Registered & Corporate Office: Plot No. B-26, Institutional Area,
Sector - 32, Gurugram - 122001, Haryana (INDIA)
Phone: +91 124 4343000, Fax: +91 124 2580016
E: info@omaxauto.com, W: www.omaxauto.com
CIN : L30103HR1983PLC026142

OMAX AUTOS LIMITED

Date: 23rd May, 2025

The Manager – Listing
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

NSE Code: OMAXAUTO

The Manager- Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

BSE Code: 520021

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2025

Dear Sir/ Madam,

In compliance with the Regulation 24A of SEBI (LODR) regulations, 2015 read with the SEBI circulars, please find enclosed herewith the Annual Secretarial Compliance Report, issued by DR Associates, Practicing Company Secretaries, for the Financial Year ended 31st March, 2025.

This is for your information and records.

Thanking you.
Yours sincerely,
For **OMAX AUTOS LIMITED**

OMAX AUTOS LIMITED

Authorised Signatory
Encl: A/a

DR ASSOCIATES
Company Secretaries

Unit No. 212, Tower- C, Bhutani Cyber Park,
Plot No. C-28-29, Sector- 62, Noida– 201301
Tel:- 91-120- 4462384
E-mail: deepak@drassociates.org
Website: www.drassociates.org
Peer Review Certificate No.: 6160/2024

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

We, DR Associates, Company Secretaries have examined:

(a) all the documents and records made available to us and explanation provided by the Omax Autos Limited - (hereinafter referred as "Company"),

(b) the filings/ submissions made by the Company to the stock exchanges,

(c) website of the Company,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

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

(a) the Securities and Exchange Board of India Act, 1992 **("SEBI Act")** and the Regulations, circulars, guidelines issued thereunder; and

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

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

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 **(SEBI LODR)**;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***Not Applicable to the Company during the financial year under review.***

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **("SAST Regulations")**;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***Not Applicable to the Company during the financial year under review.***

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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; ***Not Applicable to the Company during the financial year under review.***

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; ***Not Applicable to the Company during the financial year under review.***

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder ***("PIT Regulations");***

(h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006 regarding the Companies Act and dealing with client to the extent of securities issued;

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 to the extent applicable.

(l) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [Not applicable during the Audit Period]
and circulars/guidelines issued thereunder;

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

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

(b) The Company has taken the following actions to comply with the observations made in previous reports specified in Annexure B

DR ASSOCIATES NEW DELHI COMPANY SECRETARIES

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Company Secretaries

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	
3.	**Maintenance and disclosures on Website:** • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	

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4.	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	
5.	**Details related to Subsidiaries of Company have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	Company doesn't have any Subsidiary Company.
6.	**Preservation of Documents:** The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	**Performance Evaluation:** The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the during the financial year as prescribed in SEBI Regulations.	Yes	
8.	**Related Party Transactions:** (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes Yes	

ASSOCIATES DR NEW DELHI COMPANY SECRETARIES

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9.	**Disclosure of events or information:** The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	**Prohibition of Insider Trading:** The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	No Action taken	No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBIor by Stock Exchanges
12	**Resignation of statutory auditors from the Company or its material subsidiaries**: In case of resignation of statutory auditor from the Company or any of its material subsidiaries during the financial year, the Company and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Company.	NA	There is no Resignation of statutory auditors from the Company.
13.	**Additional Non-compliances, if any:** No additional non-compliances observed for any SEBI regulation/circular/guidance note	Yes	

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	etc. except as reported above.		

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

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

DR ASSOCIATES NEW DELHI COMPANY SECRETARIES

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

Place: Noida
Date: 1st May, 2025

Annexure A

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

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

						the date of the intimation and date of the meeting.			Company shall be more careful in future	

Annexure B

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation /Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Intimation in regard to regularization/ appointment of Mr. Tavinder Singh as Director from AGM (director retiring by rotation) was not done. b. Intimation regarding re-appointment of Cost and Secretarial Auditors were not	31st March, 2024	Regulation 30 Of SEBI (LODR) Read with SEBI Circular CIR/CFD/CMD/ 4/2015 dated Sep 09, 2015 and Schedule III Part A Para A(7) of SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/	Few changes in the Directorship/ Auditor appointment were not intimated	Clarification	The management informed that the Company has duly filed the intimation for appointment of Mr. Tavinder Singh as Whole time Director and there is no requirement to file specific intimation for regularization of Mr. Tavinder Singh. The management informed that under Regulation 30, the intimation is required for appointment/ resignation of Auditors and the same is

