



OM METALS INFRAPROJECTS LIMITED

CIN: L27203RJ1971PLC003414

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

Tel:+91-141-5160000

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

Date: 7th September, 2020

To

Corporate Service Department, Bombay Stock Exchange, Phiroze Jeejeebhy Towers, Dalal Street, Mumbai-400001 Fax No. 022- 22723121/3027/2039/2061/2041	Listing Department, National Stock Exchange Of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai Fax No. 022- 26598237/38;66418126
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Dear Sir/ Ma'am

Sub: Notice of Annual General Meeting and Annual Report for Financial Year 2019-20

Sir/Ma'am,

This is to inform you that Forty Eighth Annual General Meeting of the Company is scheduled to be held on Tuesday, September 29, 2020, at 12.30 p.m. (IST), through Video Conferencing or Other Audio Visual Means.

The Notice of 48th Annual General Meeting is enclosed for your records and is also available on the website of the Company, viz., www.ommetals.com

This is for your information and record.

Thanking You,

For Om Metals Infraprojects Limited

Company Secretary



OM METALS INFRAPROJECTS LIMITED

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Notice is hereby given that the 48th Annual General Meeting of Om Metals Infraprojects Limited will be held on Tuesday, September 29, 2020 at 12.30 PM through Video Conference / Other Audio Visual Means, to transact the following business:

ORDINARY BUSINESS**Item No. 1 – ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 – DECLARATION OF DIVIDEND

To declare a final dividend of Rs. 0.20 per equity share, for the year ended March 31, 2020.

Item No. 3 – APPOINTMENT OF MR. DHARMA PRAKASH KOTHARI AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

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

SPECIAL BUSINESS**Item No. 4 – APPOINTMENT OF Mrs. SALONI KALA (DIN: 08696349) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 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 IV of the Act and Regulation 16(1)(b) 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) Mrs. Saloni Kala (DIN:08696349) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective February 14, 2020 in terms of Section 161 of the Companies Act, 2013, and Articles of Association of the Company and and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company pursuant to Section 160 of the Companies Act, 2013, whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five)

consecutive years with effect from February 14, 2020 to February 13, 2025 and the term shall not be subject to retirement by rotation.”

Item No. 5 – APPROVAL FOR INCREASE IN REMUNERATION OF Mr. VISHAL KOTHARI FOR HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made there under (including any statutory modifications(s) or re-enactment thereof, for the time being in force), as per the recommendation and approval of Nomination and Remuneration committee, Audit Committee and Board of Directors, approval of members be and is hereby accorded to enhance the prescribed limit of salary payable to Mr. Vishal Kothari, Executive Director (Real Estate) of the Company and holding office or place of profit in the Company, as computed under applicable provisions of the Companies Act, 2013 and its allied rules from Rs. 2,50,000/- to Rs. 3,00,000/- per month inclusive of all basic, additional, fixed and variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences as applicable, as per the Company policy, effective from 1st July, 2020.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration from time to time, within the limits approved by the Members and subject to such approvals, as may be necessary and to do all such acts, matters, deeds and things, settle any queries/ difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matter herewith or –incidental there to in the best interest of the Company.”

Item No. 6 – APPROVAL FOR INCREASE IN REMUNERATION OF Mr. BHARAT KOTHARI FOR HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made there under (including any statutory modifications(s) or re-enactment thereof, for the time being in force), as per the recommendation and approval of Nomination and Remuneration committee, Audit Committee and Board of Directors, approval of members be and is hereby accorded to enhance the prescribed limit of salary payable to Mr. Bharat Kothari, Executive Director (Projects) of the Company and holding office or place of profit in the Company, as computed under applicable provisions of the Companies Act, 2013 and its allied rules from Rs. 2,50,000/- to Rs. 3,00,000/- per month inclusive of all basic, additional, fixed and variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences as applicable, as per the Company policy, effective from 1st July, 2020.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration from time to time, within the limits approved by the Members and subject to such approvals, as may be necessary

and to do all such acts, matters, deeds and things, settle any queries/ difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matter herewith or –incidental there to in the best interest of the Company.”

