

NOTICE

NOTICE is hereby given that the **41st** Annual General Meeting ('AGM') of the members of **Omax Autos Limited** ("the Company") will be held on **Thursday, 29th August 2024** 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, 2024 together with the Reports of Auditors' and Board of Directors' thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Devashish Mehta (DIN: 07175812) who retires by rotation and, being eligible, offers himself for the re-appointment;
4. To appoint a Director in place of Ms. Sakshi Kaura (DIN: 02094522) who retires by rotation and, being eligible, offers herself for the re-appointment;

SPECIAL BUSINESS (ES):

5. **To ratify the remuneration of Cost Auditors for the financial year 2024-25 as approved by the Board of directors, as recommended by the audit Committee and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 120000/- (Rs. One Lakh Twenty Thousand only) plus applicable taxes and out of pockets expenses as recommended by the audit committee and approved by the board of directors to be paid to M/s JSN & Co., Cost auditors of the Company for the financial year 2024-25 be and is hereby ratified and confirmed.

6. **To approve the re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and such

other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Tavinder Singh (DIN: 01175243), whose current term as Whole Time Director will expire on 28th October, 2024, as Whole Time Director of the Company for a Term of 1 Year consecutive year commencing from 29th October, 2024, at a remuneration not exceeding of Rs. 75,00,000 p.a.

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

RESOLVED FURTHER THAT in terms of the applicable provisions and Schedule V of the Act, where in any financial year during the tenure of Mr. Tavinder Singh, the Company has no profits, or its profits are inadequate, the Company shall pay Mr. Tavinder Singh, the remuneration as specified above, as the minimum remuneration for a period of one year effective from 29th October, 2024.

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

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

7. To consider and approve for the revision of remuneration of Mr. Devashish Mehta, Managing Director cum CFO of the company and in this regard,

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the **recommendation of the Nomination and Remuneration Committee & Audit Committee**, the consent of the shareholders be and is hereby accorded, to revise the overall remuneration of Mr. Devashish Mehta, Managing

Director cum CFO of the Company, not exceeding Rs. 1,00,00,000/- (Rs. One Crore only) per annum.

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial year, the above remuneration shall be considered as the minimum remuneration payable to Mr. Devashish Mehta, as referred/prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

8. To consider and approve for the revision of remuneration of Mr. Jatender Kumar Mehta, Vice Chairman Cum Managing Director of the Company and in this regard
To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and **on the recommendation of the Nomination and Remuneration Committee & Audit Committee**, the consent of the shareholders be and is hereby accorded, to revise the overall remuneration of Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director of the Company w.e.f. 1st April 2024, **not exceeding INR 3.5 Crores (Rs. Three Crore Fifty Lakhs Only) per annum.**

RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in a particular financial year, the above remuneration shall be considered as the minimum remuneration payable to Mr. Jatender Kumar Mehta, as referred/prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, etc.,

such that the overall amounts of remuneration shall not exceed the limits as specified in terms of the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force).

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

9. To appoint Ms. Nadira Chaturvedi (DIN: 10720886) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the Sections 149, 150, 152, 161 and schedule IV of the Companies Act, 2013, further read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of regulation 25(2A) of the SEBI (LODR) Regulations, 2015 including any statutory modification and re-enactment thereof for the time being in force and, subject to such approvals and permissions from appropriate authorities as may be necessary **on the recommendation of Nomination and Remuneration Committee**, the consent of the shareholders by way of special resolution, be and is hereby accorded to the appointment of Ms. Nadira Chaturvedi having DIN [10720886], who was appointed as an Additional Director on the Board of the Company w.e.f. July 29, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, as Independent Director of the company for a period of **5 years from 29th July, 2024 to 28th July, 2029** and shall not be liable to retire by rotation.

Place: Gurugram
Date: **29th July, 2024**

For **Omax Autos Limited**
Sd/-
Mohit Srivastava
(Company Secretary)
Membership No. 28205

NOTES:

1. 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, Circular No. 2/2022 dated May 5, 2022 and General Circular No. 09/2023 dated September 25, 2023 in relation to 'Clarification on holding of Annual General Meeting (AGM) and EGM through Video Conference (VC) or other Audio visual means (OAVM) ; and passing of Ordinary and Special resolutions by the Companies under the Companies Act, 2013 read with Rules made thereunder 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 and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (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 **41st AGM** of the Company is being held through VC/OAVM on **Thursday, 29th August, 2024** 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 (LI IPL), Registrars and Transfer Agents ("RTA") of the Company, to provide the VC facility for conducting the AGM including e-voting facility at the AGM and for remote e-voting before the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at www.omaxauto.com.
3. Since the Annual General Meeting is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/power of attorney/authorization letter shall be sent by the body corporate through its registered e-mail id to the Scrutinizer by email through its registered email address to deepak@drassociates.org with a copy marked to delhi@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, 26th July, 2024** 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 **Friday, 23rd August, 2024 to Thursday, 29th August, 2024** (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 2023-24 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. Dividend

