Registered & Corporate Office: Plot No. B-26, Institutional Area,
Sector-32, Gurgaon-122 001, Haryana (INDIA)
Phone: +91 124 4343000, Fax: +91 124 2580016
E: info@omaxauto.com, W: www.omaxauto.com
CIN: L30103HR1983PLC026142

OMAX
OMAX AUTOS LIMITED

Date: July 30, 2026

The Manager – Listing **National Stock Exchange of India Ltd.** Exchange Plaza, Bandra-KurlaComplex, Bandra (E), Mumbai - 400051 **NSE Code: OMAXAUTO**	The Manager - Listing **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 **BSE Code: 520021**

Sub: Notice of 43rd Annual General Meeting for the financial year 2025-26

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 43rd Annual General Meeting of the Company, scheduled to be held on Saturday, August 29, 2026, at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM").

The Notice of 43rd AGM for the financial year **2025-26** 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
Digitally signed by KANNU SHARMA
Date: 2026.07.30 11:32:24 +05'30'

Kannu Sharma
Company Secretary & Compliance Officer

Encl. As above

Notice of the 43rd Annual General Meeting

NOTICE is hereby given that the **43rd** Annual General Meeting ('**AGM**') of the members of **Omax Autos Limited** ("the Company") will be held on **Saturday, 29th August, 2026** 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, 2026 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, 2026.

3. To appoint a Director in place of Mr. Nikhel Kochhar (DIN: 01021382) who retires by rotation and, being eligible, offers himself for the re-appointment.

4. To appoint a Director in place of Mr. Tavinder Singh (DIN: 01175243) who retires by rotation and, being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS (ES):

5. **To ratify the remuneration of M/s. JSN & Co., Cost Auditors of the Company for the financial year 2026-27.**

   *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. 2,50,000/- (Rupees Two Lakh Fifty 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 2026-27** be and is hereby ratified and confirmed.**"**

6. **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, being liable to retire by rotation, for a further term of one year commencing from 29th October, 2026, upon expiry of his current term on 28th October, 2026, on a remuneration not exceeding Rs. 85,00,000 (Rupees Eighty Five Lakhs 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, 2026;

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.**”**

7. **To approve the re-appointment of Mr. Nipun Khurana (DIN: 01045301) 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), and on the basis of the approval and recommendation of the Nomination and Remuneration Committee and that of the Board, and in accordance with the Nomination and Remuneration Policy of the Company and Article of Association of the Company, Mr. Nipun Khurana (DIN: 01045301), 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 08th August, 2027 upto 07th August 2032.

RESOLVED FURTHER THAT Mr. Nipun Khurana, 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.”

8. **To consider and approve the revision in remuneration of Mr. Devashish Mehta (DIN: 07175812) the Managing Director of the company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with **Schedule V** of the Act and the Rules made thereunder and applicable provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the revision in the remuneration payable to Mr. Devashish Mehta (DIN: 07175812) the Managing Director of the Company, for a period of three (3) years commencing from April 1, 2026 and ending on March 31, 2029, or up to the expiry of his existing term of appointment as Managing Director, whichever is earlier by enhancing the maximum remuneration payable to him from the existing ceiling to an overall ceiling of **Rs. 2,00,00,000/- (Rupees Two Crores Only)** per annum, inclusive of salary, allowances, perquisites, benefits, performance-linked incentive, commission and all other components of remuneration, whether fixed or variable, as may be determined by the Board of Directors or the Nomination and Remuneration Committee from time to time, within the aforesaid overall ceiling.

RESOLVED FURTHER THAT the above remuneration shall be within the overall limits prescribed under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V thereto and shall be subject to such approvals, permissions and sanctions as may be required under the applicable laws.

RESOLVED FURTHER THAT where, in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the Company shall pay the aforesaid remuneration as the minimum remuneration, subject to compliance with the applicable provisions of section 197 of the Act, read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Act and the Rules made thereunder, as amended from time to time

RESOLVED FURTHER THAT except for the revision in the remuneration as stated above, all other terms and conditions of the appointment of the Managing Director, as approved earlier by the Members, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to alter, vary, modify or revise the terms of remuneration within the overall ceiling approved herein, in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution.

