

NOTICE

NOTICE is hereby given that the **40th** Annual General Meeting ('**AGM**') of the members of **Omax Autos Limited** ("the Company") will be held on **Thursday, 24th August, 2023** 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, 2023 together with the Reports of Auditors' and Board of Directors' thereon,**

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended **31st March, 2023** including the Balance Sheet as at **31st March, 2023**, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the accompanying notes thereto, along with the reports of the Auditors' and Directors' thereon be and are hereby received, approved and adopted."

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

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Mr. **Tavinder Singh (DIN: 01175243)** who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration thereto; and in this connection, pass the following resolution as an Ordinary Resolution;**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendations of the Audit Committee, pursuant to the resolution passed by the members at the **39th** Annual General Meeting (AGM), the Company hereby ratifies the appointment of M/s. BGJC & Associates LLP, as Statutory Auditors of the Company to hold the office from the conclusion of the **40th** AGM until the conclusion of **44th** AGM of the Company, without any subsequent ratification of appointment at every AGM, on such remuneration as may be mutually agreed between the Board and Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

SPECIAL BUSINESS (ES):

4. To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2024

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), the members hereby ratifies the remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the cost audit at actuals, if any, payable to M/s. JSN & Co., Cost Auditor (Firm Registration No. 000455) who were appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the cost audits relating to cost records maintained by the Company for the financial year ending 31st March, **2024.**”

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

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

“RESOLVED THAT, in accordance with the provisions of Sections 190, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Article of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, and in accordance with the Nomination and Remuneration Policy, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director of the Company, who is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, for a period of **1 (one) year w.e.f. 29th October, 2023 till 28th October, 2024** being liable to retire by rotation as set out in the Contract of Service, at a remuneration for an amount **not exceeding 75,00,000/-** (Rupees Seventy Five Lacs Only) per annum.

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. Tavinder Singh shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum remuneration and 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 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. Tavinder Singh (DIN: 01175243) Whole-Time Director, from time to time during his tenure and to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to give effect to the aforesaid resolutions.”

6. Re-appointment of Mr. Bharat Kaushal (DIN: 01973587) as an Independent Director of the Company

To consider and pass the following as a **Special Resolution**:

“RESOLVED THAT in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bharat Kaushal (DIN: 01973587), who was appointed as an Independent Director of the Company by the members at their 35th Annual General Meeting, held on 17th September, 2018, for a term of 5 years and whose present term would expire on 14th July, 2023 and who qualifies for being re-appointed as an Independent Director 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 approved by the Board for their approval to re-appoint him as an Independent Director of the Company, for further term of Five consecutive years with effect from 15th July, 2023 not being liable to retire by rotation.”

7. To approve payment of remuneration of Mr. Jatender Kumar Mehta (DIN: 00028207) Vice Chairman cum Managing Director of the Company for the period from 1st January, 2024 to 31st December, 2025.

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

“RESOLVED THAT in accordance with the provisions of Sections 188, 197, 198 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 modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mr. Jatender Kumar Mehta (DIN: 00028207), Vice Chairman cum Managing Director of the Company, for **an amount not exceeding Rs. 2,85,00,000 (Two Crore Eighty Five Lacs Only) per annum**; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from **1st January, 2024 to 31st December, 2025**.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this

resolution) 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 the Board be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Vice Chairman cum Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Vice Chairman cum Managing Director under applicable law.

RESOLVED FURTHER THAT in the event of 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 other terms and conditions of the appointment of Mr. Jatender Kumar Mehta shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

8. To approve payment of remuneration of Mr. Devashish Mehta (DIN: 07175812), Managing Director of the Company for the period from 19th July, 2024 to 18th July, 2026.

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

"RESOLVED THAT in accordance with the provisions of Sections 188, 197, 198 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 modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mr. Devashish Mehta (DIN: 07175812), Managing Director of the Company, for an amount **not exceeding Rs. 85,00,000 (Eighty Five Lacs Only) per annum**; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from **19th July, 2024 to 18th July, 2026.**

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) 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 the Board be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Managing Director under applicable law.