- I. The Board of Directors has recommended a Final Dividend of 1/- (Rupee One only) per Equity Share fully paid up of Rs. 10/- each for the financial year ended March 31, 2024, subject to the approval of the Shareholders at the AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of Final Dividend on Equity Shares, upon declaration by the Shareholders at the AGM, will be made **on or before 28th September, 2024 (i.e. within 30 days from the date of declaration-29th August 2024)**, to those members whose names appear in the Register of Members/list of Beneficial Owners as on **Thursday, 22nd August, 2024** being the record date.
- II. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- III. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered or if it has changed, as mandated by Securities and Exchange Board of India ("SEBI").
- IV. Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s) and shareholders holding shares in physical mode shall send a duly signed request letter to Link Intime mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided. The Company or its Registrar cannot act on any request received

directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

- V. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

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

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

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

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

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed ₹5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral

Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable. ** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

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

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

www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

20. Members who have not yet registered their email addresses or want to update their registered email address are requested to register / update the same by providing Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company's RTA at delhi@linkintime.co.in in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact the Depository Participants (DPs) for registering / updating the email address as per the process advised by your DPs.
21. In accordance with the MCA Circulars read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.
- Notice of the AGM along with the Annual Report for the financial year 2023-24 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.
 - 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

- 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.

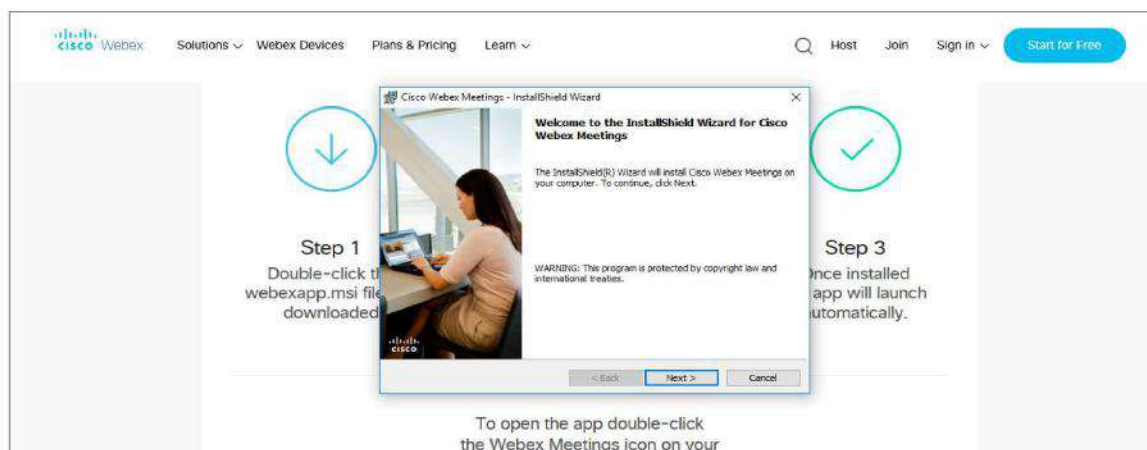
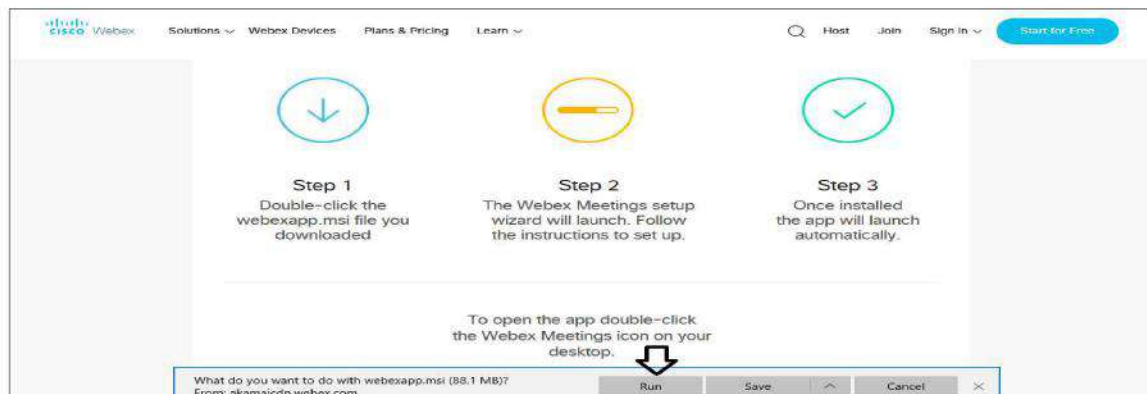
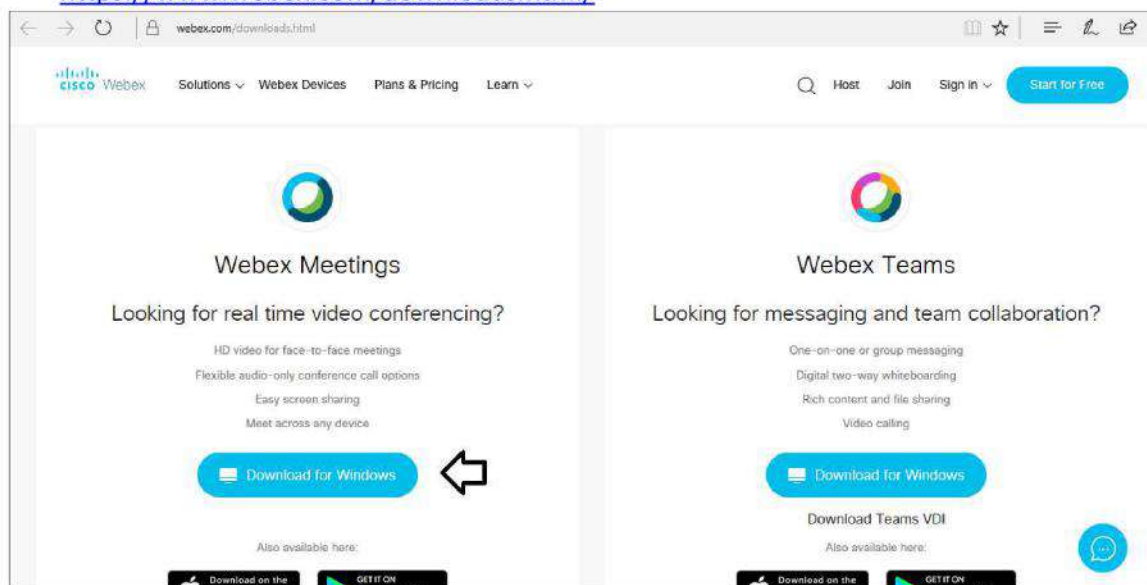
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