	done. It is advised to intimate the Stock Exchange in case of any kind of apt/re-apt of auditors of the Company.		123 dated July 13, 2023			applicable only for Statutory Auditors.
2.	Outcome of board meeting with only financial results as agenda item to be filed only under Quick Results module in NSE NEAPS and in BSE choosing category/sub category as Result. It is advised to submit the compliance choosing the correct head only	31st March, 2024	Pursuant to the Regulation 30 of SEBI (LODR), read with SEBI Circular CIR/CFD/CMD/4/2015 dated Sep 09, 2015, and Schedule III Part A Para A (4) of SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the outcome of the Board Meeting should have been submitted within 30 minutes of the closure of the Board Meeting. In reference to NSE emails, Outcome of board meeting with only financial results	Compliance to be submitted choosing the correct head i.e. quick results/financial results only.	Clarification	The management informed that the Company has given all the intimations, however, few intimations are inadvertently filed under incorrect head.

DR ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

			as agenda item - To be filed only under Quick Results module in NEAPS			
3.	The Company has submitted the copy of the only English Newspaper publication to the Stock Exchange	31st March, 2024	Regulation 47 (1)(d) read with sub-section (3) & (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Submission of the copy of Hindi newspaper publication regarding the notices sent to Shareholders for 40th AGM after completion of dispatch of Annual Report was not submitted to Stock Exchange	-	The management informed that the Company has duly taken note of the same and will take care in future,
4.	There is a delay in the submission of the AGM proceedings with the Stock Exchange. The Company have received an email dated 06.04.2024 from BSE explaining the reasons of such delay and to provide the summary of the proceedings and	31st March, 2024	Regulation 30 of SEBI (LODR) read with Schedule III Part A Para A (13) of SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023	Proceedings of Annual General Meeting was submitted late beyond 12 hours of the closure of meeting. AGM held on 24.08.2023 concluded at 12 pm and Stock Exchange was intimated on 25.08.2023 at 11:17	-	The management informed that the Company had already received the query from BSE dated 06.04.2023; as per which Revised Proceeding was submitted dated 11.04.2024 along with the reason of delay.

DR ASSOCIATES * COMPANY SECRETARIES * NEW DELHI

	resolution passed; the company thereafter, had responded to the query raised and did the revised filing on 11.04.2024			a.m. to BSE and NSE at 11:23 a.m.		
5.	Due to the completion of tenure of two independent directors, the composition of Audit Committee was incorrect between 01/01/2023 till 14/02/2023. It was a miss and this happened due to the fractional round off and the said facts were placed before the board of Directors. NSE vide notice dated 22.05.2023, fined the Company of INR 90,000 for the violation of Regulation 18(1) of SEBI LODR.	31st March, 2024	Regulation 18 (1) of SEBI LODR	Regulation 18(1) of SEBI LODR states at least two third of the members of Audit Committee should be Independent Directors. Due to the completion of tenure of two independent directors of the company, the composition of Audit Committee was left incorrect between 01/01/2023 till 14/02/2023	Fine	The management informed that the Company has already paid the fine.

6.	Due to the completion of tenure of Mrs. Novel L Lavasa, Non-Executive Director effective from 28.10.2023, the composition of Board (Executive and Non-Executive Directors) went incorrect since half of the Board is Not Non-Executive of the board composition. NSE had fined the Company of INR 3,77,000 for the violation of Regulation 17(1) of SEBI LODR.	31st March, 2024	Regulation 17(1) of SEBI LODR	Regulation 17(1)(a) of SEBI LODR states that board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors; Due to the completion of tenure of Mrs. Novel S Lavasa, Non-Executive Director effective 28.10.2023, composition of Board Executive and Non-Executive went incorrect.	Fine	The management informed that the Company has duly taken note of the same and will take care in future. Further, the Company has applied for waiving off application dated 28.02.2024.
7.	There has been a delay in filing the results of the Postal Ballot i.e. on or before	31st March, 2024	Regulation 30 read with Regulation 44 of the SEBI LODR and SEBI Circulars.	Delay in announcing the results of the Postal Ballot on or before 5:00 p.m. on	-	The management informed that the Company has submitted the Voting Results of the Postal Ballot through XBRL mode on

	5:00 p.m. on Saturday, 06.04.2024 as stated by the Company in the signed and issued Notice of Postal Ballot.			Saturday, 06.04.2024 as stated in the signed and issued Notice of Postal Ballot.		06.04.2024 and also submitted the PDF format to the Exchange on 08.04.2024 which was within 2 working days from the receipt of Scrutinizer's Report.

DR ASSOCIATES * COMPANY SECRETARIES * NEW DELHI