RESOLVED FURTHER THAT in the event of 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 other terms and conditions of the appointment of Mr. Devashish Mehta shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

9. To approve payment of remuneration of Mrs. Sakshi Kaura (DIN: 02094522) Joint Managing Director of the Company for the period from 01stJune, 2024 to 31stMay, 2026.

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

"RESOLVED THAT in accordance with the provisions of Sections 188, 197, 198 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 modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mrs. Sakshi Kaura (DIN: 02094522), Joint Managing Director of the Company, for an amount **not exceeding Rs. 98,00,000 (Ninety Eight Lacs Only) per annum;** Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment

shall be paid as per statutory norms and Company policy for the period from **01stJune, 2024 to 31stMay, 2026.**

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) 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 the Board be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Joint Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Joint Managing Director under applicable law.

RESOLVED FURTHER THAT in the event of no profits or its profits are inadequate in a particular financial year, Mrs. Sakshi Kaura, 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 other terms and conditions of the appointment of Mrs. Sakshi Kaura shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above resolution."

For **Omax Autos Limited**

Sd/-

Mohit Srivastava

(Company Secretary)

Membership No. 28205

Place: Gurugram

Date: **26th July, 2023**

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the 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 **40th AGM** of the Company is being held through VC/OAVM on **Thursday, 24th August, 2023** 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 Link Intime India Private Limited (LIPL), Registrars and Transfer Agents ("RTA") of the Company, to provide the VC facility for conducting the AGM including e-voting facility at the AGM and for remote e-voting before the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at www.omaxauto.com.
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 nazim@mnkassociates.com with a copy marked to delhi@linkintime.co.in.

6. The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on **Friday, 28th July, 2023** and no physical copy of the same will be sent by the Company.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
9. Register of Members and Share Transfer Register will be closed from **Wednesday, 18th August, 2023 to Thursday, 24th August, 2023** (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 2022-23 will be available on the website of the Company (www.omaxauto.com), on the website of LIPL 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 investors@omaxauto.com at least seven days before the date of the meeting. The same will be suitably replied by the Company.
16. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited for assistance in this regard. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant
17. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited ("RTA"). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
18. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
19. Members who have not yet registered their email addresses or want to update their registered email address are requested to register / update the same by providing Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company's RTA at delhi@linkintime.co.in 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 2022-23 is being sent to the Members and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPS')/ Depository/LIPL. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPS, in case the shares are held in electronic form and with LIPL, in case the shares are held in physical form.
- b. Those Members, who have not yet registered their email addresses and consequently, have not received the Notice and Annual Report, are requested to get their email addresses and mobile numbers registered with the Company's RTA i.e. M/s. Link Intime India Private Limited, by following emailing at delhi@linkintime.co.in.

INSTRUCTIONS FOR REMOTE E-VOTING

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

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

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest

are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. **Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the RTA/ Company shall use the sequence number provided to you, if applicable).
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

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

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

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants’ website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaMEET VC Instructions

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

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

- ▶ Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

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

- C. Mobile No.:** Enter your mobile number.

- D. Email ID:** Enter your email id, as recorded with your DP/Company.