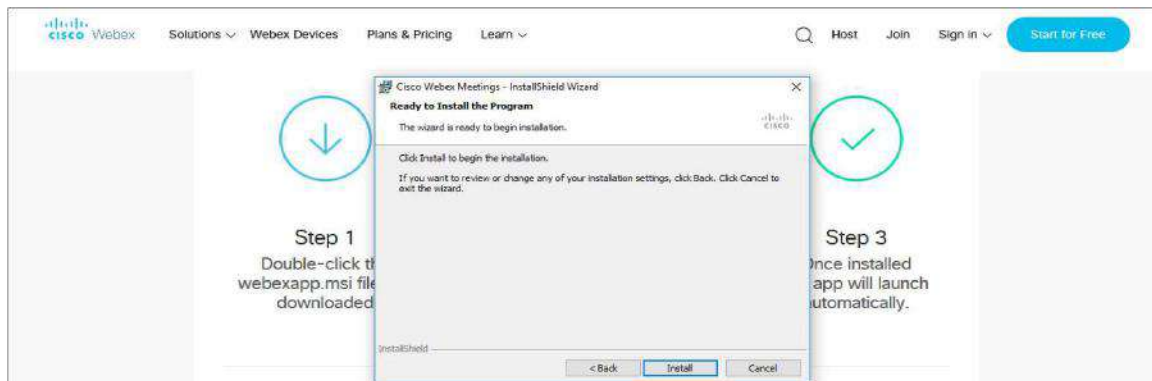
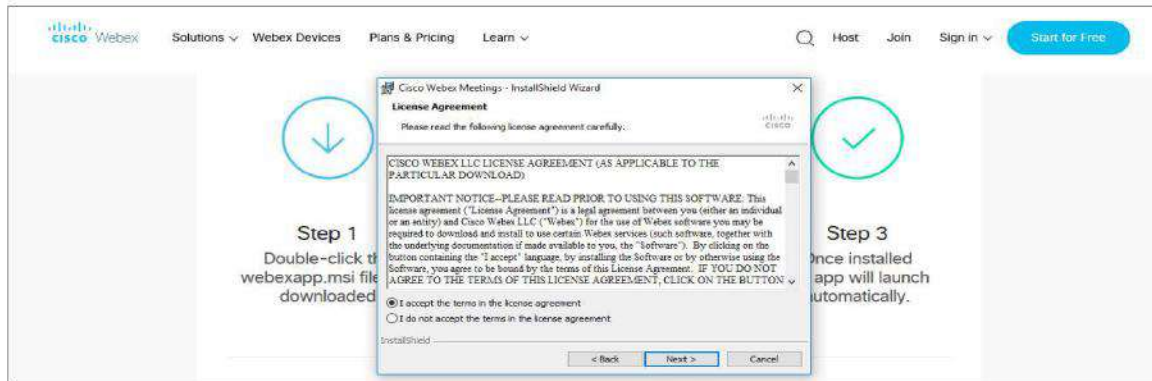
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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/>

