



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 : 15th April, 2024

To,

Corporate Service Department, Bombay Stock Exchange, Phiroze Jeejeebhy Towers, Dalal Street, Mumbai-400001 Fax No. 022- 22723121/3027/2039/2061/2041 Scrip code: 531092	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 NSE Symbol: OMINFRAL
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Dear Sir/Madam,

Subject: Notice of Postal Ballot

Reference: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E-Voting, together with the Explanatory Statement thereto, seeking approval of the Members of the Company by way of special resolutions through the Postal Ballot process.

The aforementioned Notice is being sent by electronic mode today i.e., 15th April, 2024, to all the Members, who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agents of the Company viz., Skyline Financial Services Private Limited and whose names appear in the Register of Members as on Friday, 12th April, 2024. The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz., www.ommetals.com. The remote e-voting will commence on Tuesday, April 16, 2024 at 9.00 A.M. IST and end on Wednesday, May 15, 2024 at 5.00 P.M. IST, and the result thereof will be declared on or before Friday, May 17, 2024.

This is for your information and records

Thank you,

For Om Infra Limited

VIKAS

KOTHARI

Digitally signed
by VIKAS
KOTHARI
Date: 2024.04.15
15:51:50 +05'30'

Vikas Kothari

Managing Director & CEO

DIN : 00223868



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Postal Ballot Notice

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("the Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") for the following special resolutions:

S.NO.	PARTICULARS
1	Appointment of Mr. Ramakanta Tripathy (DIN: 03131763) as an Independent Director
2	To Approve Related Party Transaction in respect to hold office or place of profit in the Company by Mr. Vishal Kothari
3	To Approve Related Party Transaction in respect to hold office or place of profit in the Company by Mr. Bharat Kothari
4	To Approve Related Party Transaction in respect to hold office or place of profit in the Company by Mr. Bahubali Kothari

5	To increase in the remuneration of Shri Dharam Prakash Kothari (DIN 00035298), Chairman of the Company
6	To increase in the remuneration of Shri Sunil Kothari (DIN 00220940), Vice- Chairman of the Company
7	To increase in the remuneration of Shri Vikas Kothari (DIN 00223868), Managing Director & CEO of the Company
8	To Approve Related Party Transaction in respect to hold office or place of profit in the Subsidiary Company 'Om Metals Consortium Private Limited' by Mr. Siddharth Kothari

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”). In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”). The Board has appointed Mr. Abhishek Goswami (CP No. 17057) of M/s Abhishek Goswami & Co., practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period: Commencement of e-voting period 9.00 a.m. IST on Tuesday, April 16, 2024, Conclusion of e-voting period 5.00 p.m. IST on Wednesday, May 15, 2024, Cut-off date for eligibility to vote Friday, April 12, 2024 The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Wednesday, May 15, 2024, and will be disallowed thereafter. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Friday, May 17, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal

Ballot Notice. The last date of e-voting, i.e. Wednesday, May 15, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Resolutions Item no. 1 –

Appointment of Mr. Ramakanta Tripathy (DIN: 03131763) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ramakanta Tripathy (DIN: 03131763), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 26, 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till February 25, 2029, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of directors or any committee thereof be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolutions Item no.2 –

To Approve Related Party Transaction in respect to hold office or place of profit in the Company by Mr. Vishal Kothari

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and Board of Directors and pursuant the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded for Mr. Vishal Kothari, being related party, to continue to hold an office or place of profit in the Company and to enhance the prescribed limit of salary from Rs. 3,00,000 /- per month to Rs. 4,00,000 /- 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 June, 2024.”

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

Resolutions Item no.3 –

To Approve Related Party Transaction in respect to hold office or place of profit in the Company by Mr. Bharat Kothari

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and Board of Directors and pursuant the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded for Mr. Bharat Kothari, being related party, to continue to hold an office or place of profit in the Company and to enhance the prescribed limit of salary from Rs. 3,00,000 /- per month to Rs. 4,00,000 /- 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 June, 2024.”