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

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

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

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

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

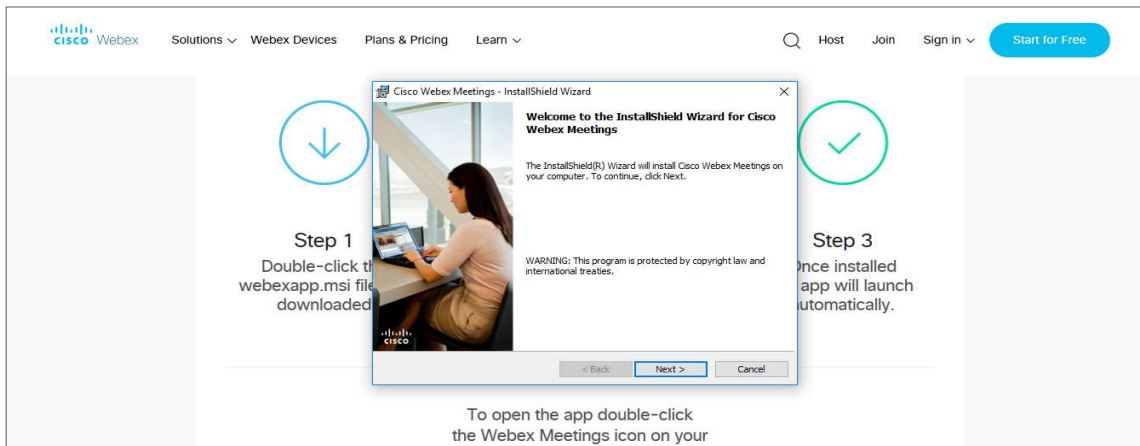
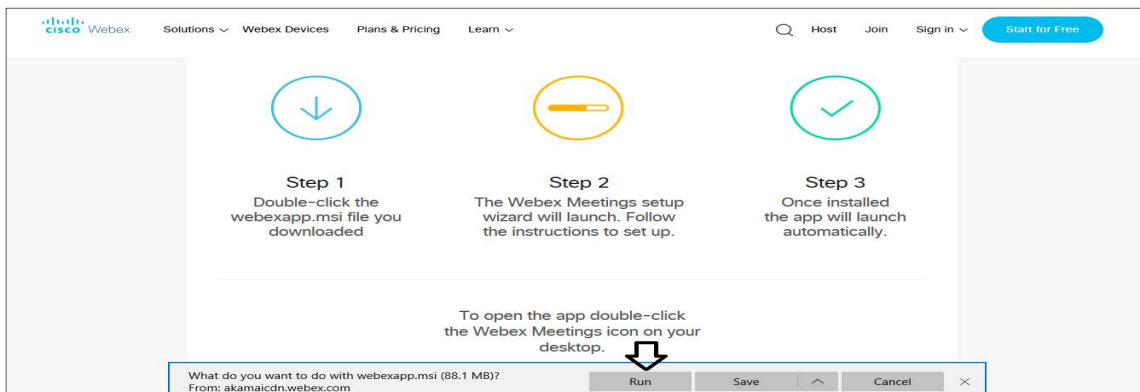
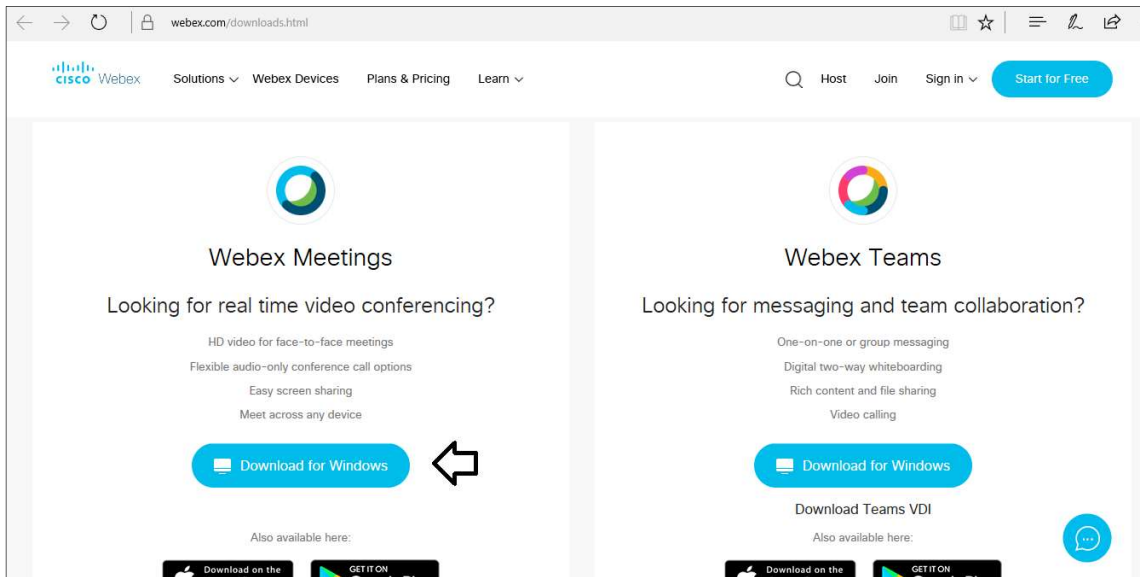
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

