

Date: July 30, 2025

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: Notice of 42nd Annual General Meeting for the financial year 2024-25

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening the 42nd Annual General Meeting of the Company, scheduled to be held on Friday, August 29, 2025, at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”).

The Notice of 42nd AGM for the financial year **2024-25** is also being made available on the website of the Company at www.omaxauto.com.

We request you to please take the same on record.

Thanking you.
Yours sincerely,

For **OMAX AUTOS LIMITED**

(Kannu Sharma)
Company Secretary & Compliance Officer

Encl. As above

NOTICE

NOTICE is hereby given that the **42nd** Annual General Meeting ('**AGM**') of the members of **Omax Autos Limited** ("the Company") will be held on **Friday, 29th August, 2025** at 11:00 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 31st March, 2025 together with the Reports of Auditors' and Board of Directors' thereon.
- 2.** To declare dividend on equity shares for the financial year ended 31st March, 2025.
- 3.** To appoint a Director in place of Mr. Jatender Kumar Mehta (DIN: 00028207) who retires by rotation and, being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS (ES):

- 4.** **To ratify the remuneration of M/s. JSN & Co., Cost Auditors of the Company for the financial year 2025-26.**

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

"RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and out of pockets expenses as recommended by the audit committee and approved by the board of directors to be paid to M/s JSN & Co., Cost auditors of the Company for the financial year 2025-26 be and is hereby ratified and confirmed."

- 5.** **To consider and approve the re-appointment of Mr. Jatender Kumar Mehta (DIN: 00028207) as Vice Chairman cum Managing Director and approval of his remuneration.**

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, 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), aged about 76 years, as the Vice Chairman cum 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 further term of 5 (five) years commencing from 1st January, 2026 till 31st December 2030, being liable to retire by rotation;

RESOLVED FURTHER THAT, the remuneration for a period of 3 (three) years from 1st January, 2026 to 31st December, 2028 as set out in the Contract of Service, for an amount not exceeding Rs. 3,85,00,000 (Rupees Three Crore Eighty Five Lakhs Only) per annum be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors or Nomination and Remuneration Committee of the Company be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company;

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

RESOLVED FURTHER THAT the 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 (including remuneration) of re-appointment of Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director (DIN: 00028207), from time to time during his tenure;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), return(s), form(s) and writings as may be necessary, proper, desirable or expedient.”

6. To consider and approve the re-appointment of Mr. Devashish Mehta (DIN: 07175812) as Managing Director and approval of his remuneration.

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 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) years commencing from 19th July, 2026 till 18th July, 2031, being liable to retire by rotation;

RESOLVED FURTHER THAT, the remuneration for a period of 3 (three) years from 19th July, 2026 to 18th July, 2029 as set out in the Contract of Service, for an amount not exceeding Rs. 1,10,00,000/- (Rupees One Crores Ten Lakhs Only) per annum be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors or Nomination and Remuneration of the Company be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company;

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

RESOLVED FURTHER THAT the 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 (including remuneration) of the re-appointment of Mr. Devashish Mehta, Managing Director (DIN: 07175812) from time to time during his tenure;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), return(s), form(s) and writings as may be necessary, proper, desirable or expedient.”

7. To approve the re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director and approval of his remuneration.

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

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198, and 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the consent of the members be and is hereby accorded for the re-appointment of Mr. Tavinder Singh (DIN: 01175243), as Whole Time Director of the Company for a further term of one year commencing from 29th October, 2025, upon expiry of his current term on 28th October, 2025, on remuneration not exceeding Rs. 82,50,000 (Rupees Eighty Two Lakhs Fifty Thousand only) per annum;

RESOLVED FURTHER THAT Mr. Tavinder Singh shall be designated as Key Managerial Personnel of the Company in accordance with Section 203 of the Act read with rules made thereunder;

RESOLVED FURTHER THAT in terms of the applicable provisions and Schedule V of the Act, where in any financial year during the tenure of Mr. Tavinder Singh, the Company has no profits, or its profits are inadequate, the Company shall pay Mr. Tavinder Singh, the remuneration as specified above, as the minimum remuneration for a period of one year effective from 29th October, 2025;

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, etc., such that the overall amounts of remuneration shall not exceed the limits as specified in terms of the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT any director or the 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.”

