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:

- Management must have the executive freedom to drive the organization forward without undue restraints.
- This freedom of management, however, should be exercised within a framework of effective accountability and transparency.
- Rights, Interests and Equitable Treatment of Shareholders should always be the key focus.
- 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 **March 31, 2026**, there were **9 Directors** on the Board of the Company comprising the following:

- ***Two Managing Directors -Promoters Groups***
- ***One Whole-time Director – Executive, Four Non-Executive Independent Directors***
- ***Two 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.

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 ***02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026***.

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 31st March, 2026 is explained in the following tables:

Name of Director & DIN No.	Designation	Category	No. of meetings held during tenure	No. of Meetings Attended	Last AGM Attended
Jatender Kumar Mehta DIN: 00028207	Vice Chairman & Managing Director	Executive Director	4	4	YES
Devashish Mehta DIN: 07175812	Managing Director	Executive Director	4	4	YES
Tavinder Singh DIN: 01175243	Whole-time Director	Executive Director	4	4	YES

Name of Director & DIN No.	Designation	Category	No. of meetings held during tenure	No. of Meetings Attended	Last AGM Attended
Bharat Kaushal DIN: 01973587	Chairman & Director	Independent Director	4	4	YES
Nipun Khurana DIN: 01045301	Director	Independent Director	4	4	YES
Ram Kumar Chugh DIN: 05166164	Director	Independent Director	4	4	YES
Nadira Chaturvedi DIN: 10720886	Director	Independent Director	4	4	YES
Nikhel Kochhar DIN: 01021382	Director	Non-Executive Director	4	4	NO
Sakshi Kaura DIN: 02094522	Director	Non-Executive Director	4	4	NO

Name of Director	Designation	No. of Directorships and Committee Memberships/ Chairmanship in other Public Companies(excluding Omax Autos Limited)		
		Directorship	Chairmanship	Membership
Jatender Kumar Mehta	Vice Chairman & Managing Director	2 a. Forerunner Capital Investment Limited b. Kay Jay Forgings Limited	-	-
Devashish Mehta	Managing Director	2 a. Forerunner Capital Investment Limited b. Automax Constructions Limited	-	-
Tavinder Singh	Whole-time Director	-	-	-
Bharat Kaushal	Chairman & Independent Director	1- Hitachi MGRM Net Limited	-	-
Nipun Khurana	Director	-	-	-
Ram Kumar Chugh	Director	1- Kanohar Electricals Limited	-	-
Nadira Chaturvedi	Director	-	-	-
Nikhel Kochhar	Director	-	-	-
Sakshi Kaura	Director	-	-	-

c) Changes to Board during the period under review:

1. Mr. Jatender Kumar Mehta was re-appointed, by the shareholders in their AGM held on August 29, 2025, as a Managing Director designated as Vice Chairman and Managing Director of the Company for a further period of Five (5) years, w.e.f. January 01, 2026.
2. Mr. Devashish Mehta was re-appointed, by the shareholders in their AGM held on August 29, 2025, as a Managing Director of the Company for a further period of Five (5) years, w.e.f. July 19, 2026.
3. Mr. Tavinder Singh was re-appointed, by the shareholders in their AGM held on August 29, 2025, as a Whole-time Director of the Company for a further period of one (1) years, w.e.f. October 29, 2025.
4. Mr. Ram Kumar Chugh was re-appointed by the shareholders in their AGM held on August 29, 2025, as Independent Director of the Company for a further second term of five (5) years, w.e.f. August 14, 2026.

5. Ms. Sakshi Kaura stepdown/resigned from the position of Managing Director w.e.f July 07, 2025 and continued to be associated with Company as Non-Executive Director.

d) **Names of the Other Listed Companies wherein the Directors of the Company are Directors as on 31st March, 2026:**

S. No.	Name of the Director	Names of other Listed Companies Where he/she is Director	Category of Directorship
1	Bharat Kaushal	NA	NA
2	Nikhel Kochhar	NA	NA
3	Jatender Kumar Mehta	NA	NA
4	Sakshi Kaura	NA	NA
5	Devashish Mehta	NA	NA
6	Tavinder Singh	NA	NA
7	Nipun Khurana	NA	NA
8	Ram Kumar Chugh	Kanohar Electricals Limited	NA
9	Nadira Chaturvedi	NA	NA

e) 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, 2025 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.

f) **Board Independence**

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

g) Disclosure of relationships between directors inter-se:

1. Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director is the father of Mr. Devashish Mehta, Managing Director and Ms. Sakshi Kaura, Non-Executive Director.
2. Expect the above none of the other Directors are related to any other Director on the Board.

