Panja Pradeep Kumar ceased to be associated with the Company w.e.f. 10.12.2020.

\* Mr. Deep Kapuria ceased to be associated with the Company w.e.f. 1<sup>st</sup> November, 2021.

The Company Secretary of the Company acts as Secretary of the Audit Committee. Internal Auditors, Management and other Senior Personnel of the Company, also attend the Meeting of Audit Committee, as and when required.

During the year under review, 5 (Five) Audit Committee meetings were held, on 29<sup>th</sup> June, 2020, 25<sup>th</sup> August, 2020, 14<sup>th</sup> September, 2020, 12<sup>th</sup> November, 2020, and 11<sup>th</sup> February, 2021.

#### Attendance of members at Audit Committee Meetings:

Member's Name	No. of Meetings held/Attended
Dr. Ramesh Chandra Vaish	5/5
Dr. Triloki Nath Kapoor	5/5
Mr. Jatender Kumar Mehta	5/4
Mrs. Novel S Lavasa	5/5
Mr. Deep Kapuria*	5/3
Mr. Devashish Mehta	5/4
Mr. Panja Pradeep Kumar*	5/3

- Mr. Panja Pradeep Kumar resigned w.e.f. 10<sup>th</sup> December, 2020.
- Mr. Deep Kapuria ceased to be associated with the Company w.e.f. 1<sup>st</sup> November, 2021.

#### NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of Nomination and Remuneration Committee include the matters specified in Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013. The terms of reference of the Nomination and Remuneration Committee inter-alia includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on Board Diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

Apart from above, the committee also reviews other matters as required under Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 178 of Companies Act, 2013 and other laws, rules and regulations.

The Composition of the Nomination and Remuneration Committee is given below:

Member's Name	Category	Designation
Dr. Ramesh Chandra Vaish	Non-Executive Independent Director	Chairman
Dr. Triloki Nath Kapoor	Non-Executive Independent Director	Member
Mr. Deep Kapuria*	Non-Executive Independent Director	Member

\* Mr. Deep Kapuria ceased to be associated with the Company w.e.f. 1<sup>st</sup> November, 2021.

During the financial year under review, 3 (Three) Nomination and Remuneration Committee meetings were held on 25<sup>th</sup> August, 2020, 12<sup>th</sup> November, 2020, and 11<sup>th</sup> February, 2021.

#### Attendance of members at Nomination and Remuneration Committee Meeting:

Member's Name	No. of Meetings held/ attended
Dr. Ramesh Chandra Vaish	3/3
Dr. Triloki Nath Kapoor	3/3
Mr. Deep Kapuria*	3/1

\* Mr. Deep Kapuria ceased to be associated with the Company w.e.f. 1<sup>st</sup> November, 2021.

#### Performance Evaluation

The Nomination and Remuneration Committee of the Board had adopted a policy/practice for Evaluation of the Performance of the Board of Directors of the Company. The Committee had also devised evaluation forms and criteria for Evaluation of performance of Board of Directors, Individual directors, Board Committees and Chairperson Assessment. Such evaluation forms as devised by the Nomination and Remuneration Committee and approved by the Board were shared to all the Directors for their feedback/ratings. The forms were submitted back by the Directors with their feedback/ rating. The following were the criteria for evaluating performance of the Independent Directors:

- Participation at Board/ Committee Meetings
- Managing Relationship
- Knowledge and Skill
- Personal Attributes
- Criteria of Independence

On the basis of feedback/ ratings, the performance of the Individual Directors, Board as a Whole, the committees of the Board and Chairperson of the Board was found satisfactory.

#### REMUNERATION POLICY

The Company's remuneration policy ensures that its Directors, Key Managerial Personnel and other employees working in the Senior Management Team are sufficiently incentivized for enhanced performance. In determining this policy, the Company has taken into account factors it deemed relevant and gave due regard to the interests of shareholders and to the financial and commercial health of the Company. The Remuneration Policy of the Company ensures that the:

- Level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and senior management of high quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management creates a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The said Policy forming part of Boards' Report and is also disclosed on the website of the Company at <https://www.omaxauto.com/Codes-Policies.aspx>

## REMUNERATION OF DIRECTORS

The remuneration of Directors is recommended by the Nomination and Remuneration Committee of the Board in line with the Remuneration Policy of the Company and approved by Board and if required are also approved by the Shareholders and/or the Central Government as the case may be. The remuneration paid to the Executive Directors i.e. Managing Directors and Whole Time Director is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and shareholders' in the General Meeting. Executive Directors are not paid any sitting Fees for attending Board and Committee meetings.

All Non-Executive Directors in the Company are Independent directors and apart from receiving director's remuneration (Sitting Fees and Commission), they do not have any pecuniary relationship or transactions with the Company. The Non-Executive Directors are being paid by way of sitting fee of Rs. 20000/- for attending per meeting of the Board and Rs. 5000/- per meeting for Committees of the Board, attended by them as per Nomination and Remuneration Policy of the Company which is available on the website of the Company.

Details of remuneration paid to Directors for the Financial Year 2020-21 are as follows:

Sl. No.	Name of Director	Sitting Fees	Salary	Perquisites	Benefits	Contribution to Statutory Funds	Commission	Bonus	Stock Options	Total
1	Dr. Ramesh Chandra Vaish	1,80,000	-	-	-	-	-	-	-	1,80,000
2	Dr. Triloki Nath Kapoor	2,05,000	-	-	-	-	-	-	-	2,05,000
3	Mr. Deep Kapuria	1,05,000	-	-	-	-	-	-	-	1,05,000
4	Mrs. Novel Singhal Lavasa	1,45,000	-	-	-	-	-	-	-	1,45,000
5	Mr. Bharat Kaushal	1,25,000	-	-	-	-	-	-	-	1,25,000
6	Mr. Panja Pradeep Kumar	80,000	-	-	-	-	-	-	-	80,000
7	Mr. Jatender Kumar Mehta	-	1,19,00,070	0	0	15,72,480	-	-	-	1,34,72,550
8	Mr. Ravinder Kumar Mehta	20,000	7,37,550	0	0	1,78,200	-	-	-	9,35,750
9	Mrs. Sakshi Kaura	-	43,67,502	0	0	5,12,568	-	-	-	48,80,070
10	Mr. Tavinder Singh	-	32,51,534	32,400	0	2,10,708	-	-	-	34,94,642
11	Mr. Devashish Mehta	-	37,11,675	0	0	4,35,600	-	-	-	41,47,275
	<b>Total</b>	<b>8,60,000</b>	<b>2,39,68,331</b>	<b>32,400</b>	<b>0</b>	<b>29,09,556</b>				<b>2,77,70,287</b>

The Company has not made any payment to its directors by way of performance-linked incentives during the year under review. No severance fees are charged. There is no stock option in the company granted to the directors.



## STAKEHOLDERS RELATIONSHIP COMMITTEE/STAKEHOLDERS' GRIEVANCE COMMITTEE

The Stakeholders Relationship Committee has been constituted pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to attend and look into various aspects of interests of security holders of the Company. The Committee is chaired by Dr. Triloki Nath Kapoor, Independent Director on the Board of the Company.

The composition of Stakeholders Relationship Committee during the year under review was as under:

Member's Name	Category	Designation
Dr. Triloki Nath Kapoor	Non-Executive Independent Director	Chairman
Mr. Jatender Kumar Mehta	Vice Chairman cum Managing Director	Member
Mr. Tavinder Singh	Whole Time Director	Member

During the year under review, 4 (Four) Stakeholders Relationship Committee meetings were held, on 29<sup>th</sup> June, 2020, 14<sup>th</sup> September, 2020, 12<sup>th</sup> November, 2020, and 11<sup>th</sup> February, 2021.

Attendance of members at Stakeholders Relationship Committee Meetings:

Member's Name	No. of Meetings held/ attended
Dr. Triloki Nath Kapoor	4/4
Mr. Jatender Kumar Mehta	4/3
Mr. Tavinder Singh	4/4

### Name, Designation and Corresponding Address of Compliance Officer:

Mr. Ravinder Singh Kataria, Company Secretary has been designated as Compliance Officer of the Company w.e.f. June 22, 2021.

Omax Autos Limited  
 Plot No. B-26, Institutional Area,  
 Sector 32, Gurugram, Haryana-122001  
 Phone: +91-124-4343000  
 Email: cs@omaxauto.com

\* Mr. Ravinder Singh Kataria ceased to be associated with the Company w.e.f. closure of business hours on 30<sup>th</sup> September, 2021. And Company is in process of appointing new company Secretary and compliance officer

The functioning and broad terms of reference of the Stakeholders Relationship Committee as adopted by the Board are inter-alia as under:

- a) To monitor work related to
  - Transfer and/ or transmission of the shares of the Company;
  - Dematerialization/ dematerialization of the shares of the Company;
  - Subdivision, consolidation and/or replacement of any share certificate(s) of the Company;
- b) Approval of issue of duplicate share certificates against the original share certificates.
- c) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- d) Review of measures taken for effective exercise of voting rights by shareholders.
- e) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

- f) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- g) To do all other acts or deeds as may be necessary or incidental thereto.

The main object of the Stakeholders Relationship Committee is to strengthen investors' relation. The Compliance Officer is entrusted with the responsibility, specifically, to look into the redressal of the shareholders and investors complaints and report the same to the Stakeholders Relationship Committee.

#### Details of Investor Complaints:

The Corporate Secretarial Department of the Company and M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company attend all the grievances of the shareholders and investors received directly or through Securities and Exchange Board of India (SEBI), Stock Exchanges, Ministry of Corporate Affairs (MCA), Registrar of Companies (ROC) etc.

Total 8 Complaints were received during the financial year 2020-21 and all complaints has been addressed and disposed off accordingly:

No request for share transfer or payment of dividend is pending except those which are disputed or unclaimed.

#### RISK MANAGEMENT

The Board of Directors of the Company has adopted a policy as the Risk Management Policy of the Company with main objective of to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Board continuously identifies various risks to which the Company is subject to and which in the opinion of the Board may threaten the existence of the Company.

The implementation and monitoring of this policy is currently assigned to the Audit Committee of the Board. Though the Board is striving to identify various elements of risk, however, in the opinion of the Board, there has been no element of risk which may threaten the existence of the Company.

#### 4. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings held are as follows:

Financial Year	Date of AGM	Time	Venue	Whether Special Resolution passed
2019-20	25 <sup>th</sup> September, 2020	10:00 AM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Yes
2018-19	27 <sup>th</sup> September, 2019	11:00 AM	Clarens Hotel, Plot no. 363-364, Sector-29, Gurgaon, Haryana-122002	Yes
2017-18	17 <sup>th</sup> September, 2018	11:00 AM	Clarens Hotel, Plot no. 363-364, Sector-29, Gurgaon, Haryana-122002	Yes

All the Resolutions, including the special resolutions set out in the respective notices were passed by the requisite majority of shareholders.

#### RESOLUTION PASSED THROUGH POSTAL BALLOT PROCESS

During the financial year 2020-21, the Company has not passed any resolution through Postal Ballot process.

#### PROCEDURE FOLLOWED

Not applicable as the Company has not passed any resolution through postal ballot process during the financial year 2020-21.

As on the date of this Report, no Special resolution is proposed to be conducted through Postal Ballot.

## 5. MEANS OF COMMUNICATION

- (a) **Financial Results:-** The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the format prescribed by Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The approved financial results are forthwith sent to the Stock Exchanges where the Company is listed (BSE and National Stock Exchange of India Ltd.) and are published normally in the following Newspapers in accordance with the provision of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :-

Particulars	Name of the News paper
English Newspapers in which quarterly/ half yearly/ yearly results were published.	Business Standard
Vernacular Newspapers (Hindi) in which quarterly/ half yearly/ yearly results were published.	Business Standard

- (b) **Company's Website:-** Various sections of the Company's website ([www.omaxauto.com](http://www.omaxauto.com)) keep the investors updated on the key and material developments of the Company by providing timely information like Board profile, press release, financial results, annual reports, shareholding pattern, stock information, stock exchange filings etc.
- (c) **Official Press Release:-** The Company communicates official releases to Stock Exchange(s) and are uploaded on the Company's website [www.omaxauto.com](http://www.omaxauto.com).
- (d) **Presentations made to institutional investors or to the analysts:-** During the Year under review the Company has not made any presentations to Institutional investors or to the Analysts.

## 6. GENERAL SHAREHOLDERS' INFORMATION

### 38th Annual General Meeting:

**Day & Date:** Tuesday, 28<sup>th</sup> day of December, 2021

**Time:** 10.00 AM

**Venue:** Through Video Conferencing / Other Audio Visual Means

**Financial year:** 1st April, 2020 to 31st March, 2021

### Dates of Book Closure

The register of members and share transfer books of the company will remain closed from Wednesday, 22nd December, 2021 to Tuesday, 28<sup>th</sup> December, 2021 (both days inclusive), for the purpose of Annual General Meeting.

### Dividend Payment Date

No dividend has been recommended by the Board for the financial year 2020-21.

### Listing on Stock Exchanges

At present, the equity shares of the Company are listed on the following Stock Exchanges.

Name of Stock Exchanges	Stock Code	ISIN With NSDL & CDSL
BSE LIMITED (formerly Bombay Stock Exchange Limited) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	520021	INE 090B01011
National Stock Exchange of India Limited "Exchange Plaza", Bandra- Kurla Complex, Bandra (E) Mumbai- 400 051	OMAX AUTO	

### Listing Fees

The Annual Listing Fees for the Financial Year 2021-22 have been paid to the both aforesaid Stock Exchanges where the shares of the Company are listed.

### Outstanding GDRs/ADRs/Warrants or any Convertible instruments

- No GDRs / ADRs have been issued or outstanding by the Company.
- During the year under review the Company has no outstanding convertible instruments.

### Market Price Data

Monthly High and Low prices of equity shares of The Company at BSE Limited (BSE) and at the National Stock Exchange of India Limited (NSE) during the period under review in comparison to BSE (Sensex) and NSE (Nifty).

Month	NSE				BSE			
	Share Price		Nifty		Share Price		Sensex	
	High	Low	High	Low	High	Low	High	Low
Apr-20	29.30	19.00	9889.05	8055.8	29.75	18.70	33887.25	27500.79
May-20	26.00	21.10	9584.2	9030.35	25.50	21.10	32845.48	29968.45
Jun-20	35.40	23.50	10553.15	9544.35	34.50	24.25	35706.55	32348.1
Jul-20	37.75	29.05	11341.4	10299.6	38.85	29.35	38617.03	34927.2
Aug-20	59.80	29.10	11794.25	10882.25	59.75	29.10	40010.17	36911.23
Sep-20	51.00	38.10	11618.1	10790.2	50.00	37.65	39359.51	36495.98
Oct-20	42.95	36.10	12025.45	11347.05	43.70	35.20	41048.05	38410.2
Nov-20	44.00	38.05	13145.85	11557.4	43.90	36.20	44825.37	39334.92
Dec-20	50.70	40.00	14024.85	12962.8	50.40	40.00	47896.97	44118.1
Jan-21	53.85	43.20	14753.55	13596.75	53.65	41.20	50184.01	46160.46
Feb-21	51.90	43.25	15431.75	13661.75	51.45	42.05	52516.76	46433.65
Mar-21	53.00	39.30	15336.3	14264.4	53.00	40.00	51821.84	48236.35

### Performance in comparison to broad based indices – NIFTY



### Performance in comparison to broad based indices - BSE SENSEX



### SHAREHOLDERS REFERENCE

Pursuant to Section 124 of the Companies Act, 2013, the Unclaimed Dividend for the financial year 2011-12 has been transferred to the Investors Education and Protection fund (IEPF) established by the Central Government Pursuant to Section 125 of the Companies Act, 2013. In terms of the provisions of Section 124 (6) read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ('the Rules') effective from 28<sup>th</sup> February, 2017, the Company is also required to transfer all shares, in respect of which dividend has not been paid or claimed for seven consecutive years, in the name of Investor Education and Protection Fund ("IEPF"). The names of shareholders and their folio numbers or DP ID-Client IDs alongwith unpaid/unclaimed dividend details were uploaded on the website of the Company at <http://www.omaxauto.com>. Shareholders may note that the unclaimed dividends and unclaimed shares transferred to IEPF authority can be claimed back from IEPF authority after following the due process prescribed under the Rules.