Item No. 7 – APPROVAL FOR INCREASE IN REMUNERATION OF Mr. BAHUBALI KOTHARI FOR HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made there under (including any statutory modifications(s) or re-enactment thereof, for the time being in force), as per the recommendation and approval of Nomination and Remuneration committee, Audit Committee and Board of Directors, approval of members be and is hereby accorded to enhance the prescribed limit of salary payable to Mr. Bahubali Kothari, Executive Director (Projects) of the Company and holding office or place of profit in the Company, as computed under applicable provisions of the Companies Act, 2013 and its allied rules from Rs. 2,50,000/- to Rs. 3,00,000/- per month inclusive of all basic, additional, fixed and variable remuneration, bonus, commission, incentives, allowances, benefits, perquisites, amenities and conveniences as applicable, as per the Company policy, effective from 1st July, 2020.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration from time to time, within the limits approved by the Members and subject to such approvals, as may be necessary and to do all such acts, matters, deeds and things, settle any queries/ difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matter herewith or –incidental there to in the best interest of the Company.”

Item No. 8- APPROVAL FOR CONTINUATION OF HOLDING OF OFFICE OF EXECUTIVE CHAIRMAN AFTER ATTAINING THE AGE OF 70 (SEVENTY) YEARS

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

“**RESOLVED that** pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and 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), approval of the Members of the Company be and is hereby granted for continuation of holding of office of Executive Chairman by Shri Dharam Prakash Kothari (DIN 00035298) who will be attaining the age of 70 (Seventy) years as on August 20, 2021, upto the expiry of his present term of office, on the existing terms and conditions duly approved by the shareholders through an ordinary resolution passed at the Annual General Meeting held on September 29, 2017.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No.9- APPROVAL FOR THE ALTERATION OF THE OBJECT CLAUSE OF COMPANY

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to amend Clause III of the Memorandum of Association of the Company as per following:

To delete the line “and for this purpose to acquire all or any of the assets, liabilities , rights and benefits of Messers, Rajasthan Metals a partnership firm of Jaipur” from the existing clause III A (1)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable, and pay any fees and commission and incur expenses in relation thereto to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit.”

Item No. 10- TO INCREASE THE OVERALL MANAGERIAL REMUNERATION

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

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is here by accorded to increase the overall limit of managerial remuneration payable by the Company to any the managing director; or whole-time director or manager taken together in respect of any financial year from 10 % (ten per cent) to 30% (thirty per cent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

Item No. 11-. 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs 30000 plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses payable to M/s M. Goyal & Co., Cost Accountants (Firm’s Registration No. 000051) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year 2020-21.”

Item No. 12- 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 reenactment(S) thereof for the time being in force) and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary the consent of the Company be and is hereby accorded to Board of Directors of the Company to enter into the related party transactions by the Company with the related party for the maximum amounts per annum as set out under item 12 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.

“RESOLVED FURTHER THAT subject to prior approval of Audit Committee of Board of Directors of the Company for the related party transactions, the Board of Directors of the Company be and are hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution.”

Item No. 13 – APPOINTMENT OF Mr. VAIBHAV JAIN (DIN: 02986462) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 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 IV of the Act and Regulation 16(1) (b) 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) Mr. Vaibhav Jain (DIN:02986462) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective September 2, 2020 in terms of Section 161 of the Companies Act, 2013, and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company pursuant to Section 160 of the Companies Act, 2013, whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from September 2, 2020 to September 1, 2025 and the term shall not be subject to retirement by rotation.”

Item No. 14- RE-DESIGNATION OF MR. SUNIL KOTHARI AS VICE CHAIRMAN OF COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and in terms of the Ordinary Resolution passed by members in the 45th Annual General Meeting held on 29th September, 2017 with respect to the appointment of Mr. Sunil Kothari (DIN 00220940), as the Managing Director of the Company, consent of Members be and is hereby accorded to change the designation of Mr. Sunil Kothari from Managing Director to Vice-Chairman of the Company with effect from 2nd September, 2020 for the remaining period of his tenure originally commencing from 22nd August, 2017, liable to be retire by rotation, on the same terms and conditions including remuneration as approved earlier by the Members.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution.”

