



OM INFRA LIMITED

(Formerly known as OM METALS INFRAPROJECTS LIMITED)

CIN: L27203RJ1971PLC003414

Regd. Office: 2nd Floor, A-Block, Om Tower, Church Road, M.I. Road, Jaipur-302001

Tel: +91-141-4046666

Website: www.ommetals.com E-Mail Id: info@ommetals.com

Notice is hereby given that the Fifty Second (52nd) Annual General Meeting (“AGM”) of the members of Om Infra Limited (Company) will be held on Monday, September 30, 2024 at 12:30 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS :

ITEM NO. 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024 together with the reports of Board of Directors and Auditors thereon; and
- b) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 together with the report of Auditors thereon.

ITEM NO. 2 – DECLARATION OF DIVIDEND

To declare a final dividend of Rs. 0.50 per equity share, for the financial year ended March 31, 2024.

ITEM NO. 3 - APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION.

To consider appointment of a Director in place of Shri Dharam Prakash Kothari (DIN: 00035298), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

ITEM NO. 4 – RE-APPOINTMENT OF MR. DHARAMA PRAKASH KOTHARI AS A WHOLE-TIME DIRECTOR (DIN 00035298) OF THE COMPANY DESIGNATED AS CHAIRMAN

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), read with Schedule V of the Act and such other permission, sanction(s) as may be required and pursuant to the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the member be and is hereby accorded for the re-appointment of **Mr. DHARAM PRAKASH KOTHARI (DIN: 00035298)**, who has attained the age of 70 years, as a whole-time director of the Company designated as Chairman, for a further period of Three Years effective from 1st May, 2025 liable to be retire by rotation, on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors of the Company be and are hereby authorized to vary, alter or modify the designation of Mr. Dharam Prakash Kothari and the terms and conditions during the tenure of his appointment including remuneration and/or perquisites payable or to be provided (including any monetary value thereof) within the scope of Schedule V to the



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Companies Act, 2013 or any amendments or any re-enactment thereof as may be agreed to between the Board of Directors.

RESOLVED FURTHER THAT pursuant to the Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the applicable provisions of the Companies Act, 2013 and rules made there under and Schedule V to the Companies Act, 2013, consent of the Members be and is hereby accorded to the payment of remuneration to **Mr. DHARAM PRAKASH KOTHARI (DIN: 00035298)**, as Chairman of the Company and being a Promoter of the Company notwithstanding that it is in excess of 2.5 percentage of the net profit of the Company (and in excess of 5 percent of the net profits of the Company for three executive directors who are promoters of the Company) as calculated under the provisions of Section 198 of the Companies Act, 2013 in any financial year during his tenure.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where in any financial Year, during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of requisite approvals, if any, and subject to Schedule V, pay to the Whole-time Director, the remuneration, set out in the Statement setting out material facts attached to this Notice, as the minimum remuneration by way of salary, perquisites, other allowances and benefits not exceeding for a period of three years and the approval accorded herein shall also be deemed to be the approval by way of Special Resolution as contemplated under Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

ITEM NO. 5- RATIFICATION OF COST AUDITOR'S REMUNERATION

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the remuneration payable to M/s M. Goyal & Co., Cost Accountants (Firm's Registration No. 000051), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, amounting to Rs 30,000/- plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

ITEM NO. 6- APPROVAL OF RELATED PARTY TRANSACTION

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(S) thereof for the time being in force) and as per Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the members be and is hereby accorded to the Company for



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entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individually or taken together or series of transactions or otherwise) for the financial year 2024-25 and for the next financial year 2025-2026 until the date of the AGM of the Company to be held during the calendar year 2025 (Maximum Validity of 15 (fifteen) months,) with the related party for the maximum amounts per annum as set out under item 6 of the explanatory statement annexed to this notice with related parties as defined under various provisions of the Companies Act, 2013 and as per applicable accounting standards, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, provided that such contracts, arrangements and transactions be undertaken on the terms and conditions as may be mutually agreed between the Company and the said Related Parties.

RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred, to any Director or any other Officer(s)/ Authorised Representatives of the Company, to do all such acts and take appropriate steps, as may be considered necessary or expedient, after taking necessary approvals, if required to give effect to this Resolution.”