h) Number of shares and convertible instruments held by non-executive directors

3000 shares held by Mr. Nipun Khurana. No other non-executive holds any **share or convertible instruments of the Company.**

i) 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	Jatender Kumar Mehta	Devashish Mehta	Sakshi Kaura	Tavinder Singh	Bharat Kaushal	Nadira Chaturvedi	Ram Kumar Chugh	Nipun Khurana	Nikhel Kochhar
Business Environment Knowledge 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.	√	√	√	√	√	√	√	√	√
Internal operation & management of manufacturing Company 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	√	√	√	√	√	√	√	√	√

Skill and its description	Jatender Kumar Mehta	Devashish Mehta	Sakshi Kaura	Tavinder Singh	Bharat Kaushal	Nadira Chaturvedi	Ram Kumar Chugh	Nipun Khurana	Nikhel Kochhar
issues, Finance and accounting functions.									
Customer Relationship/ Supply Chain management Adequate experience in working in, or associated with, a manufacturing entity auto industry/railway business or has experience in similar industries.	√	√	√	√	√		√	√	√
Knowledge of Technological advancement 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.	√	√			√		√		
Strategy/ Business Leadership 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	√	√	√	√	√	√	√	√	√

Skill and its description	Jatender Kumar Mehta	Devashish Mehta	Sakshi Kaura	Tavinder Singh	Bharat Kaushal	Nadira Chaturvedi	Ram Kumar Chugh	Nipun Khurana	Nikhel Kochhar
plans, risk management, financial reporting, corporate governance etc.									
Finance/ Accounts knowledge 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.	√	√	√		√		√	√	√
Social Connect and responsibility of Organization 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.	√	√	√	√	√	√	√	√	√

Skill and its description	Jatender Kumar Mehta	Devashish Mehta	Sakshi Kaura	Tavinder Singh	Bharat Kaushal	Nadira Chaturvedi	Ram Kumar Chugh	Nipun Khurana	Nikhel Kochhar
Corporate Governance and Board procedures 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 31st March, 2026 all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. The Committees of the Board are:-

- *Audit Committee*
- *Nomination and Remuneration committee*
- *Stakeholders Relationship Committee*
- *Banking & Finance Committee*
- *Corporate Social Responsibility*

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 March 31, 2026, 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 March 31, 2026:

Member's Name	Category	Designation
Nipun Khurana	Non-Executive Independent Director	Chairperson
Ram Kumar Chugh	Non-Executive Independent Director	Member
Devashish Mehta	Managing 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)
Devashish Mehta	02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026	4
Ram Kumar Chugh	02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026	4
Nipun Khurana	02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026	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 March 31, 2026 is as under:

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

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 (1 Meeting held)
Ram Kumar Chugh	24/07/2025	1
Nipun Khurana	24/07/2025	1
Bharat Kaushal	24/07/2025	Nil

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

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 31st March 2026:

Member's Name	Category	Designation
Ram Kumar Chugh	Non-Executive Independent Director	Chairperson
Nipun Khurana	Non-Executive Independent Director	Member
Jatender Kumar Mehta	Managing Director	Member
Tavinder Singh	Whole Time 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)
Jatender Kumar Mehta	02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026	4
Tavinder Singh	02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026	4
Ram Kumar Chugh	02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026	4
Nipun Khurana	02/05/2025, 24/07/2025, 30/10/2025 and 27/01/2026	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 & Compliance Officer
Omax Autos Limited, Plot No. B-26, Institutional Area,
Sector 32, Gurugram, Haryana-122001
Phone: +91-124-4343000
Email: cs@omaxauto.com

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 2025-26 following no of Complaints were addressed and disposed off:

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

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 provisions of 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 31st March 2026:

Member's Name	Category	Designation
Devashish Mehta	Managing Director	Chairperson
Tavinder Singh	Whole Time Director	Member
Nipun Khurana	Non-Executive Independent Director	Member
Sanjeev Kumar	Chief Financial Officer	Member