Item No. 15- RE-DESIGNATION OF MR. VIKAS KOTHARI AS MANAGING DIRECTOR & CEO OF COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and in terms of the Ordinary Resolution passed by members in the 46th Annual General Meeting held on 29th September, 2018 with respect to the appointment of Mr. Vikas Kothari (DIN 00223868), as President & Director of the Company, the consent of Members be and is hereby accorded to change the designation of Mr. Vikas Kothari from President & Director to Managing Director & CEO of the Company with effect from 2nd September, 2020 for the remaining period of his tenure originally commencing from 28th March, 2018, not liable to be retire by rotation, on the same terms and conditions including remuneration as approved earlier by the Members.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution.”

By Order of the Board of Directors
For Om Metals Infraprojects Limited

Dharam Prakash Kothari
Chairman
DIN:00035298

Date : 2.09.2020

Place : Delhi

Notes :

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 48th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The detailed procedure for participation in the meeting through VC/OAVM is also available at the Company’s website www.ommetals.com
2. The Company has enabled the Members to participate at the 48th 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.
3. 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 48th AGM being held through VC.
4. 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.
5. Mr. Abhishek Goswami of M/s Abhishek Goswami & Co., Practicing Company Secretaries (Membership No. A46351) has been appointed as a Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.
6. 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.
7. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 48th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to cs@ommetals.com.
8. Brief Resume and other details of the Director seeking reappointment under Item No.3 and appointment under Item No.4 and Item No.13 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) and Secretarial Standard -2 issued by The Institute of Company Secretaries

of India, is annexed hereto. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.

9. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. 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
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ommetals.com. The Notice can also be accessed from 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
13. The Company has fixed Tuesday, September 22, 2020 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2020, if approved at the AGM.
14. 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 by Wednesday, October 28, 2020 as under:
 - i. 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 Tuesday, September 22, 2020.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, September 22, 2020.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and 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 dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Skyline Financial Services Private Limited for assistance in this regard.
16. 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.
 17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested 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.
 18. 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.
 19. 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
 20. The Register of Members and Share Transfer Books of the Company shall remain closed from 22.09.2020 to 29.09.2020 (both days inclusive).
 21. Members seeking any information with regard to accounts are requested to write to the Company at least 5 days before the meeting so as to enable the management to keep the information ready.
 22. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
 23. 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. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

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 30th September, 2019 (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. At the Forty Fifth AGM held on September 29, 2017, the Members approved appointment of M/s Mahipal Jain & Co., Chartered Accountants (Firm Registration No.007284C) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the fiftieth AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty Eighth AGM.
26. 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.
27. 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 20, 2020. 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 till September 20, 2020.

28. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

29. 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, 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 endeavor 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 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 venue e-voting on the date of the AGM will be provided by NSDL.
- ii. The remote e-voting period commences on Friday, September 25, 2020 (9:00 a.m. IST) and ends on Monday, September 28, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, September 22, 2020 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 (Membership No. 46351) 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.

vii. The details of the process and manner for remote e-voting are explained herein below:

The remote e-voting period begins on Friday, September 25, 2020 (9:00 a.m. IST) and ends on Monday, September 28, 2020 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

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.

Details on Step 1 are mentioned below:

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

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

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. Your password details 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**
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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVSN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.goswami@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.

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, admin@skylinerta.com along with a copy to the Company at cs@ommetals.com providing 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) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> Name and Branch of the Bank in which you wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions 9 digit MICR Code Number, and 11 digit IFSC Code a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>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 to the Registrar and Transfer Agents of the Company, admin@skylinerta.com along with a copy to the Company at cs@ommetals.com</p> <p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP</p>

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

- 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.
- The Members can join the EGM/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.

4. 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.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@ommetals.com at least 7 days before the date of Annual General Meeting. Those Members who have registered themselves as a speaker will only 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. Shareholders who would like to express their views/have questions can also 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 27th September, 2020 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:-

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 authorised 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 Metals Infraprojects Limited

Dharam Prakash Kothari
Chairman
DIN : 00035298

Place: Delhi

Date: 02.09.2020

Annexure to the Notice

Details of the Director seeking appointment and re-appointment in the forthcoming Annual General Meeting

1. PROFILE OF MRS. SALONI KALA

Brief resume of Director: Mrs. Saloni Kala holds a Bachelors Degree in Commerce from University of Rajasthan, 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 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.

Nature of Expertise in Specific Functional Area: Corporate Social Responsibility , Human Resource and Staffing solution.