ITEM NO. 7- RE-APPOINTMENT OF SMT. SALONI KALA (DIN : 08696349) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“**RESOLVED that** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Smt. Saloni Kala (DIN : 08696349), who was appointed as an Independent Director of the Company at the 48TH Annual General Meeting of the Company held on 29th September, 2020 and who holds office of Independent Director up to February 13, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from February 14, 2025 to February 13, 2030 (both days inclusive).”

“**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”



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**By Order of the Board of Directors
For Om Infra Limited**

Date: 7.08.2024

Place: Delhi

Dharam Prakash Kothari
Chairman
DIN: 00035298

Notes:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023, respectively, and other circulars issued in this regard ("MCA Circulars") allowed, inter-alia, for conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 ("SEBI Circular") has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these MCA and SEBI Circulars, provisions of the Companies Act, 2013 (the "Act") and the Listing Regulations, the 52nd AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 52nd AGM shall be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning the businesses under Item No. 4, 5, 6 and 7 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. The matter under Special Business of the AGM Notice is considered to be unavoidable by the Board of Directors of the Company and hence included.
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form and attendance slip and route map of AGM are not annexed to this notice.



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- Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csabhishek.goswami@gmail.com with a copy marked to evoting@nsdl.co.in
- The Register of Members and Share Transfer Books of the Company shall remain closed for the purpose of AGM from 24.09.2023 to 30.09.2023 (both days inclusive).

ELECTRONIC DISPATCH OF ANNUAL REPORT AND FOR OBTAINING COPY OF ANNUAL REPORT:

- In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto. Further, in terms of the MCA Circulars and SEBI Circulars the Notice of 52nd Annual General Meeting along with Annual Report 2023-24 is being sent in electronic form only to those members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Annual Report 2023-24 only to those Members who specifically request for the same at cs@ommetals.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the 52nd AGM and Annual Report 2023-24 has been uploaded on the website of the Company at www.ommetals.com, and may also be accessed from the relevant section on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of the AGM is also available on the website of NSDL <https://www.evoting.nsdl.com>. For any query Shareholder may contact us at e-mail: cs@ommetals.com

DIVIDEND RELATED INFORMATION:

- The Company has fixed Monday, September 23, 2024 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
- If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days of the date of declaration i.e. Tuesday, October 29, 2024 as under:
 - To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Monday, September 23, 2024.
 - In physical mode, if the names appear in the Company's Register of Members as on Monday, September 23, 2024, being the cut-off date
- Members holding shares in demat mode are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat mode are requested to



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intimate any change in their address and/or bank mandate to their DPs only, as the Company or its Registrar cannot act on any request received directly on the same.

10. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company by sending a request in Form ISR-1 at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020 or by email to admin@skylinerta.com from their registered email id. In case the Company is unable to pay the dividend to any Member by the electronic mode, due to non-availability of bank mandate, the Company shall dispatch the dividend warrant to such Member by post in due course. Form ISR-1, ISR-2 and SH-12 (also available on the company's website) to update KYC to Skyline financial Services Private Limited latest by 20th September, 2024.

11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/M/s Skyline Financial Services Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cs@ommetals.com by 11:59 p.m. IST till September 19, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@ommetals.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST by September 19, 2024.

12. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-

- a) The change in the residential status on return to India for permanent settlement, and
- b) The particulars of the NRE account with a Bank in India, if not furnished earlier.

OTHER INFORMATION:

13. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and this mode will be available throughout the proceedings of the Meeting. The Members will be able to view the proceedings on the National Securities Depository Limited's (NSDL) e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.



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14. The attendance of the Members/Authorized representatives attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Details of the Director seeking appointment or reappointment at this AGM, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India, is annexed hereto. The Company has received the requisite declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made there under.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Shareholders can obtain for inspection by writing to the Company at its email id cs@ommetals.com till the date of AGM.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s Skyline financial Services Private limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s Skyline financial Services Private limited in case the shares are held by them in physical form. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
20. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates,



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etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Skyline Financial Services Private Limited for assistance in this regard.

21. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready at the meeting.
22. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
23. Shareholders In case the Dividend has remained unclaimed in respect of Financial Years 2016-17 to 2023-24 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders.
24. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 29th September, 2023 (date of last Annual General Meeting) on its website at <https://www.ommetals.com> and also on the website of the Ministry of Corporate Affairs.
25. To support the 'Green Initiative', announced by the Government of India as well as Regulation 36 of SEBI Listing Regulations and applicable provisions of the Act the Company hereby request to the Members who have not yet registered their email addresses to register the same with their DPs in case the shares are held by them in electronic form and with M/s Skyline Financial Services Private Limited in case the shares are held by them in physical form.
26. The Members vide resolution dated September 30, 2021 had appointed M/s Ravi Sharma & Co., Chartered Accountants (Firm Registration No: 015143C), as Statutory Auditors of the Company to hold office till the conclusion of the 54th Annual General Meeting of the Company to be held in the Calendar Year 2026. The requirement of ratification by Members at every Annual General Meeting is omitted vide notification dated May 7, 2018



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issued by the Ministry of Corporate Affairs. Accordingly, the Board has not recommended ratification for the appointment of Statutory Auditors. However, the Board has noted the confirmation received from M/s Ravi Sharma & Co., Chartered Accountants, to the effect that their continuance of appointment is in compliance of Sections 139 and 141 of the Act and rules made there under.

27. The Company has enabled the Members to participate at the 52nd AGM through the VC facility provided by M/s Skyline Financial Services Private Limited. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
28. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 52nd AGM being held through VC.
29. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
30. Mr. Abhishek Goswami (CP No 17057) of M/s Abhishek Goswami & Co., Company Secretaries has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
31. The annual accounts of the subsidiary companies along with the related detailed information is available for inspection at the Corporate Office of the Company and of the subsidiary concerned and copies will be made available to Shareholders of Om Infra Limited and its subsidiary company upon request.
32. Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/145 dated 11th August 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

1. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,



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- Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The company has a dedicated E-mail address cs@ommetals.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your query at the earliest.
 3. Process and manner for members opting for voting through Electronic means:

A. VOTING THROUGH ELECTRONIC MEANS

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI)(hereinafter collectively referred to as “the Circulars”) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as E-voting on the date of the AGM will be provided by NSDL.
- ii. The remote e-voting period commences on Thursday, September 26, 2024 (9:00 a.m. IST) and ends on Sunday, September 29, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 23, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The Board of Directors has appointed Mr. Abhishek Goswami (CP No 17057), of M/s. Abhishek Goswami & Co., Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-



OM INFRA LIMITED

(Formerly known as OM METALS INFRAPROJECTS LIMITED)

CIN: L27203RJ1971PLC003414

Regd. Office: 2nd Floor, A-Block, Om Tower, Church Road, M.I. Road, Jaipur-302001

Tel: +91-141-4046666

Website: www.ommetals.com E-Mail Id: info@ommetals.com

The remote e-voting period begins on Thursday, **September 26, 2024** at **9:00 A.M.** and ends on **Sunday, September 29, 2024** at **5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

How do I vote electronically using NSDL e-Voting system?

The way to cast vote electronically on NSDL e-Voting system consists of “Two Steps” which are as mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of



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	<p>e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to csabhishek.goswami62@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.



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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ommetals.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ommetals.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:



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1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members who need assistance before or during the AGM, can contact Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company, Mr. Lokesh Sharma at lokesh@skylinerta.com / 011-40450193 to 197
4. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@ommetals.com by 24th September, 2024 till 6:00 p.m. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. The Shareholders also can send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@ommetals.com . The last date for submission of your queries is 24th September, 2024 till 6:00 p.m. The same will be replied by the Company suitably.
6. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

C. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-



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1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ommetals.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For Om Infra Limited

Place: Delhi
Date: 7.08.2024

Dharam Prakash Kothari
Chairman
DIN: 00035298

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The tenure of appointment of Mr. Dharam Prakash Kothari (DIN: 00035298), as whole time Director will be expiring on 30st April, 2025 and he has to be reappointed as whole-time director of the Company designated as Chairman for a further period of 3 Years w.e.f 1st May, 2025 on the recommendation of Nomination & Remuneration Committee and approved by the Board of Directors at its meeting held on 7th August, 2024 subject to the approval of members/ shareholders of the Company at the remuneration in accordance with



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norms laid down in section 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under Schedule V of Companies act, 2013.

He has attained the age of Seventy years (70) Years and hence continuation of his employment as whole-time director of the Company designated as Chairman requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Keeping in view that Mr. Dharam Prakash Kothari has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Dharma Prakash Kothari as whole-time director of the Company designated as Chairman.