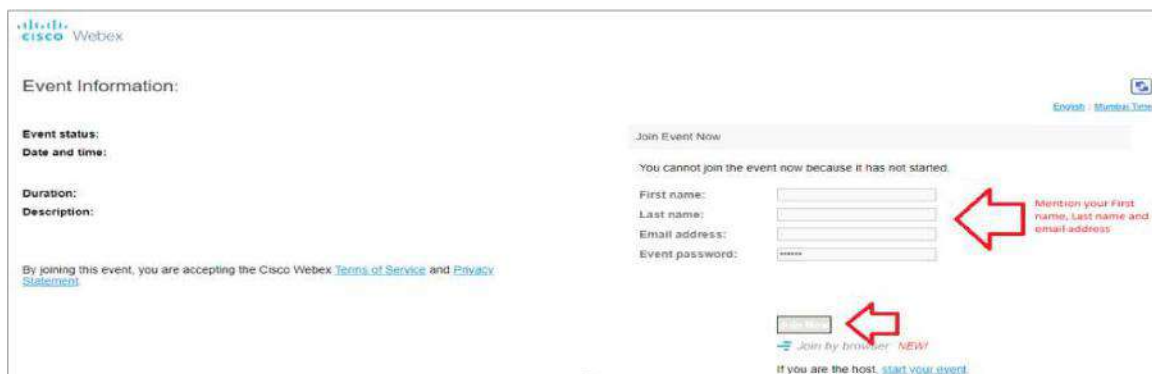




or

- 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 26th August, 2024**
(b) End of remote e-voting: **Up to 5:00 p.m. (IST) on 28th August, 2024.**
4. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of i.e. closing hours of **Thursday, 22nd August, 2024**.
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, 22nd August, 2024** 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. Deepak Gupta**, and failing him **Mr. Rajesh Lakhnupal**, Partners of M/s. **DR Associates, Practicing Company Secretaries** has been appointed as the Scrutinizer to scrutinize the remote e-voting/poll process and ensure that the voting process at the AGM is conducted in a fair and transparent manner. They have also confirmed their eligibility to act as a scrutinizer.
8. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within prescribed time period, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

9. The Results along with the Report of the Scrutinizer shall be placed on the website of the Company www.omaxauto.com and on the 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.

Place: Gurugram
Date: 29th July, 2024

For **Omax Autos Limited**
Sd/-
Mohit Srivastava
(Company Secretary)
Membership No. A-28505

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

ITEM NO. 5 - To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2025

The Board, on the recommendation of the Audit Committee, at their Meeting held on 29th July, 2024, 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, 2025 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. 5 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

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

ITEM NO.6 - To approve the re-appointment of Mr. Tavinder Singh (DIN: 01175243) as Whole-Time Director of the Company

The Board of Directors in its meeting held on **29th July, 2024**, on the recommendation of Nomination & Remuneration Committee and subject to the approval of shareholders re-appointed Mr. Tavinder Singh (DIN: 01175243) as Whole Time Director of the Company for a **further period of 1 (one) year with effect from 29th October, 2024 and he shall be liable to retire by rotation.**

Mr. Tavinder Singh has more than 39 years of industry experience in the field of sales and material procurement. He has vast experience and expertise in Purchase Management and Supplier Development.

Hence, the Board recommends the re-appointment of Mr. Tavinder Singh, Whole Time Director of the Company for a further period of **1 (One) year, w.e.f. 29th October, 2024** 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 remuneration as may be approved shall be considered as minimum remuneration in case of any loss/inadequate profits in any financial year pursuant to section 197 read with schedule V of the Companies Act, 2013.

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

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

I. General Information				
1. Nature of Industry	Omax Autos Limited was incorporated on 28/04/1983 and currently engaged in the business operations in the Automotive and Railway segments having 4 plants across North India. Omax Autos Limited is a single source for Chassis Frame Assemblies for Tata Motors in Lucknow and specializes in making the integrated chassis/ frame for Tata Motor's heavy range of trucks.			
2. Date or expected date of Commencement of Commercial Production	Commercial production commenced in the year 1985			
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial Performance based on given indicator	As per Standalone Audited Financials (In lacs)			
	Particulars	FY 2023-24	FY 2022-23	FY 2021-22
	Paid up Capital	2138.82	2,138.82	2,138.82
	Other Equity	27619.72	26451.53	28890.71
	Total Income	37294.28	31,561.20	25377.26
	Total Expenses	37246.22	33,402.26	29101.72
	Profit before Tax	48.06	-1,841.06	(3724.46)
	Exceptional Item	2250.26	-	5994.33
	Tax Expenses	1132.57	592.77	(76.60)
	Profit after Tax and Exceptional Item	1165.75	-2,433.83	2346.47
5. Foreign Investments or collaborators, if any	Not Applicable			
II. Information about the Appointee				