8. To approve the re-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 a **Special 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) and Regulation 25(2A) 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), 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 re-appointed as a Director in the category of Independent Director of the Company, not liable to retire by rotation, to hold office for further term of 5 (Five) consecutive years, with effect from 14th August, 2026 upto 13th August 2031.

RESOLVED FURTHER THAT Mr. Ram Kumar Chugh, in the capacity of Independent Director, shall be entitled to receive such sitting fees for attending the meetings of the Board and Committees thereof as may be determined by the Board of Directors from time to time in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015;

RESOLVED FURTHER THAT any director or Company Secretary 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 M/s. DR Associates, Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (‘SEBI Listing Regulations’) and based on the recommendation of the Audit Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of M/s DR Associates, Company Secretaries (FRN: P2007DE003300) as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030, at such remuneration including applicable taxes and out-of-pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors from time-to-time;

RESOLVED FURTHER THAT any director or Company Secretary 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.”

Place: Gurugram
Date: 24th July, 2025

For Omax Autos Limited
Sd/-
Devashish Mehta
Managing Director
DIN- 07175812

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the **42nd AGM** of the Company is being held through VC/OAVM on **Friday, 29th August, 2025** at 11:00 A.M. (IST). The deemed venue for the AGM will be the Registered Office of the Company- Plot No.B-26, Sector-32, Gurugram, Harayana-122001.

2. The Company has appointed MUFG Intime India Private Limited (MIPL), 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.
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 authorizing 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 deepak@drassociates.org with a copy marked to delhi@in.mpms.mufg.com
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, 25th July, 2025** 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 **Saturday, 23rd August, 2025 to Friday, 29th August, 2025** (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 2024-25 will be available on the website of the Company (www.omaxauto.com), on the website of MIPL <https://instavote.linkintime.co.in/> and on the website of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (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 cs@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. MUFG 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. MUFG 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. **Dividend**
 - I. The Board of Directors has recommended a Dividend of 2.50/- (Rupees Two and Fifty Paise only.) per Equity Share fully paid up of Rs. 10/- each for the financial year ended March 31, 2025, subject to the approval of the Shareholders at the AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of Final Dividend on Equity Shares, upon declaration by the Shareholders at the AGM, will be made **on or before 28th September, 2025 (i.e. within 30 days from the date of declaration-29th August 2025)**, to those members whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, 22nd August, 2025** being the record date.
 - II. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.

- III. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered or if it has changed, as mandated by Securities and Exchange Board of India (“SEBI”).
- IV. Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s) and shareholders holding shares in physical mode shall send a duly signed request letter to MUFG Intime India Private Limited, mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
- V. Members may note that the Income-tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

*i) As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as ‘Specified Person’ as defined under Section 206AB of the Finance Act, 2021.

ii) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962

- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable. ** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The relevant documents for the aforementioned matter shall be shared at cs@omaxauto.com.

19. 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. For details, please refer to corporate governance report which is a part of this Annual Report.
20. 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 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.
21. 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 2024-25 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/ MIIPL. 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 MIIPL, 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. MUFG Intime India Private Limited, by following emailing at delhi@in.mpms.mufg.com.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is 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 holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “Login” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) 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).
- f) 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.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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 : 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

1.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on **“Login”**.
- b) Select the “Company” and ‘Event Date’ and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

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. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

- c) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

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

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) 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
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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’.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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 cs@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 26th August, 2025**
 - (b) End of remote e-voting: **Up to 5:00 p.m. (IST) on 28th August, 2025.**
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 **Thursday, 22nd August, 2025.**
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. **Friday, 22nd August, 2025** may obtain the login ID and password by sending a request to enotices@in.mpms.mufg.com However, if he/she is already registered with MIIPL 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. **Mr. Deepak Gupta**, and failing him **Mr. Rajesh Lakhnupal**, Partners of M/s. **DR 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 and on the MIIPL 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.