The material terms of appointment and remuneration is given below: -

Remuneration:

Salary: Rs. 8,00,000/- per month

Commission and Performance linked incentive

On net profit of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time, provided that the total remuneration including salary and perquisites along with the commission paid to Directors shall not exceed the limit laid down under Companies Act, 2013 read with Schedule V of the Act.

Perquisites and allowances:

In addition to the remuneration as stated above, he shall be entitled as per rules of the Company the following perquisites and allowances:

- a) Rent-free furnished residential accommodation with free use of gas, electricity, water and all other facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company
- b) Reimbursement of all medical expenses incurred for self and family including hospitalization and Medical Insurance Premium.
- c) Leave Travel Allowance for self and members of your family.
- d) Subscription to clubs.
- e) Use of communication devices such as telephones, audio and video conference facilities etc., at any place.
- f) Expenses on shifting of residence.
- g) Participation in any/ all employee stock option schemes/ plans of the Company.



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h) Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors. The Board of Directors or committee thereof may, in their discretion, revise/modify any of the terms from time to time within limits stipulated.

Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the company shall pay in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and Schedule V to the Companies Act, 2013.

Termination

In the event of termination by you or the Company, by one party giving to the other 3 months calendar notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

Disclosures as per Schedule V of the Companies Act, 2013

I. General Information

i. Nature of Industry : Infraprojects, Civil Engineering construction

ii. Date of commencement of commercial production: 22/12/1971

iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. :NA

iv. Financial performance based on given indicators

Particulars	FY 2023-24	FY 2022-23
Total Revenue	109188.47	74876.06
Profit Before Tax	9344.74	5230.57
Net Profit After Tax	5717.19	3354.26
EPS	5.76	3.25

v. Foreign investments or collaborators, if any: NA

II. Information about the Appointee

i. **The background details** of Mr. Dharma Prakash Kothari are annexed herewith the notice.

ii. **Past Remuneration** : Rs. 8 lakhs per month (+) perquisites and allowances as approved by the members of the Company

iii. **Recognition or Awards** :The Company has received various awards and recognitions during his tenure as the Whole Time Director of the Company.

iv. **Job Profile and his Suitability** : In the capacity of Whole Time Director of the Company, he shall be responsible for defining and executing business strategy, strengthening governance practices



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and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to her by the Board from time to time

- v. **Terms and conditions of Reappointment and Remuneration Proposed:** As set out in the explanatory statement & resolution No. 4 of the notice of the Annual General Meeting.
- vi. **Comparative remuneration profile with respect to Industry, Size of the Company, Profile of the position and person :** Taking into consideration the size of the Company, the proposed profile of Mr. Dharam Prakash Kothari, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial personnel in other Companies.
- vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel:** Besides, the remuneration proposed, Mr. Dharam Prakash Kothari does not have any other pecuniary relationship with the Company. He is the Promoter of the Company and he is the Father of Mr. Vikas Kothari, Managing Director & CEO of the Company and brother of Mr. Sunil Kothari, Vice Chairman of the Company.
- viii. **First Date of Appointment: 01-10-1994**
- ix. **Number of Board Meetings attended during the year:** 6 out of 6 meetings (In the financial Year 2023-24)
- x. **Membership / Chairmanship of Committees other Companies in India:**
None
- xi. **Directorships held in all other Companies in India**
Skywave Impex Limited
High Terrace Realty Private Limited
Bhavya Mangalam Merchants and Traders Private Limited
Pawan Suppliers Private Limited
- xii. **Nationality:** Indian
- xiii. **Relationship with other Directors/ Manager/ Key Managerial Personnel**

Except being the Brother of Shri Sunil Kothari, Vice Chairman and Father of Shri Vikas Kothari, Managing Director & CEO do not have any relationship with other Directors/ Manager/ Key Managerial Personnel.

III. OTHER INFORMATION:

- i. Reasons of loss or inadequate profits: Not applicable
- ii. Steps taken or proposed to be taken for improvement: Not applicable
- iii. Expected increase in productivity and profit in measurable terms: Not applicable



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IV. DISCLOSURES:

All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting. The resolution for seeks approval of members as an Special Resolution for the re-appointment of Mr. Dharma Prakash Kothari as whole-time director of the Company designated as Chairman of the Company with effect from 01st May, 2025, pursuant to the provisions of Section 196 and 197 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under.

