



OM METALS INFRAPROJECTS LTD.

CIN: U22000RJ1997PLC003414

Regd. Office : J-28, Subhash Marg, C-Scheme, Jaipur - 302001
Tel: +91-141-5160000, E-mail: Jaipur@omm Metals.com
Website : www.omm Metals.com



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MGMI SYS
RvA C071

AN ISO 9001 : 2000 Certified Co.

Date: 4th September, 2017

To,

Corporate Service Department, Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Fax No. 022- 22723121/3027/2039/2061/2041	Listing Department, National Stock Exchange Of India Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai Fax No. 022- 26598237/38;66418126
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Sub: Notice of 45th Annual General Meeting

Dear Sir,

This is to inform you that 45th Annual General Meeting of the Company is scheduled to be held on Friday, 29th September, 2017 at 11.30 A.M. at Om Tower, Church Road, M.I. Road, Jaipur-302001.

The Notice of 45th Annual General Meeting is enclosed for your records.

This is for your information and records.

Thanking You.

Yours faithfully

For Om Metals Infraprojects Limited



New Delhi
NBCC Plaza, Tower III, 4th Floor, Sector-5
Pushp Vihar, Saket, New Delhi-110017
Tel : +91-11-29565552/53/54
Fax : +91-11-29565551, 29551687
E-mail : info@omm Metals.com

Kota
B-117/118, Indraprastha Ind Area,
Kota 324 005 (Rajasthan)
Tel : +91-744-2425107, 2420756
Fax : +91-744-2438069, 2430647
E-mail: kota@omm Metals.com

Mumbai
Ground Floor, Ramakrishna Sadan
63, Pochkhanwala Road
Opp. Worli RTO, Worli, Mumbai - 400 025
Tel : +91-22-24970836, 32402492



OM METALS INFRAPROJECTS LIMITED

CIN: L27203RJ1971PLC003414

Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur -302001

Tel: +91-141-5163323-33, Fax: +91-141-4044283

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

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the members of Om Metals Infraprojects Limited will be held on Friday, 29th September, 2017 at 11:30A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March, 2017 together with the Reports of the Board and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March, 2017 together with the Report of the Auditors thereon.

Item No. 2- Declaration of Dividend

To declare final dividend of Rs 0.20 per fully paid up Equity Share of Rs.1 each of the Company for Financial Year 2016-17.

Item No. 3 – Appointment of a Director

To appoint a Director in place of Shri Vikas Kothari (DIN: 00223868), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 4 –Appointment of Auditors

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

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby approves the appointment of M/s. Mahipal Jain and Co., Chartered Accountants (Registration No. 007284C), as Statutory Auditors of the Company, to hold office for a period of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the 50th Annual General Meeting of the Company to be held for the financial year 2021-22, subject to ratification at each annual general meeting on such remuneration as may be determined by the Audit Committee/ Board of Directors of the Company in consultation with the auditors.”

SPECIAL BUSINESS:

Item No.5- Ratification of Cost Auditor's remuneration

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs 30000plus out-of-pocket expenses payable to M/s M. Goyal & Co., Cost Accountants (Firm's Registration No. 000051) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year 2017-18.”

Item No. 6 –Appointment of Mr. Dharam Prakash Kothari as Director

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

“**RESOLVED THAT** Shri Dharam Prakash Kothari (holding DIN 00200342), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st May, 2017 in terms of Section 161 (1) of the Companies Act, 2013

and whose term of office expires at the Annual General Meeting and in respect of whom the company has received a notice under Section 160 of the companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, whose period of office shall be liable to determination by retirement by rotation."

Item No. 7 – Appointment of Whole-time Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. Dharam Prakash Kothari (holding DIN 00200342) as a Whole Time Director, designated as "Chairman" of the Company for a period of Five Years effective from 01st May, 2017, to be liable to retire by rotation, on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as contained in the draft agreement, a copy whereof initialed by the chairman for the purpose identification is placed before the meeting and with liberty and authority to board of directors to alter and vary such terms and conditions of the said appointment from time to time within the scope of Schedule V to the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Dharam Prakash Kothari."

"RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V of the Act, in such manner as may be decided by the Board of Directors and the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation."

Item no -8: Re-appointment of Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Kothari (holding DIN 00220940) as a managing Director, for a further period of Five Years effective from 22nd August, 2017 not liable to be retire by rotation on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as contained in the draft agreement, a copy whereof initialed by the chairman for the purpose identification is placed before the meeting and with liberty and authority to board of directors to alter and vary such terms and conditions of the said appointment from time to time within the scope of Schedule V to the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sunil Kothari."

"RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the A ct including the said Schedule V of the Act, in such manner as may be decided by the Board of Directors and the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation."

Item no-9 :To amend the Article of Association to insert the clause for Chairman Emeritus :

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 the Articles of Association of the Company be and are hereby altered as under, by inserting the following Article as 114A after the present Article 114 of the Articles of Association of the Company:

- (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.
- (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
- (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
- (6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."
- "RESOLVED FURTHER THAT** any of the KMP(s) be and is hereby severally authorised to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Item no. 10 – Related Party Transaction

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary the consent of the Company be and is hereby accorded to Board of Directors of the Company to enter into the related party transactions by the Company with the respective related parties for the maximum amounts per annum as set out under Item 11 of the Explanatory Statement annexed to this Notice with Related Parties as defined under various provisions of Companies Act, 2013 and as per applicable accounting standards."

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

Place: Delhi
Date: 11.08.2017

Dharam Prakash Kothari
Chairman
DIN: 00200342

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members, authorized representatives and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto. Additional information, pursuant to Listing Regulations and Secretarial Standard on General Meetings in respect of Director seeking re-appointment/appointment at the Annual General Meeting is furnished as Annexure to the Notice.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution together with the respective specimen signature of the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 22, 2017 to Friday, September 29, 2017, (both days inclusive).for the purpose of the Annual General meeting of the Company.
7. Final dividend, as recommended by the board of director, if approved at the AGM, payment of such dividend will be made on or before October 25, 2017 as under:
 - (1) To all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) on Thursday, 21st September 2017,
 - (2) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company/RTA on or before the close of business hours on Thursday, 21st September, 2017.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, PAN Details ,e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such informations and changes therein to the Company or RTA Skyline Financial Services Private Limited.
9. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under the Section 72 of the Companies Act, 2013 may do so.
11. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
12. Members desiring any information/clarification relating to the Financial Statements of the Company are requested to write to the Company well in advance so as to enable the management to keep the information ready. Members are requested to visit the website of the company viz. www.ommetals.com for viewing the quarterly and annual financial results and for more information of the company.
13. The Company has transferred to the Investor Education and Protection fund (IEPF) on the due date, the unclaimed dividend for the financial year ended March 31, 2009 and March 31, 2010
14. Members are requested to note that Dividends not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013). No claim shall be entertained against the Company for the amounts so transferred.

15. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2010-11 onwards for the Company are requested to make their claims without any delay to the Company or RTA Skyline Financial Services Private Limited.

The details of unclaimed dividend are available on the Company's corporate website www.ommetals.com

16. Pursuant to the General Circulars issued by the Ministry of Corporate affairs with respect to Section 124 (6) of the Companies Act, 2013 read with rules made thereunder in relation to transfer of unclaimed shares to investor education and protection fund (IEPF), the matter is under due consideration. The Company will comply with the formalities, as may be necessary, in this regard
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
18. Electronic copy of Annual report 2017 and Notice of the 45th Annual General Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
20. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Listing Regulations, the Company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.
21. The physical copies of the Annual Report 2017 and Notice of the 45th Annual General Meeting will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@ommetals.com
22. Mr. Mayur Sanghi of M/s. Mayur Sanghi & associates, Practicing Company Secretaries (Membership No. ACS 31712), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
23. The facility for voting through Ballot/polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
24. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

25. The instructions for shareholders for remote e-voting are as under:

- The remote e-voting period begins on September 25, 2017 at 10:00 A.M. and ends on September 28, 2017 by 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide remote e-voting facility to its shareholders.
 - (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both

	<p>demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Om Metals Infraprojects Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available on Google Play Store, App store and window Phone Store. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ommetals.com The results shall simultaneously be communicated to the Stock Exchanges

26. The remote e-voting period commences on September 25, 2017 at 10:00 A.M. and ends on September 28, 2017 by 05:00P.M. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.

27. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. September 22, 2017.

28. Any Member(s) who require any special assistance of any kind at the venue of the Forty Fifth AGM are requested to send details of their special needs in writing to the Company cs@ommetals.com at least three days before the date of the Forty Fifth AGM.