Disclosure of Relationship between Directors inter-se: Mrs. Saloni Kala is not related to any other Director of the Company.

Listed Companies (other than Om Metals) in which Mrs. Saloni Kala holds Directorship and Committee Membership:

Directorship: Nil

Committee Membership (includes only Audit Committee & Stakeholder Relationship Committee)in other Listed Company: Nil

Shareholding in the Company: 573

2. Profile of Mr. Dharam Prakash Kothari

Brief resume of Director: Mr.Dharam Prakash Kothari aged 69 Years , is appointed as Whole-time Director on the Board of Directors of the Company and designated as 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. Mr.Dharam Prakash Kothari holds Bachelor Degree in Engineering.

Nature of Expertise in Specific Functional Area: Technical and Engineering.

Disclosure of Relationship between Directors inter-se: Brother of Shri Sunil Kothari and Father of Shri Vikas Kothari

Listed Companies (other than Om Metals) in which Mr. Dharam Prakash Kothari holds Directorship and Committee Membership:

Directorship: Nil

Committee Membership (includes only Audit Committee & Stakeholder Relationship Committee)in other Listed Company: Nil

Shareholding in the Company: 4858346

3. PROFILE OF MR. VAIBHAV JAIN

Brief resume of Director:

Mr. Vaibhav Jain is experienced technocrat with diversified business and job experience in Operations, finance, Business Development, etc in fields such as Manufacturing, Trading, Greenfield EPC, Contract management in various industries like Power, Water, Construction, IT etc. He has an experience of around 10 years and has the exposure to the various aspects of companies. He has worked as a business analyst on multiple UD Fed Govt IT projects .He has the ability to understand the business sense at the core. He holds a Bachelors' Degree Technology from the University of Rajasthan and a Masters degree from Duke University, United States.

Nature of Expertise in Specific Functional Area: BD/ Finance/ New vertical/ Operations

Disclosure of Relationship between Directors inter-se: Mr. Vaibhav Jain is not related to any other Director of the Company.

Listed Companies (other than Om Metals) in which Mr. Vaibhav Jain holds Directorship and Committee Membership:

Directorship: Nil

Committee Membership (includes only Audit Committee & Stakeholder Relationship Committee)in other Listed Company: Nil

Shareholding in the Company: Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Saloni Kala (DIN:08696349) as an Additional Director (Independent Director) of the Company, with effect from 14th February, 2020 under Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Saloni Kala (Independent Director) shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Saloni Kala as an Independent Director of the Company. The Company has also received a declaration of independence from Mrs. Saloni Kala. In the opinion of the Board, Mrs. Saloni Kala fulfils the conditions as set out in Section 149(6) and

Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Mrs. Saloni Kala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. A copy of the draft Letter of Appointment for Mrs. Saloni Kala as an Independent Director setting out the terms and conditions is available for inspection through electronic mode on the request being sent on cs@ommetals.com

A brief profile of Mrs. Saloni Kala, including nature of his expertise, is provided in this Report.

The remuneration to Mrs. Saloni Kala shall be governed by the Nomination and Remuneration Policy of the Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Saloni Kala as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Saloni Kala as an Independent Director for period upto 5 (five) consecutive years with effect from 14th February, 2020 for the approval by the Members of the Company.

Except Mrs. Saloni Kala, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members

Item No. 5, 6 & 7

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties. The provisions of Section 188 (1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company.

Mr. Vishal Kothari, son of Mr. Dharam Prakash Kothari (Director and promoter of the Company) Mr. Bharat Kothari and Mr. Bahubali Kothari, being relative of directors were appointed as officer and holding a place or profit at a monthly salary of Rs.2,50,000/- . In terms of Section 188 (1) (f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee and Audit Committee, for enhancement in prescribed limit of salary payable to Mr. Vishal Kothari, Executive Director- Real Estate, Mr. Bharat Kothari, Executive Director (Project) and Mr. Bahubali Kothari, Executive Director(Projects) of the Company and holding an office or place of profit in the company, is in the ordinary course of business and at arm's length basis transaction The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 30.06.2020 had consented for Increase of remuneration payable to Mr. Vishal Kothari (Executive director- Real Estate), Mr. Bharat Kothari, Executive Director (Project) and Mr. Bahubali Kothari, Executive Director(Projects) of the Company (related parties holding office or place of profit) w.e.f 01st July 2020, subject to approval of the Shareholders by way of an Ordinary Resolution from Rs. 2,50,000/- to Rs.3,00,000/- . per month.