In terms of Regulation 17 (6) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if

- i. the annual remuneration payable to such executive director exceeds Rs. 5.00 crore or 2.50 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of Mr. Dharma Prakash Kothari being re-appointed as a whole-time director of the Company designated as Chairman of the company for a term of three years effective from 01st May, 2025 by way of Board Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members is sought for paying him remuneration even if the annual aggregate remuneration payable to Mr. Dharma Prakash Kothari along with other executive directors who are promoters or members of the promoter group, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

The Board of Directors recommends the resolution in relation to Re-Appointment of Mr. Dharma Prakash Kothari as Whole-Time Director of The Company Designated as Chairman as set out in Item No. 4 for approval of the Members by way of a Special Resolution

Except Mr. Dharam Prakash Kothari, being an appointee and Mr. Vikas Kothari, Managing Director & CEO and Mr. Sunil Kothari, Vice Chairman, being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4

Item No. 5

The Board of Directors of the Company in its meeting held on May 23, 2024 approved the appointment and remuneration of M/s M. Goyal & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2024-25, subject to the applicability of Cost Audit in terms of rules framed in this regard by the Ministry of Corporate Affairs.



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Pursuant to the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

The Board recommends the Ordinary Resolution set out at Item no.5 of the notice for approval of members.

None of the Directors/Key managerial personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“**SEBI Listing Regulations**”), effective April 1, 2022, mandate prior approval of the Members for all material Related Party Transactions (“**RPT**”), even if such transactions are in the ordinary course of business of the concerned Company and at an arm’s length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, SEBI, vide Circular dated 8th April, 2022 has clarified that the omnibus Members’ approval for material RPTs of the Company, shall be valid up to the date of the next AGM, for a period not exceeding 15 (fifteen) months (maximum validity of 15 months).

In the financial year 2024-2025 and in the next financial year 2025-2026 until the date of the Annual General Meeting of the Company, the transactions of the Company with the below-mentioned Related Parties, would exceed the applicable materiality thresholds, as provided under the SEBI Listing Regulations, as amended from time to time.

Type, material terms and other particulars of the proposed RPTs required pursuant to Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated 22nd November, 2021 issued by SEBI are mentioned below :



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S.No	TYPE OF TRANSACTION	NAME OF RELATED PARTY	NATURE OF RELATIONSHIP	NATURE OF TERMS AND PARTICULARS OF CONTRACT OR ARRANGEMENTS / NATURE OF ITS CONCERN INTEREST (FINANCIAL OR OTHERWISE);	MATERIAL OF OR	PERCENTAGE OF THE COMPANY'S ANNUAL CONSOLIDATED TURNOVER, FOR THE IMMEDIATELY PRECEDING FINANCIAL YEAR, THAT IS REPRESENTED BY THE VALUE OF THE PROPOSED RPTS	MAXIMUM LIMIT (RS. IN CRORE)
1	Rendering of Services	BRCCPL OMIL DARA JV	Joint operation	Supply of services/Job Work for work of Khajuwala Water Supply Project/ Providing Bank Guarantee (Financial)		43%	350
2	Rendering of Services	HCC OMIL JV	Joint operation	Supply of services/Job Work for work of Nokha Water Supply Project/ Providing Bank Guarantee(Financial)		56%	450
3.	Rendering of Services	OMIL JV	Joint operation	Supply of services /EPC Contract for Shahpurkandi Power house Project / Providing Bank Guarantee (Financial)		44%	350
4.	Rendering of Services/Bank Guarantee	OMIL WIPL JV	Joint operation	Supply of services / EPC Contract for construction of Isarda Dam / Providing Bank Guarantee (Financial)		38%	300



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5.	Rendering of Services/Bank Guarantee	OMIL JWIL JV	Joint operation	Supply of services / Providing job work and providing Bank guarantees (Financial)	50%	400
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Accordingly, as per the SEBI Listing Regulations, the approval of the Members is sought for all such contracts/ arrangements/ transactions to be undertaken (whether individually or taken together or series of transactions or otherwise), whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise) with the above-mentioned Related Parties of the Company, during the financial year 2024-2025 and in the next financial year 2025-2026 until the date of the AGM of the Company.