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."

By Order of Board of Directors
Sd/-
Kannu Sharma
Company Secretary & Compliance Officer

Place: Gurugram
Date: 24th July, 2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 03/2025 dated September 22, 2025 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 **43rd AGM** of the Company is being held through VC/OAVM on **Saturday, 29th August, 2026** 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 (MIIPL), 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, 24th July, 2026** 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. 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.

10. The Notice of the AGM along with Explanatory Statement and Annual Report for the financial year 2025-26 will be available on the website of the Company (www.omaxauto.com), on the website of MIIPL 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).

11. 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.

12. 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.

13. 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.

14. 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.

15. 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

16. 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.

17. **Dividend**

I. The Board of Directors has recommended a Dividend of 2.50/- (Rupees Two and Fifty Paisa only.) per Equity Share fully paid up of Rs. 10/- each for the financial year ended March 31, 2026, 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 **within 30 days from the date of declaration,** to those members whose names appear in the Register of Members/list of Beneficial Owners as on **Friday, 21st August, 2026** 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.

18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of the Annual Report.

19. Members who have not yet registered their email addresses or want to update their registered email address are requested to register / update the same by providing Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company's RTA at delhi@linkintime.co.in in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact the Depository Participants (DPs) for registering / updating the email address as per the process advised by your DPs.

20. In accordance with the MCA Circulars read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

    a. Notice of the AGM along with the Annual Report for the financial year 2025-26 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/ MUFG Intime India Private Limited ('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.nsdl.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.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.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.nsdl.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.
d. 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.
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.

- **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

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b. After successful login, you will be able to see the "Notification for e-voting".
c. Select **"View"** icon for **"Company's Name / Event number".**
d. E-voting page will appear.
e. Download sample vote file from **"Download Sample Vote File"** tab.
f. Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
g. 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".

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.

- 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, 2026**
   (b) End of remote e-voting: **Up to 5:00 p.m. (IST) on 28th August, 2026**.

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 Friday, 21st August, 2026.**

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, 21st August, 2026** 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 Lakhanpal**, 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.

By Order of Board of Directors
Sd/-
Kannu Sharma
Company Secretary & Compliance Officer

Place: Gurugram
Date: 24th July, 2026

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

Item No. 5 - To ratify the remuneration of M/s JSN & Co., Cost Auditors of the Company for the financial year 2026-27

The Board, on the recommendation of the Audit Committee, at its Meeting held on 24th July, 2026, 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, 2027 at a remuneration of Rs. 2,50,000/-(Rupees Two Lakhs Fifty 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. 5 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

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

Item No. 6 - 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, 2026**,** 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, 2026 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, 2026 at remuneration not exceeding of Rs. 85,00,000/- 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.

General Information	
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.

