

## Report on Corporate Governance

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

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

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

The Company believes that any meaningful policy on Corporate Governance must provide empowerment to the executive management of the Company and simultaneously create a mechanism of checks and balances, which ensure that the decision-making powers vested in the executive management are used with care and responsibility and not misused.

The Company's governance philosophy embraces the tenets of trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. The Company believes that the practice of each of these tenets would lead to the creation of the right corporate culture in which the Company is managed in a manner that fulfils the purpose of Corporate Governance. Trusteeship recognizes that large corporations have both an economic and a social purpose, thereby casting the responsibility on the Board of Directors of the Company to protect and enhance shareholders' value, as well as fulfilling obligations of other stakeholders.

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

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

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

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

### **The Governance Structure:**

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

- i. Strategic Supervision - by the Board of Directors

- ii. Strategic management - by the Executive Committee
- iii. Executive management - by the Divisional Head of the business

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

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

## **2. BOARD OF DIRECTORS**

The Board of Directors ("the Board") of the Company is the flag bearer of the corporate governance principle and practice and it oversees and ensures that long term interest of all the stakeholders are protected. The Company understands that good and quality governance is a powerful instrument to achieve economic and social progress and its wellbeing. The Board being the trustee of the Company is responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals.

### **(a) Composition Of The Board:**

The Board has an optimum combination of executive directors, non-executive directors, woman director and independent directors with varied professional backgrounds, representing a judicious mix of professionalism, knowledge and experience and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations. The Board is adequately represented by independent directors. Also, in the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent from the management.

The Board comprises of an optimal complement of independent professionals as well as Company executives having in-depth knowledge of business. As on the 31<sup>st</sup> March, 2025, there were **9 Directors** on the Board of the Company comprising the following:

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

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

### **(b) DIRECTORS' ATTENDANCE RECORD AND DETAILS OF DIRECTORSHIPS/COMMITTEE POSITIONS HELD AND NAME OF THE LISTED ENTITIES WHERE THE PERSON IS A DIRECTOR AND THE CATEGORY OF DIRECTORSHIP.**

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

During the financial year under review, **4 (Four)** meetings of the Board of Directors were held respectively on **02/05/2024, 29/07/2024, 30/10/2024 and 24/01/2025**.

The Board composition, categories of Directors, details of Board Meetings held and attended, attendance at last AGM, and number of directorships held, Position of membership/ chairmanship of Committees as on 31<sup>st</sup> March, **2025** is explained in the following table:

Name of Director & DIN No.	Designation	Board Meetings attended (4 meeting Held)	Attendance at last AGM held on 29 <sup>th</sup> August, 2024	No. of Shares Held	No. of directorships held in Public Ltd. Company (including Omax Autos Limited)*	No. of Committees of Public Ltd. Company in which director is a Member or Chairman (including Omax Autos Limited)**	
						Membership	Chairmanship
Mr. Jatender Kumar Mehta  DIN: 00028207	Vice Chairman cum Managing Director	4	YES	2312556	3	2	1
Mr. Devashish Mehta  DIN: 07175812	Managing Director	4	YES	510000	2	1	0
Mrs. Sakshi Kaura  DIN: 02094522	Managing Director	3	NO	0	1	0	0
Mr. Tavinder Singh  DIN: 01175243	Whole time Director	4	YES	0	1	2	0

Mr. Bharat Kaushal DIN: 01973587	Chairman (Non-Executive Independent Director)	4	YES	0	2	0	0
Mr. Nipun Khurana DIN: 01045301	Non-Executive Independent Director	4	YES	0	1	3	1
Mr. Nikhel Kochhar DIN: 01021382	Non-Executive Non Independent Director	4	NO	0	1	0	0
Mr. Ram Kr. Chugh DIN: 05166164	Non-Executive Independent Director	4	YES	0	1	3	2
Mrs. Nadira Chaturvedi* DIN: 10720886	Non-Executive Independent Director	2	NO	0	1	2	0

**Notes:**

\* Mrs. Nadira Chaturvedi was appointed as the Non-Executive Independent Director of the Company w.e.f. 29/07/2024.

**(c) NAMES OF THE OTHER LISTED COMPANIES WHEREIN THE DIRECTORS OF THE COMPANY ARE DIRECTORS AS ON 31<sup>st</sup> MARCH, 2025:**

S. No.	Name Of The Director	Names Of Other Listed Companies Where He/She Is Director	Category of Directorship
1	Mr. Bharat Kaushal	NA	NA
2	Mr. Nikhel Kochhar	NA	NA

3	Mr. Jatender Kumar Mehta	NA	NA
4	Mrs. Sakshi Kaura	NA	NA
5	Mr. Devashish Mehta	NA	NA
6	Mr. Tavinder Singh	NA	NA
7	Mr. Nipun Khurana	NA	NA
8	Mr. Ram Kumar Chugh	NA	NA
9	Mrs. Nadira Chaturvedi	NA	NA

#### (d) INDEPENDENT DIRECTORS:

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

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

During the financial year under review, as per the provisions of Regulation 25(3) of SEBI (LODR) Regulations 2015. The Independent Directors of the Company held their meeting on May 2, 2024 without the presence of Non-Independent Directors and other members of management. In their meeting they reviewed the performance of Non-Independent Directors and the Board as a whole, further they reviewed the performance of Chairman of the Board, taking into account the views of Executive Directors and Non-Executive Directors, assessed the quality, quantity and timeliness of the flow of information between management and the Board that is necessary to effectively and reasonably perform its duties.