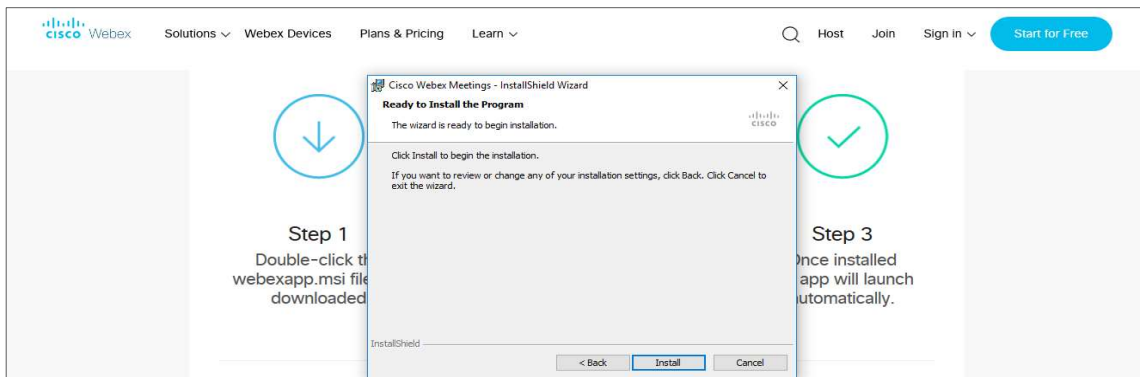
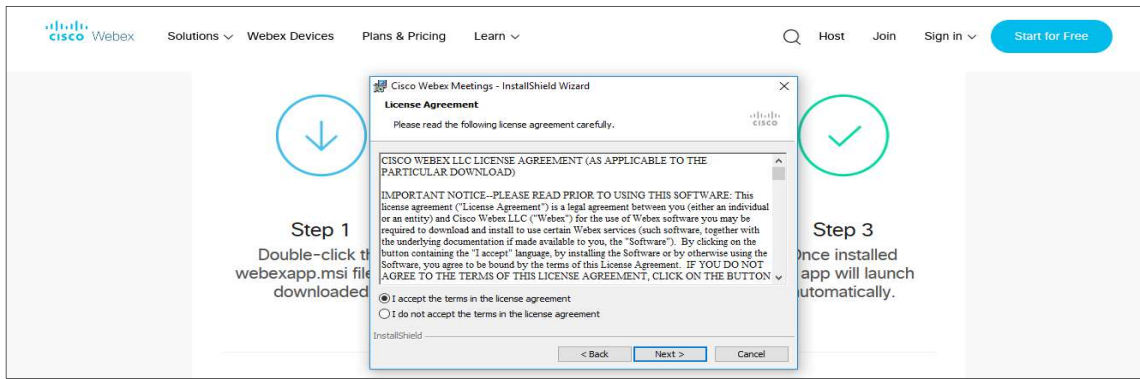
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