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

Resolutions Item no.4 –

To Approve Related Party Transaction in respect to hold office or place of profit in the Company by Mr. Bahubali Kothari

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and Board of Directors and pursuant the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded for Mr. Bahubali Kothari, being related party, to continue to hold an office or place of profit in the Company and to enhance the prescribed limit of salary from Rs. 3,00,000 /- per month to Rs. 4,00,000 /- 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 June, 2024.”

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

Resolutions Item no.5 –

TO INCREASE IN THE REMUNERATION OF SHRI DHARAM PRAKASH KOTHARI (DIN 00035298), CHAIRMAN OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution as per the Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded thereunder to revise the remuneration of Mr. Dharam Prakash Kothari (DIN :00035298), the Chairman of the Company with effect from June 1, 2024 for the remaining period of his tenure”.

“RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be continued to be paid as minimum remuneration to the Chairman, subject to such other approvals as may be necessary.”

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 30th September, 2021 with respect to the re-appointment of Mr. Dharam Prakash Kothari as Chairman shall continue to remain in full force and effect.”

“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 Companies Act,2013 or any amendments or any re-enactment thereof as may be agreed to between the Board of Directors and within the overall limits of managerial remuneration as sanctioned by members under section 197 and 198 of the Companies Act, 2013 .”

“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. DHARMA 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 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.”

Resolutions Item no.6 –

TO INCREASE IN THE REMUNERATION OF SHRI SUNIL KOTHARI (DIN 00220940), VICE- CHAIRMAN OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution as per the Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded thereunder to revise the remuneration of Mr. Sunil Kothari (DIN: 00220940), the Vice- Chairman of the Company with effect from June 1, 2024 for the remaining period of his tenure”.

“RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be continued to be paid as minimum remuneration to the Vice-Chairman, subject to such other approvals as may be necessary.”

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 29th September, 2022 with respect to the re-appointment of Mr. Sunil Kothari (DIN: 00220940) as Vice- Chairman of the Company shall continue to remain in full force and effect.”

“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. Sunil 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 Companies Act,2013 or any amendments or any re-enactment thereof as may be agreed to between the Board of Directors and within the overall limits of managerial remuneration as sanctioned by members under section 197 and 198 of the Companies Act, 2013 .”

“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. Sunil Kothari (DIN: 00220940), the Vice- 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** 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.”

Resolutions Item no.7–

TO INCREASE IN THE REMUNERATION OF SHRI VIKAS KOTHARI (DIN 00223868), MANAGING DIRECTOR & CEO OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution as per the Companies Act, 2013:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded thereunder to revise the remuneration of Mr. Vikas Kothari (DIN: 00223868), the Managing Director & CEO of the Company with effect from June 1, 2024 for the remaining period of his tenure”.

“**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be continued to be paid as minimum remuneration to the Managing Director & CEO, subject to such other approvals as may be necessary.”

“**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 29th September, 2022 with respect to the re-appointment of Mr. Vikas Kothari as Managing Director & CEO of the Company shall continue to remain in full force and effect.”

“**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. Vikas 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 Companies Act,2013 or any amendments or any re-enactment thereof as may be agreed to between the Board of Directors and within the overall limits of managerial remuneration as sanctioned by members under section 197 and 198 of the Companies Act, 2013 .”

“**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. Vikas Kothari (DIN: 00223868), the Managing Director & CEO 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** 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.”

Resolution Item no. 8

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and Board of Directors and pursuant the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded for Mr. Siddharth Kothari, being related party, to continue to hold an office or place of profit in the subsidiary Company ‘Om Metals Consortium Private Limited’ and to enhance the prescribed limit of salary from Rs. 2,50,000 /- per month to Rs. 4,00,000 /- 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 June, 2024.”