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

The Company has received a certificate from M/s. DR Associates, Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

There is no inter-se relationship between any Directors except Mrs. Sakshi Kaura, Managing Director is the daughter of Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director of the Company, Mr. Devashish Mehta, Managing Director, is the son of Mr. Jatender Kumar Mehta.

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

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

Skill and its description	Mr. Jatender Kumar Mehta	Mr. Devashish Mehta	Mrs. Sakshi Kaura	Mr. Tavinder Singh	Mr. Bharat Kaushal	Mrs. Nadira Chaturvedi	Mr. Ram Kumar Chugh	Mr. Nipun Khurana	Mr. Nikhel Kochhar
<b>Business Environment Knowledge</b>  Experience of auto industry and railway business, geographical and socio-economic reach of the industry, knowledge of policies and procedures, standards or directives issued by government or any industry body, affecting the industry or products or operation of the Company and latest developments/trends therein.	√	√	√	√	√	√	√	√	√
<b>Internal operation &amp; management of manufacturing Company</b>  Knowledge and reasonable understanding about the internal operation and management of a manufacturing unit including the knowledge and understanding of procurement process, production process, IR issues, Finance and accounting functions.	√	√	√	√	√	√	√	√	√
<b>Customer Relationship/ Supply Chain management</b>  Adequate experience in working in, or associated with, a manufacturing entity auto industry/railway business or has experience in similar industries.	√	√	√	√	√		√	√	√
<b>Knowledge of Technological advancement</b>	√	√			√		√		

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

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

### 3. COMMITTEES OF THE BOARD

The Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Each Committee has specific terms of reference setting forth the purpose, role and responsibilities of the Committee. All recommendations of the Committees are placed before the Board for approval or information, if required. During the financial year ended 31<sup>st</sup> March, 2025 all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. The Committees of the Board are:-

- a) *Audit Committee*
- b) *Nomination and Remuneration committee*
- c) *Stakeholders Relationship Committee*
- d) *Banking & Finance Committee*

#### AUDIT COMMITTEE

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted and headed by an Independent Director. The Composition, quorum, power, role, review of information etc. of the Audit Committee is in accordance with the Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 31<sup>st</sup> March, 2025, the Audit Committee comprises of **two Non-Executive Independent Directors and one Executive Director**. All the members of the Committee have requisite financial and management expertise/knowledge and have rich experience of the industry.

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



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

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

The Composition of the Audit Committee is given herein below as on 31<sup>st</sup> March 2024:

Member's Name	Category	Designation
Mr. Nipun Khurana	Non-Executive Independent Director	Chairperson
Mr. Devashish Mehta	Managing Director	Member
Mr. Ram Kumar Chugh	Non-Executive Independent Director	Member

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

Date of audit committee meetings & attendance of members in the Meetings is as under:

Member's Name	Date of Meeting	No. of Meetings Attended (4 Meetings held)
Mr. Devashish Mehta	02/05/2024, 29/07/2024, 30/10/2024, 24/01/2025	4
Mr. Ram Kumar Chugh	02/05/2024, 29/07/2024, 30/10/2024, 24/01/2025	4
Mr. Nipun Khurana	02/05/2024, 29/07/2024, 30/10/2024, 24/01/2025	4

#### NOMINATION AND REMUNERATION COMMITTEE

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

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
  - Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
  - Devising a policy on Board Diversity.
  - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
  - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
  - Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Apart from above, the committee also reviews other matters as required under Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 178 of Companies Act, 2013 and other laws, rules and regulations.

The Composition of the Nomination and Remuneration Committee as on 31<sup>st</sup> March 2025 is as under:

Member's Name	Category	Designation
Mr. Ram Kumar Chugh	Non-Executive Independent Director	Chairperson
Mr. Nipun Khurana	Non-Executive Independent Director	Member

Mr. Bharat Kaushal	Non-Executive Independent Director	Member
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Date of **meetings & attendance of members at Nomination and Remuneration Committee Meeting** is as under:

Member's Name	Date of Meeting	No. of Meetings Attended (2 Meetings held)
Mr. Ram Kumar Chugh	02/05/2024, 29/07/2024,	2
Mr. Nipun Khurana	02/05/2024, 29/07/2024,	2
Mr. Bharat Kaushal	02/05/2024, 29/07/2024,	1

## PERFORMANCE EVALUATION

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

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

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

## STAKEHOLDERS RELATIONSHIP COMMITTEE/STAKEHOLDERS' GRIEVANCE COMMITTEE

The Stakeholders Relationship Committee has been constituted pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to attend and look into various aspects of interests of security holders of the Company.

The composition of Stakeholders Relationship Committee during as on 31<sup>st</sup> March 2025:

Member's Name	Category	Designation
Mr. Ram Kumar Chugh	Non-Executive Independent Director	Chairperson
Mr. Jatender Kumar Mehta	Managing Director	Member

Mr. Tavinder Singh	Whole Time Director	Member
Mr. Nipun Khurana	Non-Executive Independent Director	Member

Date of meeting and attendance of members at Stakeholders Relationship Committee Meetings:

Member's Name	Date of Meeting	No. of Meetings Attended (4 Meetings held)
Mr. Jatender Kumar Mehta	02/05/2024, 29/07/2024, 30/10/2024,24/01/2025	4
Mr. Tavinder Singh	02/05/2024, 29/07/2024, 30/10/2024,24/01/2025	4
Mr. Ram Kumar Chugh	02/05/2024, 29/07/2024, 30/10/2024,24/01/2025	4
Mr. Nipun Khurana	02/05/2024, 29/07/2024, 30/10/2024,24/01/2025	4

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

a) To monitor work related to

- Transfer and/ or transmission of the shares of the Company;
- Dematerialization/ dematerialization of the shares of the Company;
- Subdivision, consolidation and/or replacement of any share certificate(s) of the Company;

b) Approval of issue of duplicate share certificates against the original share certificates.

c) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

d) Review of measures taken for effective exercise of voting rights by shareholders.

e) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

f) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

g) To do all other acts or deeds as may be necessary or incidental thereto.

