



OM INFRA LIMITED

(Formerly known as OM METALS INFRAPROJECTS LIMITED)

CIN: L27203RJ1971PLC003414

Regd. Office: 3rd Floor, A-Block, Om Tower, Church Road, M.I. Road, Jaipur-302001

Tel: +91-141-2996468

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

Date : 15/09/2025

To,

Corporate Service Department, Bombay Stock Exchange, Phiroze Jeejeebhoy 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/Ma'am

Sub : ADDENDUM TO THE NOTICE OF 53RD ANNUAL GENERAL MEETING OF THE COMPANY

This is further to our letter dated September 5, 2025, regarding Notice of the 53rd AGM ('AGM Notice') of the Company.

Om Infra Limited (the "Company") has issued Notice dated August 11, 2025 (the "AGM Notice") for convening the 53rd Annual General Meeting of the Company, scheduled to be held on Monday, September 29, 2025, at 12.30 p.m. (IST) through video conferencing /OAVM. The AGM Notice has already been dispatched to all the Shareholders of the Company in compliance with applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In reference to our communication dated 5th September, 2025 regarding the submission of the Notice of the 53rd Annual General Meeting ("AGM") of the Company to the Stock Exchanges and subsequent dispatch of the same to the members by electronic means (whose email addresses are registered with the Company/Depository Participants).

As the Notice from the Member pursuant to Section 160 of the Act was received subsequent to issue of Notice of the 53rd AGM to the Members on September 9, 2025, an Addendum to the 53rd AGM Notice is being circulated electronically to the Members to whom Notice of the 53rd AGM has been sent, in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations. This Addendum shall be deemed to be an integral part of the original Notice dated August 11, 2025 and the notes provided therein.

The aforesaid proposal for appointment of Mr. Kamlesh Kumar Singh as Non-executive Independent Director would be included in the remote e-voting facility commencing on Thursday, September 25, 2025 (9:00 a.m. IST) and ends on Sunday, September 28, 2025 (5:00 p.m. IST) (both days inclusive) and in the e-voting during the AGM.



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Accordingly, the Special Business Item No. 11 in respect of Appointment of Mr. Kamlesh Kumar Singh as Non-executive Independent Director of the Company will be taken up for consideration by the Members at the ensuing 53rd Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 29, 2025 at 12:30 p.m. (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

The Addendum to the 53rd AGM Notice sent the Member on 5th September, 2025 is being given due to the following issues:

1. Revision of Item No. 10 for Appointment of M/S. B K Sharma & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company due to rectification in Firm Registration number and explanatory statement did not enclosed with the AGM Notice.
2. Appointment Mr. Kamlesh Kumar Singh (DIN: 03146381) as an Non-Executive Independent Director of the Company due to Notice under Section 160 of the Companies Act, 2013

This addendum to the Notice of the AGM ("Addendum") shall form an integral part of the Notice of the 53rd AGM which has already been circulated to the Members of the Company and on and from the date hereof, the Notice of the AGM shall always be read in conjunction with this Addendum. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

The Company has uploaded this Addendum to the Notice of the 53rd AGM on its website at: www.ommetals.com

For Om Infra Limited

Vikas Kothari
Managing Director & CEO
DIN :00223868



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ADDENDUM TO THE NOTICE OF 53RD ANNUAL GENERAL MEETING

Addendum to the Notice of the 53rd Annual General Meeting (AGM) of the Members of Om Infra Limited to be held on Monday, September 29, 2025 at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Members,

This is in reference to the Notice of 53rd Annual General Meeting dated August 11, 2025 ("AGM Notice") of Om Infra Limited ("the Company") to be held on Monday, 29th September 2025, at 12:30 PM through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, for seeking approval for matters contained in the said notice. The said notice has been duly dispatched to the shareholders of the Company as per the applicable laws. The Below Addendum shall be read in conjunction with the 53rd AGM Notice dated August 11, 2025 together with explanatory statement:

SPECIAL BUSINESS:

ITEM NO. 10 - APPOINTMENT OF M/S. B K SHARMA & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY

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

"RESOLVED THAT based on the recommendation of the Board of Directors of the Company and pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Section 204 of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. B K Sharma & Associates, Practicing Company Secretaries (Firm Registration Number: S2013RJ233500), be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years to hold the office from financial year 2025-26 to 2029-30, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor;

RESOLVED FURTHER THAT approval of the shareholders be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."



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ITEM NO. 11 - TO APPOINT MR. KAMLESH KUMAR SINGH (DIN: 03146381) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company, Mr. Kamlesh Kumar Singh (DIN: 03146381), for whom notice under section 160 of the Companies Act, 2013 received for his candidature, be and is hereby appointed as Non-executive Independent Director of the Company for a period of 5 years commencing from date of the AGM i.e. 29th September, 2025 to 28th September, 2030 and not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Kamlesh Kumar Singh (DIN: 03146381) as a Non-Executive Independent Director of the Company.”