Shareholders may also note that unclaimed/unpaid dividend for the following years will be transferred to IEPF Account in according to the schedule given below. Shareholders who have not encashed their dividend warrant(s) so far or have not received the same are requested to seek issue of duplicate warrant(s) by writing to the Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company confirming non-encashment/non receipt of dividend warrant(s). Once the unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

F.Y. Ended	Date of Declaration of Dividend	Last Date for Claim
2011-12	8 <sup>th</sup> September, 2012	7 <sup>th</sup> October, 2019
2012-13	7 <sup>th</sup> September, 2013	6 <sup>th</sup> October, 2020
2013-14	Not declared	Not applicable
2014-15	Not declared	Not applicable
2015-16	12 <sup>th</sup> September, 2016	11 <sup>th</sup> October, 2023
2016-17	Not declared	Not applicable
2017-18	Not declared	Not applicable
2018-19	Not declared	Not applicable
2019-20	Not declared	Not applicable
2020-21	Not declared	Not applicable



#### REGISTRAR AND SHARE TRANSFER AGENTS (RTA)

M/s. Link Intime India Private Limited, New Delhi has been appointed as the Registrar and Share Transfer Agent of the Company for handling the share related work both in physical and electronic form. All correspondence relating to share transfer, transmission, dematerialization, dematerialization etc. can be made at the following address.

M/s Link Intime India Private Limited  
Unit: Omax Autos Limited  
Noble Heights, 1st Floor, Plot No. NH 2,  
LSC, C-1 Block, Near Savitri Market,  
Janakpuri, New Delhi-110058  
Tel: +91-11- 4141 0592/93/94;  
Fax: +91-11-4141 0591  
E-Mail: delhi@linkintime.co.in

#### SHARE TRANSFER SYSTEM

The Company's shares are traded in the Stock Exchanges compulsorily in dematerialized mode. Physical Shares which are lodged with the RTA and /or Company for transfer are processed and returned to the members duly transferred within the time stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to documents being found valid and complete in all respects. The dematerialized shares are transferred directly to the beneficiaries by the depositories. The Company processes the share transfer and other related shareholders services through Registrar & Share transfer Agent (RTA) on a fortnight basis. The Company has a Stakeholder Relationship Committee, which meets whenever required, to consider and approve the share transfers/Transmission /transposition and to resolve any query or problem in relation thereto.

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019 except in case of transmission or transposition of securities.

The Company obtained from a Company Secretary in practice, half yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgment of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with the Stock Exchanges.

#### DISTRIBUTION OF SHARE HOLDING AS ON 31<sup>st</sup> MARCH, 2021

Share Range		Number of holders	% to total holders	Total face value (In Rupees)	% to total face value of issued capital
01	500	10673	81.38	1380695	6.46
501	1000	1305	9.95	997777	4.67
1001	2000	589	4.49	868781	4.06
2001	3000	176	1.34	450022	2.10
3001	4000	81	0.62	287144	1.34
4001	5000	91	0.69	426330	1.99
5001	10000	98	0.75	705222	3.30
100001	Above	102	0.78	16272242	76.08
<b>Total</b>		<b>12661</b>	<b>100.00</b>	<b>2,13,882,130</b>	<b>100.00</b>

#### SHAREHOLDING PATTERN AS ON 31<sup>st</sup> MARCH, 2021

Sl. No.	Category	No. of Shares	% of shareholding
<b>1</b>	<b>Promoters' Holding</b>		
	(a) Indian Promoters	78,65,774	36.78
	(b) Bodies Corporate	45,13,934	21.10
<b>2</b>	<b>Non Promoters' Holding</b>		
	(a) Mutual Funds and UTI	0	0.00
	(b) Banks, FIs, Insurance Companies	0	0.00
	(c) Foreign Institutional Investors	0	0.00
	(d) Private Bodies Corporate	8,35,273	3.91
	(e) Indian Public		
	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	49,61,740	23.20
	ii. Individual shareholders holding nominal share capital in excess of Rs 2 lakh	21,23,045	9.93
	(f) Non Resident Indians	1,89,205	0.88
	(g) Others	8,99,242	4.20
	<b>TOTAL</b>	<b>2,13,88,213</b>	<b>100.00</b>

#### DEMATERIALIZATION OF SHARES AND LIQUIDITY

The equity shares of the Company are compulsory traded and settled only in the dematerialised form under ISIN No. INE090B01011. M/s. Link Intime India Private Limited, the Company's Registrar & Share Transfer Agent looks after the dematerialization of shares and other related works.

The details of the equity shares of the Company dematerialized as on 31<sup>st</sup> March, 2021 are given hereunder:

Particulars	Number of Shares	Percentage
No. of shares in dematerialized form	2,10,82,343	98.57
No. of shares in Physical form	3,05,870	1.43
<b>Total</b>	<b>2,13,88,213</b>	<b>100.00</b>

#### SHARES IN THE SUSPENSE ACCOUNT

Disclosure with respect to Demat Suspense Account / Unclaimed Suspense account:

- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil
- Number of shareholders who approached the Company for transfer of shares from suspense account during the year: Nil
- Number of shareholders to whom shares were transferred from suspense account during the year: Nil
- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil
- Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

#### COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK

The Company operates in single segment of automotive components and parts; therefor there are no such commodity price risks. However the Company keeps close watch on the price risk of input material. The foreign exchange exposure of the Company is very limited and the same is generally hedged.

### **SUSPENSION OF SECURITIES:**

The securities of the Company are not suspended from trading.

### **PLANT LOCATIONS:**

Registered office & Corporate Office: Address for correspondence: Plot No. B-26, Institutional Area, Sector-32, Gurgaon (Haryana)- 122001 Phone No: +91-124- 4343000 Fax No.: +91-124- 2580016 E-mail: investors@omaxauto.com	Long Member Plant (LM Plant) Omax Autos Limited 48 <sup>th</sup> K.M. Stone, N. H. 30, (Lucknow – Raebareli), Village Malhipur, Bachhrawan, Tehsil-Maharjganj, Raebareli Uttar Pradesh, 229301
Railway Plant Omax Autos Limited Delhi Jaipur Highway, Village & P.O. Binola, Gurgaon, Haryana-122413	New Railway (Under Setup) Oma Autos Limited 54 <sup>th</sup> K. M. Stone, N.H. 30, (Lucknow – Raebareli), Village Kandawan, Bachhrawan, Tehsil-Maharjganj, Raebareli Uttar Pradesh, 229301
Lucknow Plant Omax Autos Limited Tata Motors Vender Park Chinhath Industrial area Deva Road, Lucknow, (UP)- 226019	Bawal Plant (Non-Operational) Omax Autos Limited Plot No. 2, Sector-5, Bawal Distt. Rewari, Haryana-123501

### **CREDIT RATING**

Details of Credit Rating was revised during the year 2020-21 as referred in Schedule V, Part C, Clause 9, Sub Clause (q) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Credit Rating issued by Credit Rating Agency “India Ratings and Research” as follow:

Instrument Type	Rating/ Outlook at the beginning of the year	Revision in Rating/ Outlook during the year	Rating/ Outlook at the closing of the year
Fund-based working capital limits	IND BBB+/Stable/IND A2+	IND BBB- (ISSUER NOT COOPERATING)/ IND A3 (ISSUER NOT COOPERATING)	IND BBB- (ISSUER NOT COOPERATING)/ IND A3 (ISSUER NOT COOPERATING)
Non-fund-based working capital limits	IND A2+	IND A3 (ISSUER NOT COOPERATING)	IND A3 (ISSUER NOT COOPERATING)
Term loans	IND BBB+/Stable	IND BBB- (ISSUER NOT COOPERATING)	IND BBB- (ISSUER NOT COOPERATING)

### **CEO/ CFO CERTIFICATION**

In compliance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a declaration by CEO and CFO was placed before the Board, certifying the accuracy of Financial Statements and the adequacy of internal controls pertaining to Financial Reporting for the year ended 31<sup>st</sup> March, 2021.

### **CORPORATE GOVERNANCE CERTIFICATE**

In compliance with Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from M/s. Chandrasekaran Associates, Company Secretaries, Delhi, confirming compliance with the conditions of the Corporate Governance has been attached as “Annexure 2” forming integral part of this report.

## 7. OTHER DISCLOSURES

- i) **Related Party Transactions** - There is no materially significant related party transaction that may have potential conflict with the interest of the Company at large. Transactions with the related party are disclosed in the notes to the accounts in this Annual Report as per Accounting Standard 18 of the Institute of Chartered Accountants of India.
- ii) **Details of Non-Compliances** – Company had received notice from Bombay Stock Exchange and National Stock Exchange, in regard to non-compliance of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 in respect to Mr. Ravinder Kumar Mehta, Managing Director whose tenure was expired on 31<sup>st</sup> December, 2020 and could not re-appointed and thereafter resigned w.e.f. 1<sup>st</sup> February, 2021. During this period, in absence of any approval, his position was considered Non-Executive Director on Board.

However, Company has requested both stock exchanges to waive off fine imposed on Company.

- iii) Company has maintained/established vigil mechanism, the whistle blower policy and affirms that no personnel have been denied access to the audit committee.
- iv) All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been substantially complied with, by the Company. However the Company has not adopted any non-mandatory requirements.
- v) Web link of the policy for determining 'material subsidiaries is <http://www.omaxauto.com>
- vi) The web link of the policy on dealing with related party transactions is <http://www.omaxauto.com>
- vii) There are no commodity price risks and commodity hedging activities in the Company.
- viii) During the year, the Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ix) **Compliance with Mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** - The Company is in compliance with applicable mandatory corporate governance requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- x) In accordance with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, the Annual Secretarial Compliance Report for the year 2020-21 has been issued by M/s Chandrasekaran Associates, Company Secretaries, Delhi, which forms part of this report.
- xi) The Board of the Company considered the declarations submitted by all Independent Directors of the Company that:

They meet the criteria of independence as provided in Regulation 16(1) (b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 read with rules made thereunder.

They are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence as provided under the Listing Regulations.

Accordingly, in the opinion of the Board of the Company, all Independent Directors of the Company fulfill the conditions/criteria specified in the Listing Regulations read with the Companies Act, 2013 and they are also independent of the management.

## 8. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESAL) ACT, 2013

There is no complaint filed / received during the year pursuant to the Sexual Harassment of Women at Workplace [Prevention, Prohibition and Redressal] Act, 2013.



#### **9. COMPLIANCE STATUS REQUIREMENT OF CORPORATE GOVERNANCE**

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### **10. DISCRETIONARY REQUIREMENTS**

During the financial year, the Company has not adopted any discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **11. DECLARATION RELATED TO CODE OF CONDUCT TO DIRECTORS/ SENIOR MANAGEMENT**

In accordance with the Listing Regulations, CEO/MD of the Company declares that all Directors and Senior Management Personnel of the Company have confirmed the compliance with the code of conduct as adopted by the Company. The declaration for Compliance with code of conduct given by MD forms a part of this Report.

Place: Gurugram  
Date: 13<sup>th</sup> November, 2021

**Jatender Kumar Mehta**  
**Vice Chairman cum Managing Director**  
DIN:00028207



### CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

(Pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

#### THE BOARD OF DIRECTORS OMAX AUTOS LIMITED

We, Jatender Kumar Mehta, Vice Chairman cum Managing Director and Mr. Hari Gopal Agrawal, Chief Financial Officer of the Company do hereby certify to the Board of Directors that:

- (a) We have reviewed financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2021, and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, there was no transaction entered into by the Company during the year, which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) Further, we accept that it is our responsibility to establish and maintain internal controls for financial reporting.

Accordingly, we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee:

- (i) deficiencies in the design or operation of such internal controls, if any, which came to our notice and steps have been taken or proposed to be taken to rectify these deficiencies.
- (ii) Significant changes in internal control, if any, over financial reporting during the year.
- (iii) significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements; and
- (iv) Instances of significant fraud of which we became aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Gurugram  
Date: 14.08.2021

**Jatender Kumar Mehta**  
(Vice Chairman cum Managing Director)

**Hari Gopal Agrawal**  
(Chief Financial Officer)

#### Declaration for Compliance with the Code of Conduct

This is to certify that the company has laid down its Code of Conduct for all the Board Members and Senior Management of the Company and the copy of the same are uploaded on the website of the Company at [www.omaxauto.com](http://www.omaxauto.com). It is hereby affirmed that during the financial year 2020-21, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given a confirmation in this regard.

Place: Gurugram  
Date: 14.08.2021

**Jatender Kumar Mehta**  
Vice Chairman cum Managing Director



**SECRETARIAL COMPLIANCE REPORT OF OMAX AUTOS LIMITED  
FOR THE YEAR ENDED MARCH 31, 2021**

To,  
The Board of Directors  
**Omax Autos Limited**  
Plot No B - 26, Institutional Area,  
Sector-32, Gurugram,  
Haryana, 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, 2021 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (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) Regulations, 2014; Not Applicable during the year under review.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the year under review;
- (g) 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;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) 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;
- (j) 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;

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:-

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation.	The Company has not maintained structured digital database till the close of financial year i.e. March 31, 2021.	The Company has not maintained structured digital database till the close of financial year i.e. March 31, 2021.
2.	As per Regulation 30 of Listing Regulations, the Company is required to intimate the required information to the stock exchange within the time period prescribed.	<p>The Company has made following delayed intimations to stock exchange:</p> <ul style="list-style-type: none"> <li>Credit Rating received by the Company from India Ratings and Research on 11.12.2020 was intimated to Stock Exchange on 05.01.2021.</li> <li>No Disclosure to Stock Exchange made regarding change in designation of Mr. Ravinder Kumar Mehta from Managing Director to Non-executive Director of the Company.</li> </ul>	Non-Compliance of the provisions of Regulation 30 of the Listing Regulations.

- (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 my/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.	N a t i o n a l Stock Exchange of India 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)	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 exchanges for waiver of fine imposed.
2.	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)	

(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 March 31, 2020.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

(e) The company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

For **Chandrasekaran Associates**  
**Company Secretaries**

**Shashikant Tiwari**  
**Partner**

**Membership No. A28994**  
**Certificate of Practice No. 13050**  
**UDIN: A028994C000546016**

**Date: 30.06.2021**  
**Place: Delhi**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF  
CORPORATE GOVERNANCE UNDER LISTING REGULATIONS, 2015**

The Members

**Omax Autos Limited**

Plot No. B-26, Institutional Area,  
Sector-32, Gurgaon, Haryana 122001

We have examined all relevant records of Omax Autos Limited (the Company) for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March 2021. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification. The Company has revised the Corporate Governance Report in its meeting held on November 13, 2021.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Chandrasekaran Associates  
Company Secretaries

**Shashikant Tiwari**

Partner

Membership No. A28994

Certificate of Practice No. 13050

UDIN: A028994C001621189

Date: 2<sup>nd</sup> December, 2021

Place: Delhi





## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C sub clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**Omax Autos Limited**  
Plot No. B-26, Institutional Area,  
Sector-32, Gurgaon, Haryana 122001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Omax Autos Limited having CIN L30103HR1983PLC026142 and having registered office at Plot No. B-26, Institutional Area, Sector-32, Gurgaon, Haryana -122001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	Name of Directors	DIN	Date of Appointment in Company
1.	Deep Kapuria	00006185	10/11/2014
2.	Triloki Nath Kapoor	00017692	03/02/1986
3.	Jatender Kumar Mehta	00028207	28/10/1983
4.	Ramesh Chandra Vaish	01068196	27/06/1995
5.	Tavinder Singh	01175243	29/10/2015
6.	Bharat Kaushal	01973587	19/07/2018
7.	Sakshi Kaura	02094522	25/01/2013
8.	Novel Singhal Lavasa	07071993	29/10/2015
9.	Devashish Mehta	07175812	19/07/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**  
Company Secretaries

**Shashikant Tiwari**  
Partner  
Membership No. 28994  
Certificate of Practice No. 13050  
UDIN: A028994C000781724

Date: 13<sup>th</sup> August, 2021  
Place: Delhi

## MANAGEMENT DISCUSSION AND ANALYSIS

Your directors have pleasure in presenting the Management Discussion and Analysis Report for the financial year ended on 31<sup>st</sup> March, 2021.

### A. INDUSTRY STRUCTURE AND DEVELOPMENTS

Globally, the automotive industry had run into some hurdles even before the COVID-19 pandemic struck in the last quarter of FY 2019-20. During the year under review, countrywide lockdowns and plummeting automobile sales wreaked havoc on the already weak automotive sector. The manufacturing sector was also severely affected by the pandemic. Original Equipment Manufacturers (OEMs) and auto part manufacturers are still trying to reach optimum manufacturing capacities. Massive disruptions to supply chains, depressed demand, laggard sales and continuous delays in new launches affected the sector further. Moreover, stricter CO2 emission requirements and increased investment in emerging technologies continue to weigh heavily on the auto sector. With the resumption of economic activity and gradual unlocking of the economy, sales of vehicles began showing a month-on-month improvement since the second quarter of FY 20-21.