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

Registered office :

2nd floor, A-Block,
Om Tower, Church Road,

M.I. Road, Jaipur-302001
India
CIN: L27203RJ1971PLC003414
Email – cs@ommetals.com
Date : 11.04.2024
Place : Delhi

By order of the Board of Directors

For Om Infra Limited

Sunil Kothari
Vice- Chairman
DIN : 00220940

Notes :

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on April 12, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on April 12, 2024, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., May 15, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 5.00 PM IST on Friday, May 17, 2024 and will also be displayed on the Company website www.ommetals.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. Wednesday, May 15, 2024 . Members may send their requests to cs@ommetals.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at info@skylinerta.com . Members may follow the process detailed below for availing other services from RTA.

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Skyline Financial Services Private Limited, either by email to info@skylinerta.com or by post to D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR -1

	Update of signature of securities holder	Form ISR -2
	For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014	Form SH - 13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.ommetals.com	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Skyline Financial Services Private Limited at info@skylinerta.com. The forms for updating the same are available at <https://www.ommetals.com>

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

Instructions for e-voting:

The process to vote electronically on NSDL e-Voting system consists of 2 steps:





Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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

	<p>meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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/EasiRegistration Alternatively, 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.

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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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.**

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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to csabhishek.goswami@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.com, or contact Amit Vishal, Deputy Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.com to get your grievances on e-voting addressed.

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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to cs@ommetals.com or admin@skylinerta.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), AADHAAR (self attested scanned copy of Aadhaar Card) to cs@ommetals.com or admin@skylinerta.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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com 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.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item no. 1 - Appointment of Mr. Ramakanta Tripathy (DIN: 03131763) as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on February 26, 2024 appointed Mr. Ramakanta Tripathy (DIN: 03131763) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from February 26, 2024, to February 25, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Om Infra Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Ramakanta Tripathy.

In the opinion of the Board, Mr. Ramakanta Tripathy fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Ramakanta Tripathy's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has vast experience in different industries (Manufacturing, Retail, Pharma, Renewable Energy, Infra, and Healthcare).
- He has robust expertise in managing the entire gamut of F&A covering Accounts, Finance, Costing, Audit, Forex Management, M&A, Fund Raising, Risk Management and Stressed Asset Management etc.
- A multi-tasker, have handled Procurement, HR, IT, and the role of CEO cum CFO.
- He is a CA, CMA, LLB, and semi-qualified CS. He is also a qualified Information Systems Auditor (DISA) from ICAI. He has worked with companies of repute such as Hindustan Aeronautics Ltd (HAL), Reliance Retail Ltd., Biological E Ltd. and Shirdi Sai Electricals Ltd. (SSEL) etc.
- He has hands-on experience in the Implementation of SOP, ERP, IFC, RCM, IndAS and in developing excellent coordination systems and supporting Key Management in the growth strategy.

The resolution seeks the approval of members for the appointment of Mr. Ramakanta Tripathy as an Independent Director of the Company from February 26, 2024 to February 25, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Ramakanta Tripathy as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Ramakanta Tripathy to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Item No. 2

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

Mr. Vishal Kothari son of Mr. Dharam Prakash Kothari and Brother of Mr. Vikas Kothari appointed as officers and holding a place of profit under Section 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) at a monthly salary of Rs. 3,00,000/- per month.

The said approval allowed a total salary of Rs. 36,00,000 /- per annum and further required the Company to seek fresh approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), the board of directors of the Company have accorded its approval to enhance the salary of Mr. Vishal Kothari , an Executive director (Real Estate), Rajasthan Circle and holding an office or place of profit in the Company, are in ordinary course of business and at arm's length basis transaction. Mr..Vishal Kothari associated with the Company from last many years and gave his best for its immense growth.

His present role is crucial to provide impetus to the expanding business in the emerging business of the Company. Considering his qualification, experience and present role present salary is not commensurate, hence requires approval of the shareholders.

The Board of Directors recommends the resolution set out in item No. 2 to be passed as a special Resolution. Except Mr. Dharam Prakash Kothari, Mr. Sunil Kothari, Mr. Vikas Kothari and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 2, except to the extent of their shareholding in the Company.

Item No. 3

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

Mr. Bharat Kothari, brother's son of Mr. Dharam Prakash Kothari and Sunil Kothari appointed as officers and holding a place of profit under Section 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) at a monthly salary of Rs. 3,00,000/- per month.