All above transactions are with Joint Venture / subsidiaries /associates of the Company and these meritorious transactions are for the furtherance of business of the Company hence are in the interest of the Company. The above activities have been bona fide for the Company to carry out its business operations and maximize its growth and performance. The above transactions are for the purpose of achieving the core business objectives and continuity in operations and to smoothen business operations. The above transactions do not contemplate any valuation.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made there under.

The Audit Committee and the Board of Directors of the Company has granted its approval for the RPTs proposed to be entered into by the Company with the aforementioned Related Parties during the financial year 2024-25 and has also noted that the said transactions with the Related Parties are on arms' length basis and in the ordinary course of the Company's business.

The Board recommends passing of the relevant Special Resolution as mentioned at item No. 6 of the Notice.

None of the Directors/Key managerial personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

Mrs. Saloni Kala (DIN:08696349) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the Calendar year 2020 to hold office for a period of 5 (Five) years with effect from 14th February, 2020.

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution. Mrs. Saloni Kala being eligible and offering herself for re-appointment, is



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proposed to be appointed as an Independent Director for a Second Term of 5 (Five) years upon the expiry of her First Term. In the opinion of the Board, Mrs. Saloni Kala fulfils the conditions specified in the Act and rules made thereunder for her reappointment as an Independent Director of the Company and is independent of the Management.

In the Performance Evaluation conducted for the year 2023-24, the performance of Mrs. Saloni Kala was evaluated satisfactory in the effective and efficient discharge of her role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from her relevant specialisation and expertise.

Given her skill and expertise, more specifically mentioned in his profile annexed to the Notice and the Corporate Governance Report of the Annual Report, the Board feels that it would be in the interest of the Company that Mrs. Saloni Kala continues in her capacity as an Independent Director.

Details on her attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee has approved the re-appointment of Mrs. Saloni Kala as an Independent Director and recommends the Resolution set out at item No. 7 to this Notice for the approval by the Shareholders of the Company by way of Special Resolution.

Except Mrs. Saloni Kala, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of this Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

**By Order of the Board of Directors
For Om Infra Limited**

Date: 7.08.2024

Place: Delhi

Dharam Prakash Kothari
Chairman
DIN: 00035298

ANNEXURE TO NOTICE

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI,



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INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

Name of Director (DIN) Date of first appointment on the Board	Date of Birth, Age (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise in specific functional areas	Name of Companies in which he/ she holds Directorship (Name of listed entities from where person has resigned in past 3 years)	Name of Committees of the Companies of which he/ she holds Membership
Mr. Dharam Prakash Kothari DIN : 00035298) 01.10.1994	20/08/1951 Age - 73 Shareholding - 4858346	Mr. Dharam Prakash Kothari holds Bachelor Degree in Engineering. Father of Mr. Vikas Kothari, Managing director & CEO and Brother of Mr. Sunil Kothari, Vice-Chairman of the Company	He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. He has experience as a senior business leader with rich business management experience in both Indian and global Companies	1. BHAVYA MANGALAM MERCHANTS AND TRADERS PRIVATE LIMITED 2. HIGH TERRACE REALTY PRIVATE LIMITED 3. SKYWAVE IMPEX LIMITED 4. PAWAN SUPPLIERS PRIVATE LIMITED	NIL
Mrs. Saloni Kala DIN(08696349) 14 th February, 2020	Age – 35 yrs. Shareholding - NIL	Mrs. Saloni Kala holds a Bachelors Degree in Commerce from University of Rajasthan Mrs. Saloni Kala is not related to any other Director of the Company.	Mrs. Saloni Kala being young and dynamic, having a comprehensive approach towards the upliftment of Community. She is strongly willing to be a very active Social Worker and is having experience in the area of Corporate Social	NIL	NIL



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			<p>Responsibility and Corporate Governance. She has been serving the community through her Active participation in various Social Events especially uplifting the under privileged rural women. She is also a leader in Human Resource and Staffing solutions and also has knowledge of Accounts and data processing. She has held positions in different organizations and looked after HR and CSR activity.</p>		
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By Order of the Board of Directors
For Om Infra Limited

Date: 7.08.2024
Place: Delhi

Dharam Prakash Kothari
Chairman
DIN: 00035298