The Company continues to operate in sheet metal component manufacture and supply, supplying primarily to auto-manufactures and railways. The Indian auto-components industry can be broadly classified into the organized and unorganized sectors. The organized sector caters to the OEMs and consists of high-value precision components while the un-organized sector consists of low-valued products and caters mostly to the aftermarket customers.

The auto-component industry by and large depends upon the automotive industry. Its growth is broadly synonymous with the growth of automotive industry. Indian Automotive industry has been one of the largest automotive industries in the world. Most of the major car manufactures are present and manufacture in India; the Indian Auto Component industry has become an attractive supplier base for global markets.

The Indian auto-components industry has experienced healthy growth over the last few years. The auto-components industry accounts for more than 2.3% of India's GDP and employs about more than 1.5 million people directly and indirectly. The overall industry is putting efforts immensely to become the 3<sup>rd</sup> largest in the world by 2025. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favorable destination for investment. In recent years, various global automobile OEMs have made their footprints in India. Their increased presence in the Indian manufacturing landscape has significantly increased the localization of their components in the country. India has become the preferred designing and manufacturing hub for global auto OEMs for local sourcing and exports.

The Company also supplies sheet metal components to Indian Railways. Indian Railways has shown steady growth over the years. Freight and Passenger earnings are the two largest components of revenues for Indian Railways. With increasing participation expected from private players, both domestic and foreign, due to favorable policy measures, both passenger and freight traffic is expected to grow rapidly over the medium to long term. Government of India's focus on infrastructure is a major factor which will accelerate growth of railways. The Company hopes to benefit from the same.

### Impact of COVID- 19:

The onset of COVID – 19 pandemic and consequent lockdowns and restrictions imposed on various industrial and economic activities have posed several challenges to all the business units of the Company.

The COVID-19 pandemic started spreading in India in March 2020, forcing the central government to order a complete lockdown of all but essential outdoor activities from end-March 2020. Your Company had to close its offices, factories and warehouses, as did its channel partners and dealer networks, during the first quarter of the financial year 2020-21. The Company's operations were hit substantially from last week of March, 2020. Few of the units as an abundant precaution, were closed from earlier date also.

Later, towards 1<sup>st</sup> week of May, 2020, various plants and units resumed operations, but, with drastically reduced capacity. As the company is dealing in manufacture and supply of auto-components and heavily dependent on business from few customers, the business also hampered due to low business volume from these customers due to complete shutdown during lockdown.

Even if various units resumed operations in 1<sup>st</sup> week of May, due to restrictions on economic activities and movement, various units could run only one shift only and production could only increase in phased manner. Hence, the revenue is hit in the first quarter of the current financial year. However, the situation has eased a bit in the second quarter of the current financial year. Hence, the revenue in the current financial year may be little lower than normal. The company expects the situation to improve more as we find a control over this pandemic.

The COVID-19 pandemic's resurgence in India from March 2021 could derail any economic recovery if it deepens and spreads for a longer period. The full impact of COVID-19 for the current financial year 2020-21 is difficult to establish and quantify at this moment, as we are still in its grip. Impact assessment is a continuing process given the uncertainties associated with the pandemic's nature and duration.

The Company has two new plants in Uttar Pradesh which were expected to be operational in the current financial year. However, One plant, Long Member (LM Plant) has started its operation but due to lockdown and restrictions on

import, got delayed. Other Plant, New Railway Plant (NR Plant) is under the process of setup. Hence, completion of this one new projects is now expected to be delayed for some more time.

## B. OPPORTUNITIES AND THREATS

In the advent of growing concerns of excessive use of fossil fuels and increasing pollution level, the government has pushed for shifting to electric vehicles. The Government of India has plans to make a major shift to electric vehicles by 2030. Globally, countries have already started shifting to electric vehicles. Hence, the relevance of internal combustion engines run by fossil fuels would lose relevance in long run. Hence, the electric vehicle segment would throw a big opportunity for Indian manufactures. India can be a global manufacturing hub for electric vehicles. Manufacturers may look at not only producing EV models for domestic market but also for exports. Electric vehicles are a sunrise opportunity as India has over 70 per cent two-wheelers and these could be made into electronic vehicles. Government has proposed that two-wheelers and three-wheelers sold in the country to be shifted to electric ones in a phased manner. There is a huge opportunity in this segment.

The global transportation industry, has now made a shifting towards electric, electronic and hybrid cars, which are considered more fuel efficient, safe, environment friendly and reliable mode of transportation. In coming times, this will open up new segments and opportunities for auto-component manufacturers. The industry has to be prepared for this and need to adapt itself to the changes through systematic Research and Development of new products and technologies.

In the past two years, the government has taken number of initiatives to capture the sector's real growth potential. Under the Union Budget 2021-22, the government allocated Rs. 110,054.64 crore (US\$ 15.19 billion) to the Ministry of Railways. Under the Union Budget 2021-22, the government allotted Rs. 1,803.01 crore (US\$ 249.07 million) for gauge conversion, Rs. 3,000 crore (US\$ 414.43 million) for doubling tracks, Rs. 6,815.36 crore (US\$ 941.51 million) for rolling stock and Rs. 2,448.30 crore (US\$ 338.22 million) for signalling and telecom.

The Ministry of Railways plans to monetize assets including Eastern and Western Dedicated Freight Corridors after commissioning, induction of 150 modern rakes through PPP, station redevelopment through PPP, railway land parcels, multifunctional complexes (MFC), railway colonies, hill railways and stadiums.

With increasing participation expected from private players, domestic and foreign, due to favourable policy measures, both passenger and freight traffic is expected to grow rapidly over the medium to long term. The Government of India's focus on infrastructure is a major factor which will accelerate growth of railways. Railway infrastructure plans to invest Rs 50 lakh crore (US\$ 715.41 billion) by 2030. In May 2021,

the Government of India and European Investment Bank (EIB) signed a finance contract for the second tranche of US\$ 182.30 million for the Pune Metro Rail project.

In last few years, metro rails in India has made rapid strides and has become first choice in urban transport and mobility. Currently, ten cities have metro railways and as many as fifteen new cities may have metro rail connectivity in the near future. Hence, there is huge scope of growth in this segment. The Company currently catering to Indian Railways, have scope to venture into supplying parts and components for metro railways. The Company has made some headways in this area.

Presence of such a large number of players in the Automobile industry results into extensive competition, every company eating into others share leaving little scope for new players. Further, currently, global economic slowdown and industry crisis in automotive industry due to Covid pandemic, increasing fuel prices, low financing options due to NBFC crisis, new emission norms, and policy uncertainty about electric vehicles are some of the impeding factors for slowdown in the industry. Low economic activities due to Covid crisis, subdued demand and recent investments made for transition from BS IV to BS VI emission norms, lack of clarity on electric vehicle (EV) policy, have added to the woes of the industry.

## A. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company operates in single segment of metal sheet components and parts.

### Two-Wheelers

Due to continuous low business from customers, the company has already exited from two-wheelers business. There was some minor revenue generated from the sale of Idle Asset and material sale.

### Commercial Vehicles

Due to Covid 19 direct impact and downturn in the economy and slump in Auto Industry, the Commercial Vehicle business did not do well during 2020-21. During 2020-21, the turnover was Rs. 78.33 Crores as against Rs. Rs. 171.25 Crores. The turnover is expected to remain stagnant in 2021-22 as well, due to Covid crisis and consequent economic slowdown.

### Passenger Cars

The Passenger Car business also witnessed the same down trends in financial year 2020-21. This PC business recorded a turnover of Rs. 13.89 Lacs in 2020-21 as against Rs. 80.12 Crores in the previous year.

### Railways

Railway business has shown high decline in sales during the years as there was suspension of railway services due to Covid-19. The Railway business recorded a turnover of Rs. 65.30 Crores in 2020-21, compared to Rs. 202.84 Crores in 2019-20.

#### D. OUTLOOK

Due to onset of Covid pandemic, and consequent extended lockdown in India, the economic activities have shrunk drastically. As an imminent solution to this pandemic is remote, the slump is expected to continue for some time. Government has taken many steps to revive the economy. Various financial stimulus has also been declared by the government. RBI has also relaxed certain lending norms for banks, to improve the liquidity situation. The Company is hopeful the economy will revive in few months.

Currently, the slowdown in domestic economy is quite visible. Auto Industry has also slowed down significantly. The slowdown in the auto sector has its cascading effect on auto component sectors also. As major auto OEMs are cutting their production, auto-component manufactures is also facing sharp production cuts which will continue for some time. Due to technological changes in the industry they have to face cost pressures also. The comparative revenue growth has also declined for many of the auto-component manufacturers. There is also uncertainty due to change in emission norms from BS IV to BS VI. There will be also cost pressure due to this new technology and will also impact profit margins. Further, global automobile demand has also been remained subdued. Due to looming slowdown in foreign market, export business may also be hurt. Hence, the outlook for auto sector will remain subdued in short to medium term.

In railway sector, the position would be slightly better. The Indian Railway network is growing at a healthy rate. In the next few years, the Indian railway market is expected to be one of the largest markets. Indian Railways is targeting to increase its passenger and freight traffic significantly. Government has also announced significant investment outlay in railway infrastructure. It would boost railway sector significantly. Once the Covid situation eases, this business would gain momentum.

Baring the impact of Covid 19, the industry's long-term growth prospects in India will continue to be healthy. The management of the Company is optimistic about the outlook of the company in medium to long term. With reduction in costs and increasing operational efficiency, the Company is expected to perform reasonably in 2021-22.

#### E. RISKS AND CONCERNS

The Company is an automotive component manufacturer; hence, its business is largely dependent on the health of the automotive sectors. The health of automotive sector and auto component sector is dependent on various factors viz. general economy of the country, global economy, disposable income with consumers, interest rate, fuel prices, finance options, regulatory norms, input costs etc. Given the fact that the Indian economy and also the automobile sector are experiencing a slowdown, its impact would be felt in auto-component industry and on the Company as well. Further, aftermath of the Covid crisis it will be seen how the industry and economy revive themselves. This would have direct bearings on the business of the OEMs and the Company also.

The Company's customer base is not very broad. The Company's major turnover comes from very few customers. Any significant business risks to these customers can have consequent impact on the Company. The management is putting its best effort to widen its customer base.

Auto industry is driven my technology and the same is undergoing very rapid change. A technology may make existing technology obsolete in very short period of time. Whoever cannot adapt to the pace of technology, may miss the bus. If it impacts any of the major customers of the Company, it may impact the Company as well.

The Company being an auto component manufacturer, it uses Steel and Cast iron sheets as major raw materials. Prices of these raw materials used in manufacturing have become increasingly volatile in recent years. The auto component manufacturers typically have low bargaining power and find it difficult to pass on the price increases to the price-sensitive customers. An increase in the price of these input materials could severely impact the profitability of the company.

The Company is largely into the business of manufacture of automotive components. This sector has already been very competitive. Lack of diversification into new business segments may also have impact on the future prospects of the Company.

The Company currently has a sound product base catering to the demand of the customers. Considering that technologies are changing very fast and new products and technologies are being developed rapidly, the Company will also face the risk of new product development or new technology development. The business of the Company may hamper if Company fails to keep pace with the new product or technology requirements of its customers.

#### F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

For the purposes of effective internal financial control, the Company has adopted various policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

In respect of adequacy of internal financial controls with reference to the Financial Statements, the Company has, inter alia, established various control systems which have been already reported in the last Annual Report. There have not been any significant changes in such control systems. The control systems are reviewed by the management regularly. The same are also reviewed by the Statutory Auditors and Internal Auditors from time to time. The Company has also adopted various policies and procedures to safeguard the interest of the Company. These policies and procedures are reviewed from time to time. There has also been proper reporting mechanism implemented in the



organization for reporting any deviation from the policies and procedures. Compliance audit is also conducted from time to time by external agencies on various areas of operations.

#### **G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance of the Company during the year under reference fell short of expectations. The Company achieved a turnover of Rs. 18,353.22 Lacs compared to Rs. 48,833.21 Lacs for the previous year. The decline is primarily due to exit from the 2W business in the previous and due to the threat posed by COVID-19. The Company recorded decrease in the PBT from Rs. 695.25 Lacs in the previous year to Rs. -5,935.19 Lacs Cr. in the current year. Operationally, Company had challenging year during 2020-21. There was no other setback for the Company during 2020-21, except for the impact of Covid 19 during the financial year. However, the Railway business, CV and PC business did not do so well. The PC business has been witnessing decline in turnover due to down turn in the economy and slump in auto sectors. The CV business could not do enough business to maintain the level. This was mainly due to low business volume from the customers. The company has set up two manufacturing units in Uttar Pradesh for its CV and Railways business. Long Member Plant (LM Plant) has started its operations but New Railway Plant (NR Plant) is under the process of being setting up and will start its operation soon. Overall, the operational performance of the Company was satisfactory during 2020-21.

#### **H. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

The company recognizes the importance of human values and ensures that proper encouragement both moral and financial is extended to employees to motivate them and can curb the threat posed by COVID-19. The human resources received commensurate attention during the year considering the growth of the organization and the need arising therefrom.

Due to very low customer demand, the Company had to reduce its production plan. Hence, unwillingly the Company had to reduce its manpower in some plants to rationalize the cost. The Company had generally cordial relationship with its human resources.

The Company has initiated many programs on up-skilling / training its manpower. As an ongoing exercise, the Company has continued to look at, identify, create and execute seamlessly, initiatives which enhance productivity and efficiency. The Company continues to invest in people through various initiatives which enable the work force to meet the production requirements and challenges related thereto and to infuse positive enthusiasm towards the organization. The Company's strength of employees stood at 229 as on 31<sup>st</sup> March, 2021.

#### **I. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:**

There are no significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios except as discussed hereinafter. The Debtors Turnover Ratio has been 2.16 times for 2020-21 compared to 3.79 times for 2019-20, a decrease of 43%. This is majorly due to sharp fall in Revenue as compared to debtors which subsidised gradually due to Covid-19 situation / lockdowns leading to delay in recoveries. The Inventory turnover ratio has been 4.23 times for 2020-21 compared to 7.76 for 2019-20, a decrease of 45.5%, reason being again the same due to sudden outburst of Covid-19 leading to lockdowns the inventories got stuck in plants and with severe fall in Sales also reduced the pace of Inventory turn another reason for reduced inventory turn is the introduction of new products, which will catch up the pace in near future. The interest coverage ratio is -1.36 times for 2020-21 compared to 1.29 times for 2019-20 a change of 205%, the steep fall was due to dent in company earnings due to Sales loss. Operating profit margins stood at -19.90% in 2020-21 as compared to 6.87%, a decrease of 390% and Return on Net worth stood at -3.08% for 2020-21 as compared to 16.87% for 2019-20, a change of 118%, again the lockdowns and non-utilisation of capacities having the adverse effect on the earning capacity.

#### **FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements that involve risks and uncertainties. When used in this Report, the words "anticipate", "believe", "estimate", "expect", "intend", "will", and other similar expressions as they relate to the Company and/or its businesses are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

#### **CAUTIONARY STATEMENT**

The statements in the "Management Discussion and Analysis Report" section describes an optimistic approach of the management regarding the Company's visions, strategies, objectives, projections, estimates, expectations and predictions. These may be "forward looking statements" within the meaning of legal framework. However, the annual performance can differ significantly from those expressed or implied, depending upon the market conditions, economic and climatic conditions, Government policies and other incidental factors.



