

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF OMAX AUTOS LIMITED AT BOARD MEETING HELD ON 26<sup>TH</sup> JULY, 2023, SCHEDULED AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. B 26, INSTITUTIONAL AREA, SECTOR-32, GURGAON-122001 AND THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM")**

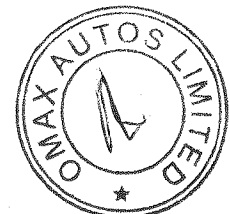
**1. TO CONSIDER, APPROVE & RECOMMEND REMUNERATION OF MR. JATENDER KUMAR MEHTRA AS VICE CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY (W.E.F. 01ST JANUARY, 2024 TILL 31ST DECEMBER, 2025)**

**"RESOLVED THAT** in accordance with the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mr. Jatender Kumar Mehta (DIN: 00028207), Vice Chairman cum Managing Director of the Company, for an amount not exceeding Rs. 2,85,00,000 (Two Crore Eighty Five Lacs Only) per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 1st January, 2024 to 31st December, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company.

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

**RESOLVED FURTHER THAT** in the event of no profits or its profits are inadequate in a particular financial year, Mr. Jatender Kumar Mehta, shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum



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CIN: L30103HR1983PLC026142

OMAX AUTOS LIMITED

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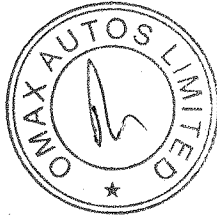
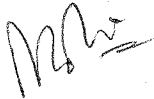
remuneration and as per Contract of Service subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority (ies), if required.

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

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

**CERTIFIED TRUE COPY**

**For Omax Autos Limited**



**Mohit Srivastava**

**(Company Secretary cum Compliance Officer)**

**Membership No: A 28505**

**Address: D-5, 2nd Floor, Ekta Apartment, Adj.MD High School, Behind Cyber Park,  
Jharsa, Sector-39, Gurugram-122001, Haryana**

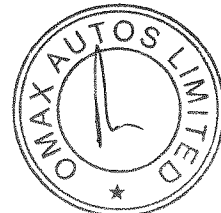
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**2. TO CONSIDER, APPROVE & RECOMMEND REMUNERATION OF MR. DEVASHISH MEHTA AS MANAGING DIRECTOR OF THE COMPANY (W.E.F. 19TH JULY, 2024 TILL 18TH JULY, 2026)**

**"RESOLVED THAT** in accordance with the provisions of Sections 188, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and in accordance with the Nomination and Remuneration Policy and the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for payment of the remuneration to Mr. Devashish Mehta (DIN: 07175812), Managing Director of the Company, for an amount not exceeding Rs. 85,00,000 (Eighty Five Lacs Only) per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period from 19th July, 2024 to 18th July, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and is hereby authorized to fix the remuneration (including monthly salary structure, perquisites, allowance, other benefits, etc.) within overall limit of remuneration as approved by the members of the Company.

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



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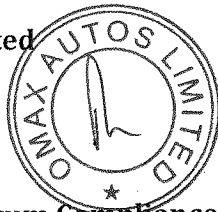
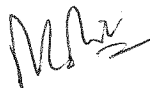
**RESOLVED FURTHER THAT** in the event of no profits or its profits are inadequate in a particular financial year, Mr. Devashish Mehta, shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum remuneration and as per Contract of Service subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority (ies), if required.

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

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

**CERTIFIED TRUE COPY**

For Omax Autos Limited



**Mohit Srivastava**

**(Company Secretary cum Compliance Officer)**

**Membership No: A 28505**

**Address: D-5, 2nd Floor, Ekta Apartment, Adj.MD High School, Behind Cyber Park,  
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**3. TO CONSIDER, APPROVE & RECOMMEND REMUNERATION OF MRS. SAKSHI KAURA AS IT.MANAGING DIRECTOR OF THE COMPANY (W.E.F. 01<sup>ST</sup> JUNE, 2024 TILL 31<sup>ST</sup> MAY, 2026)**

"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"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time 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, and subject to the approval of the shareholders through Special Resolution, remuneration of Mrs. Sakshi Kaura, Joint Managing Director, for an amount not exceeding of Rs. 98,00,000 (Ninety Eight Lacs Only) per annum; Provident Fund Contribution, Leave Travel Allowance, Gratuity and Leave encashment shall be paid as per statutory norms and Company policy for the period, be and is hereby approved and recommended, as per the statement of remuneration, for the period of 2 years from 01<sup>st</sup> June 2024 to 31<sup>st</sup> May, 2026.

RESOLVED FURTHER THAT for the calculation of overall limit of the salary including perquisites, the Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961 and amount Gratuity payable shall not exceed half a month's salary for each completed year of service.