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

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

Ms. Kannu Sharma : Company Secretary cum Compliance Officer  
Omax Autos Limited Plot No. B-26, Institutional Area,  
Sector 32, Gurugram, Haryana-122001  
Phone: +91-124-4343000  
Email: [cs@omaxauto.com](mailto:cs@omaxauto.com)

*\*Note-*

1. *Mr. Mohit Srivastava resigned from the post of Company Secretary cum Compliance Officer w.e.f. 06.05.2025*
2. *Ms. Kannu Sharma, Appointed as Company Secretary and Compliance Officer of the Company w.e.f. 24<sup>th</sup> July 2025.*

#### **DETAILS OF INVESTOR COMPLAINTS:**

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

During the financial year 2024-25 following no of Complaints were addressed and disposed off:

a.	Number of complaints filed during the financial year	2
b.	Number of complaints disposed of during the financial year	2
c.	Number of complaints pending as on end of the financial year	Nil

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

#### **BANKING & FINANCE COMMITTEE**

The Banking & Finance Committee has been constituted pursuant to Section 179 of the Companies Act, 2013 and powers under clauses (d) to (f) may be delegated to any committee of Directors, the Managing Director, the Manager, and any other Principal Officer of the Company. The said Committee has been constituted to carry out the following matters:

- Opening of Bank Accounts
- Closing of Bank Accounts
- Change in Authorized Signatories
- Change in the existing limits of Authorized Signatories
- To borrow monies
- To invest the funds of the Company
- To grant loans or give guarantee or provide security in respect of loans or any renewals, thereof

- Other banking operational matters which do not require board approval under Companies Act, 2013.

The composition of Banking & Finance Committee during as on 31<sup>st</sup> March 2025:

Member's Name	Category	Designation
Mr. Devashish Mehta	Managing Director	Chairperson
Mr. Tavinder Singh	Whole Time Director	Member
Mr. Nipun Khurana	Non-Executive Independent Director	Member
Mr. Sanjeev Kumar	Head-Corporate Finance	Member

Date of meeting and attendance of members Banking Finance Committee Meetings:

Member's Name	Date of Meeting	No. of Meetings Attended (8 Meetings held)
Mr. Devashish Mehta	01/04/2024, 28/05/2024, 10/06/2024, 08/07/2024, 29/09/2024, 16/12/2024, 07/01/2025, 25/03/2025	8
Mr. Tavinder Singh	01/04/2024, 28/05/2024, 10/06/2024, 08/07/2024, 29/09/2024, 16/12/2024, 07/01/2025, 25/03/2025	8
Mr. Nipun Khurana	01/04/2024, 28/05/2024, 10/06/2024, 08/07/2024, 29/09/2024, 16/12/2024, 07/01/2025, 25/03/2025	8
Mr. Sanjeev Kumar	01/04/2024, 28/05/2024, 10/06/2024, 08/07/2024, 29/09/2024, 16/12/2024, 07/01/2025, 25/03/2025	8

Details of Senior Management Personnel as per Policy of the Company:

S.NO.	EMP NAME	DESIGNATION	JOIN DATE	EXIT DATE
1	Sandhya Katyal	Admin Head	02-11-2023	-
2	Sudesh Kumar Sharma	Plant Head	18-12-1996	-
3	Sanjeev Kumar	Head- Corporate Finance	01-02-2023	-
4	Mohit Srivastava*	Company Secretary	27-12-2021	06-05-2025

## RISK MANAGEMENT

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

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

## REMUNERATION POLICY

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

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

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

## REMUNERATION OF DIRECTORS

The remuneration of Directors is recommended by the Nomination and Remuneration Committee of the Board in line with the Remuneration Policy of the Company and approved by Board and if required are also approved by the Shareholders and/or the Central Government as the case may be. The remuneration paid to the Executive Directors i.e. Managing Directors and Whole Time Director is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and shareholders' in their Meetings.

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

Details of remuneration paid to Directors for the Financial Year 2024-25 are as follows:

S. No.	Name of Director	Sitting Fees	Salary including perquisites/Statutory funds	Total (Rs.)
1	Mr. Ram Kumar Chugh	130,000	0	130,000
2	Mrs. Nadira Chaturvedi	40,000	0	40,000
3	Mr. Bharat Kaushal	85,000	0	85,000
4	Mr. Nipun Khurana	130,000	0	130,000
5	Mr. Nikhel Kochhar	80,000	0	80,000

6	Mr. Jatender Kumar Mehta	0	30,607,296	30,607,296
7	Mrs. Sakshi Kaura	0	5,030,220	50,30,220
8	Mr. Tavinder Singh	0	6,030,408	60,30,408
9	Mr. Devashish Mehta	0	7,622,268	76,22,268
	<b>Total</b>	<b>5,30,000</b>	<b>49,290,192</b>	<b>31,072,296</b>

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

#### 4. GENERAL BODY MEETINGS

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

Financial Year	Date of AGM	Time	Venue	Whether Special Resolution passed
2023-24	29 <sup>th</sup> August, 2024	11:00 AM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Yes
2022-23	24 <sup>th</sup> August, 2023	11:00 AM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Yes
2021-22	30 <sup>th</sup> September, 2022	11:00 AM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Yes

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

No Extra Ordinary General Meeting of the Members of the Company was held during the Financial Year 2024-25.