Instructions for Shareholders/Members to Speak during the AGM through Insta Meet:

1. Shareholders who would like to ask questions/speak during the AGM must register their request mentioning their name, demat account number/folio number, email id, mobile number, at cs@omaxauto.com at least 72 hours prior to the date of AGM. Only the views/questions of those shareholders will be taken-up who has mailed it to the Company within prescribed time and will be replied suitably.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
4. Please remember 'speaking serial number' and start your conversation with panelist by switching on audio of your device.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Place: Gurugram
Date: 24th July, 2025

For Omax Autos Limited
Sd/-
Devashish Mehta
Managing Director
DIN- 07175812

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

Item No. 4 - To ratify the remuneration of M/s JSN & Co., Cost Auditors of the Company for the financial year 2025-26

The Board, on the recommendation of the Audit Committee, at their Meeting held on 24th July, 2025, 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 31st March, 2026 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. 4 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

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. 4 of the Notice of the AGM as an ordinary resolution.

Item No. 5 -To consider and approve the re-appointment of Mr. Jatender Kumar Mehta (DIN: 00028207) as Vice Chairman cum Managing Director and approval of his remuneration.

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 approved the reappointment of Mr. Jatender Kumar Mehta as Vice Chairman cum Managing Director of the Company for a period of 5 (Five) years from 1st January, 2021 to 31st December, 2025.

Accordingly, the term of Mr. Mehta as Vice Chairman cum Managing Director is being ended on 31st December, 2025. The Board of Directors, at its meeting held on 24th July, 2025 upon the recommendation of Nomination and Remuneration Committee and pursuant to the Nomination and Remuneration Policy of the Company, has re-appointed Mr. Jatender Kumar Mehta as Vice Chairman cum Managing Director of the Company for another term of five consecutive years commencing from 1st January, 2026 upto 31st December, 2030, subject to approval of the members of the Company.

Mr. Jatender Kumar Mehta (DIN: 00028207), aged about 76 years, 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 50 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. Mr. Mehta has played an important role in the growth and development of the Company. Under his leadership, the Company has moved from being a basic manufacturing unit to a value-based engineering company, focusing on innovation and quality.

His vision and direction have helped shape the Company's long-term strategy, and he continues to be a key part of its progress. The Board believes that his continued involvement is important for the Company's future growth and overall success.

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 1st January, 2026 to 31st December, 2030 at remuneration mentioned in resolution.

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 company, 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 lac)		
		Particulars	FY 2024-25	FY 2023-24
			FY 2022-23	
		Paid up Capital	2138.82	2138.82
		Other Equity	29380.84	27619.72
		Total Income	39,369.58	37294.28
		Total Expenses	37,643.63	37246.22
		Profit before Tax	1,725.95	48.06
		Exceptional Item		(1,841.06)
		Exceptional Item	1,805.71	2250.26
				-

	Tax Expenses	1,377.01	1132.57	592.77
	Profit after Tax and Exceptional Item	2,154.65	1165.75	(2,433.83)
5. Foreign Investments collaborators, if any	Not Applicable			
II. Information about the Appointee				
1. Background details	Mr. Jatender Kumar Mehta is one of the promoter of the Company. He is on the Board of the company since its incorporation 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 2024-25 Mr. Jatender Kumar Mehta has drawn the Remuneration of Rs. 3,06,07,296/- 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 & operations of the Company subject to superintendence, Control and Direction of Board of Directors.</p> <p>Mr. Mehta has more than 50 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	As mentioned in the Resolution.			
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 31.03.2025, Mr. Mehta is holding 23,12,556 equity shares of the Company.</p> <p>Beside the remuneration and above-mentioned shareholding. Mr. Mehta is the father of Mr. Devashish Mehta, Managing Director and Mrs. Sakshi Kaura, Director of the Company.</p>			

Other Information	
1. Reason of loss or inadequate profit	<p>The Company has recorded a notable growth in Net Profit After Tax (PAT) during FY 2024-25, reaching ₹21.55 crore as compared to ₹11.66 crore in FY 2023-24. This improvement reflects the Company's operational resilience and strategic efficiency, despite the adverse impact of elevated raw material costs on overall production expenses.</p> <p>However, the same is not adequate for managerial remuneration.</p>
2. Steps taken or proposed to be taken for improvement	<p>The company has taken and is continuing to take several steps to improve its profitability, including better cost control measures, process optimization, and renegotiation of key contracts to reduce operational expenses. Efforts are also being made to expand the customer base, improve product mix, and enhance revenue through new business opportunities and strategic partnerships.</p>
3. Expected increase in productivity and profits in measurable terms:	<p>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.</p>

Except Mr. Devashish Mehta, Mrs. Sakshi Kaura, 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 consider and approve the re-appointment of Mr. Devashish Mehta \(DIN: 07175812\) as Managing Director and approval of his remuneration](#)

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 approved the appointment of Mr. Devashish Mehta as Managing Director of the Company for 5 (Five) consecutive years from 19th July, 2021 upto 18th July, 2026.