Mr. Vishal Kothari, Mr. Bharat Kothari and Mr. Bahubali Kothari has been associated with the Company from last many years and given their best for the Company's growth. Their present roles is crucial to provide impetus to the expanding business in the emerging market business of

the Company. Considering their qualification, experience and present role, prescribed limit is not commensurate, hence requires approval of the shareholders.

The Board recommends the Ordinary Resolution set out at Item No. 5, 6 & 7 for the approval of Members

Except Mr. Dharma Prakash Kothari, Chairman of the Company, Mr. Sunil Kothari , Managing Director of the Company and Mr. Vikas Kothari, the whole-time director of the Company and their relatives , none of the other directors, Key managerial personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolution, except to the extent of their shareholding.

Item No. 8

The Shareholders of the Company at the 45th Annual General Meeting held on 29th September 2017 approved appointment of Shri Dharam Prakash Kothari as a whole-time Director designated as Chairman of the Company for a period of five years effective from 1st May 2017 through an Ordinary Resolution under the relevant provisions of the Companies Act 2013. Shri Dharam Prakash Kothari, Chairman will attain the age of 70 years in the month of August 2017. In view of the provisions of the Companies Act, 2013 , the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of their term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

Your Board recommend passing of this resolution by way of special resolution.

Except Mr. Dharma Prakash Kothari, Chairman of the Company, Mr. Sunil Kothari , Managing Director of the Company and Mr. Vikas Kothari, the whole-time director of the Company and their relatives , none of the other directors, Key managerial personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolution, except to the extent of their shareholding.

Item No. 9

The Board at its meeting held on June 30, 2020 has approved alteration of the MOA of the Company and the proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. The Members are hereby informed that the alteration in the Objects Clause of the memorandum of association as set out in the resolution is to delete the lines from clause which are not relevant to the Company.

Thus the Board of Directors have decided to remove the word line *“and for this purpose to acquire all or any of the assets, liabilities , rights an benefits of Messes, Rajasthan Metals a partnership firm of Jaipur”* from the existing clause III A (1)

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of

the Company.

Your Directors recommend passing of this resolution by way of a special resolution in the best interest of the Company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board of Directors of the Company, therefore, recommends passing of the Special Resolution as stated in Item No. 9

Item No. 10

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 10% (ten per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 30.06.2020 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year from 10 % to 30% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies' Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 10 for approval of members.

Except Mr. Dharam Prakash Kothari, Chairman of the Company, Mr. Sunil Kothari, the Managing Director of the Company and Mr. Vikas Kothari, President & Director of the Company, none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Item no. 11

The Board of Directors of the Company in its meeting held on September 2, 2020 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 2020-21, subject to the applicability of Cost Audit in terms of rules framed in this regard by the Ministry of Corporate Affairs.

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.11 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. 12

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 and listing regulations that govern the Related Party Transactions, requires that for entering into any contract or arrangements as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case transactions exceeding prescribed amount approval of the shareholders.

In the light of provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2 (76) of the Companies Act, 2013)

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Listing regulations are as under:

S.No.	TYPE OF TRANSACTION	NAME OF RELATED PARTY	NATURE OF RELATIONSHIP	NATURE MATERIAL TERMS AND PARTICULARS OF CONTRACT OR ARRANGEMENTS	MAXIMUM LIMIT (RS. IN CRORE)	ANY OTHER INFORMATION
1	Loan/ Corporate guarantee	Bhilwara Jaipur Toll road Private Limited	Joint Venture/Associate Company	Rendering of Loan or Corporate Guarantee and security given on loan taken by the joint venture	400	--
2	Corporate Guarantee/ security/ Loan	Om Metals Consortium Private Limited	W h o l l y owned Subsidiary	Corporate Guarantee and security given on loan taken by the subsidiary	300	--
3	Rendering of Services	OMIL WIPL JV	Joint Venture	EPC Contract for construction of Isarda Dam	600	--
4	Corporate Guarantee/ security/ Loan	Gujrat Warehousing Private Limited	Subsidiary	Rendering of Loan or Corporate Guarantee and security given on loan taken by the joint venture	75	--
5	Corporate Guarantee/ security/ Loan	Bihar Logistic Private Limited	Associate Company	Rendering of Loan or Corporate Guarantee and security given on loan taken by the joint venture	75	--

The details as required to be disclosed in Explanatory Statement as per Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 are as stated in resolution and table above.