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

Member's Name	Date of Meeting	No. of Meetings Attended (12 Meetings held)
Devashish Mehta	21/04/2025, 30/06/2025, 07/07/2025, 20/08/2025, 25/09/2025, 01/10/2025, 27/10/2025, 25/11/2025, 05/02/2026, 09/02/2026, 24/02/2026, 17/03/2026	12
Tavinder Singh	21/04/2025, 30/06/2025, 07/07/2025, 20/08/2025, 25/09/2025, 01/10/2025, 27/10/2025, 25/11/2025, 05/02/2026, 09/02/2026, 24/02/2026, 17/03/2026	12
Nipun Khurana	21/04/2025, 30/06/2025, 07/07/2025, 20/08/2025, 25/09/2025, 01/10/2025, 27/10/2025, 25/11/2025, 05/02/2026, 09/02/2026, 24/02/2026, 17/03/2026	12
Sanjeev Kumar	21/04/2025, 30/06/2025, 07/07/2025, 20/08/2025, 25/09/2025, 01/10/2025, 27/10/2025, 25/11/2025, 05/02/2026, 09/02/2026, 24/02/2026, 17/03/2026	12

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee ('CSR Committee') of the Company had been constituted and functions in accordance with provisions of Section 135 and schedule VII of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014. The Company Secretary is acting as the Secretary to the CSR Committee.

- During the year under review, CSR Committee was constituted by the Board of Directors at their Meeting held on 27/01/2026.

The composition of CSR Committee as on 31st March 2026:

Member's Name	Category	Designation
Devashish Mehta	Managing Director	Chairperson
Nipun Khurana	Non-Executive Independent Director	Member
Tavinder Singh	Whole Time Director	Member

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

a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;

b) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;

c) To monitor the CSR policy of the Company from time to time.

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 OF DIRECTORS

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.

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

S. No.	Name of Employee	Designation	Join Date	Exit Date
1	Sanjeev Kumar	Chief Financial Officer	01-02-2023	-
2	Sudesh Kumar Sharma	General Manager	18-12-1996	-
3	Sandhya Katyal	Dy. General Manager	02-11-2023	-
4	Kannu Sharma	Company Secretary	24-07-2025	-

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. 20,000/- 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 2025-26 are as follows:

S. No.	Name of Director	Sitting Fees	Salary including perquisites/Statutory funds	Total (Rs.)
1	Devashish Mehta	0	84,49,000	**84,49,000**
2	Jatender Kumar Mehta	0	3,39,83,000	**3,39,83,000**
3	Tavinder Singh	0	59,42,000	**59,42,000**
4	Sakshi Kaura	60,000	7,42,000	**8,02,000**
5	Nipun Khurana	1,25,000	0	**1,25,000**
6	Bharat Kaushal	80,000	0	**80,000**
7	Ram Kumar Chugh	1,25,000	0	**1,25,000**
8	Nikhel Kochhar	80,000	0	**80,000**
9	Nadira Chaturvedi	80,000	0	**80,000**
	Total	**5,50,000**	**4,91,16,000**	**4,96,66,000**

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
2024-25	29th August, 2025	11:00 AM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Yes
2023-24	29th August, 2024	11:00 AM	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Yes
2022-23	24th August, 2023	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 2025-26.

Resolution Passed Through Postal Ballot Process

No postal ballot for any ordinary resolution / special resolution was conducted during the financial year 2025-26. Further, no special resolution is proposed to be conducted through postal ballot as on the date of this report.

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 Newspaper
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) 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 does not issue any press releases. However, all official communications and disclosures made by the Company are submitted to the Stock Exchange(s) and are also uploaded on the Company's website at www.omaxauto.com for the information of stakeholders.

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

43RD ANNUAL GENERAL MEETING:

Day & Date	**Saturday, 29th August, 2026**
Time	11:00 AM
Venue	In compliance with the provisions of the Act and the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
Financial year	1st April, 2025 to 31st March, 2026
Record Date for Dividend	**Friday, 21st August, 2026.**
Dividend Payment Date	The Final Dividend for the financial year 2025-26 if approved by the Members in ensuing AGM, will be credited before September 29, 2026.

Listing on Stock Exchanges

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

Name of Stock Exchanges	SCRIP Code/ SYMBOL	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	OMAXAUTO	

Listing Fees

The Annual Listing Fees for the Financial Year **2026-27** 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 the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends / shares to IEPF Authority.

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 MUFG 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.

Unpaid dividend for financial year	Type of Dividend	Unpaid dividend as on 31st March 2026 (Rs.)	Due date of transfer
2023-24	Interim	1,69,280	01/05/2031
	Final	1,56,274	28/08/2031
2024-25	Final	3,19,281.5	28/08/2032

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@in.mpws.mufg.com

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 31st MARCH, 2026

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	13161	85.7059	1310551	6.1274
2	501	to	1000	1158	7.541	879977	4.1143
3	1001	to	2000	514	3.3472	764560	3.5747
4	2001	to	3000	170	1.1071	436147	2.0392
5	3001	to	4000	69	0.4493	247548	1.1574
6	4001	to	5000	79	0.5145	368811	1.7244
7	5001	to	10000	108	0.7033	790018	3.6937
8	10001	to	**********	97	0.6317	16590601	77.5689
			Total	**13995**	**100**	**21388213**	**100**