Accordingly, the term of appointment of Mr. Devashish Mehta as Managing Director is being ended on 18th July, 2026. The Board of Directors at their meeting held on July 24, 2025 upon the recommendation of Nomination and Remuneration 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 19th July, 2026 to 18th July, 2031, subject to approval of the members of the Company.

In last 15 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 19th July, 2026 to 18th July, 2031 at remuneration not exceeding of Rs. 1,10,00,000/-.

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.

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	<p>As per Standalone Audited Financials (In lac)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>2138.82</td> <td>2138.82</td> <td>2,138.82</td> </tr> <tr> <td>Other Equity</td> <td>29380.84</td> <td>27619.72</td> <td>26451.53</td> </tr> <tr> <td>Total Income</td> <td>39,369.58</td> <td>37294.28</td> <td>31,561.20</td> </tr> <tr> <td>Total Expenses</td> <td>37,643.63</td> <td>37246.22</td> <td>33,402.26</td> </tr> <tr> <td>Profit before Tax</td> <td>1,725.95</td> <td>48.06</td> <td>(1,841.06)</td> </tr> <tr> <td>Exceptional Item</td> <td>1,805.71</td> <td>2250.26</td> <td>-</td> </tr> <tr> <td>Tax Expenses</td> <td>1,377.01</td> <td>1132.57</td> <td>592.77</td> </tr> <tr> <td>Profit after Tax and Exceptional Item</td> <td>2,154.65</td> <td>1165.75</td> <td>(2,433.83)</td> </tr> </tbody> </table>	Particulars	FY 2024-25	FY 2023-24	FY 2022-23	Paid up Capital	2138.82	2138.82	2,138.82	Other Equity	29380.84	27619.72	26451.53	Total Income	39,369.58	37294.28	31,561.20	Total Expenses	37,643.63	37246.22	33,402.26	Profit before Tax	1,725.95	48.06	(1,841.06)	Exceptional Item	1,805.71	2250.26	-	Tax Expenses	1,377.01	1132.57	592.77	Profit after Tax and Exceptional Item	2,154.65	1165.75	(2,433.83)
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5. Foreign Investments or collaborators, if any	Not Applicable
II. Information about the Appointee	
1. Background details	Mr. Devashish Mehta is promoter of the Company and having an experience of more than 13 years in Auto ancillary industry and has more than 14 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 2024-25 Mr. Devashish Mehta has drawn the Remuneration of Rs. 76,22,268/- 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 13 years in Auto ancillary industry and has more than 14 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 Resolution.
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 31.03.2025, 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, Director of the Company.
III. Other Information	
1. Reason of loss or inadequate profit	The Company has recorded a notable growth in Net Profit After Tax (PAT) during FY 2024-25, reaching ₹21.55 crore as compared to ₹11.66 crore in FY 2023-24. This improvement reflects the Company's operational resilience and strategic efficiency, despite the adverse impact of elevated raw material costs on overall production expenses. However, the same is not adequate for managerial remuneration.

2. Steps taken or proposed taken for improvement	The company has taken and is continuing to take several steps to improve its profitability, including better cost control measures, process optimization, and renegotiation of key contracts to reduce operational expenses. Efforts are also being made to expand the customer base, improve product mix, and enhance revenue through new business opportunities and strategic partnerships.
3. Expected increase in productivity and profits in measurable terms:	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.

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 and approval of his remuneration

The Board of Directors in its meeting held on 24th July, 2025, on the recommendation of Nomination & Remuneration Committee and subject to the approval of shareholders re-appointed Mr. Tavinder Singh (DIN: 01175243) as Whole Time Director of the Company for a further period of 1 (one) year with effect from 29th October, 2025 and he shall be liable to retire by rotation.