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

Date: 13.09.2025

Place: Delhi

Dharam Prakash Kothari
Chairman
DIN: 00035298

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
2. In compliance with the applicable MCA Circulars and SEBI Circulars dated May 12, 2020 and May 13, 2022 read with January 05, 2023, Addendum to the Notice of the AGM is being sent only through electronic mode to those Members to whom the Notice dated August 11, 2025 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Members may note that the Addendum to the Notice of AGM will also be available on the Company's website www.ommetals.com and 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 on the website of NSDL.
4. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. Members who wish to seek inspection, may send their request through an email at cs@ommetals.com.



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5. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment at the AGM is furnished as annexure to this Addendum to Notice of AGM. The Director has furnished consent/declarations for her appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
6. All the processes, notes and instructions relating to remote e-voting and e-voting during the 53rd AGM as well as the process of attending the 53rd AGM through VC/OAVM as set out in the 53rd AGM Notice dated August 11, 2025, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 53rd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 53rd AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 10

The Board at its meeting held on May 30, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s B K Sharma & Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: S2013RJ233500) as Secretarial Auditors of the Company for a term of five consecutive years commencing from the financial year 2025-26 to 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. M/s B K Sharma & Associates is a well-known firm of Practising Company Secretaries and based in Jaipur. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. M/s B K Sharma & Associates focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. M/s B K Sharma and Associates is a leading firm of Practicing Company Secretaries with More than One decade of rich and diverse professional Experience. Renowned for its commitment & excellence, the Firm specializes in Secretarial Audits, Due Diligence, IPO and provides comprehensive range of advisory, representation and compliance services under Company Law, SEBI Regulations, FEMA Regulations, RBI Directions, Mergers & Acquisitions.

M/s B K Sharma & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s B K Sharma & Associates as Secretarial Auditors is within the purview



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of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs. 75,000 (Rupees Seventy Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s B K Sharma & Associates.

In addition to the secretarial audit, M/s B K Sharma & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 10 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 10 of this Notice.

Item No. 11:

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Kamlesh Kumar Singh (DIN: 03146381) as an Independent Director of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on September 13, 2025, considered the Notice and recommends the appointment of Mr. Kamlesh Kumar Singh as an Independent Director on the Board of the Company, for a term of 5 years.

Mr. Kamlesh Kumar Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Kamlesh Kumar Singh as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Mr. Kamlesh Kumar Singh possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, Compliance & Corporate Governance, Technology & Digital perspective and General Management and his induction on Om Infra Board will immensely benefit the Company. Further, Mr. Kamlesh Kumar Singh possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute. Considering his expertise and knowledge, the Board considers that the appointment of Mr. Kamlesh Kumar Singh as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Kamlesh Kumar Singh as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from the date of this AGM 29th September, 2025 to 28th September, 2030. The Board



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recommends the resolution as set out at Item No. 11 of this Addendum to the 53rd AGM Notice for approval of the Members of the Company as a Special Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Kamlesh Kumar Singh including his profile and specific areas of expertise are given in this Addendum to the AGM Notice as “Annexure 1”.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 11 of this Notice.

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

Date: 13.09.2025

Place: Delhi

Dharam Prakash Kothari

Chairman

DIN: 00035298

Annexure – 1

ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT AT THE 53rd AGM.

[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2]

Brief Profile of Sh. Kamlesh Kumar Singh

Sh. Kamlesh Kumar Singh is a Civil Engineering professional and is having experience of more than 43 years in the area of Power Sector, Water Resources and Infrastructure Development etc. He had worked in NHPC, NTPC, SJVNL (Govt. of India PSUs) and UJVNL (State Govt. PSUs) holding senior positions as Chief Engineer, Head of Project & Region, CEO of JV/Subsidiary and Director. He superannuated from NTPC as Regional Executive Director in 2021. He has vast and varied experience in Strategic Project Execution Operation Management including contracts and financial Management. He is expert for Hydro Project Execution.

Name of the Director	Mr. Kamlesh Kumar Singh
DIN	03146381
Date of Birth & age	28th February 1961, 64 years
Date of Appointment	September 13, 2025
Nature of his expertise in specific functional areas	Power Sector, Water Resources and Infrastructure Development etc.
Qualification	B.E. (Civil Engineering), 1981 – Madan Mohan Malaviya University of Technology (formerly M.M.M. Engineering College), Gorakhpur
Relationship with other Directors, Managers and KMPs	None
Directorship held in other listed entities	None



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Membership/ Chairmanship of Committees of the Board in other listed entities	None
Listed entities from which he has resigned in the past 3 (three) years	NIL
Number of meetings of the Board attended during the year	NA
Terms and conditions of Appointment or Re-appointment	Not Liable to retire by rotation
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Sitting fees for attending the meetings of the Board and/or respective Committee(s)
Shareholding in Om Infra Limited	NIL
Shareholding as a beneficial owner	Not Applicable

Note: There is no other change to the agenda items, resolutions, explanatory statements, or any other content of the Annual Report or AGM Notice as sent earlier.