## INDEPENDENT AUDITOR'S REPORT

### To the Members of Omax Autos Limited Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **Omax Autos Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the Statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (herein referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss and total Comprehensive loss for the year ended on that date, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Audit Response
<b>Inventory</b>  The Company has large quantities of inventory at different plants. The Company produces large number of products for which variety of raw material is acquired and stored at different locations. The entity is in a customer specific industry and it may have slow moving/damaged inventory due to model discontinuation or excess production accumulated at different locations. Different products have various variants due to which there is a possibility of gap in actual and recorded consumption of raw materials resulting in shortage/excess of quantities of raw material inventory. For these reasons, inventory has been considered as key audit matter.	Our audit procedure included, among others: We obtained copies of physical verification reports of inventory conducted: <ul style="list-style-type: none"> <li>Selected a sample of inventory items and compared the quantities as per physical verification to the quantities recorded.</li> <li>Made enquiries regarding obsolete inventory items and inspected the condition of items counted and proper provision has been made wherever necessary.</li> <li>Our audit procedures included testing of the inventory provisions made by the Company and also the basis of management assumptions with the understanding and challenging the key assumptions.</li> <li>Evaluate the future usage of inventory in case of discontinued models based on past experience of movement of material and products used in other plants;</li> <li>We have also evaluated a selection of controls over inventory existence across the Company.</li> </ul>

<p><b>Recognition of revenues</b></p> <p>The Company manufactures different kind of products for different customers at various plants. The delivery time of products to customers varies from 1 day to 20 days depending on location of customer. As per terms of underlying contract, control is transferred upon delivery at agreed location. This requires proper cut-off procedures regarding recognition of revenue from sale of goods. Considering large number of locations and customers, cut-off testing has been considered as a significant audit matter.</p>	<p>Our audit procedure included, among others:</p> <ul style="list-style-type: none"> <li>• We examined all key contracts and enquired with the entity for each of these contracts to understand the specific terms and risks, which in turn allowed us to assess the recognition of revenue.</li> <li>• We evaluated and assessed the operating effectiveness of internal controls over the accuracy and timing of revenue recognized in the financial statements;</li> <li>• For the material contracts with a delivery schedule of greater than 2 days we performed the following procedures: <ul style="list-style-type: none"> <li>– Understood the process of performance and transfer of control to the other party.</li> <li>– Assessed the actual position of transactions recorded, including inventory in transit at the end of the reporting period by verifying their delivery dates;</li> <li>– Assessed the Entity's accounting policies and the adequacy of its related disclosure in the financial statements</li> </ul> </li> </ul>
<p><b>Valuation of Trade Receivables</b></p> <p>The nature of company's operations requires periodic revision in rates charged from customers as well as various claims in the normal course of business. Such price revisions and claims are affected both prospectively and retrospectively. Such claims are also recorded on provisional basis, subject to confirmation by customers. Considering overall low operating margins in the industry, such revisions and claims have a significant impact on company's profitability. Due to these reasons, valuation of trade receivables has been considered a key audit matter.</p>	<p>Our audit procedure included, among others:</p> <ul style="list-style-type: none"> <li>• We assessed the validity of material outstanding receivables by obtaining third-party confirmations and reconciliations of amounts to assure the completeness and recording of all claims filed by the customers.</li> <li>• We also considered payments received subsequent to year-end, past payment history and unusual patterns to identify potentially unacknowledged/unconfirmed balances</li> <li>• We assessed the appropriateness of the allowance of doubtful receivables considering various audit procedures across the plants including: <ul style="list-style-type: none"> <li>– Consideration and concurrence of the agreed payment terms;</li> <li>– Verification of receipts from trade receivables subsequent to year end;</li> </ul> </li> <li>• Where there were indicators that trade receivables were unlikely to be collected, we assessed the adequacy of the allowance for impairment of trade receivables. We assessed the ageing of trade receivables, disputes with customers and the past payment history of the customer</li> </ul>

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report 2020-21 but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors and Management are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind' AS) specified under section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial

statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the annual financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income) and the statement of changes in equity, and the Statement of Cash Flows dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements read with notes thereto comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant rules issued thereunder;

- e. On the basis of the written representations received from the directors as on March 31, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate report in “Annexure 2”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 38 (a), (b) & (c) on Contingent Liabilities.
  - (ii) The Company did not have any material foreseeable losses on long-term contracts during the year March 31, 2021.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

**Pranav Jain**

Partner

Membership No. 098308

UDIN: 21098308AAAAEF9975

Date: June 22, 2021

Place: New Delhi



## ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Omax Autos Limited on the financial statements for the year ended March 31, 2021.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us and based on the audit procedures conducted by us, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties recorded in the books of account of the Company are held in the name of the Company except for the details given below:

Land/ Building	Total number of cases	Leasehold/ Freehold	Gross Block as on March 31, 2021 (Amount in Lacs)	Net Block as on March 31, 2021 (Amount in Lacs)
Building	1	Freehold	982.16	982.07

- (ii) The inventory, except goods in transit, has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. Discrepancies noticed on physical verification carried out during the year have been properly dealt with in the books of accounts
- (iii) The Company has in earlier years granted unsecured loans to companies covered in the register maintained under Section 189 of the Act.
  - (a) According to the information and explanations given to us and based on the audit procedures conducted by us, there was no loan granted or renewed during the year to the parties covered in register maintained under section 189 of the Act.
  - (b) The schedule of repayment of principal and payment of interest in respect of such loans has been stipulated and the repayments or receipts are regular
  - (c) In respect of the aforesaid loans, there is no overdue amount of loans granted to companies, firms, Limited Liability Partnerships, or other parties listed in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where the maintenance of cost records has been specified by the Central Government under sub- section (1) of Section 148 of the Act and the rules framed there under and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- (vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and services tax, customs duty and any other material statutory dues applicable to it.

According to the information and explanations given to us and based on the audit procedures conducted by us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and services tax, customs duty and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, goods and services tax, service tax, value added tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Disputed (Rs. in lacs)	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Disallowance of CENVAT credit	327.27	57.28	2004-05 Onwards	CESTAT
Central Excise Act, 1944	Disallowance of CENVAT credit	192.89	-	2004-05 Onwards	Commissioner/ Dy. Commissioner/ Asst. Commissioner
VAT	Sales Tax Department	68.15	-	2008-09 2009-10 & 2012-13	Joint Commissioner (Appeal)
VAT	CST & VAT	8.87	-	2010-11	Tribunal

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions, bank(s), government(s). There are no debenture holders.
- (ix) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of the term loans during the year for the purposes for which they were raised. The Company has not raised any money by way of public issue offer.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and to the best of our information and according to the explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanation given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of the related party transactions have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.



- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

**Pranav Jain**

Partner

Membership No. 098308

UDIN: 21098308AAAAEF9975

Date: June 22, 2021

Place: New Delhi

## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Omax Autos Limited on the financial statements for the year ended March 31, 2021]

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Omax Autos Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **For BGJC & Associates LLP**

Chartered Accountants

ICAI Firm Registration No. 003304N/N500056

### **Pranav Jain**

Partner

Membership No. 098308

UDIN: 21098308AAAAEF9975

Date: June 22, 2021

Place: New Delhi



<b>BALANCE SHEET AS AT MARCH 31, 2021</b>				₹ in lac
Particulars	Note No.	As at March 31, 2021	As at March 31, 2020	
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	5	17,597.21	10,559.07	
(b) Capital Work-in-Progress (at cost)	6	8,373.99	15,243.02	
(c) Right of use Assets	5a	654.36	-	
(d) Investment Property	7	4,387.78	3,121.78	
(e) Other Intangible Assets	8	743.72	818.00	
(f) Financial Assets	9			
(i) Loans		490.00	681.93	
(ii) Other Financial Assets		7,967.72	4,773.14	
(g) Deferred Tax Assets (Net)	10	702.10	466.48	
(h) Income Tax Assets (net)	11	327.99	1,564.89	
(i) Other Non-Current Assets	12	108.99	1,148.03	
<b>Total Non - Current Assets</b>		<b>41,353.86</b>	<b>38,376.34</b>	
<b>Current Assets:</b>				
(a) Inventories	13	3,047.52	4,590.90	
(b) Financial Assets				
(i) Trade Receivables	14	3,294.18	11,674.17	
(ii) Cash and Cash Equivalents	15	1,821.39	103.88	
(iii) Bank balances other than (ii) above	16	95.15	108.40	
(iv) Loans	17	324.91	334.11	
(v) Other Financial Assets	18	34.07	57.61	
(c) Other Current Assets	19	3,128.73	3,305.00	
<b>Total Current Assets</b>		<b>11,745.95</b>	<b>20,174.07</b>	
Assets Held for Sale	5	6,223.15	3,161.54	
<b>TOTAL ASSETS</b>		<b>59,322.96</b>	<b>61,711.95</b>	
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	20	2,138.82	2,138.82	
(b) Other Equity	21	26,544.27	24,986.90	
<b>Total Equity</b>		<b>28,683.09</b>	<b>27,125.72</b>	
<b>LIABILITIES</b>				
<b>Non-Current Liabilities:</b>				
(a) Financial Liabilities				
(i) Borrowings	22	16,219.65	13,062.61	
(ii) Lease liabilities	22a	556.27	-	
(b) Government Grants	23	2,027.04	2,687.43	
(c) Other Non Current Liabilities	24	99.69	32.66	
(d) Provisions	24a	128.61	38.96	
<b>Total Non-Current Liabilities</b>		<b>19,031.26</b>	<b>15,821.65</b>	
<b>Current liabilities:</b>				
<b>(a) Financial liabilities</b>				
(i) Borrowings	25	187.30	7,408.73	
(ii) Lease liabilities	25a	123.27	-	
(iii) Trade payables	26			
(a) Total outstanding dues of Micro enterprises and Small Enterprises		90.78	1,383.29	
(b) Total outstanding dues of creditors other than micro and small enterprises.		3,586.46	5,512.34	
(iv) Other financial liabilities	27	6,399.48	2,676.58	
(b) Government Grants	23a	54.25	31.15	
(c) Other current liabilities	28	1,123.80	1,576.20	
(d) Provisions	29	43.27	176.29	
<b>Total Current Liabilities</b>		<b>11,608.61</b>	<b>18,764.57</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>59,322.96</b>	<b>61,711.95</b>	

The accompanying notes form an integral part of the financial statements.1, 2,3  
4

#### Significant Accounting Policies

As per our report of even date attached

**For BGJC & Associates LLP**

Chartered Accountants

Firm Registration Number: 003304N/N500056

**Pranav Jain**

(Partner)

Membership Number: 098308

Place : Gurugram

Date : 22nd June, 2021

**For and on behalf of the Board of Directors**

**Tavinder Singh**

(Whole-Time Director)

(DIN:01175243)

**Hari Gopal Agrawal**

(Chief Financial Officer)

**Jatender Kumar Mehta**

(Vice Chairman cum Managing Director)

(DIN:00028207)

**Ravinder Singh Kataria**

(Company Secretary)

(M No. - A-31359)

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

₹ in lac

S. No.	Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
	<b>Income</b>			
i	Revenue from Operations	30	16,148.51	46,667.78
ii	Other Income	31	2,204.71	2,165.43
iii	<b>Total Income (i+ii)</b>		<b>18,353.22</b>	<b>48,833.21</b>
iv	<b>Expenses:</b>			
	Cost of materials consumed	32	10,663.62	27,956.74
	Changes in inventories of finished goods & work-in-progress.	33	753.66	1,361.17
	Employee Benefits Expenses	34	3,306.34	5,522.16
	Finance costs	35	2,721.30	2,511.43
	Depreciation and Amortization expenses	36	1,253.38	1,025.23
	Other Expenses	37	5,590.10	9,761.23
	<b>Total expenses</b>		<b>24,288.40</b>	<b>48,137.96</b>
v	<b>Profit / (Loss) before Tax &amp; Exceptional Item (iii- iv)</b>		(5,935.18)	695.25
vi	Exceptional Income Gain/ (Loss)	38 (r)	4,780.90	3,957.50
vii	<b>Profit/(Loss) before tax (v - vi)</b>		<b>(1,154.28)</b>	<b>4,652.75</b>
viii	<b>Tax Expense:-</b>			
	(1) Current tax		-	763.80
	(2) Deferred Tax		(359.39)	(574.83)
	(3) Earlier year tax		215.49	105.47
	<b>Total Tax Expense</b>		<b>(143.90)</b>	<b>294.44</b>
ix	<b>Profit (Loss) for the period (vii-viii)</b>		<b>(1,010.38)</b>	<b>4,358.31</b>
x	<b>Other Comprehensive Income</b>			
	(i) Items that will not be reclassified to profit and loss			
	a) Actuarial gains/(losses) of defined benefit plans		117.49	(148.08)
	b) Tax impacts on above		(29.57)	37.27
	(ii) Items that will be reclassified to profit or loss			
	a) Valuation gains/(losses) on derivative hedging instruments		83.71	(37.13)
	b) Tax impacts on above		(21.07)	9.34
xi	<b>Total Other comprehensive income/(Loss) for the year</b>		150.56	(138.60)
xii	<b>Total Comprehensive Income /(Loss) for the year (ix+xi)</b>		<b>(859.82)</b>	<b>4,219.71</b>
xiii	<b>Paid-up equity share capital (Face value of Rs. 10/- per share)</b>		2,138.82	2,138.82
	<b>Earning per share ( In Rs.)</b>			
	<b>Basic / Diluted</b>		<b>(4.72)</b>	<b>20.38</b>

The accompanying notes form an integral part of the financial statements.1, 2,3  
Significant Accounting Policies 4

As per our report of even date attached  
For BGJC & Associates LLP  
Chartered Accountants  
Firm Registration Number: 003304N/N500056

**Pranav Jain**  
(Partner)  
Membership Number: 098308

Place : Gurugram  
Date : 22nd June, 2021

For and on behalf of the Board of Directors

**Tavinder Singh**  
(Whole-Time Director)  
(DIN:01175243)

**Hari Gopal Agrawal**  
(Chief Financial Officer)

**Jatender Kumar Mehta**  
(Vice Chairman cum Managing Director)  
(DIN:00028207)

**Ravinder Singh Kataria**  
(Company Secretary)  
(M No. - A-31359)

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

₹ in lac

Particulars		For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit Before Tax	(5,935.18)	695.25
	Adjustments for :-		
	Depreciation and Amortisation Expenses	1,253.38	1,025.23
	Other comprehensive Income	318.68	(185.21)
	(Profit)/Loss on Sale of Property, Plant & Equipments (Net)	(619.32)	(931.74)
	Provision for Doubtful Debts	1,346.25	614.49
	Interest & other financial charges	2,721.31	2,511.43
	<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>(914.88)</b>	<b>3,729.45</b>
	Adjustments for :-		
	Trade Receivables	8,379.99	1,175.33
	Inventories	1,543.38	2,420.77
	Trade and other payables	(3,807.01)	(3,937.47)
	Loans and Advances	(1,360.59)	(1,184.80)
	<b>Cash Generated from Operations</b>	<b>3,840.89</b>	<b>2,203.27</b>
	Direct Taxes Paid	(134.67)	(730.92)
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>3,706.22</b>	<b>1,472.35</b>
<b>B.</b>	<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
	Purchase of property plant & equipment	(6,687.07)	(17,938.74)
	Investment property	(1,267.02)	-
	Proceed from know how and compete fee	-	3,600.00
	Sale of Property Plant & Equipment	6,623.31	7,832.72
	Asset Classified held for sale	-	1,973.00
	Capital advances and other financial asset-Net	3,385.75	1,280.72
	<b>Net Cash Flow from Investing Activities (B)</b>	<b>2,054.97</b>	<b>(3,252.30)</b>
<b>C.</b>	<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
	Proceeds from long term borrowings	6,369.16	8,898.63
	Repayment of long term borrowings	(470.09)	(466.64)
	Proceeds/(Repayment) of demand loan	(7,221.45)	(6,136.79)
	Interest & financial charges	(2,721.32)	(2,511.44)
	<b>Net Cash used in Financing Activities (C)</b>	<b>(4,043.68)</b>	<b>(216.24)</b>
	<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>1,717.51</b>	<b>(1,996.19)</b>
	Cash and Cash Equivalents at the beginning of the year	103.88	2,100.07
	<b>Cash and Cash Equivalents at the end of Year (Refer Note No. 15)</b>	<b>1,821.39</b>	<b>103.88</b>

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm Registration Number: 003304N/N500056

**Pranav Jain**  
(Partner)  
Membership Number: 098308

Place : Gurugram  
Date : 22nd June, 2021

For and on behalf of the Board of Directors

**Tavinder Singh**  
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(DIN:00028207)

**Ravinder Singh Kataria**  
(Company Secretary)  
(M No. - A-31359)

OTHER EQUITY							₹ in lac
Particulars	Reserves and Surplus					Items of Other Comprehensive income	Total
	Capital Reserve	Capital Redemption reserve	Securities Premium	General Reserve	Retained Earnings	Actuarial Gain / (Loss) on Defined Benefit Liabilities/ (Asset)	
Balance as at April 1, 2019	207.63	136.53	1,568.00	11,678.90	7,153.15	22.96	20,767.17
Profit for the year	-	-	-	-	4,358.31	-	4,358.31
Other comprehensive income for the year, net of income tax	-	-	-	-	-	(138.60)	(138.60)
<b>Total Comprehensive Income for the year</b>	-	-	-	-	<b>4,358.31</b>	<b>(138.60)</b>	<b>4,219.71</b>
Balance as at April 1, 2020	207.63	136.53	1,568.00	11,678.90	11,511.46	(115.64)	24,986.90
Profit for the year	-	-	-	-	(1,010.38)	-	(1,010.38)
Adjustment on account of change in lease term	-	-	-	-	2,417.19	-	2,417.19
Other Comprehensive Income for the year (Net of Tax)	-	-	-	-	-	150.56	150.56
<b>Total Income for the year</b>	-	-	-	-	<b>1,406.81</b>	<b>150.56</b>	<b>1,557.37</b>
Balance as at March 31, 2021	207.63	136.53	1,568.00	11,678.90	12,918.27	34.92	26,544.27

Statement of Changes in Equity comprises Note No. 20 & 21

As per our report of even date attached  
**For BGJC & Associates LLP**  
Chartered Accountants  
Firm Registration Number: 003304N/N500056

For and on behalf of the Board of Directors

**Pranav Jain**  
(Partner)  
Membership Number: 098308

**Tavinder Singh**  
(Whole-Time Director)  
(DIN:01175243)

**Jatender Kumar Mehta**  
(Vice Chairman cum Managing Director)  
(DIN:00028207)

Place : Gurugram  
Date : 22nd June, 2021

**Hari Gopal Agrawal**  
(Chief Financial Officer)

**Ravinder Singh Kataria**  
(Company Secretary)  
(M No. - A-31359)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION

Omax Autos Limited (the Company) is a company limited by shares, incorporated and domiciled in India. The company's registered office is situated at - Plot no. B-26, Institutional Area, Sector-32, Gurugram, Haryana, India'. The shares of the Company are listed on two stock exchanges in India i.e. National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Company is engaged in business of manufacturing and selling of sheet metal components. The Company sells its products in India as well as various other global markets but has a dominant presence in domestic market.