#### RESOLUTION PASSED THROUGH POSTAL BALLOT PROCESS

No postal ballot for any ordinary resolution / special resolution was conducted during the financial year 2024-25.

#### 5. MEANS OF COMMUNICATION

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



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

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

**(b) Company's Website:** Various sections of the Company's website ([www.omaxauto.com](http://www.omaxauto.com)) keep the investors updated on the key and material developments of the Company by providing timely information like Board profile, press release, financial results, annual reports, shareholding pattern, stock information, stock exchange filings etc.

**(c) Official Press Release:-** The Company communicates official releases to Stock Exchange(s) which are also uploaded on the Company's website [www.omaxauto.com](http://www.omaxauto.com).

**(d) Presentations made to institutional investors or to the analysts:** - During the Year under review, the Company has not made any presentations to Institutional investors or to the Analysts.

## 6. GENERAL SHAREHOLDERS' INFORMATION

### 42<sup>st</sup> Annual General Meeting:

**Day & Date:** Friday, 29<sup>th</sup> August, 2025

**Time:** 11:00 AM

**Mode:** Through Video Conferencing

**Financial year:** 1st April, 2024 to 31st March, 2025

### Dates of Book Closure

The register of members and share transfer books of the company will remain closed from *Saturday, 23<sup>rd</sup> August, 2025 to Friday, 29<sup>th</sup> August, 2025* (both days inclusive), for the purpose of Annual General Meeting.

### Dividend Payment Date

The Final Dividend, if approved, for the financial year 2024-25 shall be paid to those shareholders whose names would appears in the register of members on **Friday, 22<sup>nd</sup> August, 2025**.

### Listing on Stock Exchanges

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

Name of Stock Exchanges	Stock Code	ISIN With NSDL & CDSL
-------------------------	------------	-----------------------

BSE LIMITED (formerly Bombay Stock Exchange Limited) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	520021	INE090B01011
National Stock Exchange of India Limited “Exchange Plaza”, Bandra- Kurla Complex, Bandra (E) Mumbai- 400 051	OMAX AUTO	

### Listing Fees

The Annual Listing Fees for the Financial Year **2025-26** have been paid to the both aforesaid Stock Exchanges where the shares of the Company are listed.

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

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

## 7. SHAREHOLDERS REFERENCE

Pursuant to Section 124 of the Companies Act, 2013, the Unclaimed Dividend for the financial year **2023-24** has been transferred to the Investors Education and Protection fund (IEPF) established by the Central Government. The details of the said transfer is as mentioned below:

E-forms filed	Purpose	Date of filing
IEPF-1 (Final Dividend)	Statement of amounts credited to Investor Education and Protection Fund (Amount in the unpaid dividend accounts of companies: 2,45,026/-)	07/10/2024
IEPF-1 (Interim Dividend)	Statement of amounts credited to Investor Education and Protection Fund (Amount in the unpaid dividend accounts of companies: 2,51,676/-)	23/10/2024

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

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

Financial Year	Type of Dividend	Dividend per share (₹)	Date of declaration	Due date of transfer	Amount(₹)
2011-12		2.00	08/09/2012	07/09/2019	4,97,15,000.00
2012-13		1.00	07/09/2013	06/09/2020	2,49,00,000.00
2015-16		1.00	12/09/2016	11/09/2023	2,13,88,213.00
2023-24	Interim	1.00	02/05/2024	01/05/2031	2,13,88,213.00
	Final	1.00	29/08/2024	28/08/2031	2,13,88,213.00
2024-25	Final	1.00	29/08/2025	28/08/2032	2,13,88,213.00

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

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

### **M/s MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)**

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

## 9. SHARE TRANSFER SYSTEM

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

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

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

#### 10. DISTRIBUTION OF SHARE HOLDING AS ON 31<sup>st</sup> MARCH, 2025

OMAX AUTOS LIMITED							
DISTRIBUTION OF SHAREHOLDING (SHARES)							
S. No.	Shareholding Of Shares			No. of Shareholders	% of Total Shareholders	Total Shares for the range	% of Issued Capital
1	1	to	500	11809	84.3801	1260684	5.8943
2	501	to	1000	1164	8.3173	897361	4.1956
3	1001	to	2000	501	3.5798	751310	3.5127
4	2001	to	3000	166	1.1861	437800	2.0469
5	3001	to	4000	73	0.5216	262456	1.2271
6	4001	to	5000	74	0.5288	345573	1.6157
7	5001	to	10000	111	0.7931	798928	3.7354
8	10001	to	*****	97	0.6931	16634101	77.7723
						<b>21388213</b>	

#### SHAREHOLDING PATTERN AS ON 31<sup>st</sup> MARCH, 2025

S. No.	Category	No. of Shares	% of shareholding
<b>1</b>	<b>Promoters' Holding</b>		
	(a) Individuals/HUF	69,60,903	32.55
	(b) Bodies Corporate	44,42,634	20.77
<b>2</b>	<b>Non Promoters' Holding</b>		
	(a) Mutual Funds and UTI	0	0.00
	(b) Banks, FIs, Insurance Companies	0	0.00
	(c) Foreign Portfolio Investors Category II	582	0.00
	(d) Investor Education and Protection Fund (IEPF)	2,50,636	1.17
	(e) Private Bodies Corporate	8,51,739	3.98
	<b>(f) Indian Public</b>		

	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	46,50,316	21.74
	ii. Individual shareholders holding nominal share capital in excess of Rs 2 lakh	34,72,965	16.24
	(g) Non-Resident Indians	1,31,497	0.61
	(h) Others	6,26,941	2.93
	<b>Total</b>	<b>2,13,88,213</b>	<b>100.00</b>

### 11. DEMATERIALIZATION OF SHARES AND LIQUIDITY

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

The details of the equity shares of the Company dematerialized as on 31<sup>st</sup> March, 2025 are given hereunder:

<i>Particulars</i>	<i>Number of Shares</i>	<i>Percentage</i>
<i>No. of shares in dematerialized form</i>	<i>2,12,36,565</i>	<i>99.29</i>
<i>No. of shares in Physical form</i>	<i>151640</i>	<i>0.71</i>
<b>Total</b>	<b>2,13,88,213</b>	<b>100.00</b>

### 12. SHARES IN THE SUSPENSE ACCOUNT

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

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

### 13. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK

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

### SUSPENSION OF SECURITIES:

The securities of the Company are not suspended from trading.