The said approval allowed a total salary of Rs. 36,00,000 /- per annum and further required the Company to seek fresh approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), the board of directors of the Company have accorded its approval to enhance the salary of Mr. Bharat Kothari , an executive director (Projects), and holding an office or place of profit in the Company, are in ordinary course of business and at arm's length basis transaction. Mr.Bharat Kothari associated with the Company from last many years and gave his best for its immense growth.

His present role is crucial to provide impetus to the expanding business in the emerging business of the Company. Considering his qualification, experience and present role present salary is not commensurate, hence requires approval of the shareholders.

The Board of Directors recommends the resolution set out in item No. 3 to be passed as a Special Resolution. Except Mr. Dharam Prakash Kothari, Mr. Sunil Kothari, Mr. Vikas Kothari and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 3, except to the extent of their shareholding in the Company.

Item No. 4

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

Mr. Bahubali Kothari brother's son of Mr. Dharam Prakash Kothari and Sunil Kothari appointed as officers and holding a place of profit under Section 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) at a monthly salary of Rs. 3,00,000/- per month.

The said approval allowed a total salary of Rs. 36,00,000 /- per annum and further required the Company to seek fresh approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), the board of directors of the Company have accorded its approval to enhance the salary of Mr. Bahubali Kothari , an executive director (Projects), and holding an office or place of profit in the Company, are in ordinary course of business and at arm's length basis transaction. Mr.Bahubali Kothari associated with the Company from last many years and gave his best for its immense growth.

His present role is crucial to provide impetus to the expanding business in the emerging business of the Company. Considering his qualification, experience and present role present salary is not commensurate, hence requires approval of the shareholders.

The Board of Directors recommends the resolution set out in item No. 4 to be passed as a Special Resolution. Except Mr. Dharam Prakash Kothari, Mr. Sunil Kothari, Mr. Vikas Kothari and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No.4, except to the extent of their shareholding in the Company.

Item No. 5

Mr. Dharam Prakash Kothari is a well qualified and experienced person and has been involved in the operations of the Company over a long period of time. Due to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 14th August, 2021, re-appointed him as Chairman of the Company w.e.f. 1 May, 2022 till 30 April, 2025, which was subsequently approved by Shareholders in the 49th AGM of the Company. Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company recommended the increase in the remuneration of Mr. Dharam Prakash Kothari, Chairman of the Company for the remaining tenure of his appointment i.e. w.e.f. 1 June, 2024

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.

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.

Item no. 6

In view of Mr. Sunil Kothari's leadership, strategic inputs, management skills as well as steering and responsibility of all the financial transactions and overall guidance towards the growth of the Company, your

Directors foresee a bright future of the Company under his management. Considering his valuable efforts and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2022, re-appointed him as Vice-Chairman of the Company w.e.f. 22nd August, 2022 till 21st August, 2025, which was subsequently approved by Shareholders in the 50th AGM of the Company. Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company recommended the increase in the remuneration of Mr. Sunil Kothari, Vice-Chairman of the Company for the remaining tenure of his appointment i.e. w.e.f. 1 June, 2024.

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.
- 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.

Item no. 7

Mr. Vikas Kothari is a well qualified person. He has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Due to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2022, re-appointed him as Managing Director & CEO of the Company w.e.f. 28th March, 2023 till 27th March, 2026, which was subsequently approved by Shareholders in the 50th AGM of the Company. Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company recommended the increase in the remuneration of Mr. Vikas Kothari, Managing Director & CEO of the Company for the remaining tenure of his appointment i.e. w.e.f. 1 June, 2024

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

Remuneration:

Salary: Rs. 5,00,000/- 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.

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.

Item no. 8

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

Mr. Siddharth Kothari son of Mr. Sunil Kothari appointed as officers and holding a place of profit under Section 188 (1)(f) and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) at a monthly salary of Rs. 2,50,000/- per month in the Subsidiary of the company 'Om Metals Consortium Private Limited'. The said approval allowed a total salary of Rs. 30,00,000 /- per annum and further required the Company to seek fresh approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), the board of directors of the Company have accorded its approval to enhance the salary of Mr. Siddharth Kothari and holding an office or place of profit in the Subsidiary Company, are in ordinary course of business and at arm's length basis transaction.