SHAREHOLDING PATTERN AS ON 31st MARCH, 2026

S. No.	Category	No. of Shares	% of shareholding
1	**Promoters' Holding**		
	(a) Individuals/HUF	68,39,903	31.98
	(b) Bodies Corporate	48,93,629	22.88
2	**Non Promoters' Holding**		
	(a) Mutual Funds and UTI	0	0.00
	(b) Banks, FIs, Insurance Companies	0	0.00
	(c) Foreign Portfolio Investors Category II	77,746	0.36
	(d) Investor Education and Protection Fund (IEPF)	2,49,936	1.17
	(e) Private Bodies Corporate	5,55,056	2.60
	(f) Indian Public		
	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	47,94,507	22.42
	ii. Individual shareholders holding nominal share capital in excess of Rs 2 lakh	33,45,761	15.64

S. No.	Category	No. of Shares	% of shareholding
	(g) Non-Resident Indians	1,67,849	0.78
	(h) Others	4,63,826	2.16
	Total	**2,13,88,213**	**100.00**

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 31st March, 2026 are given hereunder:

Particulars	Number of Shares	Percentage
No. of shares in dematerialized form	2,12,41,715	99.32
No. of shares in Physical form	1,46,498	0.68
Total	**2,13,88,213**	**100.00**

12. SHARES IN THE SUSPENSE ACCOUNT

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

a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil

b. Number of shareholders who approached the Company for transfer of shares from suspense account during the year: Nil

c. Number of shareholders to whom shares were transferred from suspense account during the year: Nil

d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil

e. 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.

14. SUSPENSION OF SECURITIES

The securities of the Company are not suspended from trading.

15. PLANT LOCATIONS:

Registered office & Corporate Office: **Address: Plot No. B-26,** **Institutional Area, Sector-32, Gurgaon (Haryana)-122001 Phone No: +91-124- 4343000** **E-mail: info@omaxauto.com**	**Long Member Plant (LM Plant)** **Omax Autos Limited** **48th K.M. Stone, N. H. 30, (Lucknow – Raebareli), Village Malhipur, Bachhrawan, Tehsil-Maharjganj, Raebareli Uttar Pradesh, 229301**
Lucknow Plant **Omax Autos Limited** **Tata Motors Vender Park Chinhat Industrial area Deva Road, Lucknow, (UP)- 226019**	**New Railway** **Omax Autos Limited** **54th K. M. Stone, N.H. 30, (Lucknow – Raebareli), Village Kandawan, Bachhrawan, Tehsil-Maharjganj, Raebareli, Uttar Pradesh, 229301**

16. 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: info@omaxauto.com
Website: www.omaxauto.com

17. CREDIT RATING

During the year, there were no changes in credit ratings. Details of Credit Rating issued by Infomerics 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.

18. 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 **31st March, 2026.**

19. 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.

20. 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: 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 31st March, 2026 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 in Lakhs
Services as Statutory Auditors	5.50
Tax Audit	0.95
Limited Review	3.10
Other matters, if any	1.15
Reimbursement of Out-of-pocket expenses	1.77
Total	**12.47**

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.

21. 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.

22. DISCRETIONERY REQUIREMENTS

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

23. 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.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES INFORMATION DISCLOSED UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF THESE REGULATIONS.

During the Financial Year under review, there were no agreements entered into by the Company which are required to be disclosed pursuant to Clause 5A of Paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, no disclosure is required to be made in this regard.

For Omax Autos Limited
Sd/-

Place: Gurugram
Date: July 24, 2026

Devashish Mehta
Managing Director
DIN- 07175812

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

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

THE BOARD OF DIRECTORS

OMAX AUTOS LIMITED

I, Sanjeev Kumar, 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 **31st March, 2026**, 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/-

Place: Gurugram
Date: May 02, 2026

Sanjeev Kumar
Chief Financial Officer

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. It is hereby affirmed that during the financial year **2025-26**, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given a confirmation in this regard.

For Omax Autos Limited
Sd/-

Place: Gurugram
Date: 24th July, 2026

Devashish Mehta
Managing Director
DIN- 07175812

CERTIFICATE ON CORPORATE GOVERNANCE

To

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 31st March 2026, 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

Sd/-
Suchitta Koley
Partner FCS 1647; CP No.: 714
UDIN: F001647H000270190

Place: Noida
Date: 04th May, 2026