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

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

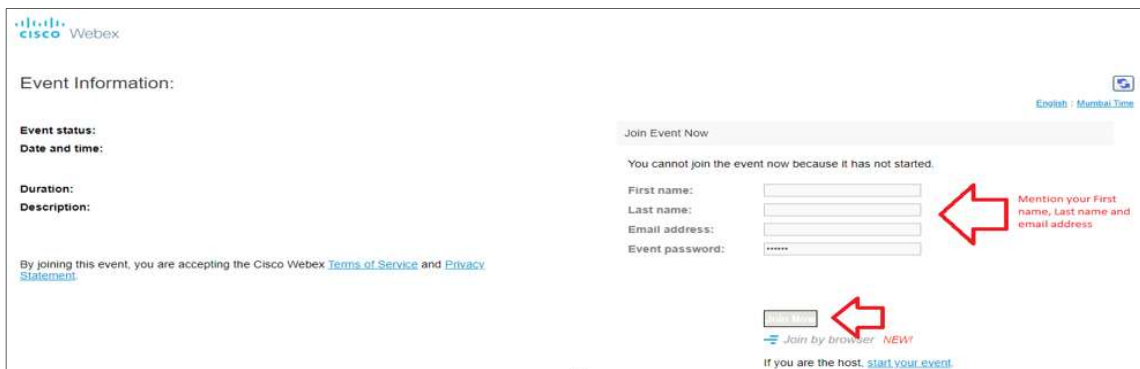




or

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

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



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 21st August, 2023**
 - (b) End of remote e-voting: **Up to 5:00 p.m. (IST) on 23rd August, 2023.**
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, 17th August, 2023.**
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. **Thursday, 17th August, 2023** may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Mr. Nazim Khan, Managing Partner and failing him Mrs. Priyanka Gupta, Partner, M/s. MNK Associates & LLP, 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 LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE). The results will also be displayed at the Registered Office & the Corporate Office of the Company.

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

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, atleast 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.

For Omax Autos Limited

Place: Gurugram
Date : 26th July, 2023

Sd/-
Mohit Srivastava
(Company Secretary)
Membership No. A-28505

Notice for Transfer of shares in respect of which dividend has not been claimed for seven consecutive years to Investor Education and Protection Fund

This is to inform you that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Rules made thereunder, the Company is required to transfer all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund ("IEPF"), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013. The shares shall be credited to the Demat Account of the IEPF. As per our records, you can still encash the unclaimed dividend for FY 2015-16 on the equity shares of the Company held by you. To claim above unpaid or for any information/clarification/query on above, you may contact Company's Registrar and Transfer Agent, **M/s. Link Intime India Private Limited, Unit: Omax Autos Limited, Phone: 011 41410592, Fax: 011 41410591, Email: delhi@linkintime.co.in.**

Please provide following details in all your communication:

1. Name of the Company
2. Folio No. or DP-id Client Id
3. Name of Shareholder
4. Contact No.
5. Email id
6. Self-attested KYC documents of the Shareholder like PAN, Cancelled Cheque leaf & latest utility bill as address proof.

You are requested to claim unpaid dividend as stated above. The unclaimed dividends and the shares transferred to IEPF authority/ Suspense Account including all benefits accruing on those shares, if any, can be claimed back by you from IEPF authority by filing e-form no. IEPF-5, as prescribed under the Rules. No claim shall lie against the Company.

As per provisions of the Investors Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules 2016 ("The Rules") read with amendments, circulars and notifications from time to time please note that all the shares in respect of Dividend Account of FY 2015-16 shall also be transferred to IEPF Account within 30 days from the due date of transfer and due date of transfer to IEPF is 11th September, 2023.

Please note that vide SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, you are requested to update your PAN and bank details with the Company & RTA enabling the dividend being credited in future and you are also requested to convert the physical shares in demat mode to avoid any hassle in case of transfer of shares/dividend.