The financial statements for the year ended March 31, 2021 were approved by the Board of Directors of company on 22<sup>nd</sup> June, 2021.

### 2. BASIS OF PREPARATION

#### Statement of Compliance with Ind AS:

These financial statements have been prepared and comply with all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), read together with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. **The financial statements were authorized for issue by the Company's Board of Directors on 22<sup>nd</sup> June, 2021**

#### Functional and presentation currency:

These financial statements are presented in Indian Rupees, which is also the Company's functional currency.

### 3. ACCOUNTING CONVENTION:

The financial statements have been prepared on an accrual and historical cost basis **except for the following items:**

- **Certain financial assets and liabilities (including derivative instruments) that are measured at fair value;**
- **Net defined benefit (asset)/liability – present value of defined benefit obligations less fair value of plan assets.**

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Based on the nature of products/ activities of the Company and the normal time between acquisition of

assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable -inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

### 4. SIGNIFICANT ACCOUNTING POLICIES:

#### Use of estimates and judgment:

In preparing the financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Revenue Recognition:

- i. Revenue from sale of goods is recognized when an entity transfers the control of goods and services to the customer at an amount to which the entity expect to be entitled following a five step model.

Sale of goods (including scrap): Revenue from sale of goods is recognised at the point of time when control of the goods is transferred to the customer, generally on delivery of the goods. The Company considers whether there are



other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties). Revenue is measured based on the transaction price as specified in the contract with the customer.

- ii. Export benefits are accounted for on accrual basis if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.
- iii. Other income including rent etc. is recognised on accrual basis. Interest income is recognised using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- iv. Sale of Services: In contracts involving the rendering of services, revenue is measured using the proportionate completion method and are recognized net of goods and service tax.
- v. Dividend income from investments is recognised when the shareholder's right to receive payment, has been established.

#### Property, Plant and Equipment:

Property, plant and equipment (including furniture, fixtures, vehicles, etc.) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation.

Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses, net of cenvat / GST credit, wherever applicable that is directly attributable to the acquisition of the items.

Freehold land is carried at cost of acquisition.

Cost represents all expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Land and buildings acquired/constructed are categorised as Land and buildings.

#### Intangible assets:

##### **Intangible assets acquired separately-**

Intangible assets that are acquired separately are carried at cost less accumulated amortisation and amortised on a straight line method over a period of 4 years.

##### **Internally-generated intangible assets - research and development expenditure-**

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, it will be available for use or sale and probable future economic benefits will be generated from that asset.

##### **Depreciation and amortisation**

Depreciation on assets belonging to Company and established on leasehold land is charged over the period of agreement. Improvements to leased premises are depreciated over the balance tenure of leasehold land.

Depreciation is charged on a pro-rata basis at the straight line method over estimated economic useful lives of its property, plant and equipment generally in accordance with that provided in the Part C of Schedule II of the Companies Act, 2013 other than assets mentioned below –

Particulars	Life (in years)
Dies, Tools & Fixtures	3
Rack, Bins, & Trolleys	5

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

### **Impairment of tangible and intangible assets**

At each balance sheet date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the carrying amount of the asset (or cash-generating unit) exceeds its recoverable amount an impairment loss is recognised in the Statement of Profit & Loss to the extent the carrying amount exceeds the recoverable amount.

### **Inventories:**

Stores & spares parts and loose tools are stated at cost.

Raw material & components, finished goods and work in progress are valued at cost or net realisable value whichever is lower.

Scrap is valued at net realisable value.

The basis for determining the cost of various inventories is as under:

Particulars	Basis of valuation
Raw material, Stores & Tools	At weighted average cost
Work in Progress	Material cost plus appropriate portion of labour and production overheads.
Finished Goods & Goods in transit	At cost or net realisable value whichever is less.

Finished Goods and Scrap are exclusive of applicable taxes thereon, wherever applicable.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### **Cash and cash equivalents:**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### **Assets held for sale:**

Assets of disposal groups (non-current assets) that is available for immediate sale and where the sale is highly probable of being completed within one year from the date of classification are considered and classified as assets held for sale.

The assets which are reclassified as current assets as "Assets Held for Sales" are not depreciated or amortized.

### **Government grants:**

Grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

The benefit of a government loan at a below-market rate of interest and effect of this favourable interest is treated as a government grant. The Loan or assistance is initially recognized at fair value and balance the government grant is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates. Later on Grant recognised to the Statement of Profit and Loss as an notional income on a systematic basis over the years of loan in which the Company also recognises notional finance cost as an expenses over fair value of the loan, net impact of same become equivalent to overall loan initially received and payable after expiry of loan tenure as per the accounting policy applicable to financial liabilities.

### **Financial instruments:**

Financial assets and financial liabilities are recognised when we becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at book value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the book value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### **Financial assets**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### **Impairment of financial assets**

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, loans & advances and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

### **De-recognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

### **Financial liabilities**

#### Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Financial liabilities

Financial liabilities that are not held-for-trading are measured at amortised cost at the end of subsequent accounting periods.

#### De-recognition of financial liabilities

The Company derecognises financial liabilities when its obligations are discharged, cancelled or have expired.

### **Foreign Currency Transactions:**

Transactions denominated in foreign currencies are normally recorded at the exchange rates prevailing on the date of transaction.

Exchange differences arising on foreign currency transaction settled during the year are recognized in the Profit & Loss Account for the year except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings for specific assets/ project asset, are capitalised as part of borrowing costs.

All the monetary items denominated in foreign currency outstanding at the yearend are translated at exchange rates prevailing on the date of balance sheet. The resulting exchange differences whether any income or expenses on account of exchange difference either on settlement or on translation are recognised in Profit & Loss Account for the year.

In case of Forward contracts, the proportionate differences till end of reporting period between the forward rate and the exchange rate on the date of the transaction are recognized in the profit & loss account except to the extent, proportionate differences which are regarded as an adjustment to foreign currency transaction for specific assets/ project asset, are capitalised as part of borrowing costs.

### **Borrowing Costs:**

Borrowing costs, general or specific, that are directly attributable to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the year less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the extent the expenditures incurred on that asset.

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

### **Taxation:**

Income Tax Expense represents the sum of the tax currently payable and deferred tax.

### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity.

### Provision and contingent liability:

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

On an ongoing basis, the Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Contingent liabilities are not recognised in the statements but disclosed as notes to the accounts in the financial statements. Contingent Gain are not recognized until the contingency has been resolved and amounts are received or receivable.

### Employee benefit Plans:

The details of various employee benefits provided to employees are as under:

### Defined Benefit Plan and other long term benefits

The liability of gratuity plan is provided based on actuarial valuation under Projected Unit Credit Method at the end of each financial year. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates.

Company contributes the ascertained liability worked out by Life Insurance Corporation of India with whom the plan assets are maintained.

Provision for due earned leaves is determined using Projected Unit Cost method, with actuarial valuation being carried out at Balance Sheet date.

### Defined Contribution Plans

Liability for superannuation fund is computed on the basis of the premium calculated and paid to LIC of India in respect of employees covered under Superannuation Fund Policy.

Provident Fund liabilities are recognised on the basis of actual liability accrued and paid to respective authorities.

### Other comprehensive income:

Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise.

Items of income or expense that are not recognized in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' include re-measurement of defined benefit plans, foreign currency translation differences arising on translation of foreign operations and fair value gains or (losses) on equity instruments.

### Leases:

The Company assesses at inception of contract whether it contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The

Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### i) Right-of-Use Assets

The Company recognises right-of-use assets ("RoU Assets") at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lower of the lease term and the estimated useful life of the assets. If ownership of the leased asset transferred to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right of-use assets are also subject to impairment.

#### ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments to be paid to lessor over the period of lease. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date. Accordingly, after the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. Lease liabilities has been presented under the head "Non-Current Financial Liabilities".

#### iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### Service concession arrangements:

Under Appendix D to Ind AS 115 – Service Concession Arrangements applies to public-to private service

concession arrangements if:

The grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them, and at what prices: and

The grantor controls through ownership, beneficial entitlement or otherwise any significant residual interest in the infrastructure at the end of the term of the arrangement.

Infrastructure used in a public-to-private service concession arrangement for its entire useful life (whole life of assets) is within the scope of this Appendix if the conditions in (a) above are met.

#### Cost Recognition:

Costs and expenses are recognised when incurred and are classified according to their nature. Expenditure capitalised represents employee costs, stores, admin, travelling, borrowing, manufacturing supplies, and other expenses incurred for construction including successful product development undertaken by the Company.

#### Investment properties:

Investment properties are properties (land and buildings) that are held for long-term rental yields and/or for capital appreciation. Investment properties are measured initially at cost, including related transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. Any repair and maintenance cost are expensed when they are incurred.

#### Hedge accounting:

The Company designates certain foreign exchange forward and options contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The accounting is done in accordance with Ind AS 109.

#### Earnings per Share:

Basic earnings per share has been computed by dividing net income by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.



**Note -5 Property, Plant and Equipment**

Particulars	Land	Buildings	Plant & machinery	Furniture & fittings	Vehicle	Office equipment	Dies & tools	Computer & other equipment	Total
<b>Gross carrying amount</b>									
<b>Balance as at March 31, 2019</b>	<b>3,336.60</b>	<b>10,094.44</b>	<b>26,925.82</b>	<b>2,215.69</b>	<b>710.07</b>	<b>516.66</b>	<b>5,166.45</b>	<b>508.45</b>	<b>49,474.18</b>
Additions	779.61	34.86	766.81	-	-	16.90	16.45	6.98	1,621.61
Disposals (-)	(49.00)	(204.69)	(11,693.67)	(475.22)	(62.32)	(89.00)	(3,020.04)	(22.89)	(15,616.83)
Other adjustments	-	-	(836.00)	(34.00)	(8.00)	(12.00)	(177.00)	(74.00)	(1,141.00)
<b>As at March 31, 2020</b>	<b>4,067.21</b>	<b>9,924.61</b>	<b>15,162.96</b>	<b>1,706.47</b>	<b>639.75</b>	<b>432.56</b>	<b>1,985.86</b>	<b>418.54</b>	<b>34,337.96</b>
Additions	454.43	2,811.07	9,474.70	13.06	-	21.02	85.81	24.09	12,884.18
Disposals (-)	(288.77)	(734.76)	(4,900.55)	(118.66)	(177.05)	(42.08)	(1,671.27)	(7.34)	(7,940.48)
<b>As at March 31, 2021</b>	<b>4,232.87</b>	<b>12,000.92</b>	<b>19,737.11</b>	<b>1,600.87</b>	<b>462.70</b>	<b>411.50</b>	<b>400.40</b>	<b>435.29</b>	<b>39,281.66</b>
<b>Accumulated depreciation</b>									
<b>Balance as at March 31, 2019</b>	<b>-</b>	<b>4,241.48</b>	<b>19,508.55</b>	<b>2,024.02</b>	<b>517.03</b>	<b>448.17</b>	<b>4,664.70</b>	<b>443.86</b>	<b>31,847.81</b>
Depreciation for the year	-	221.18	225.57	65.94	51.90	16.14	335.56	25.14	941.43
Other adjustments	-	-	1,566.31	42.17	36.53	(7.83)	(150.26)	(68.79)	1,418.13
Balance after Adjustment		221.18	1,791.88	108.11	88.43	8.31	185.30	(43.65)	2,359.56
Disposals (-)	-	(102.17)	(10,016.62)	(437.39)	(49.27)	(86.48)	(2,871.83)	(26.26)	(13,590.02)
<b>Net for the year</b>	<b>-</b>	<b>119.01</b>	<b>(8,224.74)</b>	<b>(329.28)</b>	<b>39.16</b>	<b>(78.17)</b>	<b>(2,686.53)</b>	<b>(69.91)</b>	<b>(11,230.46)</b>
<b>As at March 31, 2020</b>	<b>-</b>	<b>4,360.49</b>	<b>11,283.81</b>	<b>1,694.74</b>	<b>556.19</b>	<b>370.00</b>	<b>1,978.17</b>	<b>373.95</b>	<b>20,617.35</b>
Depreciation for the year	-	214.89	794.34	10.11	23.15	15.70	93.51	17.89	1,169.59
Disposals (-)	-	-	(4,083.52)	(193.36)	(159.52)	(41.48)	(1,840.82)	(6.94)	(6,325.64)
<b>Net for the year</b>	<b>-</b>	<b>214.89</b>	<b>(3,289.18)</b>	<b>(183.25)</b>	<b>(136.37)</b>	<b>(25.78)</b>	<b>(1,747.31)</b>	<b>10.95</b>	<b>(5,156.05)</b>
<b>As at March 31, 2021</b>	<b>-</b>	<b>4,575.38</b>	<b>7,994.63</b>	<b>1,511.49</b>	<b>419.82</b>	<b>344.22</b>	<b>230.86</b>	<b>384.90</b>	<b>15,461.30</b>
<b>Net carrying amount</b>									
<b>Assets Held For Sale as at March 2020</b>	<b>1,323.00</b>	<b>1,305.00</b>	<b>527.54</b>	<b>3.00</b>	<b>2.00</b>	<b>-</b>	<b>1.00</b>	<b>-</b>	<b>3,161.54</b>
<b>As at March 31, 2020</b>	<b>2,744.21</b>	<b>4,259.12</b>	<b>3,351.61</b>	<b>8.73</b>	<b>81.56</b>	<b>62.56</b>	<b>6.69</b>	<b>44.59</b>	<b>10,559.07</b>
<b>Assets Held For Sale as at March 2021</b>	<b>1,408.74</b>	<b>1,862.88</b>	<b>2,802.72</b>	<b>38.18</b>	<b>1.61</b>	<b>24.01</b>	<b>83.40</b>	<b>1.61</b>	<b>6,223.15</b>
<b>As at March 31, 2021</b>	<b>2,824.13</b>	<b>5,562.66</b>	<b>8,939.76</b>	<b>51.20</b>	<b>41.27</b>	<b>43.27</b>	<b>86.14</b>	<b>48.78</b>	<b>17,597.21</b>

**Note - 5a Right of Use Assets**

Particulars	Gross Amount			Accumulated Depreciation			Total Balances	
	As at March 31, 2020	Additions	As at March 31, 2021	As at March 31, 2020	Additions	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021
Leasehold Premises	-	726.87	726.87	-	72.51	72.51	-	654.36

**Note 6 Capital work-in-progress**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Plant, Machinery & Equipments under Installations #	6,183.45	12,772.72
Others ##	2,190.54	2,470.30
<b>Total</b>	<b>8,373.99</b>	<b>15,243.02</b>

# Includes Rs 5189.64 lacs related to upcoming new investment for railway business (Previous year Rs. 2178.72 lac for upcoming new investment for commercial vehicle and railway business)

## Other includes Overheads to be capitalised by Rs. 2190.54 lacs related to upcoming new investment for railway business (Previous year Rs. 2143.64 lacs for upcoming new investment for commercial vehicle and railway business)