<table>
<tr><th colspan="2">General Information</th></tr>
<tr><td>Date or expected date of Commencement of Commercial Production</td><td>Commercial production commenced in the year 1985</td></tr>
<tr><td>In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>Financial Performance based on given indicator</td><td>As per Standalone Audited Financials (In lac)
<table>
<tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Paid up Capital</td><td>2,138.82</td><td>2,138.82</td><td>2,138.82</td></tr>
<tr><td>Other Equity</td><td>32,537.89</td><td>29,380.84</td><td>27,619.72</td></tr>
<tr><td>Total Income</td><td>51,999.64</td><td>39,369.58</td><td>37,294.28</td></tr>
<tr><td>Total Expenses</td><td>46,851.90</td><td>37,643.63</td><td>37,246.22</td></tr>
<tr><td>Profit before Tax & Exceptional Item</td><td>5,147.74</td><td>1,725.95</td><td>48.06</td></tr>
<tr><td>Exceptional Item</td><td>(202.00)</td><td>1,805.71</td><td>2,250.26</td></tr>
<tr><td>Tax Expenses</td><td>1,241.64</td><td>1,377.01</td><td>1,132.57</td></tr>
<tr><td>Profit after Tax & Exceptional Item</td><td>3,704.10</td><td>2,154.65</td><td>1,165.75</td></tr>
</table></td></tr>
<tr><td>Foreign Investments or collaborators, if any</td><td>Not Applicable</td></tr>
<tr><td colspan="2">Information about the Appointee</td></tr>
<tr><td>Background details</td><td>Mr. Tavinder Singh has more than 41 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.</td></tr>
<tr><td>Past Remuneration</td><td>During the financial year 2025-26 Mr. Tavinder Singh has drawn the Remuneration up to Rs. 59,42,000/- from the Company.</td></tr>
<tr><td>Recognition or awards</td><td>Company has received various awards and recognitions during his tenure with the Company.</td></tr>
<tr><td>Job Profile and his suitability</td><td>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.
Mr. Tavinder Singh has more than 41 years of industry experience in the field of Production, Sales and material procurement and involve in day to operations of the plants.</td></tr>
<tr><td>Remuneration proposed</td><td>As mentioned in Resolution.</td></tr>
<tr><td>Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person</td><td>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</td></tr>
<tr><td>Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any</td><td>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.</td></tr>
<tr><td colspan="2">Other Information</td></tr>
<tr><td>Reason of loss or inadequate profit</td><td>The Company has recorded a notable growth in Net Profit After Tax (PAT) during FY 2025-26, reaching ₹ 37.04 crore as compared to ₹ 21.55 crore in FY 2024-25. This improvement reflects the Company’s operational resilience and strategic efficiency, despite the adverse impact of elevated raw material costs on overall production expenses.</td></tr>
</table>

General Information	
	However, the same is not adequate for managerial remuneration.
Steps taken or proposed to be taken for improvement	The Company have been resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads. Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years. The Company will continue to take appropriate measures to deal with the changing Market scenario.
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. 6 of the Notice of the AGM as a special resolution.

Item No. 7 - To approve the re-appointment of Mr. Nipun Khurana (DIN: 01045301) 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 2026, 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 Nipun Khurana (DIN: 01045301) as Independent Director of the Company, w.e.f. 08th August, 2027 for a period of 5 (Five) consecutive years.

Further, Mr. Khurana 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 Nipun Khurana as a director of the Company in the category of Independent Director. In the opinion of the Board, Mr. Khurana, 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. Khurana 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. Khurana 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. Khurana is a person of integrity and possesses relevant expertise and experience.

Considering Mr. Khurana's qualification, knowledge and huge experience and fulfilment of the criteria of independence, your Board considers his re-appointment as justified. Mr. Khurana 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. Nipun Khurana and his relatives, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

Item No. 8 - To approve the re-appointment of Mr. Nipun Khurana (DIN: 01045301) as an Independent Director of the Company

The Members of the Company had earlier approved the appointment and remuneration of Mr. Devashish Mehta (DIN: 07175812) Managing Director of the Company, in accordance with the provisions of the Companies Act, 2013.

Considering the enhanced role and responsibilities entrusted to the Managing Director, his significant contribution towards the growth and performance of the Company, the prevailing industry remuneration benchmarks, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on July 24, 2026 approved the revision in the remuneration payable to the Managing Director for a period of three (3) years commencing from April 1, 2026 and ending on March 31, 2029, or up to the expiry of his existing term of appointment as Managing Director, whichever is earlier from existing Rs. 1.10 Crore per annum to Rs. 1.95 Crore per annum, subject to the approval of the Members of the Company, which is inclusive of salary, allowances, perquisites, benefits, performance-linked incentive, commission and all other components of remuneration, whether fixed or variable, as may be determined by the Board of Directors or the Nomination and Remuneration Committee from time to time, within the aforesaid overall ceiling.

The revised remuneration shall be governed by the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and shall remain within the limits prescribed under the Act. In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, the Company shall pay remuneration as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013, subject to such approvals as may be required.