1. Background details	Mr. Tavinder Singh has more than 39 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 2023-24 Mr. Tavinder Singh has drawn the Remuneration up to Rs. 55,97,000/- from the Company.
3. Job Profile and his suitability	<p>Mr. Tavinder Singh has the overall responsibility of compliances and operations of the plants of the Company subject to superintendence, Control and Direction of Board of Directors.</p> <p>Mr. Tavinder Singh has more than 39 years of industry experience in the field of Production, Sales and material procurement and involve in day to operations of the plants.</p>
4. Remuneration proposed	Upto Rs. 75 Lacs Per Annum
5. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Mr. Tavinder Singh as Whole Time Director, his acumen, vast experience, positive attribute and significant contribution made by him. Remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry
6. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	Beside the remuneration, Mr. Tavinder Singh does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or other Director of the Company.
III. Other Information	

1. Steps taken or proposed to be taken for improvement	<p>The Company have been resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads.</p> <p>Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years.</p> <p>The Company will continue to take appropriate measures to deal with the changing Market scenario.</p>
2. Expected increase in productivity and	<p>Company is conscious about improvement from grass root level of each department and continually undertakes measures to improve its productivity and profitability. The Management is hopeful of driving stronger performance in coming years ahead.</p>

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

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

ITEM NO. 7-To consider and approve for the revision of remuneration of Mr. Devashish Mehta, Managing Director cum CFO of the Company.

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-appointment of Mr. Devashish Mehta as 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.

He was further appointed as the Chief Financial Officer of the Company w.e.f 23rd January, 2024 vide the Board Meeting held on 23rd January, 2023 on the terms and condition as mutually agreed between the Company and Mr. Devashish Mehta. The appointment of Mr. Devashish Mehta as CFO of the Company has been as per the provision of Section 203 (1) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2014, as a whole time key managerial personnel along with the requirement of various provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is also required to appoint a Chief Financial Officer of the Company.

The Board of Directors, **in the meeting held on 29th July, 2024; on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively held on 29th July, 2024**, has accorded to revise the remuneration of Mr. Devashish Mehta as Managing Director of the Company, for an amount **not exceeding Rs. 1,00,00,000 (Rs. One Crore 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 **remaining period till 18th July, 2026**, subject to provisions of the Act and rules made thereunder and approval

of Members of the Company in the Annual General Meeting of the Company to be held for FY 2023-24.

Therefore, shareholders' approval is being sought for the payment of remuneration of Mr. Devashish Mehta for the remaining period till 18th July, 2026 as per aforementioned Resolution recommended by the Board & Committee Meeting dated **29th July, 2024**. 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.

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

IV. 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 2023-24	FY 2022-23	FY 2021-22
	Paid up Capital	2138.82	2,138.82	2,138.82
	Other Equity	27619.72	26451.53	28890.71
	Total Income	37294.28	31,561.20	25377.26
	Total Expenses	37246.22	33,402.26	29101.72
	Profit before Tax	48.06	-1,841.06	(3724.46)
	Exceptional Item	2250.26	-	5994.33
	Tax Expenses	1132.57	592.77	(76.60)
	Profit after Tax and Exceptional Item	1165.75	-2,433.83	2346.47
5. Foreign Investments or collaborators, if any	Not Applicable			

V. Information about the Appointee	
1. Background details	Mr. Devashish Mehta is promoter of the Company and having an experience of more than 8 years in Auto ancillary industry and has more than 9 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components.
2. Past Remuneration	During the financial year 2023-24, Mr. Devashish Mehta has drawn The Remuneration of Rs. 71, 05,428 /- from the Company.
3. Job Profile and his suitability	Mr. Devashish Mehta has vast experience of spearheading the Non-2W Business Segment of the Company. He is playing lead role in prospective strategic alignment of the Company with difference players in the industry. Mr. Devashish Mehta having an experience of more than 8 years in Auto ancillary industry and has more than 9 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components.
4. Remuneration proposed	
5. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	
6. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	
VI. Other Information	
1. Steps taken or proposed to be taken for improvement	<p>The Company have been resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads.</p> <p>Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years.</p> <p>The Company will continue to take appropriate measures to deal with the changing Market scenario.</p>

2. 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.
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Except Mr. Devashish Mehta, to whom the resolution relates and Mr. Jatender Kumar Mehta and Mrs. Sakshi Mehta, being relatives of Mr. Devashish Mehta, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

ITEM NO. 8-To consider and approve for the revision of remuneration of Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director of the Company.