Note 7 Investment Property			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Gross carrying amount (a)	3,129.17	3,129.17	
Addition :	1,267.01	-	
Accumulated Depreciation			
Opening Balance	7.39	6.37	
Depreciation charge for the year	1.01	1.02	
Closing Balance (b)	8.40	7.39	
<b>Net carrying amount (a-b)</b>	<b>4,387.78</b>	<b>3,121.78</b>	
Investment properties are carrying at cost less accumulated depreciation. There is no income recognised in statement of profit & loss in respect of investment properties. Addition includes property amounting to Rs. 982.15 lacs which is yet to be transferred in the name of the company.			
The fair values of the properties are Rs. 10101.91 lacs (Previous Year Rs. 8834.89 lacs) base on valuations done by an authorised valuer.			
Note 8 : Other Intangible Assets			₹ in lac
Particulars	Service concession arrangement- Intangibles	Computer Software & Licences	Total
<b>Cost</b>			
<b>Balance as at March 31, 2019</b>	<b>1,024.00</b>	<b>873.93</b>	<b>1,897.93</b>
Additions	-	10.19	10.19
Disposals (-)	-	-	-
<b>Balance as at March 31, 2020</b>	<b>1,024.00</b>	<b>884.12</b>	<b>1,908.12</b>
Additions	-	0.33	0.33
Disposals (-)	-	-	-
<b>Balance as at March 31, 2021</b>	<b>1,024.00</b>	<b>884.45</b>	<b>1,908.45</b>
<b>Accumulated Amortisation</b>			
<b>Balance as at March 31, 2019</b>	<b>192.24</b>	<b>814.94</b>	<b>1,007.18</b>
Amortisation expense for the year	64.00	18.18	82.18
Other adjustments	-	0.76	0.76
Subtotal	64.00	18.94	82.94
Disposals (-)	-	-	-
Total for the year	<b>64.00</b>	<b>18.94</b>	<b>82.94</b>
<b>Balance as at March 31, 2020</b>	<b>256.24</b>	<b>833.88</b>	<b>1,090.12</b>
Amortisation expense for the year	76.61	6.17	82.78
Other adjustments	(8.17)	-	(8.17)
Subtotal	<b>68.44</b>	<b>6.17</b>	<b>74.61</b>
Disposals (-)	-	-	-
Total for the year	<b>68.44</b>	<b>6.17</b>	<b>74.61</b>
<b>Balance as at March 31, 2021</b>	<b>324.68</b>	<b>840.05</b>	<b>1,164.73</b>
<b>As at March 31, 2020</b>	<b>767.76</b>	<b>50.24</b>	<b>818.00</b>
<b>As at March 31, 2021</b>	<b>699.32</b>	<b>44.40</b>	<b>743.72</b>
Note 9 Non-current Financial assets			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
<b>(i) Loans ( Unsecured, considered good)</b>			
Security Deposits	490.00	681.93	
<b>Total</b>	<b>490.00</b>	<b>681.93</b>	

		₹ in lac
<b>(ii) Other financial assets</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Finance Lease Receivable (Refer note 38h)	6,321.80	2,267.94
Fixed deposits Against Bank Guarantees	1,645.92	2,505.20
(Lien Marked with Bank)		
<b>Total</b>	<b>7,967.72</b>	<b>4,773.14</b>
<b>Note 10 Deferred Tax Assets</b>		₹ in lac
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Deferred Tax Assets (Refer Note-38g )	702.10	466.48
<b>Total</b>	<b>702.10</b>	<b>466.48</b>
<b>Note 11 : Income Tax Asset (Net)</b>		₹ in lac
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Advance tax and tax deducted at sources	1,106.72	2,696.56
Less : Provisions for Taxes	(778.73)	(1,131.67)
<b>Total</b>	<b>327.99</b>	<b>1,564.89</b>
<b>Note 12 : Other Non-Current Assets</b>		₹ in lac
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Capital advances :		
-to related party	64.75	834.47
-to others	71.39	340.71
Less : Provision	(27.15)	(27.15)
<b>Total</b>	<b>108.99</b>	<b>1,148.03</b>
<b>Note 13 Inventories</b>		₹ in lac
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Raw Materials and Components	1,797.27	2,476.08
Work in progress	339.60	458.18
Finished Goods	400.32	927.42
Stores and Spares	464.40	621.22
Others - scrap	45.93	108.00
<b>Total</b>	<b>3,047.52</b>	<b>4,590.90</b>
Basis of valuation : Refer Note no. 4 Inventories are hypothecated with secured working lenders (Refer Note No. 25)		
<b>Note 14 Trade Receivables</b>		₹ in lac
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Unsecured, considered good	3,294.18	11,674.17
Unsecured, considered doubtful	2,332.29	1,037.30
	<b>5,626.47</b>	<b>12,711.47</b>
Less: Allowance for Expected Credit Loss	2,332.29	1,037.30
(Refer Note No 38q)		
<b>Total</b>	<b>3,294.18</b>	<b>11,674.17</b>
<b>Note 15 Cash and Cash Equivalents</b>		₹ in lac
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>
Balances with Banks - in current accounts	1,221.29	92.37
in fixed deposit accounts	583.00	-
Cheques on hand	-	3.49
Cash on hand	17.10	8.02
<b>Total</b>	<b>1,821.39</b>	<b>103.88</b>

Note 16 Other Bank Balances			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
<b>Earmarked balances with banks</b>			
- Balance with Unpaid Dividend Account	3.66	13.36	
- Fixed deposits against LC	91.49	95.04	
(Pledged with Banks)			
<b>Total</b>	<b>95.15</b>	<b>108.40</b>	
Note 17 Loans			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Security deposit (Unsecured, considered good)	-	8.70	
Loans : (Unsecured, considered good)			
- Related parties	24.74	23.44	
- Others	300.17	300.17	
Loans and advances to Employees	-	1.80	
<b>Total</b>	<b>324.91</b>	<b>334.11</b>	
Note 18 Other Current Financial Assets			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
<b>Interest receivables</b>			
- Interest accrued on deposits	34.07	57.61	
<b>Total</b>	<b>34.07</b>	<b>57.61</b>	
Note 19 Other Current Assets			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Gratuity Recoverable	171.11	71.91	
<b>Balance with government authorities</b>			
Excise Balance Receivable	259.33	259.30	
GST Input Adjustable*	1,962.63	1,840.19	
Sales Tax Receivable	7.01	161.46	
Export Incentives Receivables	6.52	35.99	
Prepaid Expenses	211.04	253.52	
Others	52.30	196.93	
Advances to vendors (Against business Supply/Services)			
Considered Good	458.79	770.70	
Considered Doubtful	6.96	309.25	
Less : Provision for advances	(6.96)	(309.25)	
Advance Received from Related party	-	(285.00)	
<b>Total</b>	<b>3,128.73</b>	<b>3,305.00</b>	
Includes Rs. 1119.93 lacs pertaining to new investment for commercial vehicle and Railway Business (Previous Year Rs. 1494.34 lac)			
Note 20 Share Capital			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Authorized shares :			
<b>Numbers :</b>			
Number of equity shares of Rs.10/-each	26,500,000	26,500,000	
Number of equity shares of Rs.10/-each with differential voting rights	2,000,000	2,000,000	
Number of 12% Optionally Convertible Cumulative Preference Shares of Rs.100/- each.	150,000	150,000	

<b>Amount :</b>		
Equity Shares of Rs.10/-each	2,650.00	2,650.00
Equity Shares of Rs.10/-each with Differential Voting Rights	200.00	200.00
12% Optionally Convertible Cumulative Preference Shares of Rs.100/- each	150.00	150.00
<b>Total</b>	<b>3,000.00</b>	<b>3,000.00</b>
<b>Issued, subscribed and fully paid-up shares</b>		
2,13,88,213 (Previous Year 2,13,88,213) Equity Shares of Rs. 10/- each.	2,138.82	2,138.82
<b>Total</b>	<b>2,138.82</b>	<b>2,138.82</b>

**(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year** ₹ in lac

**Equity Shares**

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	21,388,213	2,138.82	21,388,213	2,138.82
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	21,388,213	2,138.82	21,388,213	2,138.82

**(b) Terms/ Rights attached to Equity Shares**

The Company has only one class of equity shares having par value of Rs 10/- per share . Each holder of equity shares is entitled to one vote per share held and is entitled to dividend, if declared at the Annual General Meeting. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the company (after distribution of all preferential payments, if any ) in the proportion of equity held by the shareholders.

**(c) Details of shareholders holding more than 5% of the equity shares in the Company**

Particulars	%age of holding	As at March 31, 2021	%age of holding	As at March 31, 2020
Forerunner Capital Investments Limited (No. of Shares)	19.97%	4,272,161	19.97%	4,272,161
Mr. Jatender Kumar Mehta (No. of Shares)	10.81%	2,312,556	10.81%	2,312,556
Mr. Ravinder Kumar Mehta (No. of Shares)	5.01%	1,071,600	5.01%	1,071,600
% age of holding is same in current period as compared to previous year				

**NOTE 21 : OTHER EQUITY**

₹ in lac

Particulars	Reserves and Surplus					Items of Other Comprehensive income	Total
	Capital Reserve	Capital Redemption reserve	Securities Premium	General Reserve	Retained Earnings	Actuarial Gain / (Loss) on Defined Benefit Liabilities/ (Asset)	
<b>Balance as at April 1, 2019</b>	<b>207.63</b>	<b>136.53</b>	<b>1,568.00</b>	<b>11,678.90</b>	<b>7,153.15</b>	<b>22.96</b>	<b>20,767.17</b>
Profit for the year	-	-	-	-	4,358.31		4,358.31
Other comprehensive income for the year, net of income tax	-	-	-	-		(138.60)	(138.60)
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,358.31</b>	<b>(138.60)</b>	<b>4,219.71</b>
<b>Balance as at April 1, 2020</b>	<b>207.63</b>	<b>136.53</b>	<b>1,568.00</b>	<b>11,678.90</b>	<b>11,511.46</b>	<b>(115.64)</b>	<b>24,986.90</b>
Profit for the year	-	-	-	-	(1,010.38)	-	(1,010.38)
Adjustment on account of change in lease term					2,417.19	-	2,417.19
Other Comprehensive Income for the year (Net of Tax)	-	-	-	-	-	150.56	150.56
<b>Total Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,406.81</b>	<b>150.56</b>	<b>1,557.37</b>
<b>Balance as at March 31, 2021</b>	<b>207.63</b>	<b>136.53</b>	<b>1,568.00</b>	<b>11,678.90</b>	<b>12,918.27</b>	<b>34.92</b>	<b>26,544.27</b>



Note 22 : Long term borrowings			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
<b>Measured at amortised cost</b>			
<b>Secured borrowing :</b>			
Term Loan (Refer Note No.27 )			
<b>- from banks</b>			
- Indusind Bank Ltd.	3,738.00	2,602.53	
- Indian Bank	1,755.38	1,103.00	
- Yes Bank Ltd.	4,331.98	1,931.34	
- HDFC Bank Ltd.	570.00	-	
<b>- from Others</b>			
- Bajaj Finance Limited	-	541.67	
- PICUP	4,724.37	5,803.68	
-Tata Capital Financial Services Ltd	1,099.92	1,080.39	
<b>Total</b>	<b>16,219.65</b>	<b>13,062.61</b>	
<b>Note</b>			
There is no delay in the repayment of loans & interest on the date of balance sheet.			
a) Term Loan from IndusInd Bank is secured by way of first pari passu charge over entire fixed assets both moveable and immovable (present & future) of the Long Member Plant and first pari passu charge on Land & Building of Manesar Unit. Term Loan is bearing 10.50% p.a. interest rate and finally repayable by March 2026 in twenty equal quarterly instalments beginning from June 2021 end.			
b) Term Loan from Indian Bank is under syndication with Indusind Bank secured by way of first pari passu charge over entire fixed assets both moveable and immovable (present & future) of the Long Member Plant and first pari passu charge on Land & Building of Manesar Unit. Term Loan is bearing 10.50% p.a. interest rate and finally repayable by June 2025 in twenty equal quarterly instalments beginning from September 2020 end.			
Further loan of Rs. 337 lacs under Emergency Credit Line Guarantee Scheme 2.0 is against second charge on current assets viz stocks and book debts and second pari passu charge on Manesar Land & Building and bearing interest 8.20% ~ 9.25% p.a. This loan is repayable in 36 months, monthly instalments starting from April 2022.			
c) Term Loan from Yes Bank is secured by way of exclusive charge over entire fixed assets both moveable and immovable (present and future) on upcoming New Railways project and exclusive first charge on Faridabad Land . Term Loan is bearing 10.25% ~ 11% p.a. interest rate and finally repayable by February 2026 in twenty equal quarterly instalments beginning from May 2021 end.			
Further, Loan of Rs. 1019 lacs under Emergency Credit Line Guarantee Scheme 2.0 taken against second charge on entire current assets (stocks and book debts) and second charge over entire fixed assets both moveable and immovable (present and future) on upcoming New Railways Plant and second charge on Faridabad Land bearing interest 8.20% ~ 9.25% p.a repayable in 48 monthly instalments starting from March 2022 till February 2026.			
d) Loan from HDFC Bank Ltd. is under Emergency Credit Line Guarantee Scheme 2.0 taken against second charge on Halol Land and second pari passu charges on current assets viz stock and receivables. Term Loan is bearing 8.20% ~ 9.25% p.a. interest rate and repayable in 48 monthly instalments beginning from April 2022 till March 2026.			
e) Term Loan from Bajaj Finance Limited is secured by way of exclusive first charge on Haridwar Industrial Land. Term Loan is bearing interest 9.00% ~10% p.a. and has been fully repaid by May 2021.			
f) Term Loan from The Pradeshia Industrial & Investment Corporation of U.P. Limited (PICUP) is secured by way of first charge on Land and Building of Bawal & Binola Plant and hypothecation on the Plant and Machinery of Lucknow Plant & Bawal Plant. Term Loan is interest free under Industrial Investment Promotion Scheme (IIPS) of Government of Uttar Pradesh, and repayable after 7 years from the date of respective disbursement in single instalment. Further loan of Rs. 1920.86 lacs taken in FY 2019-20 is secured by way of long term Bank Guarantee issued by a scheduled bank.			
g) Term Loan from TATA Capital Financial Services Limited is secured by way of hypothecation on identified Plant & Machineries. Term Loan is bearing 10.75% p.a. interest rate and repayable in 60 monthly instalments starting from November 2020 to October 2025.			
Loan of Rs. 330 lacs under Emergency Credit Line Guarantee Scheme 2.0 taken against second charge over the identified Plant & Machineries funded by Tata Capital Financial Services Limited bearing interest 9% ~ 14% and repayable in 48 monthly instalments starting from March 2022 to February 2026.			
Note 22a Lease Liabilities (Non Current)			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Lease Liabilities	556.27	-	
<b>Total</b>	<b>556.27</b>	<b>-</b>	

<b>Note 23 Government Grant</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
- Government Grant (PICUP Interest free loan )	2,027.04	2,687.43	
<b>Total</b>	<b>2,027.04</b>	<b>2,687.43</b>	
Note :-Partly Interest free PICUP loan is considered as a Government grant and measured at effective interest rate method.			
<b>Note 23a Government Grant (Current Liabilities)</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
- Government Grant (PICUP Interest free loan )	54.25	31.15	
<b>Total</b>	<b>54.25</b>	<b>31.15</b>	
<b>Note 24 Other Non Current Liabilities</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Security deposits from Business/Contractors	92.42	4.23	
Security deposits from employees	7.27	28.43	
<b>Total</b>	<b>99.69</b>	<b>32.66</b>	
<b>Note 24a Provisions</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Provisions for Employee Benefits-Leave Encashment	128.61	38.96	
<b>Total</b>	<b>128.61</b>	<b>38.96</b>	
<b>Note 25 Short Term Borrowings</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
<b>Working Capital Loans</b>			
Loans repayable on demand			
i) Secured :			
<b>--from Banks :</b>			
- Yes Bank Ltd.	-	2,750.00	
- Indian Bank	-	899.69	
- HDFC Bank Ltd.	187.30	2,979.37	
ii) Unsecured			
<b>--from Banks :</b>			
- Indian Bank	-	298.03	
<b>--from Others</b>			
- Tata Capital Financial Services Ltd	-	481.64	
<b>Total</b>	<b>187.30</b>	<b>7,408.73</b>	
<b>Note:</b>			
Working capital loans carrying interest rate ranging 9.5%~11.00% p.a. Working Capital Loans from Banks are secured by way of hypothecation of current assets viz Stock & Receivables. There is no default as on Balance Sheet date in repayment of short term borrowings.			
<b>Note 25a Lease Liabilities (Current Liabilities)</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Lease Liabilities	123.27	-	
<b>Total</b>	<b>123.27</b>	<b>-</b>	
<b>Note 26 Trade payables</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Total outstanding dues of Micro Small and Medium Enterprises	90.78	1,383.29	
Total outstanding dues of creditors other than Micro Small and Medium Enterprises.	3,586.46	5,512.34	
<b>Total</b>	<b>3,677.24</b>	<b>6,895.63</b>	