Except for the revision in remuneration as stated above, all other terms and conditions of the appointment of the Managing Director, as approved by the Members from time to time, shall remain unchanged.

The Board of Directors is of the opinion that the proposed revision in remuneration is commensurate with the responsibilities shouldered by the Managing Director, is in the best interests of the Company and is in line with the Company's remuneration policy.

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

<table>
<tr><th colspan="2">General Information</th></tr>
<tr><td>Nature of Industry</td><td>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.</td></tr>
<tr><td>Date or expected date of Commencement of Commercial Production</td><td>Commercial production commenced in the year 1985</td></tr>
<tr><td>In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>Financial Performance based on given indicator</td><td>As per Standalone Audited Financials (In lac)
<table>
<tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr>
<tr><td>Paid up Capital</td><td>2,138.82</td><td>2,138.82</td><td>2,138.82</td></tr>
<tr><td>Other Equity</td><td>32,537.89</td><td>29,380.84</td><td>27,619.72</td></tr>
<tr><td>Total Income</td><td>51,999.64</td><td>39,369.58</td><td>37,294.28</td></tr>
<tr><td>Total Expenses</td><td>46,851.90</td><td>37,643.63</td><td>37,246.22</td></tr>
<tr><td>Profit before Tax & Exceptional Item</td><td>5,147.74</td><td>1,725.95</td><td>48.06</td></tr>
<tr><td>Exceptional Item</td><td>(202.00)</td><td>1,805.71</td><td>2,250.26</td></tr>
<tr><td>Tax Expenses</td><td>1,241.64</td><td>1,377.01</td><td>1,132.57</td></tr>
</table></td></tr>
</table>

General Information	
	Profit after Tax & Exceptional Item | 3,704.10 | 2,154.65 | 1,165.75
Foreign Investments or collaborators, if any	Not Applicable
Information about the Appointee	
Background details	Mr. Devashish Mehta is promoter of the Company and having an experience of more than 14 years in Auto ancillary industry and has more than 15 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components.
Past Remuneration	During the financial year 2025-26 Mr. Devashish Mehta has drawn the Remuneration of Rs. 84,49,000/- from the Company.
Recognition or awards	Company has received various awards and recognitions during his tenure with the Company.
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.
Remuneration proposed	As mentioned in Resolution.
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.
Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	As on 31.03.2026, 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.
Other Information	
Reason of loss or inadequate profit	The Company has recorded a notable growth in Net Profit After Tax (PAT) during FY 2025-26, reaching ₹ 37.04 crore as compared to ₹ 21.55 crore in FY 2024-25. 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.
Steps taken or proposed to be taken for improvement	The Company have been resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads. Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years. The Company will continue to take appropriate measures to deal with the changing Market scenario.
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.

By Order of Board of Directors
Sd/-
Place: Gurugram **Kannu Sharma**
Date: 24th July, 2026 **Company Secretary & Compliance Officer**

Annexure A 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	Tavinder Singh	Nikhel Kochhar
Designation	**Whole Time Director**	**Non-Executive Director**
DIN	01175243	01021382
Date of Birth	21st February, 1962	01st November, 1957
Age	64 years	68 years
Qualification	Matriculation	FCA, CIA (IIA Florida, USA)
Experience	More than 40 years	More than 30 years
Terms and Conditions of appointment/ re-appointment	Mr. Tavinder Singh is proposed to be re-appointed as Whole time Director, liable to retire by rotation on expiration of his current tenure as Whole time Director. His terms of appointment as Whole-time Director are as follows: **Remuneration:** As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto For part of a year remuneration to be paid proportionately. **Tenure (As WTD):** One year w.e.f. 29th October, 2026	Liable to Retire by Rotation
Remuneration last drawn (including sitting Fees, if any)	Rs. 59,42,000/-	Rs. 80,000/-
Date of First Appointment on the Board	29th October, 2015	30th January, 2024
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. Nikhel has over 30 years of professional expertise in Organizational Systems & Processes, Risk Management, Corporate Governance, Internal Controls & Audit and Training for ICAI, ILA & Corporate Clients.
Expertise in Specific Functional Area	Production and material procurement	Internal Audit. Risk Management, Business Process Review & Corporate Governance