In case the shareholders have any query, they may contact the Company at Tel: 0124-4343000 & cs@omaxauto.com and also to the RTA of the Company at 011-41410592/93/94 & delhi@linkintime.co.in

For **Omax Autos Limited**

Mohit Srivastava

Sd/-

(Company Secretary)

Membership No. A-28505

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

ITEM NO. 4 - To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2024

The Board, on the recommendation of the Audit Committee, at their Meeting held on 26th July, 2023, 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, 2024 at a remuneration of Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) plus out of pocket expenses as actual, if any and applicable taxes.

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

Accordingly, consent of the members is sought by passing an ordinary resolution as set out at Item No. 3 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

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

Pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Shareholders of the Company in its meeting held on **26th July, 2023** approved the appointment of Mr. Tavinder Singh as Whole-Time Director of the Company **for a period of 1 (one) year with effect from 29th October, 2023.**

Accordingly, the term of appointment of Mr. Tavinder Singh as Whole-Time Director will end on 28th October, 2022. The Board of Directors in its meeting held on 8th August, 2022, upon recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has approved his appointment as Whole-Time Director of the Company for a **period of 1 (one) year, w.e.f. 29th October, 2023 up to 28th October, 2024**, subject to the approval of the members of the Company.

Mr. Tavinder Singh has more than 37 years of industry experience in the field of sales and material procurement. He has vast experience and expertise in Purchase Management and Supplier Development.

Hence, the Board recommends the appointment of Mr. Tavinder Singh, Whole Time Director of the Company for a period of **1 (One) year, w.e.f. 29th October, 2023** at remuneration not

exceeding of **Rs.75,00,000/-** and on such term(s) and condition(s) as set out in the Contract of Service entered into by the Company with him.

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

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

I. General Information				
1. Nature of Industry	Omax Autos Limited was incorporated on 28/04/1983 and currently engaged in the business operations in the Automotive and Railway segments having 4 plants across North India. Omax Autos Limited is a single source for Chassis Frame Assemblies for Tata Motors in Lucknow and specializes in making the integrated chassis/ frame for Tata Motor's heavy range of trucks.			
2. Date or expected date of Commencement of Commercial Production	Commercial production commenced in the year 1985			
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial Performance based on given indicator	As per Standalone Audited Financials (In lacs)			
	Particulars	FY 2022-23	FY 2021-22	FY 2020-21
	Paid up Capital	2,138.82	2,138.82	2,138.82
	Other Equity	28,590.35	28890.71	26,544.27
	Total Income	31,561.20	25377.26	18,353.22
	Total Expenses	33,402.26	29101.72	24,288.40
	Profit before Tax	-1,841.06	(3724.46)	(5,935.19)
	Exceptional Item	-	5994.33	4,780.90
	Tax Expenses	543.35	(76.60)	(143.90)
	Profit after Tax and Exceptional Item	-2,433.83	2346.47	(1,010.38)
5. Foreign Investments or collaborators, if any	Not Applicable			
II. Information about the Appointee				

1. Background details	Mr. Tavinder Singh has more than 36 years of industry experience in the field of Production, Sales and material procurement. Before joining the Company he has also worked with A. S. Tools, Delhi and Highway Cycles India Limited.
2. Past Remuneration	During the financial year 2022-23 Mr. Tavinder Singh has drawn the Remuneration up to Rs. 55, 97,000/- 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. Singh 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 36 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	Upto Rs. 75 Lacs Per Annum
6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Mr. Singh as Whole Time Director, his acumen, vast experience, positive attribute and significant contribution made by him. Remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry
7. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	Beside the remuneration, Mr. Singh does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other Director of the Company.
III. Other Information	
1. Reason of loss or inadequate profit	Company did not envisage any losses or inadequacy of profit but this financial turmoil could take place due to exiting from 2W business and negative impact of COVID-19 pandemic.
2. Steps taken or proposed to be taken for improvement	<p>The Company have be resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads.</p> <p>Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years.</p> <p>The Company will continue to take appropriate measures to deal with the changing Market scenario.</p>

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

Securities held by the Director including options and details of the shares pledged as at end of the preceding financial year.	Refer point no. II (7) of this Annexure