Note 27 Other Financial Liabilities			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Unpaid Dividend *	3.66	13.36	
<b>Current Maturities of Long Term Debt #</b>			
<b>Secured :-</b>			
<b>- from banks</b>			
- Indusind Bank Ltd.	934.50	1,050.00	
- Indian Bank	500.00	375.00	
- Yes Bank	1,021.22	-	
<b>- from Others</b>			
-Bajaj Finance Ltd	613.24	166.66	
-PICUP	1,684.60	-	
-Tata Capital Financial Services Ltd	202.48	-	
-Others	485.00	-	
Salary & wages Payable	954.78	1,071.56	
<b>Total</b>	<b>6,399.48</b>	<b>2,676.58</b>	
* There is no amount due and outstanding which is to be credited to Investor Education and Protection Fund.			
# The secured loans from term lenders are taken at interest rate ranging 9.50% ~11.00% p.a. (Refer foot note of Note No. 22)			
Note 28 Other Current Liabilities			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Statutory dues :			
- TDS/ TCS payable	65.60	63.91	
- Others	37.66	43.29	
Other Liabilities	929.81	1,396.31	
Advances from customers	90.73	72.69	
<b>Total</b>	<b>1,123.80</b>	<b>1,576.20</b>	
Note 29 Provisions			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Provision for Employee Benefits			
Leave encashment	43.27	176.28	
<b>Total</b>	<b>43.27</b>	<b>176.28</b>	
Note 30 Revenue from Operations			₹ in lac
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	
Sale of products	15,133.70	43,349.76	
Sale of services	56.54	1,164.49	
Income from service concession arrangement	117.02	133.13	
Other operating revenues (Refer note 30a)	841.25	2,020.40	
<b>Total</b>	<b>16,148.51</b>	<b>46,667.78</b>	
Note 30a Other operating revenue			₹ in lac
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	
Sale of Scrap	638.84	1,503.27	
Other Sales	200.67	516.16	
Incentives on Exports	1.74	0.97	
<b>Total</b>	<b>841.25</b>	<b>2,020.40</b>	

Note 31 Other income <span style="float: right;">₹ in lac</span>		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest Income :		
- from related parties	2.81	2.88
- from banks	85.30	158.19
- from others	174.87	36.60
Income from embedded lease, Government Grant & Others	1,317.80	867.17
Profit from sale of property, plant & equipment	619.32	931.74
Other income	4.61	168.85
<b>Total</b>	<b>2,204.71</b>	<b>2,165.43</b>
Note 32 Cost of Materials Consumed <span style="float: right;">₹ in lac</span>		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening Stock	3,097.30	2,843.77
Add : Purchases	9,828.00	28,210.27
	<b>12,925.30</b>	<b>31,054.04</b>
Less: Closing Stock	2,261.68	3,097.30
<b>Total</b>	<b>10,663.62</b>	<b>27,956.74</b>
Note 33 Changes in inventories of finished goods & work-in-progress <span style="float: right;">₹ in lac</span>		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Inventories at the beginning of the year</b>		
Work-in-progress	458.18	1,068.23
Finished goods	1,035.42	1,786.54
	<b>1,493.60</b>	<b>2,854.77</b>
<b>Inventories at the end of the year</b>		
Work-in-Progress	339.60	458.18
Finished Goods	400.32	1,035.42
	<b>739.92</b>	<b>1,493.60</b>
<b>Net (increase)/ decrease</b>	<b>753.66</b>	<b>1,361.17</b>
Note 34 Employee benefits expense <span style="float: right;">₹ in lac</span>		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and Incentives	2,879.54	4,886.15
Contributions to Provident Fund	116.12	139.16
Staff Welfare Expenses	71.00	101.99
Directors Remuneration & Perks (Refer Note No-38 e)	239.68	394.86
<b>Total</b>	<b>3,306.34</b>	<b>5,522.16</b>

Note 35 Finance Cost			₹ in lac
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	
Interest expense:			
-Interest to banks & others	1,011.82	751.95	
Interest adjustment towards embedded lease, Government grant and others	1,507.88	1,672.58	
Other Borrowing Costs	201.60	86.90	
<b>Total</b>	<b>2,721.30</b>	<b>2,511.43</b>	

Note 36 Depreciation/ Amortisation			₹ in lac
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	
Depreciation/Amortisation			
On Tangible Asset	1,169.59	941.43	
On Intangible Asset	82.78	82.78	
On Investment Property	1.01	1.02	
<b>Total</b>	<b>1,253.38</b>	<b>1,025.23</b>	

Note 37 Other expenses			₹ in lac
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	
Consumption of stores and spare parts	660.81	1,334.36	
Power and fuel	432.82	806.54	
Rent	72.00	278.91	
Repairs to buildings	25.21	89.20	
Repairs to machinery	103.24	361.94	
Repairs - others	307.03	397.11	
Insurance	86.81	103.28	
Rates and taxes, excluding, taxes on income	154.65	129.37	
Outside job work expenses	358.56	1,738.00	
Packing material consumed	23.58	123.89	
Provision for doubtful debts	1,346.25	614.49	
Net loss on foreign currency transactions	13.78	10.84	
Corporate social responsibility expenses (Refer Note 38n )	34.24	37.55	
Freight outward	453.65	1,023.60	
Legal & Professional Expenses	581.92	1,089.92	
Directors Sitting Fee	8.60	11.15	
Other Admin and Selling expenses	926.95	1,611.08	
<b>Total</b>	<b>5,590.10</b>	<b>9,761.23</b>	

#### Notes to financial statement for the year ended March , 31, 2021

##### Note 38

(a) Contingent Liabilities and Commitments (to the extent not provided for)			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
<b>(i) Contingent Liabilities</b>			
<b>(A) Claims against the Company not acknowledged as debt</b>			
(i) Excise & Service Tax matters	520.16	520.16	
(ii) VAT & Sales Tax	77.02	77.02	
(iii) Others	-	-	



<b>(B) Outstanding Guarantees issued by banks</b>	787.55	1,927.47
<b>(C) Other money for which the company is contingently liable</b>		
i) Letters of credit	-	1,997.28
<b>(ii) Commitments</b>		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	335.65	2,196.35
<b>(iii) Other Commitments</b>		
Advance Licence/ EPCG	-	438.70

**(b) Gross turnover is net of inter unit transfer of Rs. 1,220.60 lacs (Previous Year Rs. 1,293.28 lacs)**

**(c) Gross turnover includes direct & deemed exports of Rs. 29.48 lacs (Previous Year Rs. 164.35 lacs)**

**(d) Based on the information available with the company it had identified the entities which are covered under the Micro, Small & Medium Enterprises Development Act, 2006. Accordingly disclosure had been, made as per MSMED Act 2006 are as under :-**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
i) Principal amount remain unpaid to any supplier as at the end of the financial year	90.78	1,383.28
ii) Interest due thereon remaining unpaid to any supplier at the end of the financial year	29.69	56.07
iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed date	-	-
iv) The amount of interest due and payable for the year	-	-
v) The amount of interest accrued and remaining unpaid at the end of the financial year	29.69	56.07
vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprise have been determined to the extend such parties have been indentified on the basis of information collected by the Management

**(e) Remuneration and Perks Paid/Payable to Directors :-** ₹ in lac

	For the year ended March 31, 2021	For the year ended March 31, 2020
	Executive Directors	Executive Directors
Salary	239.68	394.86
Perks	-	-
Commission	-	-
Provident Fund	29.09	29.69
	<b>268.77</b>	<b>424.55</b>

In view of losses and inadequate profits the remuneration paid to Executive Directors was as per remuneration prescribed in Schedule V to the Companies Act, 2013 ("the Act"), for which necessary approvals from the shareholders were taken as per the provisions of the Act.

**(f) Computation of Net Profit for the purpose of Section 197 of the Companies Act, 2013.**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before Tax as per Profit & Loss Statement	(1,154.28)	4,652.75
Add: Directors Remuneration (Including perquisites)	268.77	424.55
Add: Bonus or commission paid to Staff	57.19	80.89
Add: (Profit)/Loss on Sale of Fixed Assets (net)	(619.32)	(931.74)
Add: Exceptional items (Profit)/Loss (net)	(4,780.90)	(3,957.50)

Add:(Profit)/Loss on sale of investment	-	-
Net Profit as per Section 198 of the Companies Act 2013	(6,228.54)	268.95
Maximum Limit for managerial remuneration to the Executive Directors @ 10% of net profit as above	(622.85)	26.90
Maximum Limit for commission to Non-Executive Directors @ 1% of net profit as above	(62.29)	2.69

In view of losses and inadequate profits the remuneration paid to Executive Directors was as per remuneration prescribed in Schedule V to the Companies Act, 2013 ("the Act"), for which necessary approvals from the shareholders were taken as per the provisions of the Act.

**g) Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focus on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Deferred Tax Assets</b>		
Disallowances u/s 40(a)/43B of the Income Tax Act, 1961	37.70	76.87
Provisions for doubtful debts	586.99	261.07
Investment Property	1,471.02	1,449.90
Others	517.51	77.83
Deferred Tax Liabilities		
Property, Plant and Equipment & Intangible assets	(1,911.12)	(1,472.32)
<b>Net Deferred tax Asset / (Liabilities)</b>	<b>702.10</b>	<b>393.35</b>
Mat credit entitlement (Recognised as deferred tax asset and shown separately earlier in non current assets)	-	73.13
<b>Total Net Deferred tax Asset / (liabilities)</b>	<b>702.10</b>	<b>466.48</b>

**h) Under Ind AS, PPE related to Lucknow plant, considered as embedded lease arrangement, has been de-recognised and shown as lease receivable at amortised value.**

Particulars	Minimum Lease Payments	
	As at March 31, 2021	As at March 31, 2020
Not later than one year	821.46	1,187.46
Later than one year and not later than five years	3,285.83	1,478.10
Later than five years	9,653.43	-
<b>Total</b>	<b>13,760.72</b>	<b>2,665.56</b>
Less: Unearned Finance Lease Income	(7,438.92)	(397.62)
<b>Total Lease Receivable</b>	<b>6,321.80</b>	<b>2,267.94</b>

**(h) During the period the company had incurred the total expenditure towards In-house Research and Development activities the details of which are as below:-**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Expenditure	-	-
Revenue Expenditure-net (Incl. Salary to R&D staff and Other related expenses included in respective heads of accounts in the Balance Sheet)	271.73	104.45
<b>Total</b>	<b>271.73</b>	<b>104.45</b>

**i) Payment to Auditors**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
<b>As auditors</b>		
Audit Fee	6.00	6.00
Limited review	6.00	6.00
Other Services	4.50	2.00
Reimbursement of expenses	0.74	1.61
<b>Total</b>	<b>17.24</b>	<b>15.61</b>

**k) Related Party Disclosure as required under Ind AS-24 :**
**1. Relationship : -**
**a) Key Managerial Personnel & their Relatives :**

Mr. Jatender Kumar Mehta	Vice-Chairman cum Managing Director
Mrs. Kiran Mehta	Wife
Mr. Devashish Mehta	Managing Director/ Son
Mrs. Sakshi Kaura	Joint Managing Director/ Daughter
Mr. Ravinder Kumar Mehta #	Managing Director / Brother
Mr. Tavinder Singh	Whole Time Director
Mr. Sanjeeb Kumar Subudhi*	Company Secretary
Mr. Ravinder Singh Kataria**	Company Secretary
Mr. Hari Gopal Agrawal	Chief Financial Officer

# Resigned from position w.e.f 1st Feb, 2021

\* Resigned from position w.e.f 3rd April, 2021

\*\* Joined w.e.f 22nd June, 2021

**b) Entities over which key management personnel and their relatives are able to exercise significant influence.**

- i) Forerunner Capital Investments Limited
- ii) Green Systems Limited
- iii) Mehta Engineers Limited
- iv) Omax Fusions Limited
- v) Vishal Engineers
- vi) J.K. Mehta (HUF)
- vii) R.K. Mehta (HUF)
- viii) S.K. Mehta (HUF)
- ix) S.M. Mehta (HUF)
- x) Gurgaon Energy & Infrastructure Limited
- xi) Haridwar Estates Pvt. Limited.
- xii) Automax Constructions Limited
- xiii) Samtel Avionics Limited
- xiv) Monk.e.wise
- xv) Thrive Eco Logical Innovation Pvt. Limited
- xvi) SKK & Associates LLP
- xvii) SKM & Associates LLP

**2) The following transactions were carried out with related parties in the ordinary course of business and on arms length basis during the year:-**

₹ in lac

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>Expense Incurred</b>		
Monk-e-Wise	25.27	23.80
<b>Purchase of Capital Assets</b>		
Automax Constructions Limited	982.15	-
<b>Payment made for Capital Assets</b>		
Automax Constructions Limited	211.43	-
<b>Interest/Rent Income</b>		
Interest Income from Associates (Automax Constructions Ltd.)	2.81	2.88

Rental Income from Monk-e-Wise	4.54	12.37
<b>Interest Paid</b>		
Omax Fusion Limited	42.38	1.06
<b>Rent Paid</b>		
Kiran Mehta	48.57	48.57
<b>Loans/Advance Received</b>		
Omax Fusion Ltd.	200.00	285.00
<b>Remuneration &amp; Perks to Directors &amp; KMPs excluding PF</b>		
Key Managerial Personnel	69.35	76.50
<b>Directors #</b>	239.68	394.86

#Note : Including part salary of Rs. 18.15 lac capitalised during the year pertaining to one of director heading upcoming New Railway Project & Long Member Project which is capitalised in the current year (Previous Year Rs. 14.82 lacs)

**Balance Outstanding at the year end**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Receivables/Advances/Payables</b>		
<b>Receivables (Net)</b>		
Monk.e.Wise	31.63	45.04
Kiran Mehta	6.68	825.28
<b>Advances</b>		
Automax Constructions Ltd.	87.18	825.28
<b>Loan Payables</b>		
Omax Fusions Ltd.	485.00	283.55

**(k) SEGMENT REPORTING:**

The Company is primarily engaged in manufacturing of Sheet Metal Components for various customers and within geographical area of India and accordingly there are no reportable operating or geographical segments.  
Revenue from two customers was Rs. 13962.10 lac (Previous Year Rs. -35765.92 lac) (Refer Note 38 (l))

**(l) Earning per share :**

₹ in lac

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(i) Net Profit / (loss) for the year after taxes (Rs. lacs)	(1,010.38)	4,358.31
(ii) Weighted Average No. of equity shares	21,388,213	21,388,213
(iii) Basic / Diluted Earning per share (Rs.)	(4.72)	20.38
(Equity Share of face value of Rs.10 each)		
(iv) Nominal Value of Share (Rs.)	10.00	10.00

**m) Expenditures/Earnings in Foreign Currency**

₹ in lac

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Value of Imports on CIF Basis</b>		
Raw Material	9.07	-
Capital Goods	6,054.23	6,518.73
Consumables	-	4.59
<b>Expenditure incurred in foreign currency</b>		
Travelling Expenses	0.88	19.02
Fees and subscription	-	2.66
Bank Charges	6.20	2.65

<b>Foreign currency earnings :</b>		
FOB Value of Exports	29.48	164.35

**(n) Pursuant to Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility,**

a) Gross amount to be spent by the Company during the year is Rs. 39.89 lacs on CSR activities is as under: -

b) Amount spent :-

Particulars	Total CSR liability	Expenditure incurred during the year	Amount incurred till previous year	Yet to incur**
1. 'Construction/Acquisition of any assets	-	-	-	-
2. 'On purposes other than (i) above up to FY 2020-21*	189.76	34.24	149.87	5.65

\* Amounts include previous years expenses also

\*\* Out of Rs. 5.65 lacs amount of Rs. 3.89 lacs is related to the ongoing project approved by the board and will be spent in the next financial year, the balance amount of Rs. 1.75 lacs is to be transferred to the Unspent CSR Account.

**o) Capital Management:**

The Company manages funds from its existing business and term lenders to ensure that it will continue as a going concern by efficient allocation of funds towards its new projects, optimisation of working capital requirements and deployment of surplus funds into fixed deposits.

The management of the Company reviews the capital structure of the Company on regular basis. The Board considers the status of debts, cost of capital and movement in the working capital.