#### 14. PLANT LOCATIONS:

<b>Registered office &amp; Corporate Office:</b> Address: Plot No. B-26, Institutional Area, Sector-32, Gurgaon (Haryana)- 122001 Phone No: +91-124- 4343000 Fax No.: +91-124- 2580016 E-mail: <a href="mailto:investors@omaxauto.com">investors@omaxauto.com</a>	<b>Long Member Plant (LM Plant)</b> Omax Autos Limited 48 <sup>th</sup> K.M. Stone, N. H. 30, (Lucknow – Raebareli), Village Malhipur, Bachhrawan, Tehsil-Maharjganj, Raebareli Uttar Pradesh, 229301
<b>Railway Plant</b> Omax Autos Limited Delhi Jaipur Highway, Village & P.O. Binola, Gurgaon, Haryana-122413	<b>New Railway</b> Omax Autos Limited 54 <sup>th</sup> K. M. Stone, N.H. 30, (Lucknow – Raebareli), Village Kandawan, Bachhrawan, Tehsil-Maharjganj, Raebareli Uttar Pradesh, 229301
<b>Lucknow Plant</b> Omax Autos Limited Tata Motors Vender Park Chinhat Industrial area Deva Road, Lucknow, (UP)- 226019	

#### ADDRESS FOR CORRESPONDENCE:

##### **Omax Autos Limited**

Plot No. B-26, Institutional Area, Sector-32,  
Gurgaon (Haryana)- 122001  
Phone No: +91-124- 4343000  
E-mail Address: [cs@omaxauto.com](mailto:cs@omaxauto.com)  
Website: <https://www.omaxauto.com/Default.aspx>

#### 15. CREDIT RATING

Details of Credit Rating **was latest submitted to Exchange dated 10/02/2023** as referred in Schedule V, Part C, Clause 9, Sub Clause (q) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Credit rating issued by Credit Rating Agency “Infomerics” as follow:

## Omax Autos Limited

**February 10, 2023**

### **Ratings**

<b>Instrument / Facility</b>	<b>Amount (Rs. crore)</b>	<b>Ratings</b>	<b>Rating Action</b>	<b>Complexity Indicator</b>
Long Term Bank Facilities	81.81	IVR BB-/Stable (IVR Double B Minus with Stable Outlook)	Assigned	Simple
<b>Total</b>	<b>81.81</b>	<b>Rupees Eighty One Crore and Eighty One Lakhs Only</b>		

**Details of Facilities are in Annexure 1**

**Rating History for last three years:**

<b>Sr. No.</b>	<b>Type of Facilities</b>	<b>Current Ratings (Year 2022-23)</b>			<b>Rating History for the past 3 years</b>		
		<b>Type</b>	<b>Amount outstanding (Rs. Crore)</b>	<b>Rating</b>	<b>Date(s) &amp; Rating(s) assigned in 2021-22</b>	<b>Date(s) &amp; Rating(s) assigned in 2020-21</b>	<b>Date(s) &amp; Rating(s) assigned in 2019-20</b>
1.	Term Loan	Long Term	43.83	IVR BB-/Stable	-	-	-
2.	Cash Credit	Long Term	3.20	IVR BB-/Stable	-	-	-
3.	ECLGS	Long Term	14.78	IVR BB-/Stable	-	-	-
4.	Bank Guarantee	Long Term	20.00	IVR BB-/Stable	-	-	-

### 16. CEO/ CFO CERTIFICATION

In compliance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a declaration by CEO and CFO was placed before the Board, certifying the accuracy of Financial Statements and the adequacy of internal controls pertaining to Financial Reporting for the year ended **31<sup>st</sup> March, 2025**.

### 17. CORPORATE GOVERNANCE CERTIFICATE

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

### 18. OTHER DISCLOSURES

- i) **Related Party Transactions** - There is no materially significant related party transaction that may have potential conflict with the interest of the Company at large. Transactions with the related party are disclosed in the notes to the accounts in this Annual Report as per Accounting Standard 18 of the Institute of Chartered Accountants of India.



- ii) **Details of Non-Compliances by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years –**

The Company has always tried its best to ensure for the proper compliance as applicable to the Company under the SEBI Laws.

The details of penalties strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years is attached as **Annexure-B**.

- iii) **Details of establishment of vigil mechanism whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:** Company has maintained/established vigil mechanism, the whistle blower policy and affirms that no personnel have been denied access to the audit committee.
- iv) **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:** All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been substantially complied with, by the Company. However, the Company has not adopted any non-mandatory requirements.
- v) **Web link of the policy for determining 'material subsidiaries is** <http://www.omaxauto.com>
- vi) **The web link of the policy on dealing with related party transactions is** <http://www.omaxauto.com>
- vii) **Disclosure of commodity price risks and commodity hedging activities:** There are no commodity price risks and commodity hedging activities in the Company.
- viii) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** During the year, the Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ix) **a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority**

#### **Practicing Company Secretary Certification**

Mr. Suchitta Koley, Partner of DR Associates, Companies Secretaries has issued certificate as required under SEBI Listing Regulations, confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate forms integral part of this report.