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-appointment 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 till 31st December, 2025.**

The Board of Directors, **in the meeting held on 29th July, 2024; on recommendation/approval of Nomination and Remuneration Committee and Audit Committee respectively held on 29th July, 2024,** has accorded to revise the remuneration of Mr. Jatender Kumar Mehta as Vice Chairman cum Managing Director of the Company, for an amount **not exceeding Rs. 3,50,00,000 (Rs. Three Crores Fifty 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 **remaining period till 31st December, 2025,** subject to provisions of the Act and rules made thereunder and approval of Members of the Company **in the Annual General Meeting of the Company to be held for FY 2023-24.**

Therefore, shareholders' approval is being sought for the payment of remuneration of Mr. Jatender Kumar Mehta for the remaining period till **31st December, 2025** as per aforementioned Resolution passed in the Board & Committee Meeting dated **29th July, 2024.** 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 **31st December, 2025.**

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

VII. 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 2023-24	FY 2022-23	FY 2021-22
	Paid up Capital	2138.82	2,138.82	2,138.82
	Other Equity	27619.72	26451.53	28890.71
	Total Income	37294.28	31,561.20	25377.26
	Total Expenses	37246.22	33,402.26	29101.72
	Profit before Tax	48.06	-1,841.06	(3724.46)
	Exceptional Item	2250.26	-	5994.33
	Tax Expenses	1132.57	592.77	(76.60)
Profit after Tax and Exceptional Item	1165.75	-2,433.83	2346.47	
5. Foreign Investments or collaborators, if any	Not Applicable			
VIII. Information about the Appointee				
1. Background details	Mr. Jatender Kumar Mehta is main promoter. He is on the Board of the company since incorporation of the company and under his dynamic leadership; the Company became one of the manufacturing leader in the auto component manufacturing industry. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business.			
2. Past Remuneration	During the financial year 2023-24, Mr. Jatender Kumar Mehta has drawn The Remuneration of Rs. 2, 84, 99,988 /- from the Company.			
3. Job Profile and his suitability	Mr. Mehta has overall responsibility to lead and manage strategic initiatives & operations of the Company subject to superintendence, Control and Direction of Board of Directors. Mr. Mehta has more than 49 years of dynamic experience of the industry in the field of manufacturing auto component. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in expansion, diversification of business.			

4. Remuneration proposed	Please refer explanatory statement of the Notice
5. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Mr. Mehta as Vice Chairman cum Managing Director, focused dedication, his acumen, vast experience, positive attribute, significant contribution made by him, remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry
6. Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, or other Director, if any	<p>As on 31.03.2024, Mr. Mehta is holding 23,12,556 equity shares of the Company.</p> <p>Beside the remuneration and shares, Mr. Mehta does not have any Pecuniary relationship with the Company. Further, he is father of MR. Devashish Mehta, Managing Director and Mrs. Sakshi Kaura, Managing Director of the Company.</p>
IX. Other Information	
1. Steps taken or proposed to be taken for improvement	<p>The Company have been resilient and have taken some transformational steps to effectively deal with current situation. The Company has efficiently worked on reduction of its overall overheads.</p> <p>Basis of its competitive strength, initiatives, strong brand value, large network, delivery expertise, the company believes that it is well poised to drive growth in coming years.</p> <p>The Company will continue to take appropriate measures to deal with the changing Market scenario.</p>
2. 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.

Except Mr. Jatender Kumar Mehta, to whom the resolution relates and Mr. Devashish Mehta and Mrs. Sakshi Mehta, being relatives of Mr. Jatender Kumar Mehta, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 8 of the Notice of the AGM as a special resolution.

ITEM NO. 9- Appointment of Ms. Nadira Chaturvedi (DIN: 10720886) as an Independent Director of the Company.

In terms of Section 161(1) of the Companies Act, 2013, the Board of Directors on the recommendations of Nomination and Remuneration Committee, and subject to the approval of the shareholders of the company in the Annual General Meeting, has appointed **Ms. Nadira Chaturvedi (DIN: 10720886)** aged about 73 years old as an Additional Director of the Company in the category of Independent Director, w.e.f. **29th July, 2024** for a period of 5 (Five) consecutive years, **with effect from 29th July, 2024 to 28th July, 2029..** Further, Ms. Nadira Chaturvedi shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Ms. Nadira Chaturvedi shall hold office up to the date of the ensuing Annual General Meeting or the last date, on which the Annual General Meeting should have been held, whichever is earlier.

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 Ms. Nadira Chaturvedi as a director of the Company in the category of Independent Director. In the opinion of the Board, Ms. Nadira Chaturvedi, 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.