Name of Directors	Tavinder Singh	Nikhel Kochhar
No. of shares held in the Company as on March 31, 2026:(a) Own(b) For other persons on a beneficial basis	(a) Nil (b) Nil	(a) Nil (b) Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	NA	NA
Number of Meetings of the Board attended during the year 2025-26	4	4
Directorships of other Boards as on March 31, 2026	NIL	2
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	Stakeholder and Relationship Committee- Member Nomination And Remuneration Committee- Member Corporate Social Responsibility-Member	NIL
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	NA

Name of Directors	Nipun Khurana	Devashish Mehta
Designation	**Non-Executive Independent Director**	**Managing Director**
DIN	01045301	07175812
Date of Birth	30th October, 1963	21^{st} January, 1991
Age	63	35 years
Qualification	C.A., Certified Information System Auditor and Certified Public Account	B.Sc. in Marketing from Pennsylvania State University, U.S.A.
Experience	More than 38 years	More than 15 years
Terms and Conditions of appointment/ re-appointment	Mentioned in proposed resolution in item no. 7 of the accompanying notice	**Remuneration**: As per the resolution at Item No. 8 of the Notice convening this Meeting read with explanatory statement thereto

Name of Directors	Nipun Khurana	Devashish Mehta
Remuneration last drawn (including sitting Fees, if any)	Rs. 1,25,000/-	During the financial year 2025-26 Mr. Devashish Mehta has has drawn the Remuneration of Rs. 84,49,000/- from the Company.
Date of First Appointment on the Board	08th August, 2022	19th July, 2018
Brief Resume	Mr Nipun Khurana, is the founder Partner of the firm Having a professional experience of over 38 years, he has been a Fellow of the Institute of Chartered Accountants of India (ICAI) for last about 30 years He is a Certified Public Accountant (CPA) from Colorado, USA.	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.
Expertise in Specific Functional Area	He has been associated as Consultant Finance with The World Bank for their Water Sanitation Programme (South Asia) from 1999 to 2002 He was engaged by GTZ Germany from 2005 to 2007 to coordinate the 'EU India Trade Investment Development Program' Which was funded by the European Commission and the beneficiary was Ministry of Commerce, Govt of India Besides Audit Taxation matters, he has been actively involved in Due Diligence and Acquisitions of both Indian and US Companies.	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, 2026:(a) Own(b) For other persons on a beneficial basis	(a) 3000 (b) Nil	(a) 5,10,000 Equity Shares (b) Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	None of the directors or KMPs is related to Mr. Nipun Khurana	None of the directors or other KMPs except Mr. Jatender Kumar Mehta, Chairman cum Managing Director, and Mrs. Sakshi Kaura, Non Executive Director of the Company is related to Mr. Devashish Mehta.
Number of Meetings of the Board attended during the year 2025-26	4	4
Directorships of other Boards as on March 31, 2026	3	7
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	Audit Committee- Chairman Stakeholder and Relationship Committee- Member Nomination And Remuneration Committee- Member Corporate Social Responsibility-Member	Audit Committee- Member Banking and Finance Committee-Chairman Corporate Social Responsibility-Chairman

Name of Directors	Nipun Khurana	Devashish Mehta
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	The role of an Independent Director requires expertise in finance, business strategy, governance and regulatory matters. Mr. Khurana possesses significant experience in finance, audit, taxation and strategic advisory. He has worked as Consultant – Finance with the World Bank for its Water Sanitation Programme (South Asia) and coordinated the “EU India Trade Investment Development Program” funded by the European Commission. He has also been actively involved in due diligence and acquisition of Indian and US companies. Considering his expertise and experience, he possesses the necessary skills and capabilities required for the role of an Independent Director.	NA

By Order of Board of Directors
Sd/-
Kannu Sharma
Company Secretary & Compliance Officer

Place: Gurugram
Date: 24th July, 2026