- x) **where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof**



During the financial year ended 31<sup>st</sup> March, 2025 all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board

- xi) total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**

Particulars	Amount
Services as Statutory Auditors	4.75
Tax Audit	0.85
Services for Tax Matters	2,70,000
Other matters, if any	
Reimbursement of Out-of-pocket expenses	1.44
<b>Total</b>	

Since, the Company does not have any Subsidiary Company, therefore, no consolidated fees paid to the Statutory Auditors.

- xii) Disclosure in relation to the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013**

Your Company has framed the policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matter connected therewith or incidental thereto covering all the aspects as contained under 'The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act ['the Act']'. Your Company has constituted Internal Complaints Committee under the Act. During the period under review, no complaint was received.

a.	Number of complaints filed during the financial year	Nil
b.	Number of complaints disposed of during the financial year	Nil
c.	Number of complaints pending as on end of the financial year	Nil

- xiii) disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount**

The Company has not given any loan and Advances in which directors are interest.

- xiv) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries**

The Company does not have any Material Subsidiary Company.

## 19. COMPLIANCE STATUS REQUIREMENT OF CORPORATE GOVERNANCE

The details of Non-Compliance regarding Corporate Governance Report of sub-para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are already mentioned in Point (ii) of Clause 18 of this Report.

## **20. DISCRETIONARY REQUIREMENTS**

Your Company has not adopted any non-mandatory discretionary requirement as specified in Part E of Schedule II of the SEBI Listing Regulations.

## **21. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT.**

The Company is in compliance with applicable mandatory corporate governance requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

**Place: Gurugram**  
**Date: 24<sup>th</sup> July, 2025**

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

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

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

### THE BOARD OF DIRECTORS OMAX AUTOS LIMITED

I, Devashish Mehta, Chief Financial Officer of the Company do hereby certify to the Board of Directors that:

(a) We have reviewed financial statements and the cash flow statement for the financial year ended **31<sup>st</sup> March, 2025**, and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, there was no transaction entered into by the Company during the year, which is fraudulent, illegal or violate of the Company's code of conduct.

(c) Further, we accept that it is our responsibility to establish and maintain internal controls for financial reporting.

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

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

For Omax Autos Limited

Sd/-

Devashish Mehta

Managing Director

DIN- 07175812

Place: Gurugram

Date: 24<sup>th</sup> July, 2025

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

This is to certify that the company has laid down its Code of Conduct for all the Board Members and Senior Management of the Company and the copy of the same are uploaded on the website of the Company at [www.omaxauto.com](http://www.omaxauto.com). It is hereby affirmed that during the financial year **2024-25**, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given a confirmation in this regard.

**Place: Gurugram**  
**Date: 24<sup>th</sup> July, 2025**

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

## CERTIFICATE ON CORPORATE GOVERNANCE

The Members,

**OMAX AUTOS LIMITED**

Plot No. B-26, Institutional Area,

Sector-32, Gurgaon

Haryana-122001, India

We have examined the compliance of conditions of Corporate Governance by Omax Autos Limited ("the Company"), for the financial year ended 31<sup>st</sup> March 2025, as stipulated in Para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to examine the procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For DR Associates  
Company Secretaries  
Firm Regn. No.: P2007DE003300  
Peer Review Certificate No.: 6160/2024**

**Suchitta Koley  
Partner  
FCS 1647; CP No.: 714  
UDIN: F001647G000556718**

**Place: Noida**

**Date: 07th June, 2025**

### Annexure B

Details of Non-Compliances by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years –

S. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Details of Violation	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc)
1.	Regulation 29 of SEBI (LODR)	Delay intimation regarding declaration/ recommendation of dividend to Stock Exchange	Clarification
2.	Regulation 30 Of SEBI (LODR) Read with SEBI Circular CIR/CFD/CMD/ 4/2015 dated Sep 09, 2015 and Schedule III Part A Para A(7) of SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/ 123 dated July 13, 2023	Intimation in regard to regularization/ appointment of Mr. Tavinder Singh as Director from AGM (director retiring by rotation) was not done.  b. Intimation regarding re-appointment of Cost and Secretarial Auditors were not done.  It is advised to intimate the Stock Exchange in case of any kind of apt/re-apt of auditors of the Company.	Clarification
3.	Pursuant to the Regulation 30 of SEBI (LODR), read with SEBI Circular CIR/CFD/CMD/4/2015 dated Sep 09, 2015, and Schedule III Part A Para A (4) of SEBI/HO/CFD/CFD-PoD-	Outcome of board meeting with only financial results as agenda item to be filed only under Quick Results module in NSE NEAPS and in BSE choosing category/sub category as Result.	Clarification