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

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

ITEM NO. 6: RE-APPOINTMENT OF MR. BHARAT KAUSHAL (DIN: 01973587) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

In terms of Section 149 of the Companies Act, 2013 (hereinafter referred as “Act”) read with Schedule IV to the Act, the members of the Company, at the 35th AGM, held on 17th September 2018, had approved the appointment of Mr. Bharat Kaushal, as an Independent Director of the Company for a term of five years with effect from 19th July, 2018. Accordingly, the present term of Mr. Bharat Kaushal would expire on 14th July, 2023.

As per the provisions of Section 149 read with Schedule IV to the Act, an Independent Director can be re-appointed by passing of a Special Resolution by the Company. Further, the re-appointment of the Independent Director shall be on the basis of performance evaluation, made by the Board.

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. Bharat Kaushal as a director of the Company in the category of Independent Director.

Mr. Bharat Kaushal 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. Bharat Kaushal 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. Further, in the opinion of the Board, Mr. Kaushal is a person of integrity and possesses relevant expertise and experience.

Pursuant to the circular relating to the “enforcement of SEBI Order regarding appointment of directors by listed companies” dated June 20, 2018, Mr. Bharat Kaushal is not debarred from holding the office of director pursuant to any SEBI order.

The terms and conditions of appointment of Mr. Bharat Kaushal shall be open for inspection by the members at the Registered Office and Corporate Office of the Company, during the working hours on all working days and upto and including the date of AGM. The said terms and conditions are also available at the Company’s website.

In the opinion of the Board, Mr. Kaushal, 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.

Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the brief resume, nature of expertise in specific functional areas, directorship and membership of Committees in other Companies, shareholding and other details of Mr. Kaushal, have been provided separately at the end of this statement which may be read as part hereof. Considering Mr. Kaushal's qualification, knowledge and huge experience in the industry and his meeting the criteria of independence, your Board considers his appointment as justified.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the members.

None of the Directors and Key Managerial Personnel or any of their relatives, except Mr. Bharat Kaushal, as a Director, has any concern or interest, financial or otherwise, in the above proposed matter, except to the extent of their respective shareholdings in the Company.

ITEM NO.7: TO APPROVE PAYMENT OF REMUNERATION OF MR. JATENDER KUMAR MEHTA (DIN: 00028207) VICE CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 1ST JANUARY, 2024 TO 31ST DECEMBER, 2025

Earlier On the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors of the Company, the Members of the Company in 38th Annual General Meeting held on December 28, 2021 approved re-appointed of Mr. Jatender Kumar Mehta as Vice Chairman cum Managing Director of the Company for a period of five years commencing from 01st January, 2021 to 31st December, 2025. The Board of Directors, on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively had accorded to revise the remuneration of Mr. Jatender Kumar Mehta, Vice Chairman Cum Managing Director of the Company, for period of 3 years on the terms and conditions, for an amount not exceeding Rs. 2,85,00,000 (Two Crore Eighty Five Lacs Only) per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 1st January, 2021 to 31st December, 2023, subject to provisions of the Act and rules made thereunder and approval of Members of the Company in the Postal Ballot held in March 2022.

Therefore, shareholders' approval is being sought for the payment of remuneration of Mr. Jatender Kumar Mehta for the period of 2 Years commencing from 1st January, 2024 to 31st December, 2025 as aforementioned Resolution passed in the Board & Committee Meeting dated 26th July, 2023. The other terms & conditions of appointment/re-appointment shall remain unchanged. Further to note that the tenure of appointment of Mr. Jatender Kumar Mehta is valid till 31st December, 2025.

ITEM NO.8: TO APPROVE PAYMENT OF REMUNERATION OF MR. DEVASHISH MEHTA (DIN: 07175812), MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 19TH JULY, 2024 TO 18TH JULY, 2026

Earlier On the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors of the Company, the Members of the Company in 38th Annual General Meeting held on December 28, 2021 approved re-appointed of Mr. Devashish Mehta as Joint Managing Director of the Company for a period of five years commencing from 19th July, 2021 to 18th July, 2026. Further he was also re-designated as the Managing Director of the Company.