Ms. Nadira Chaturvedi 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 Ms. Nadira Chaturvedi that she meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and her consent to act as a Director. Further, in the opinion of the Board, Ms. Nadira Chaturvedi is a person of integrity and possesses relevant expertise and experience.

Considering Ms. Nadira Chaturvedi's qualification, knowledge and huge experience and she is meeting the criteria of independence, your Board considers her appointment as justified.

Ms. Nadira Chaturvedi is not debarred from holding the office of the Director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Further, the details as required under the Secretarial Standard and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been provided separately at the end of this statement.

Except Ms. Nadira Chaturvedi, 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 the said Item of the Notice of the AGM as a special resolution.

Place: Gurugram
Date : 29th July, 2024

For **Omax Autos Limited**
Sd/-
Mohit Srivastava
(Company Secretary)
Membership No. 28505

Annexure to the Notice

Pursuant to Secretarial Standard 2 and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment/fixation of remuneration/variation of the term of remuneration at the forthcoming Annual General Meeting are provided below:

Name of Directors	Tavinder Singh	Devashish Mehta	Sakshi Kaura	Jatender Kumar Mehta
Designation	Whole Time Director	Managing Director	Managing Director	Vice Chairman cum Managing Director
DIN	01175243	07175812	02094522	00028207
Date of Birth	21 st February, 1962	21 st January, 1991	11 th April, 1980	11th April, 1949
Age	62 years	33 years	44 years	75 years
Qualification	Matriculation	B. Sc in Marketing	BBMS	Bachelor of Engineering
Experience	39 years	More than 11 years	More than 10 years	49 years
Terms and Conditions of appointment/re-appointment	<p>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:</p> <p>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</p> <p>Tenure (As WTD): One year w.e.f. 29th October, 2024</p>	<p>Appointing a Director in place of Mr. Devashish Mehta (DIN: 07175812) who retires by rotation and, being eligible, offers himself for the re-appointment. His terms of appointment as Managing Director cum CFO are as follows:</p> <p>Remuneration: an amount not exceeding from Rs. 85 Lakhs per annum to Rs. 1 Crore per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy</p> <p>Tenure (As MD): Till 18th July, 2026.</p>	<p>Appointing a Director in place of Ms. Sakshi Kaura (DIN: 02094522) who retires by rotation and, being eligible, offers herself for the re-appointment.</p> <p>Remuneration: The overall remuneration of Ms. Sakshi Kaura, Managing Director of the Company being revised from INR Rs 83.61 lacs per annum to Rs 45 lacs per annum within already approved limit not exceeding Rs. 98,00,000/- (Ninety Eight Lacs Only); Provident Fund Contribution, Leave Travel Allowance,</p>	<p>Mr. JK Mehta is proposed to be re-appointed as Vice Chairman cum Managing Director are as follows:</p> <p>Remuneration: an amount not exceeding from Rs. 2.85 Crores to 3.50 crores per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy</p> <p>Tenure (As VCMD): Till 31st December, 2025.</p>

	For part of a year remuneration to be paid proportionately.	For part of a year remuneration to be paid proportionately.	Gratuity and Leave encashment shall be paid as per statutory norms and Company policy Tenure (As MD): Till 31st May 2026. For part of a year remuneration to be paid proportionately.	
Remuneration last drawn	During the financial year 2023-24 Mr. Tavinder Singh has drawn the Remuneration of Rs. 53, 50,000/- from the Company.	During the financial year 2023-24 Mr. Devashish Mehta has drawn the Remuneration of Rs. 71,05,428/- from the Company.	During the financial year 2023-24 Ms. Sakshi Kaura has drawn the Remuneration of Rs. 83,60,880/- from the Company.	During the financial year 2023-24 Mr. Jatender Kumar Mehta has drawn the Remuneration of Rs. 2,84,99,988/- from the Company.
Date of First Appointment on the Board	29 th October, 2015	19 th July, 2018	25 th January, 2013	28 th October, 1983
Brief Resume	Mr. Tavinder Singh has more than 39 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.	A B.Sc in Marketing from Pennsylvania State University, Mr. Devashish Mehta has acquired strong analytical business skills. Mr. Devashish Mehta having an experience of more than 11 years in Auto ancillary industry and has more than 10 years of experience in business management. He has got a very wide and rich experience and understanding of automotive parts/components. Mr. Devashish	Mrs. Sakshi Kaura, is an interior designer by profession, Mrs. Sakshi Kaura has more than 10 years of work experience in the consumer durable business. Mrs. Sakshi Kaura having an experience of more than 3 years in the business segment of Auto ancillary industry and has more than 10 years of experience in business management. She has got a very wide and rich	Mr. Jatender Kumar Mehta is main promoter. He is on the Board of the company since incorporation of the company and under his dynamic leadership; the Company became one of the manufacturing leader in the auto component manufacturing industry. Being a technocrat he has better understanding of automotive parts and devotes his full time for the overall performance of the Company and is instrumental in

