



SECRETARIAL COMPLIANCE REPORT
OF
OM METALS INFRAPROJECTS LIMITED
for the year ended 31st March, 2019

We, B K Sharma and Associates, Company Secretaries, have examined:

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

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not applicable during the Review Period.*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not applicable during the Review Period.*)





- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during the Review Period.)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the Review Period.)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the Review Period.)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 25 (6) of SEBI (LODR) Regulations, 2015. An Independent Director, who resigns, shall be replaced by a new Independent Director at the earliest but not later than the immediate next meeting of the Board or three months, whichever is later.	New Independent Director, in place of Independent director who resigns, has been appointed after Three months.	Mr. Ram Kumar Gupta has resigned on 6 th January, 2018. The Board of Directors of the Company has appointed new Independent Director Mr. Naresh Kumar Paliwal on 20 th April, 2018.





2.	Regulation 33 (3) of SEBI (LODR) Regulations, 2015 regarding Submission of Audited Financial Results for the Financial Year ended on 31.03.2018.	The company has submitted Audited Financial Results for Quarter and Year ended 31 st March, 2018, on 31.05.2018 at 00:00:26 AM to BSE and at 00:00:04 AM to NSE.	The Board Meeting for approval of Financial Results was concluded at 11:45 on 30th May, 2018. BSE has fined for Rs. 5,000/- in this respect for delay submission of Financial Results for Quarter and year ended on 31.03.2018.
3.	Regulation 33 (3) of SEBI (LODR) Regulations, 2015 regarding Submission of Unaudited Financial Results for Quarter ended on 30.09.2018.	The company has submitted Quarterly Standalone Financial Results for Quarter ended 30 th Sept., 2018 on 15.11.2018 at 00.30 AM to BSE and at 00.36 AM to NSE.	The Board Meeting for approval of Financial Results was concluded at 11:55 on 14th November, 2018. BSE has fined for Rs. 5,000/- in this respect for delay submission of Financial Results for quarter ended on 30.09.2018.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
- NIL -				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
- None being it is First Report -				

For B K Sharma & Associates
Company Secretaries
FRN - P2013RJ233500



Brij Kishore Sharma

[BRIJ KISHORE SHARMA]
Proprietor
M. No. : FCS - 6206
COP No.: 12636

PLACE: Jaipur
DATE: 30th May, 2019