Mr. Tavinder Singh has more than 40 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 re-appointment of Mr. Tavinder Singh, Whole Time Director of the Company for a further period of 1 (One) year, w.e.f. 29th October, 2025 at remuneration not exceeding of Rs. 82,50,000/- and on such term(s) and condition(s) as set out in the Contract of Service entered into by the Company with him. The remuneration as may be approved shall be considered as minimum remuneration in case of any loss/inadequate profits in any financial year pursuant to section 197 read with schedule V of the Companies Act, 2013.

Further, the requisite details under the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India (ICSI), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately as “annexure to this notice.

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 lac)			
	Particulars	FY 2024-25	FY 2023-24	FY 2022-23
	Paid up Capital	2138.82	2138.82	2,138.82
	Other Equity	29380.84	27619.72	26451.53
	Total Income	39,369.58	37294.28	31,561.20
	Total Expenses	37,643.63	37246.22	33,402.26
	Profit before Tax Exceptional Item	1,725.95	48.06	(1,841.06)
	Exceptional Item	1,805.71	2250.26	-
	Tax Expenses	1,377.01	1132.57	592.77
	Profit after Tax and Exceptional Item	2,154.65	1165.75	(2,433.83)
5. Foreign Investments or collaborators, if any	Not Applicable			
II. Information about the Appointee				
1. Background details	Mr. Tavinder Singh has more than 40 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 2024-25 Mr. Tavinder Singh has drawn the Remuneration up to Rs. 60,30,408/- 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. Tavinder Singh has the overall responsibility of compliances and operations of the plants of the Company subject to superintendence, Control and Direction of Board of Directors.</p> <p>Mr. Tavinder Singh has more than 40 years of industry experience in the field of Production, Sales and material procurement and involve in day to operations of the plants.</p>			

5. Remuneration proposed	As mentioned in Resolution.
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. Tavinder 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. Tavinder 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.
III. Other Information	
1. Reason of loss or inadequate profit	<p>The Company has recorded a notable growth in Net Profit After Tax (PAT) during FY 2024-25, reaching ₹21.55 crore as compared to ₹11.66 crore in FY 2023-24. This improvement reflects the Company's operational resilience and strategic efficiency, despite the adverse impact of elevated raw material costs on overall production expenses.</p> <p>However, the same is not adequate for managerial remuneration.</p>
2. Steps taken or proposed to be taken for improvement	<p>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.</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 profits in measurable terms:	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.

Except Mr. Tavinder Singh, 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 - To approve the re-appointment of Mr. Ram Kumar Chugh \(DIN: 05166164\) as an Independent Director of the Company.](#)

In terms of Section 149(6) of the Companies Act, 2013, read with Regulation 25 of SEBI (LODR) Regulations 2025, the Board of Directors in their meeting held on 24th July 2025, on the recommendations of Nomination and Remuneration Committee and subject to the approval of the shareholders of the company in their General Meeting, has re-appointed Mr. Ram Kumar Chugh (DIN: 05166164) as Independent Director of the Company, w.e.f. 14th August, 2026 for a period of 5 (Five) consecutive years.

Further, Mr. Chugh shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

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.

Mr. Chugh 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 fulfilment of the criteria of independence, your Board considers his re-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. 8 of the Notice of the AGM as a special resolution.

Item No. 9 - Appointment of M/s. DR Associates, Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, on the recommendation of the Audit Committee, the Board of Directors at their meeting held on July 24, 2025, approved the appointment of M/s. DR Associates, (ICSI Firm Registration Number: P2007DE003300) as Secretarial Auditors of the Company, subject to approval of Members of the Company, on the following terms and conditions:

Term of appointment: 5 (Five) consecutive years commencing from April 01, 2025 till March 31, 2030.

Proposed Fees: Not exceeding Rs. 10,00,000/- per annum plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit. The fees for services in the nature of certifications and other professional work will be inclusive in the secretarial audit fee as mentioned above.

Basis of recommendations: The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.

Consent and Eligibility: The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by ICSI.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 9 of the Notice.

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.