The Board recommends passing of the relevant Special Resolution as mentioned at item No. 12 of the Notice:

None of the Directors, Key Managerial Persons of the Company, and their relatives except Mr. Dharam Prakash Kothari, Mr. Sunil Kothari and Mr. Vikas Kothari and their relatives may be deemed concerned or interested in the resolution.

Item No. 13

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vaibhav Jain (DIN: 02986462) as an Additional Director (Independent Director) of the Company, with effect from 2nd September, 2020 under Section 149, 150 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vaibhav Jain (Independent Director) shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Vaibhav Jain Kala as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Vaibhav Kothari. In the opinion of the Board, Mr. Vaibhav Jain fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Vaibhav Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Mr. Vaibhav Jain as an Independent Director setting out the terms and conditions is available for inspection through electronic mode on the request being sent on cs@ommetals.com

A brief profile of Mr. Vaibhav Jain, including nature of his expertise, is provided in this Report.

The remuneration to Mr. Vaibhav Jain shall be governed by the Nomination and Remuneration Policy of the Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vaibhav Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vaibhav Jain as an Independent Director for period upto 5 (five) consecutive years with effect from 2nd September, 2020 for the approval by the Members of the Company.

Except Mr. Vaibhav Jain, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 13 for the approval of Members

Item 14

Mr. Sunil Kothari, aged 55 years, who holds Diploma in Business Administration was appointed as the Managing Director of the Company w.e.f. 22nd August, 2017. He heads the overall business strategy and operation of Om Metals Infraprojects Limited. He brings a wealth of experience as a senior business leader with rich business management experience in both Indian and global companies.

Now, it is proposed to re-designate him as Vice Chairman of the Company. He has excellent grasp and thorough knowledge and experience of finance, technical and general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of directors is of the considered opinion that for smooth and efficient running of the business, Mr. Sunil Kothari be designated as the Vice Chairman of the Company.

Mr. Sunil Kothari holds 7150886 shares in the Company and is holding directorship in Two other Public Companies.

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Board of directors at their meeting held on 2nd September, 2020 designated him as the "Vice Chairman" on the same terms and conditions including remuneration as approved at the 45th Annual General Meeting held on 29th September, 2017.

The Board recommends passing of the relevant Ordinary Resolution as mentioned at item No. 14 of the Notice:

None of the Directors, Key Managerial Persons of the Company, and their relatives except Mr. Dharam Prakash Kothari and Mr. Vikas Kothari and their relatives may be deemed concerned or interested in the resolution.

Item 15

Mr. Vikas Kothari, aged 47 years, is a Mechanical Engineer from University of Hartford and holds a Masters Degree from IIM Bangalore.

He was appointed as the President & Director of the Company w.e.f. 28th March, 2018. He has 20+ years of experience in managing the affairs of the company and has rich experience of over more than twenty one years in the business development, foreign collaborations and other corporate functions.

Now, it is proposed to re-designate him as Managing Director of the Company.. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of directors is of the considered opinion that for smooth and efficient running of the business, Mr. Vikas Kothari be designated as the Managing Director of the Company.

Mr. Vikas Kothari holds 1790437 shares in the Company and is holding directorship in three other Public Companies.

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the

Company, the Board of directors at their meeting held on 2nd September, 2020 designated him as the “Managing Directorx” on the same terms and conditions including remuneration as approved at the 46th Annual General Meeting held on 29th September, 2018.

The Board recommends passing of the relevant Ordinary Resolution as mentioned at item No. 15 of the Notice:

None of the Directors, Key Managerial Persons of the Company, and their relatives except Mr. Dharam Prakash Kothari and Mr. Sunil Kothari and their relatives may be deemed concerned or interested in the resolution.

By Order of the Board of Directors
For Om Metals Infracore Limited

Dharam Prakash Kothari
Chairman
DIN : 00035298

Place: Delhi

Date: 02.09.2020