	1/P/CIR/2023/123 dated July 13, 2023	It is advised to submit the compliance choosing the correct head only	
4.	Regulation 47 (1)(d) read with sub-section (3) & (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has submitted the copy of the only English Newspaper publication to the Stock Exchange	Clarification
5.	Regulation 30 of SEBI (LODR) read with Schedule III Part A Para A (13) of SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	<p>There is a delay in the submission of the AGM proceedings with the Stock Exchange.</p> <p>The Company have received an email dated 06.04.2024 from BSE explaining the reasons of such delay and to provide the summary of the proceedings and resolution passed; the company thereafter, had responded to the query raised and did the revised filing on 11.04.2024</p>	Clarification
6.	Regulation 18 (1) of SEBI LODR	Due to the completion of tenure of two independent directors of the company, the composition of Audit Committee was left incorrect between 01/01/2023 till 14/02/2023	Fine- INR 90,000/-
7.	Regulation 17(1) of SEBI LODR	Due to the completion of tenure of Mrs. Novel L Lavasa, Non-Executive Director effective from 28.10.2023, the composition of Board (Executive and Non-Executive Directors) went incorrect since half of the Board is Not Non-Executive of the board composition.	Fine-INR 3,77,000/-
8.	Regulation 30 read with Regulation 44 of the SEBI LODR and SEBI Circulars.	Delay in announcing the results of the Postal Ballot on or before 5:00 p.m. on Saturday, 06.04.2024 as stated in the signed and issued Notice of Postal Ballot.	Clarification

Secretarial Compliance Report of Omax Autos Limited for the  
Financial Year ended on 31<sup>st</sup> March 2025

We, DR Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by the Omax Autos Limited - (hereinafter referred as "Company"),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

For the financial year ended 31<sup>st</sup> March 2025 ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable to the Company during the financial year under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SAST Regulations**");
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the financial year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the Company during the financial year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable to the Company during the financial year under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and



circulars/ guidelines issued thereunder (**"PIT Regulations"**);

- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.
- (l) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [Not applicable during the Audit Period] and circulars/guidelines issued thereunder;

and based on the examination, we hereby report that during review period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure A**
- (b) The Company has taken the following actions to comply with the observations made in previous reports specified in Annexure B**

**I. We hereby report that, during the review period the compliance status of the Company with the following requirements.**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	

2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	<p>Yes</p> <p>Yes</p>	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Company is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.</p>	<p>Yes</p>	
5.	<p><b>Details related to Subsidiaries of Company have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p>	<p>Company doesn't have any Subsidiary Company.</p>

6.	<b>Preservation of Documents:</b>		
	The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	<b>Performance Evaluation:</b>		
	The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<b>Related Party Transactions:</b>		
	(a) The Company has obtained prior approval of Audit Committee for all related party transactions; or	Yes	
	(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	
9.	<b>Disclosure of events or information:</b>		
	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b>Prohibition of Insider Trading:</b>		
	The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>		
	No action(s) has been taken against the Company/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued	No Action taken	No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either

	by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)  The actions taken against the listed entity/ promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column		by SEBI or by Stock Exchanges
12	<b>Resignation of statutory auditors from the Company or its material subsidiaries:</b>  In case of resignation of statutory auditor from the Company or any of its material subsidiaries during the financial year, the Company and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Company.	NA	There is no Resignation of statutory auditors from the Company.
13.	<b>Additional Non-compliances, if any:</b>  No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	

We further, report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations:- Not Applicable

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



For DR Associates  
Company Secretaries  
Firm Regn. No.: P2007DE003300  
Peer Review Certificate No.: 6160/2024

Suchitta Koley  
Partner  
FCS 1647; CP No.: 714  
UDIN: F001647G000247541

Place: Noida  
Date: 1<sup>st</sup> May, 2025

## Annexure A

(a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification / Fine / Show Cause Notice / Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Pursuant to the Regulation 29(1)(e) of SEBI (LODR), 2015 prior Intimation to be given to Stock Exchange regarding declaration/ recommendation of dividend	Regulation 29 of SEBI (LODR)	Delay intimation regarding declaration/ recommendation of dividend to Stock Exchange	-	Clarification	Pursuant to the Regulation 29(1)(e) of SEBI (LODR), 2015 prior Intimation to be given to Stock Exchange regarding declaration/ recommend	-	The intimation regarding the declaration/recommendation of dividend is required to be given at least two working days in advance, excluding the date of intimation and the date of the meeting. However, the Company did not	The Company issued the intimation on Thursday, July 25, 2024, and the Board Meeting is scheduled for Monday, July 29, 2024. This results in only one clear working day	The Company should be more careful in future to ensure strict compliances.

						ation of dividend to the Stock Exchange at least two working days in advance, excluding the date of the intimation and date of the meeting.		consider working days while providing the intimation to the Stock Exchange.	between the intimation and the meeting. Due to inadvertence, there was a delay of one working day, and the Company shall be more careful in future	
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#### Annexure B

b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the	Compliance Requirement (Regulations/ circulars/ Guidelines including Specific clause)	Details of violation /Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
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		year ended				
1.	<p>Intimation in regard to regularization/ appointment of Mr. Tavinder Singh as Director from AGM (director retiring by rotation) was not done.</p> <p>b. Intimation regarding re-appointment of Cost and Secretarial Auditors were not done.</p> <p>It is advised to intimate the Stock Exchange in case of any kind of apt/re-apt of auditors of the Company.</p>	31st March, 2024	Regulation 30 of SEBI (LODR) Read with SEBI Circular CIR/CFD/CMD/4/2015 dated Sep 09, 2015 and Schedule III Part A Para A(7) of SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	Few changes in the Directorship/ Auditor appointment were not intimated	Clarification	<p>The management informed that the Company has duly filed the intimation for appointment of Mr. Tavinder Singh as Whole time Director and there is no requirement to file specific intimation for regularization of Mr. Tavinder Singh.</p> <p>The management informed that under Regulation 30, the intimation is required for appointment/ resignation of Auditors and the same is applicable only for Statutory Auditors.</p>
2.	Outcome of board meeting with only financial results as agenda item to be filed only under Quick Results module in NSE NEAPS and in BSE choosing category/sub	31st March, 2024	Pursuant to the Regulation 30 of SEBI (LODR), read with SEBI Circular CIR/CFD/CMD/4/2015 dated Sep 09, 2015, and Schedule III Part A Para	Compliance to be submitted choosing the correct head i.e. quick results/financial results only.	Clarification	The management informed that the Company has given all the intimations, however, few intimations are inadvertently filed under incorrect head.