The Company has received from the Subsidiary Company, a letter proposing a 60% (Sixty Percent) per annum increase in total remuneration of Mr. Siddharth Kothari over and above his last drawn remuneration in Om Metals Consortium Private Limited with other terms and conditions of his appointment in Subsidiary Company remaining unchanged. The said proposal letter of Om Metals Consortium Private Limited is available for inspection at the registered office of the Company on all working days (except Saturdays, Sundays and holidays) upto the last date evoting of Postal Ballot.

Further, under the provisions of the Section 188 of the Companies Act, 2013, such appointment to an office or place of profit requires to be approved of the shareholders by way of a special resolution.

The Board of Directors recommends the resolution set out in item No. 8 to be passed as a special Resolution. Except Mr. Sunil Kothari and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 8, except to the extent of their shareholding in the Company.

Annexure to the Notice

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of Director	Mr. Ramakanta Tripathy
DIN	03131763
Date of Birth	4/07/1967
Age	57
Date of first appointment on the Board	26.02.2024
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	<p>Mr. Ramakant comes with 28+ years of experience in different industries (Manufacturing, Retail, Pharma, Renewable Energy, Infra, and Healthcare). A multi-tasker, have handled Procurement, HR, IT, and the role of CEO cum CFO. Mr. Ramakant is a CA, CMA, LLB, and semi-qualified CS. He is also a qualified Information Systems Auditor (DISA) from ICAI. He has worked with companies of repute such as Hindustan Aeronautics Ltd (HAL), Reliance Retail Ltd., Biological E Ltd. and Shirdi Sai Electricals Ltd. (SSEL) etc.</p> <p>EXPERIENCE IN ENTIRE GAMUT OF F&A : Mr. Ramakant has robust expertise in managing the entire gamut of F&A covering Accounts, Finance, Costing, Audit, Forex Management, M&A, Fund Raising, Risk Management and Stressed Asset Management etc. He has hands-on experience in the Implementation of SOP, ERP, IFC, RCM, IndAS and in developing excellent coordination systems and supporting Key Management in the growth strategy. Mr. Ramakant had been instrumental in fundraising in BE and SSEL etc.</p> <p>RECOGNITION AND ACCOLADES : Mr. Ramakant is recipient of CMA ACHIEVER AWARD 2016 from the Institute of Cost Accountants India (ICAI). He is a member of Independent Directors Data Bank under Aegis of Ministry of Corporate Affairs, Government of India. He addressed CFOs / Financial Professionals on "Finance" in the various forums, programs conducted by Institutes, SAFA and at Leadership Summits. His core strength is working on huge expansion and business growth.</p>
Disclosure of Relationships Between Directors Inter-Se, Manager & KMP	NONE
Names of Bodies Corporate (Other than Om Kothari Group) in which Mr. Ramakanta Tripathy also holds the Directorship and the Membership / Chairmanship of Committees of the Board	Directorship : 1. FINOSO PHARMA PRIVATE LIMITED 2. ACHIEVE ONLINE SERVICES PRIVATE LIMITED
No. of Shares held in the Company	NIL
No. of Board meetings & committees attended from 26 th February, 2024 to 11 th April, 2024	Board Meeting – 1/1 Committees – 0/0
Key terms and conditions of appointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided

	by the Board, reimbursement of expenses for participating in the Board and other meetings .
Listed Entities from which Mr. Ramakanta Tripathy has resigned as Director in past 3 years	NIL
Skills and capabilities required for the role and the manner in which Mr. Ramakanta Tripathy meets such requirements	Refer to the Item no. 1 of the explanatory statement.

For Om Infra Limited

Place: Delhi
Date: 11.04.2024

Sunil Kothari
Vice-Chairman
DIN: 00220940