The following table summarizes the capital of the Company:-

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Debt	23,741.99	17,372.86
Share capital	2,138.82	2,138.82
Other Equity	26,544.27	24,986.90
Total Equity	<b>28,683.09</b>	<b>27,125.72</b>
Gearing ratio	<b>82.77%</b>	<b>64.05%</b>

₹ in lac

Categories of financial Instruments	As at March 31, 2021	As at March 31, 2020
Financial assets at amortised cost		
Non-current :		
Loans	490.00	681.93
Other Financial Assets	7,967.72	4,773.15
<b>Current :</b>		
Trade Receivables	3,294.18	11,674.17
Cash and Bank Balances	1,916.54	212.28
Loans	324.91	334.11
Other Financial Assets	34.07	57.61
<b>Total</b>	<b>14,027.42</b>	<b>17,733.25</b>
<b>Financial Liabilities at Amortised Cost</b>		
<b>Non-Current:-</b>		
Borrowing	16,219.65	13,062.62
Lease Liabilities	556.27	-
Government Grant	2,027.04	2,687.43
<b>Current:-</b>		
Lease Liabilities	123.27	-
Borrowing	187.32	7,408.73
Trade payables	3,677.24	6,895.63
Other financial liabilities	6,399.48	2,676.59



Government Grant	54.25	31.15
<b>Total</b>	<b>29,244.50</b>	<b>32,762.15</b>

**q) Financial risk management :**

The Company manages the financial risks relating to the operations of the Company. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company seeks to minimise the effects of these risks by using credit limits to hedge risk exposures. The use of financial instruments is governed by the Company's policies on foreign exchange risk and the investment. The Company does not enter into agreements for trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates risk/ liquidity which impact returns on investments. Keeping in mind the overall small exposure, the company does not enters into derivative financial instruments to manage its exposure to foreign currency risk including export receivables and import payables. Future specific market movements cannot be normally predicted with reasonable accuracy.

**Foreign Currency Risk Management**

The Company undertakes transactions denominated in foreign currencies, consequently exposures to exchange rate fluctuations arise. The Company's significant exposure to foreign currency risk at the end of the reported periods expressed in INR are as follows:

₹ in lac

Foreign currency exposure		As at March 31, 2021	As at March 31, 2020
Trade Receivables	USD	-	48.30
Term loans	USD	1,645.32	301.34
Term loans	EUR	3,511.54	3,130.52
Forward contract	USD	-	544.68
Forward contract	EUR	-	-
<b>Net Exposure</b>	<b>USD</b>	<b>1,645.32</b>	<b>894.32</b>
	<b>EUR</b>	<b>3,511.54</b>	<b>3,130.52</b>

**Foreign Currency Sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency rates, while all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Currency	Change in Currency Exchange Rate	As at March 31, 2021	As at March 31, 2020
USD	Increase 5%	82.27	44.72
EUR	Increase 5%	175.58	156.53
<b>Net exposure</b>		<b>257.84</b>	<b>201.25</b>

A decrease of 5% in the above currency's exchange rates would result in an equivalent reciprocal effect.

**Credit Risk**

Credit risk is the risk that counterparty will not able to meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks and other financial instruments.

**Trade Receivables**

The Company follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on its trade receivables. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances, clubbed with, historical experience with the customer and/or the industry in which the customer operates and assessment of litigation, if applicable. Receivables are written off when they are no more deemed collectable.

**Movement in the expected credit loss allowance of financial assets :-**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at beginning of the year	1,037.30	458.34
Add: Provided during the year	1,346.25	614.49
Less: Reversals of provision		
Less: Amounts written off	(51.26)	(35.53)
<b>Balance at the end of the year</b>	<b>2,332.29</b>	<b>1,037.30</b>

**Liquidity risk**

The Company's principal sources of liquidity are 'Cash and Cash Equivalents' and cash flows that are generated from operations. The Liquidity risk represents the inability of the Company to meet its financial obligations within stipulated time. To mitigate this risk, the Company maintains sufficient liquidity by way of readily convertible instruments and working capital limits from banks.

**Maturity profile of financial liabilities (Term Borrowings & Government Grant):-**

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date :- ₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Less than 1 year	5,441.05	1,591.67
After 1 year - upto 3 year	7,597.90	5,866.46
After 3 year - upto 5 year	5,126.97	5,067.31
More than 5 year	5,576.06	4,847.42

**Maturity profile of Non Current Financial Liabilities (Lease Liabilities):-**

The table below shows the minimum lease payable under the finance lease :- ₹ in lac

Particulars	As at March 31, 2021	
	Gross Lease Liability	Present Value of Lease
Less than 1 year	123.27	101.05
After 1 year - upto 5 year	375.70	248.51
More than 5 year	852.83	329.98

**Lease Liabilities Reconciliation:-**

₹ in lac

Particulars	As at March 31, 2021
Opening Balance of Lease Liability	-
Lease liability on new leases recognised during the year	726.87
Interest on lease liabilities	75.94
Repayment/ Actual Rent	123.27
Lease liabilities as on 31.03.2021	679.54

**Borrowing & Trade Payable**

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
	Less than 1 year	Less than 1 year
Borrowings	187.30	7,408.73
Trade payables	3,677.24	6,895.63
Other financial liabilities*	6,522.75	2,676.58

\* Other Financial Liabilities includes the Lease Liabilities of Rs. 123.27 lacs which is grouped under head Current Liabilities.

r) The company is into the business of manufacturing and selling sheet metal components related to automobile and Railways, having its manufacturing units in the state of Uttar Pradesh and Haryana. To maximise its revenue, the company is also developing various other products for Railways and commercial vehicle business and exploring the opportunities to increase its customer base.

During the year, the company for the purpose of maximising the profits had decided and closed its two units operations based at Bangalore & Bawal after assessing the viability of its products the board had approved to dispose off all assets of these manufacturing units except Land & Building of Bawal Unit. Consequently, Company had sold its Bangalore unit L&B which resulting profit on sale of Land and Building amounting to Rs. 4529.41 lac which has shown as exceptional items in profit and loss account.

Further, plant and equipment of closed units were valued at cost and these were classified as 'Assets Held for Sale'.

s) During the year, the Company has started commercial production at one of its location on January 13th, 2021 under the "Awadh Project". The other location is expected to be operational in the financial year of 2021-22 which got delayed due to adverse impact of Covid-19 pandemic and consequent lockdown.

t) The Company had entered in to fully hedged fixed rate currency transactions with Indusind Bank related to the one new location i.e. Long Member under Awadh Project. The outstanding exposure amount as on 31st March 2021 is Rs. 4059.58 lac (Previous year was Rs. 3971.19 lacs). Mark to Market (MTM) net gain is Rs. 83.71 lacs as on 31st March 2021 (Previous Year net loss was Rs. 37.13 lacs) which has been accounted in profit and loss account under the head Comprehensive Income.

u) The operational activities of the company could not take place in the month of April 2020 and partially in May 2020 due to Covid -19 restrictions and lockdown. Covid-19 pandemic posed several challenges to industrial and economic activities of the company. The plant resumed operations gradually with reduced capacity at the end of May 2020.

The Company's operations for the financial year 2020-21 have been adversely impacted by the outbreak of COVID-19 pandemic and consequent lockdown due to that operations of passenger trains also suspended for substantial part of the year by Indian Railways effected our Rly business also. The operations of the company have now resumed to some extent due to improved scenario, but the company is still facing challenges as most of passenger trains are still not in operation because of the pandemic. So, after assessing the business situation, the Board of Directors for the purpose of infusing liquidity in the Company/ reduce losses allowed sale of Bangalore plant, accordingly land and building of said plant has been sold which has resulted in a gain of Rs. 4529.41 lacs in current quarter under review. Further, company has written back the excess provisions of Rs. 251.49 lac towards closed plants vendors which altogether has been shown under the exceptional items.

v) The amount of borrowing costs capitalized during the year ended 31 March 2021 was Rs. 1292.11 lacs (Previous years Rs. 1,016.65 lac). The interest rate charged by bank used to determine the amount of borrowing Costs eligible for capitalization.

w) The Company has re-assessed its embedded lease arrangements and is reasonably certain that the lease agreement with TATA Motors Limited will be further extended on existing terms for a period of 15 years. Accordingly impact of Ind AS 116 has been computed considering such extended period. Consequently, the impact of cumulative adjustment due to extension of lease period amounting to Rs. 2,417.19 lacs has been adjusted in retained earnings (Other equity).

x) As per Ind AS, the financial liability of interest free loan from PICUP is to be measured at fair value and the difference between disbursed interest free loan amount and fair value is to be recognised as Government grant. The Company has availed mandatory exception under Ind AS 101 and accordingly, change done in accounting treatment on the amount carried forward on the date of transition. After transition date, the difference between interest free loan and fair value has been recognised as Government grant as at Balance Sheet date. Also Government grant has been recognised in the Statement of Profit and Loss as an income on a internal rate of return basis spread over the period of grant and interest on fair value of Government grant on its inception has been recognised as finance cost.

y) As per Ind AS, the financial liability of interest free loan from PICUP is to be measured at fair value and the difference between disbursed interest free loan amount and fair value is to be recognised as Government grant. The Company has availed mandatory exception under Ind AS 101 and accordingly, change done in accounting treatment on the amount carried forward on the date of transition. After transition date, the difference between interest free loan and fair value has been recognised as Government grant as at Balance Sheet date. Also Government grant has been recognised in the Statement of Profit and Loss as an income on a internal rate of return basis spread over the period of grant and interest on fair value of Government grant on its inception has been recognised as finance cost.

z) As per Ind AS, all items of income and expense recognised in a period should be included in the Statement of Profit and Loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are recognised in profit or loss and also shown in the Statement of Profit and Loss as 'other comprehensive income' includes re-measurements of defined benefit plans.

#### Za) Report on Gratuity as Indian Accounting Standard (Ind AS) 19

The principal assumption used for the purpose of the actuarial valuations were as follows:-

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Discount rate	7.00 % per annum	7.00 % per annum
Salary Growth Rate	7.00 % per annum	7.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a. (18 to 30 Years)	5.00% p.a. (18 to 30 Years)
Withdrawal rate (Per Annum)	5.00% p.a. (30 to 44 Years)	5.00% p.a. (30 to 44 Years)
Withdrawal rate (Per Annum)	5.00% p.a. (44 to 58 Years)	5.00% p.a. (44 to 58 Years)

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of the obligation at the end of the period	324.38	385.64
Fair value of plan assets at end of period	495.48	448.48
Net liability/(asset) recognized in Balance Sheet and related analysis	(171.11)	(62.84)
Funded Status	171.11	62.84

Table Showing Changes in Present Value of Obligations:

₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of the obligation at the beginning of the period	385.64	432.67
Interest cost	27.00	30.29
Current service cost	48.51	62.18

Past Service Cost	-	-
Benefits paid (if any)	(73.36)	(283.84)
Actuarial (gain)/loss	(63.41)	144.34
Present value of the obligation at the end of the period	324.38	385.64

#### Bifurcation of total Actuarial (gain) /loss on liabilities ₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	-	17.59
Experience Adjustment (gain)/ loss for Plan liabilities	(63.41)	126.75
<b>Total amount recognized in other comprehensive Income</b>	<b>(63.41)</b>	<b>144.34</b>

#### Expense recognized in the statement of Profit and Loss: ₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Interest cost	27.00	30.29
Current service cost	48.51	62.18
Past Service Cost	-	-
Expected return on plan asset	(31.39)	(42.92)
<b>Expenses to be recognized in P&amp;L</b>	<b>44.12</b>	<b>49.55</b>

#### Other comprehensive (income) / expenses (Remeasurement)

Particulars	As at March 31, 2021	As at March 31, 2020
Actuarial (gain)/loss - obligation	(63.41)	144.35
Actuarial (gain)/loss - plan assets	(43.88)	(49.76)
<b>Total Actuarial (gain)/loss</b>	<b>(107.29)</b>	<b>94.58</b>

#### Table showing changes in the Fair Value of Planned Assets:-

Particulars	As at March 31, 2021	As at March 31, 2020
Fair value of plan assets at the beginning of the period	448.48	613.17
Expected return on plan assets	31.39	42.92
Contributions	45.08	26.47
Benefits paid	(73.36)	(283.84)
Actuarial gain/(loss) on plan assets	43.88	49.76
<b>Fair Value of Plan Asset at the end of the Period</b>	<b>495.48</b>	<b>448.48</b>

#### Table showing Fair Value of Planned Assets:- ₹ in lac

Particulars	As at March 31, 2021	As at March 31, 2020
Fair value of plan assets at the beginning of the period	448.48	613.17
Actual Return on plan assets	75.28	92.68
Contributions	45.09	26.47
Benefits paid	(73.36)	(283.84)
<b>Fair value of plan assets at the end of the period</b>	<b>495.48</b>	<b>448.48</b>

Actuarial (Gain)/Loss on Planned Assets:			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Actual return on plan assets	75.27	92.68	
Expected return on plan assets	31.39	42.92	
Actuarial gain/ (Loss)	43.88	49.76	
<b>Experience adjustment:</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Experience Adjustment (Gain )/Loss for Plan liabilities	(63.41)	126.75	
Experience Adjustment Gain/(Loss ) for Plan assets	43.88	49.76	
<b>3.1: Summary of membership data at the date of valuation and statistics based thereon:</b>			₹ in lac
Period	As at March 31, 2021	As at March 31, 2020	
Number of employees	300	513	
Total monthly salary	9,299,484	14,180,042	
Average Past Service(Years)	5.20	4.20	
Average Future Service (yr)	22.10	23.70	
Average Age(Years)	35.90	34.30	
Weighted average duration (based on discounted cash flows) in years	10	11	
Average monthly salary	30,998	27,641	
<b>Benefits valued:</b>			₹ in lac
Particulars	As at March 31, 2021	As at March 31, 2020	
Normal Retirement Age	58 Years	58 Years	
Salary	Last drawn qualifying salary	Last drawn qualifying salary	
Vesting Period	5 Years of service	5 Years of service	
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr)	15/26 * Salary * Past Service (yr)	
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply	
Limit	Without limit	Without limit	
<b>Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013) :</b>			₹ in lac
Period	As at March 31, 2021	As at March 31, 2020	
Non Current Liability (Long Term)	-	-	
<b>Total Liability</b>	-	-	
Current liability is NIL, because of overfunding.			

zb) Disclosure pursuant to section 186(4) of the Companies Act, 2013 in respect of unsecured loans:				₹ in lac
Particulars	Purpose/ Term of loan	As at March 31, 2021	As at March 31, 2020	
Century Autotech Pvt. Ltd.	General business purpose and Interest rate 12% p.a.			
Outstanding as at the beginning of year		265.68	265.68	
Given during the year		-	-	
Repaid during the year		-	-	
Outstanding as at the end of Year		265.68	265.68	



Disclosure pursuant to section 186(4) of the Companies Act, 2013 in respect of unsecured loans:			₹ in lac
Particulars	Purpose/ Term of loan	As at March 31, 2021	As at March 31, 2020
Autovision India Pvt. Ltd.	General business purpose and		
Outstanding as at the beginning of year	Interest rate 12% p.a.	34.50	34.50
Given during the year		-	-
Repaid during the year		-	-
Outstanding as at the end of Year		34.50	34.50

Disclosure pursuant to section 186(4) of the Companies Act, 2013 in respect of unsecured loans:			₹ in lac
Particulars	Purpose/ Term of loan	As at March 31, 2021	As at March 31, 2020
Automax Constructions Ltd.	General business purpose and		
Outstanding as at the beginning of year	Interest rate 12% p.a.	23.44	23.44
Given during the year		-	-
Repaid during the year		-	-
Outstanding as at the end of Year		23.44	23.44

zc) Previous year figures had been reclassified, regrouped, rearranged wherever necessary.

zd) Figures have been rounded off to the nearest Rupees in lac

As per our report of even date attached  
**For BGJC & Associates LLP**  
 Chartered Accountants  
 Firm Registration Number: 003304N/N500056

**For and on behalf of the Board of Directors**

**Pranav Jain**  
 (Partner)  
 Membership Number. 098308

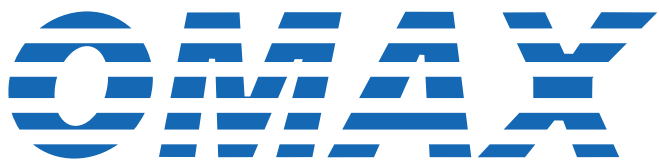
**Tavinder Singh**  
 (Whole-Time Director)  
 (DIN:01175243)

**Jatender Kumar Mehta**  
 (Vice Chairman cum Managing Director)  
 (DIN:00028207)

Place : Gurugram  
 Date : 22nd June, 2021

**Hari Gopal Agrawal**  
 (Chief Financial Officer)

**Ravinder Singh Kataria**  
 (Company Secretary)  
 (M No. - A-31359)



Passionate about Performance



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