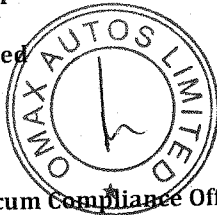
RESOLVED FURTHER THAT in the event of no profits or its profits are inadequate in a particular financial year, Mrs. Sakshi Kuara, shall be paid a remuneration (including any variation thereof) as specified in the resolution above as minimum remuneration and as per Contract of Service subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority (ies), if required."

CERTIFIED TRUE COPY

For Omax Autos Limited



Mohit Srivastava  
(Company Secretary cum Compliance Officer)  
Membership No: A 28505  
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**4. TO CONSIDER AND RECOMMEND RE-APPOINTMENT OF MR. TAVINDER SINGH AS WHOLE TIME DIRECTOR OF THE COMPANY W.E.F. 28<sup>TH</sup> OCTOBER, 2023**

"RESOLVED THAT, in accordance with the provisions of Sections 178, 190, 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, and subject to the approval of the Board of Directors and the shareholders of the Company, through Special Resolution, consent of the Nomination and Remuneration Committee of the Company 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 28<sup>th</sup> October, 2023, as Whole Time Director of the Company for a Term of 1 Year consecutive year commencing from 29<sup>th</sup> October, 2023, at a remuneration not exceeding of Rs. 75,00,000 p.a. and with such terms and conditions of his re-appointment.


**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 29<sup>th</sup> October, 2023.

**RESOLVED FURTHER THAT** for the calculation of overall limit of the salary including perquisites, the Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961 and amount Gratuity payable shall not exceed half a month's salary for each completed year of service.

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For Omax Autos Limited

  
Mohit Srivastava  
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**5. TO CONSIDER AND APPROVE THE APPOINTMENT AND REMUNERATION OF COST AUDITORS OF THE COMPANY FOR FINANCIAL YEAR 2023-24**

"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), appointment of M/s. JSN & Co., Cost Accountants, (Firm Registration No. 000455), be and is hereby recommended to be appointed as the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2024, on a remuneration of an amount not exceeding Rs. 1.2 Lacs as may be negotiated with them, for their audit service; any out of pocket expenses and applicable taxes shall be charged and paid extra."

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**For Omax Autos Limited**



**Mohit Srivastava**  
**(Company Secretary cum Compliance Officer)**  
**Membership No: A 28505**



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**6. TO CONSIDER AND GIVE RECOMMENDATION FOR APPOINTMENT, REMUNERATION AND TERMS OF APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY FOR FINANCIAL YEAR 2023-24**

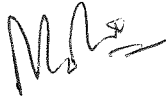
"RESOLVED THAT on the recommendation of the Audit Committee and on the approval of the Board of Directors, M/s. MNK Associates & LLP, Company Secretaries, be and is hereby appointed as the Secretarial Auditor of the Company to conduct the secretarial audit for the financial year 2023-24.

RESOLVED FURTHER THAT on the recommendation of the Audit Committee, the consent of the Board be and is hereby accorded to pay a remuneration of an amount not exceeding Rs. 7,00,000/- (Rupees Seven Lakh) (Exclusive of GST as applicable) to M/s. MNK Associates & LLP, Company Secretaries, for the financial year 2023-24.

RESOLVED FURTHER THAT Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director, Mr. Devashish Mehta, Managing Director & CFO, Mrs. Sakshi Kaura, Joint Managing Director and the Company Secretary of the Company, be and are hereby jointly and severally authorised to do all such acts, things and deeds, including signing and filing of any E-form with the Registrar of Companies, as may be necessary to give effect the above resolution."

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For Omax Autos Limited



**Mohit Srivastava**  
(Company Secretary cum Compliance Officer)

Membership No: A 28505

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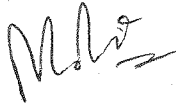
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**7. TO CONSIDER AND APPROVE THE BOARDS' REPORT FOR THE YEAR 2022-23,**

"RESOLVED THAT pursuant to Section 134 of the Companies Act, 2013, the draft Boards' Report for the financial year ended 31<sup>st</sup> March, 2023, as placed before the Board, be and is hereby approved and that the same be signed by Mr. Jatender Kumar Mehta, Vice Chairman cum Managing Director/ Mr. Devashish Mehta-Managing Director and Mr. Tavinder Singh, Whole-time Director of the Company."

**CERTIFIED TRUE COPY**

**For Omax Autos Limited**



**Mohit Srivastava  
(Company Secretary cum Compliance Officer)**

**Membership No: A 28505**

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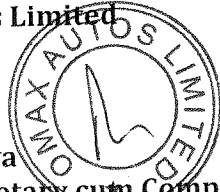
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**8. TO APPOINT A DIRECTOR IN PLACE OF MR. TAVINDER SINGH (DIN: 01175243) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

"RESOLVED THAT the re-appointment of Mr. Tavinder Singh (DIN: 01175243), directors of the Company, liable to retire by rotation at the ensuing Annual General Meeting, be and is hereby recommended to the Board of the Company for their approval."

