



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

Date: 30th May, 2023

To,

Corporate Service Department, BSE Limited, Phiroze Jeejeebhy Towers, Dalal Street, Mumbai-400001 Scrip Code: 531092	Listing Department, National Stock Exchange Of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: OMINFRAL
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Subject: Submission of Annual Secretarial Compliance Report for the year ended 31.03.2023

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with Circular Number CIR/CFD/CMDI/27 /2019 issued by Securities and Exchange Board of India dated February 08, 2019, please find attached herewith the Annual Secretarial Compliance Report, given by M/s B K Sharma & Associates, Company Secretaries issued in the prescribed form for the year ended March 31st 2023.

Kindly take the same on your records.

Thanking You

Yours faithfully

For Om Infra Limited

VIKAS

KOTHARI

Digitally signed
by VIKAS
KOTHARI
Date: 2023.05.30
17:33:32 +05'30'

Vikas Kothari

Managing Director & CEO

DIN : 00223868



Secretarial Compliance Report
Of
OM INFRA LIMITED
For the year ended March 31, 2023

We, M/s B K Sharma & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Om Infra Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Listed entity during the Review Period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations");
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Listed entity during the Review Period);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Listed entity during the Review Period);**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Listed entity during the Review Period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;





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

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the various circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	---
2.	Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; (b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	---
3.	Maintenance and disclosures on Website: (a) The Listed entity is maintaining a functional website; (b) Timely dissemination of the documents/ information under a separate section on the website; (c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	---
4.	Disqualification of Director: None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	---





5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies; (b) Disclosure requirement of material as well as other subsidiaries.	Yes	The company has 6 subsidiaries out of which 1 is material subsidiary i.e. Workshop Infra Projects Private Limited
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	---
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	---
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;	Yes	---
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	N.A.	The Company has obtained the prior/omnibus approval of Audit Committee for all Related Party transactions
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	---
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	---
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchange(s) (including under the Standard Operating Procedures issued by SEBI through various	No	---





	circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	NA	There was no non-compliance observed in the listed entity

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not Applicable as there was no resignation of statutory auditors in the Listed Entity and their material subsidiary during the review period.**

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

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
1.	SEBI (Depositories and Participants) Regulations, 2018	Regulation 74(5)	Delay in submitting certificate of security received from RTA.	NA	NA	The company has filed certificate under Regulation 74(5) with 2 days delay for Quarter 2 and 1 day delay for Quarter 3.	Nil	The company has filed certificate under Regulation 74(5) with 2 days delay for Quarter 2 and 1 day delay for Quarter 3.	The error was done inadvertently and will be taken care in the future.	-
2.	SEBI (LODR), 2015	Regulation 33 (3) (d) and Regulation 30 read with Clause (4) of PART A of Schedule III	Delay in submission of Financial Results for Quarter and year ended 31.03.2022 . There was delay of 41 minutes as per Regulation 33 (3) (d) and regulation 30.	-	-	The company has submitted the Financial results on 31 st May, 2022 at 00:41:13 hrs. The Board Meeting was concluded at 11:30 PM on 30 th May, 2022. There	-	Delay in submission of Financial Results for Quarter and year ended 31.03.2022 . There was delay 41 minutes as per Regulation 33 (3) (d) and regulation 30.	Due to some technical issue in internet of the office the results could not be submitted in time.	-





						was delay of 41 minutes as per Regulation 33 (3) (d) and regulation 30.				
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
--NA--										

For B K Sharma & Associates
Company Secretaries

Brij Kishore Sharma

Membership No.: FCS: 6260, C P No.: 12636

PR Code- 468

UDIN: F006206E000424514

Date: 30th May, 2023

Place: Jaipur