		Mehta has vast experience of spearheading the Non-2W Business Segment and also in case of Strategic alignment with difference players in the industry.	experience and understanding of automotive parts/components and devotes her full time for the overall performance of the Company and has been instrumental in expansion, diversification of business.	expansion, diversification of business.
Expertise in Specific Functional Area	Production and material procurement	Vast experience of spearheading the Non-2W Business Segment and also in case of Strategic alignment	Interior designing, business segment of Auto ancillary industry and Business Management.	Mr. Jatender Kumar Mehta has 49 years of experience in the Corporate Sector.
No. of shares held in the Company as on March 31, 2024:(a) Own(b) For other persons on a beneficial basis	(a) Nil (b) Nil	(a) 5,10,000 (b) NIL	(a) Nil (b) Nil	(a) 23,12,556 Equity Shares. (b) Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	None of the directors or KMPs is related to Mr. Tavinder Singh	Son of Mr. Jatender Kumar Mehta-Vice Chairman cum MD of the Company. Brother of Ms. Sakshi Kaura-MD of the Company.	Daughter of Mr. Jatender Kumar Mehta-Vice Chairman cum MD of the Company. Sister of Mr. Devashish Mehta-MD of the Company.	Ms. Sakshi Kaura – Daughter; Mr. Devashish Mehta – Son None of the other directors or KMPs except as stated above are related to Mr. Jatender Kumar Mehta
Number of Meetings of the Board attended during the year 2023-24	4	4	2	3
Directorships of other Boards as on	NIL	5	1	7

March 31, 2024				
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	1-Stakeholders Committee	1-Audit Committee	NIL	1-Stakeholders Committee
Listed entities from which the Director has resigned in the past three years	NA	NA	NA	NA

Pursuant to Secretarial Standard 2 and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment/fixation of remuneration/variation of the term of remuneration at the forthcoming Annual General Meeting are provided below:

BRIEF PROFILE OF MS. NADIRA CHATURVEDI:

S.No.	Particulars	Ms. Nadira Chaturvedi
1.	Reason for change	Appointment of Ms. Nadira Chaturvedi (DIN 10720886) as an Independent Director, subject to the member's approval.
2.	Date of appointment & Term of appointment	For a period of 5 (five) consecutive years commencing from 29/07/2024 .
3.	Brief profile	<p>Born on 3rd September 1950 in Belgaum , she has six sisters and brothers, studied until graduation here and then moved out to Bombay and Ahmedabad. Both parents, father –a businessman and mother- an expert housewife shaped her outlook and personality to do things to your best ability and never give up. She married her classmate Amit Chaturvedi from IIM Ahmedabad and has two children- a son and a daughter both professionally qualified; one an MBA and the M Sc Biomedical. She is blessed with two grandchildren. She lives in Delhi since marriage in 1978. Her husband has been a great supporter and believer in her work and life always.</p> <p>Nadira has retired from a full time Management corporate career spanning 28 years and is presently engaged in Social Work and Teaching. She is a Professor of Business Management Studies at Fostiima Business School, Dwarka, New Delhi, for the past thirteen years. She is also engaged in cancer support as a volunteer for 13 years. However her main focus is on spreading the joy and habit of reading, and education to underprivileged children through the family NGO Aseem's Library.</p> <p>Academic and Professional: B Sc from Belgaum, Karnataka in 1970, she passed her MBA from IIM Ahmedabad in 1975. Ever since then she has managed small and medium sized businesses as a Director, and Entrepreneur, in products ranging from electronics, automobile goods, engineering and plastic goods, fashion garments, retailing, manufacturing and exports. She is an Entrepreneur by nature and also had her own business at one time.</p> <p>After a major illness in 2005, she left a full time corporate career became a Volunteer, attaching herself to cancer patients and their care in Cansupport.</p>

		<p>Then another major personal tragedy in 2011 was the genesis of 'Aseem's Library' run by the family under the aegis of 'Aseem Charitable Education Trust'.</p> <p>Many branches of Aseem's Library cum Creative Learning Centres are present in Orphanages, Rainbasera day-care centres, and Shelter Homes in Delhi, Mehrauli, Okhla, Kashmere gate etc. These ALCLCs cater to neo -literate and deprived children and adults, (about 4000 in 2018-19), providing non formal education and life-skills through reading and creative learning methodology. The library also sponsors education of patients or family members of cancer patients. The library has great impact on drug dependant adolescent in changing their outlook in life.</p>
4.	Disclosure of relationships between directors	Ms. Nadira Chaturvedi is not related to any Director of the Company.