	category as Result.  It is advised to submit the compliance choosing the correct head only		A (4) of SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 , the outcome of the Board Meeting should have been submitted within 30 minutes of the closure of the Board Meeting.  In reference to NSE emails, Outcome of board meeting with only financial results as agenda item - To be filed only under Quick Results module in NEAPS			
3.	The Company has submitted the copy of the only English Newspaper publication to the Stock Exchange	31st March, 2024	Regulation 47 (1)(d) read with sub-section (3) & (4) of Securities and Exchange Board of India (Listing	Submission of the copy of Hindi newspaper publication regarding the notices sent to Shareholders for 40 <sup>th</sup> AGM after completion of dispatch of	-	The management informed that the Company has duly taken note of the same and will take care in future,

			Obligations and Disclosure Requirements) Regulations, 2015	Annual Report was not submitted to Stock Exchange		
4.	<p>There is a delay in the submission of the AGM proceedings with the Stock Exchange.</p> <p>The Company have received an email dated 06.04.2024 from BSE explaining the reasons of such delay and to provide the summary of the proceedings and resolution passed; the company thereafter, had responded to the query raised and did the revised filing on 11.04.2024</p>	31st March, 2024	Regulation 30 of SEBI (LODR) read with Schedule III Part A Para A (13) of SEBI/HO/CFD/ CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	<p>Proceedings of Annual General Meeting was submitted late beyond 12 hours of the closure of meeting.</p> <p>AGM held on 24.08.2023 concluded at 12 pm and Stock Exchange was intimated on 25.08.2023 at 11:17 a.m. to BSE and NSE at 11:23 a.m.</p>	-	The management informed that the Company had already received the query from BSE dated 06.04.2023; as per which Revised Proceeding was submitted dated 11.04.2024 along with the reason of delay.
5.	Due to the completion of tenure of two independent directors, the composition of	31st March, 2024	Regulation 18 (1) of SEBI LODR	Regulation 18(1) of SEBI LODR states at least two third of the members of Audit Committee	Fine	The management informed that the Company has already paid the fine.

	<p>Audit Committee was incorrect between 01/01/2023 till 14/02/2023. It was a miss and this happened due to the fractional round off and the said facts were placed before the board of Directors.</p> <p>NSE vide notice dated 22.05.2023, fined the Company of INR 90,000 for the violation of Regulation 18(1) of SEBI LODR.</p>			<p>should be Independent Directors.</p> <p>Due to the completion of tenure of two independent directors of the company, the composition of Audit Committee was left incorrect between 01/01/2023 till 14/02/2023</p>		
6.	<p>Due to the completion of tenure of Mrs. Novel L Lavasa, Non-Executive Director effective from 28.10.2023, the composition of Board (Executive and Non-Executive Directors) went incorrect since half of the Board is Not Non-Executive</p>	31st March, 2024	Regulation 17(1) of SEBI LODR	<p>Regulation 17(1)(a) of SEBI LODR states that board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors;</p>	Fine	<p>The management informed that the Company has duly taken note of the same and will take care in future. Further, the Company has applied for waiving off application dated 28.02.2024.</p>

	of the board composition.  NSE had fined the Company of INR 3,77,000 for the violation of Regulation 17(1) of SEBI LODR.			Due to the completion of tenure of Mrs. Novel S Lavasa, Non-Executive Director effective 28.10.2023, composition of Board Executive and Non-Executive went incorrect.		
7.	There has been a delay in filing the results of the Postal Ballot i.e. on or before 5:00 p.m. on Saturday, 06.04.2024 as stated by the Company in the signed and issued Notice of Postal Ballot.	31st March, 2024	Regulation 30 read with Regulation 44 of the SEBI LODR and SEBI Circulars.	Delay in announcing the results of the Postal Ballot on or before 5:00 p.m. on Saturday, 06.04.2024 as stated in the signed and issued Notice of Postal Ballot.	-	The management informed that the Company has submitted the Voting Results of the Postal Ballot through XBRL mode on 06.04.2024 and also submitted the PDF format to the Exchange on 08.04.2024 which was within 2 working days from the receipt of Scrutinizer's Report.

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To  
 The Members,  
**OMAX AUTOS LIMITED**  
 Plot No. B-26, Institutional Area,  
 Sector-32, Gurgaon  
 Haryana-122001, India

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority and none of the Director is debarred/ disqualified by any Authority.

Sl. No	Name of Director	DIN	Date of appointment in Company
1	Mr. Jatender Kumar Mehta	00028207	28/10/1983
2	Mr. Tavinder Singh	01175243	29/10/2015
3	Mr. Bharat Kaushal	01973587	19/07/2018
4	Mrs. Sakshi Kaura	02094522	27/03/2013
5	Mr. Ram Kumar Chugh	05166164	14/08/2021
6	Mr. Devashish Mehta	07175812	19/07/2018
7	Mr. Nipun Khurana	01045301	08/08/2022
8	Mr. Nikhel Kochhar	01021382	30/01/2024
9	Mrs. Nadira Chaturvedi	10720886	29/07/2024

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



Place: Noida  
Date: 01<sup>st</sup> May, 2025

For DR Associates  
Company Secretaries  
Firm Regn. No.: P2007DE003300  
Peer Review Certificate No.: 6160/2024  
Sd/-  
Suchitta Koley  
Partner  
FCS 1647; CP No.: 714  
UDIN: F001647G000247497