Place: Gurugram
Date: 24th July, 2025

For Omax Autos Limited
Sd/-
Devashish Mehta
Managing Director
DIN- 07175812

Annexure to the Notice

Pursuant to Secretarial Standard 2 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	Devashish Mehta
Designation	Vice Chairman cum Managing Director	Managing Director
DIN	00028207	07175812
Date of Birth	11th April, 1949	21 st January, 1991
Age	76 years	34 years
Qualification	Bachelor of Engineering	B.Sc. in Marketing from Pennsylvania State University, U.S.A.
Experience	More than 50 years	More than 15 years
Terms and Conditions of appointment/re-appointment	<p>Liable to retire by rotation</p> <p>Remuneration: As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto</p> <p>Tenure (As VCMD):</p> <p>1st January, 2026 to 31st December, 2030</p>	<p>Liable to retire by rotation</p> <p>Remuneration: As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto</p> <p>Tenure (As MD):</p> <p>19th July, 2026 to 18th July, 2031</p>
Remuneration last drawn	During the financial year 2024-25 Mr. Jatender Kumar Mehta has drawn the Remuneration of Rs. 3,06,07,296/- from the Company.	During the financial year 2024-25 Mr. Devashish Mehta has drawn the Remuneration of Rs. 76,22,268/- from the Company.
Date of First Appointment on the Board	28th October, 1983	19 th 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	Mr. Devashish Mehta having an experience of more than 13 years in Auto ancillary industry and has more than 14 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components.

	overall performance of the Company and is instrumental in expansion, diversification of business.	
Expertise in Specific Functional Area	Mr. Jatender Kumar Mehta has more than 50 years of experience in the Corporate Sector.	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, 2025:(a) Own (b) For other persons on a beneficial basis	(a) 23,12,556 Equity Shares. (b) Nil	(a) 5,10,000 Equity Shares (b) Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	Ms. 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, Chairman cum Managing Director, and Mrs. Sakshi Kaura, Managing Director of the Company is related to Mr. Devashish Mehta.
Number of Meetings of the Board attended during the year 2024-25	4	4
Directorships of other Boards as on March 31, 2025	7	7
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Stakeholders and Relationship Committee- Member	Audit Committee- Member Banking and Finance Committee- Chairman
Listed entities from which the Director has resigned in the past three years	NA	NA

Name of Directors	Tavinder Singh	Ram Kumar Chugh
Designation	Whole Time Director	Non-Executive Independent Director
DIN	01175243	05166164
Date of Birth	21 st February, 1962	08 th September, 1958
Age	63 years	63 Years
Qualification	Matriculation	Electrical Engineer
Experience	More than 40 years	More than 45 Years
Terms and Conditions of appointment/ re-appointment	Mr. Tavinder Singh is proposed to be re-appointed as Whole time Director on expiration of his current tenure as Whole time Director. His terms of	Mentioned in proposed resolution in item no. 8 of the accompanying notice

	<p>appointment as Whole-time Director are as follows:</p> <p>Remuneration: As per the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto</p> <p>For part of a year remuneration to be paid proportionately.</p> <p>Tenure (As WTD): One year w.e.f. 29th October, 2025</p>	
Remuneration last drawn	During the financial year 2024-25 Mr. Tavinder Singh has drawn the Remuneration of Rs. 60,30,408/- from the Company.	NIL
Date of First Appointment on the Board	29 th October, 2015	14 th August, 2021
Brief Resume	Mr. Tavinder Singh has more than 40 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. 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 Area	Production and material procurement	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, 2025:(a) Own(b) For other persons on a beneficial basis	(a) Nil (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	None of the directors or KMPs is related to Mr. Ram Kumar Chugh

Number of Meetings of the Board attended during the year 2024-25	4	4
Directorships of other Boards as on March 31, 2025	NIL	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Banking and Finance Committee- Member Stakeholder and Relationship Committee- Member	Stakeholders and Relationship Committee- Chairperson Nomination and Remuneration Committee- Chairperson Audit Committee- Member
Listed entities from which the Director has resigned in the past three years	NA	NA
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	The Nomination and Remuneration Committee (NRC) has identified that the role requires strong technical knowledge, strategic leadership, and cross-functional expertise. Mr. Ram Kumar Chugh's extensive experience in the power and automation sectors, along with his proven leadership across key business areas, aligns well with the requirements of the position.

Place: Gurugram
Date: 24th July, 2025

For Omax Autos Limited
Sd/-
Devashish Mehta
Managing Director
DIN- 07175812