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For Omax Autos Limited



**Mohit Srivastava**  
**(Company Secretary cum Compliance Officer)**  
**Membership No: A 28505**

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**9. TO CONSIDER AND APPROVE FOR THE NOTICE OF 40TH ANNUAL GENERAL MEETING FOR FY 2022-23.**

"RESOLVED THAT the 40<sup>th</sup> Annual General Meeting of the Company be convened on Thursday, 24<sup>th</sup> August, 2023 at by video conferencing/Other Audio Visual Means (OAVM).

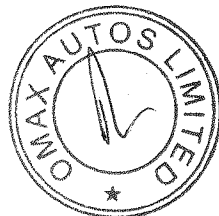
RESOLVED FURTHER THAT the Draft Notice of the Annual General Meeting as placed before the Board be and is hereby approved and Mr. Mohit Srivastava, Company Secretary of the Company is authorized to sign and issue the Notice of the Meeting to all persons entitled to receive notice under section 101 of the Companies Act, 2013 and to do all such other acts, deeds and things in this regard.

"RESOLVED THAT in terms of Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company be remain closed from **Friday, 18th August, 2023 to Thursday, 24th August, 2023** (both days inclusive) for the purpose of Annual General Meeting of the Company.

RESOLVED FURTHER THAT Mr. Jatender Kumar Mehta, Vice Chairman Cum Managing Director, Mr. Devashish Mehta-Managing Director and Mr. Mohit Srivastava, Company Secretary of the Company be and are hereby jointly and severally authorized to inform the Stock Exchanges, to publish the notice of book closure/AGM in Newspapers and to take all other necessary steps in this connection."

RESOLVED FURTHER THAT pursuant to Section 108 of the Companies Act, 2013 read with read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Board be and is hereby accorded to provide e-voting facility to its shareholders, in respect of the proposed resolutions to be transacted at the ensuing Annual General Meeting.

RESOLVED FURTHER THAT pursuant to Section 108 of the Companies Act, 2013 read with read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), Md' Nazim Khan, Senior Partner, or failing him Mrs. Priyanka Gupta, Partner of M/s. MNK Associates & LLP, Company Secretaries, who has given his consent to act as scrutinizer, be and is hereby appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



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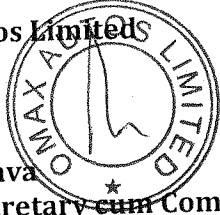
**OMAX AUTOS LIMITED**

**RESOLVED FURTHER THAT** the Scrutinizer shall scrutinize the e-voting process in a fair and transparent manner in terms of, and in compliance with, Rule 20 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** Company Secretary of the Company be and is hereby authorized to do all such acts, things and deeds as necessary to give effect the above resolutions."

**CERTIFIED TRUE COPY**

For Omax Autos Limited



**Mohit Srivastava**  
(Company Secretary cum Compliance Officer)

Membership No: A 28505

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**10. TO CONSIDER THE TRANSFER OF UNCLAIMED/UNPAID DIVIDEND (2015-16) INTO IEPF ACCOUNT**

"RESOLVED THAT pursuant to the provisions of the Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, for the time being in force [including any statutory modification(s) or re-enactment(s) thereof], Mr. Tavinder Singh, Whole-time Director, Mr. Devashish Mehta, Chief Financial Officer and Mr. Mohit Srivastava, Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, things and to take all the steps as may be necessary for transfer of Unclaimed/Unpaid dividend amount for financial year 2015-16 and such shares in respect of which, dividend has not been paid or claimed for seven consecutive years or more, in the name of Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013.

RESOLVED FURTHER THAT above authorised persons are further authorised to inform the depository of concerned shareholders along with the RTA of the Company, where such shares are in Demat form, for transfer of such shares in favour of IEPF.

RESOLVED FURTHER THAT above authorized persons/concerned RTA of the Company-Link Intime India Pvt Ltd are further severally authorized to make an application, on behalf of the concerned shareholders, to the Company, for issuance of duplicate share certificates; for the purpose of transfer of shares to IEPF; to convert the duplicate share certificates into Demat form and; to do all the necessary steps for effecting the transfer of such shares in favour of IEPF.

RESOLVED FURTHER THAT Mr. Jatender Kumar Mehta, Managing Director of the Company be and is hereby further authorized to delegate any of the above authorities, to any officer or employee of the company as and when required in this regard.

RESOLVED FURTHER THAT Mr. Jatender Kumar Mehta, Managing Director; Mr. Tavinder Singh, Whole-time Director, of the Company, be and are hereby severally authorized to request the Bank, for closure of such account and issue of Demand Draft for the balance amount."

The resolution was passed unanimously. None of the directors was concerned or interested in the matter.

**CERTIFIED TRUE COPY**  
**For Omax Autos Limited**

  
**Mohit Srivastava**  
**(Company Secretary cum Compliance Officer)**

**Membership No: A 28505**

**Address: D-5, 2nd Floor, Ekta Apartment, Adj.MD High School, Behind Cyber Park, Jharsa, Sector-39, Gurugram-122001, Haryana**

