

OMAX/STEX/202334/51

Date: 4th March, 2024

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

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

NSE Code: OMAXAUTO

BSE Code: 520021

Sub: Updates on Notice of Postal Ballot

Dear Sir,

With reference to the above captioned matter, we enclose herewith the **Notice of Postal Ballot** dated **30th January, 2024** pursuant to SEBI (Listing Obligations & Disclosure Requirements), 2015:

SPECIAL BUSINESS:

1. **Appointment of Mr. Nikhel Kochhar as a Non-Executive Director, liable to retire by rotation.**

This is for your kind consideration and record purpose.

Thanking you.

Yours sincerely,

For OMAX AUTOS LIMITED


(Mohit Srivastava)
Company Secretary



OMAX AUTOS LIMITED

CIN: L30103HR1983PLC026142

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

Tel: (0124) 4343000; **Fax:** (0124) 2580016

Email: cs@omaxauto.com, investors@omaxauto.com; **Website:** www.omaxauto.com

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of **OMAX AUTOS LIMITED** (the 'Company'), pursuant to **Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 ('the Act')** read with **Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014**, as amended ('**Management Rules**') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("**SEBI Circulars**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**") and **Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("**Listing Regulations**") and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that Resolution as set out in this Notice of Postal Ballot are proposed, for consideration by the Members of the Company and the communication of assent/ dissent of the Members will only take place through electronic means ("**remote e-voting**").

The Resolution and the Explanatory Statement setting out the material facts and the reasons/ rationale thereof pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act and the Listing Regulations, are annexed hereto to this Postal Ballot Notice for your consideration.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

SPECIAL BUSINESS:

1. **Appointment of Mr. Nikhel Kochhar as a Non-Executive Director, liable to retire by rotation.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:



“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and qualification of Directors) Rules, 2014 and in terms of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, Mr. Nikhel Kocchar (DIN: 01021382) be and is hereby appointed as an Additional **Non-Executive Director** of the Company with effect from **30th January, 2024** to hold office as such until the conclusion of ensuing any General Meeting/Postal Ballot of the Company.

RESOLVED FURTHER THAT in terms of the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company through special resolution, Mr. Nikhel Kocchar (DIN: 01021382) be and is hereby appointed as **Non-Executive Director** of the Company with effect from **30th January, 2024**, liable to retire by rotation”.

RESOLVED FURTHER THAT Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director, Mrs. Sakshi Kaura, Managing Director, Mr. Devashish Mehta, Managing Director and Mr. Mohit Srivastava, Company Secretary of the Company be and are hereby severally authorized to sign and file necessary returns/forms as required under the provisions of the Act along with any attachment, annexure or other papers/documents; and to do all such other acts, things and deeds as may be necessary in this regard to comply with the said requirement.

RESOLVED FURTHER THAT necessary intimation be made to the Stock Exchanges as per the listing regulations regarding such appointment.”

By Order of the Board of Directors

Sd/- 

Mohit Srivastava
Company Secretary
ACS 28505



Place: Gurugram

Date: **30th January, 2024**

Registered office:

Plot No. B-26, Institutional Area,
Sector-32, Gurgaon, Haryana 122001,
CIN: L30103HR1983PLC026142

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business as mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.



2. As per the **current MCA Circulars, SEBI Circulars**, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed Link Intime India Private Limited (LIPL), Registrars and Transfer Agents ("RTA") of the Company, for facilitating e-voting to enable the Members to cast their votes electronically.
4. The Company has appointed **Mrs. Priyanka Gupta, Designated Partner, failing her Mohd. Nazim Khan, Designated Partner of M/s. MNK Associates & LLP, Company Secretaries**, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on **Saturday, April 6, 2024**.
5. The resolution, if passed by requisite majority, will be deemed to have been passed on last date of E-voting i.e. on **Friday, April, 05, 2024**.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.omaxauto.com, website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.
7. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members
8. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, March 01, 2024** and whose e-mail IDs are registered with the Company / Depositories. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, March 01, 2024**, being the **cut-off date**, are entitled to vote on the Resolution set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. The remote e-voting period will commence from **Wednesday, March 06, 2024, at 9.00 a.m. IST and end on Friday, April, 05, 2024, at 5.00 p.m IST** and the e-voting module shall be disabled by for voting thereafter. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on **Friday, April, 05, 2024**, to be eligible for being considered, failing which it will be considered that no vote has been received from the shareholder.



10. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in Demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their Demat accounts.

Login method for Individual shareholders holding securities in Demat mode is given below:

Individual Shareholders holding securities in Demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in Demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing Demat account number and PAN No. from a link in www.cdslindia.com home page. The



system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in Demat mode) login through their depository participants. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice (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).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.



3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in Demat mode:

Individual Shareholders holding securities in Demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Dematmode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".



In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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".

If you have any queries or issues regarding e-Voting, you can write an email to cs@omaxauto.com or investors@omaxauto.com or contact at 0124 4343000.



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Mr. Nikhel Kochhar has been appointed as an Additional Non-Executive Director of the Company under Section 161(1) of the Companies Act 2013 effective from the Board Meeting of the Company held on 30th January, 2024 and is eligible for appointment as Director. In terms of the SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015, appointment of Mr. Nikhel Kochhar as a **Non-Executive Director** on the Board will be subject to the approval of shareholders.

A brief resume of Mr. Nikhel Kochhar and other details as required to be given pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations 2015 has been given elsewhere in this Notice. Currently, he is not a Director of any other Public Limited Company. He is a Director of only 2 Private Limited companies. Further, he is not debarred from holding the office of a Director by virtue of any SEBI order or any other such Authority.

The Board of Directors considers it in the interest of the Company to appoint Mr. Nikhel Kochhar as a Non-Executive Director. None of the Directors, Managers and KMP of the Company or their relatives except Mr. Nikhel Kochhar to the extent of their shareholding, if any, is in any way interested or concerned in this resolution.

The Board recommends the resolution set out as Item no.1 of the Notice for approval by the members.

By Order of the Board of Directors



Sd/-

Mohit Srivastava
Company Secretary
ACS 28505

Gurugram, 30th January, 2024

Registered office:

Plot No. B-26, Institutional Area,
Sector-32, Gurgaon, Haryana 122001,
CIN: L30103HR1983PLC026142

Annexure A

Pursuant to Secretarial Standard-2 and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Director seeking appointment are provided below:

Name of Director	Mr. Nikhel Kochhar
DIN	01021382
Date of Birth	01/11/1957
Age	66 years
Qualification	FCA CIA (IIA Florida, USA)
Experience	30 years
Terms and Conditions of appointment	Appointment of Mr. Nikhel Kochhar (DIN: 01021382) as a Non-Executive Director, subject to the approval of Shareholders.
Remuneration last drawn	Not Applicable
Date of First Appointment on the Board	30 th January, 2024
Brief Resume	<p>Mr. Nikhel Kochhar, is the Managing Partner at N. Kochhar & Co.</p> <p>Professional Qualifications & Certifications</p> <ul style="list-style-type: none"> ❖ FCA ❖ CIA (IIA Florida, USA) <p>On the board of companies in India & the US, had Chaired the Audit Committee, Risk Management Committee & Shareholder Grievances Committees of a Listed NBFC.</p> <p>Before being appointed as Chief Advisor at IIA India, he has held positions of COO & Chair Advocacy of IIA India (2014-18) as well as President of IIA Delhi (2014-16). Member of the Executive Committee of the Doon School Old Boys' Society (1996-2000 & 2010-13). Also a member of the Indian Public Schools Society (IPSS) where he was on the Selection Committee for the Board Members of The Doon School.</p> <p>Nikhel has over 30 years of professional expertise in Organizational Systems & Processes, Risk Management, Corporate Governance, Internal Controls & Audit and Training for ICAI, IIA & Corporate Clients.</p> <p>Industry expertise covers Advertising, Automotive, Auto Components, Aviation, Banking, Chemicals, Education, Engineering, Healthcare, Infrastructure, IT, Glass, Leather,</p>



OMAX AUTOS LIMITED

	Machine Tools, Media, NGO, NBFC, Pharmaceuticals, Software, and Steel etc.
Expertise in Specific Functional Areas	Internal Audit, Risk Management, Business Process Review & Corporate Governance
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	Not Applicable

By Order of the Board of Directors

Mohit



Mohit Srivastava
Company Secretary
ACS 28505 ★

Gurugram, 30th January, 2024

Registered office:

Plot No. B-26, Institutional Area,
Sector-32, Gurgaon, Haryana 122001,
CIN: L30103HR1983PLC026142