The Board of Directors, on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively, has accorded to revise the remuneration of Mr. Devashish Mehta as Managing Director of the Company, for an amount **not exceeding Rs. 85,00,000 (Eighty Five Lacs Only) per annum**; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 19th July, 2021 to 18th July, 2024, subject to provisions of the Act and rules made thereunder and approval of Members of the Company in the Postal Ballot held in March 2022.

Therefore, shareholders' approval is being sought for the payment of remuneration of Mr. Devashish Mehta for the period of 3 Years commencing from **19th July, 2024 to 18th July, 2026** as aforementioned Resolution passed in the Board & Committee Meeting dated 26th July, 2023. The other terms & conditions of appointment/re-appointment shall remain unchanged. Further to note that the tenure of appointment of Mr. Devashish Mehta is valid till 18th July, 2026.

ITEM NO.9: TO APPROVE PAYMENT OF REMUNERATION OF MRS. SAKSHI KAURA (DIN: 02094522) JOINT MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 01STJUNE, 2024 TO 31STMAY, 2026.

Earlier On the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors of the Company, the Members of the Company in 38th Annual General Meeting held on December 28, 2021 approved re-appointed of Mrs. Sakshi Kaura as Joint Managing Director of the Company for a period of five years commencing from 01stJune, 2021 to 31stMay, 2026.

The Board of Directors, on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively has accorded to revise the remuneration of Mrs. Sakshi Kaura as Joint Managing Director of the Company, for an amount **not exceeding Rs. 98,00,000 (Ninety Eight Lacs Only) per annum**; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 01st June, 2021 to 31st May, 2024, subject to provisions of the Act and rules made thereunder and approval of Members of the Company in the Postal Ballot held in March 2022.

Therefore, shareholders' approval is being sought for the payment of remuneration of Mrs. Sakshi Kaura for the period of 2 Years commencing from **01stJune, 2024 to 31stMay, 2026** as aforementioned Resolution passed in the Board & Committee Meeting dated 26th July, 2023.

The other terms & conditions of appointment/re-appointment shall remain unchanged. Further to note that the tenure of appointment of Mrs. Sakshi Kaura is valid till 31st May, 2026.

For **Omax Autos Limited**

Sd/-

Mohit Srivastava

(Company Secretary)

Membership No. 28505

Place: Gurugram
Date : 26th July, 2023

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

Name of Directors	Tavinder Singh
DIN	01175243
Date of Birth	21 st February, 1962
Age	59 years
Qualification	Matriculation
Experience	37 years
Terms and Conditions of appointment/re-appointment	Mr. Tavinder Singh is proposed to be re-appointed as director on his retirement by rotation in the Annual General Meeting. His terms of appointment as Whole-time Director are as follows: Remuneration: an amount not exceeding Rs. 75 Lakhs per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy Tenure (As WTD): One year w.e.f. 29 th October, 2022 For part of a year remuneration to be paid proportionately.
Remuneration last drawn	During the financial year 2021-22 Mr. Tavinder Singh has drawn the Remuneration of Rs.51, 04,000/- from the Company.
Date of First Appointment on the Board	29 th October, 2015
Brief Resume	Mr. Tavinder Singh has more than 37 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.
Expertise in Specific Functional Areas	Mr. Singh has more than 34 years of professional experience in the field of Audit, taxation and Due Diligence.

No. of shares held in the Company as on March 31, 2022: (a) Own (b) For other persons on a beneficial basis	(a) Nil (b) Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	None of the directors or KMPs is related to Mr. Tavinder Singh

For **Omax Autos Limited**

Sd/-

Mohit Srivastava

(Company Secretary)

M. No. 28505