ANNEXURE TO THE NOTICE

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

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5:

The Board of Directors of the company in its meeting held on 30th May, 2017, approved the appointment and remuneration of M/s M. Goyal & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2017-18, subject to the applicability of Cost Audit in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

None of the Directors/Key managerial personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item no.5 of the Notice for approval of members.

Item No.6& 7:

Mr. Dharam Prakash Kothari was appointed as an Additional Director by the Board with effect from May 1, 2017 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Dharam Prakash Kothari will hold office up to the date of the forthcoming AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Dharam Prakash Kothari for the office of Director.

Mr. Dharam Prakash Kothari, aged 65 years, has an excellent knowledge and experience. He resigned from the company in July, 2016 however in view of his vast knowledge and experience, the board is of opinion that for smooth and efficient running of the business, the services of Mr. Dharam Prakash Kothari should be available to the Company. In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 1, 2017 appointed him as Whole Time Director, who shall retire by rotation, on the remuneration of Rs. 7,00,000/- per Month. In case, the Company has no profits or its profits are inadequate, then

the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

Remuneration:

Salary: Rs. 7,00,000/- 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, you 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 but not exceeding 10% of the Salary.
- 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 not exceeding two 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 to you , 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.

None of the Directors, Key managerial Person of the Company, and their relatives except Sunil Kothari and Vikas Kothari are deemed to be concerned or interested in the resolution.

Accordingly the Board recommends the passing of the ordinary resolution as set out in the item no. 6 &7 of the Notice

Item No. 8:

The existing tenure of Mr. Sunil Kothari continues up to 21.08.2017. His re-appointment effective from 22.08.2017 requires approval of the members. It is under the stewardship of Mr. Sunil Kothari that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

It is proposed to re-appoint him for the further period of 5 years with effect from 22.08.2017 and member's approvals sought to the re-appointment.

The terms of his re-appointment and remuneration including minimum remuneration are set out as under

Remuneration:

Salary: Rs. 7,00,000/- 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, you 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 but not exceeding 10% of the Salary.
- 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 not exceeding two 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 to you , 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.

None of the Directors, Key managerial Person of the Company, and their relatives except Mr. Dharam Prakash Kothari is deemed to be concerned or interested in the resolution.

Accordingly the Board recommends the passing of the ordinary resolution as set out in the item no. 8 of the Notice

Item No 9:

Under Section 14 of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the members in general meeting by a special resolution, amend the Articles of Association of the Company.

It is proposed to insert new Article 114A in the Articles of Association after the existing Article 114 so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Chairman Emeritus on the terms mentioned therein.

Your Directors recommend passing this resolution as Special Resolution.

None of the Directors are concerned or interested in this resolution.

Item No. 10:

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

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

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

S. NO.	TYPE OF TRANSACTION	NAME OF RELATED PARTY	NATURE OF RELATIONSHIP	NATURE, MATERIAL TERMS AND PARTICULARS OF CONTRACT OR ARRANGEMENT	MAXIMUM LIMIT (RS. IN CRORE)	ANY OTHER INFORMATION
1	Availing/ Rendering of any Services	Om Metals SPML Joint Venture - Rwanda	Joint Venture	Supply and services in connection with execution of lift irrigation project in Rwanda(Africa)	70	–
		SPML Om Metals JV – Ujjain	Joint venture	Infrastructural development for smart city in VikramUdyogpuri, phase I, near Ujjain	100	–
		Om Metals Consortium Pvt Ltd	Wholly owned subsidiary	EPC contract for construction of residential project	100	–
		Bhilwara Jaipur Toll Road Private Limited	Joint Venture	Maintenance and servicing of 212 km road in Jaipur-Bhilwara stretch	50	–
		Bihar Logistics Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Bhagalpur, Bihar	50	–
		Uttar Pradesh Logistics Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Fatehpur, Uttar Pradesh	50	–

		West Bengal Logistics Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Malda, West Bengal	50	–
		Gujrat Warehousing Private Limited	Joint Venture	Development, operation and maintenance of silos for storage of wheat at Palanpur and Siddhpur, Gujrat	50	–
		Om Kerui Joint Venture Pvt Ltd	Joint venture	Purchase and deployment of oil drilling rig for ONGC	100	–
2.	Selling or otherwise disposing of property	Jupiter Metal Private Limited	A private company in which a director or his relative is a member or Director	Selling of Om Tower (Hotel) situated at Church road, M.I. Road, Jaipur, a unit of the Company	35	–
3	Corporate Guarantee	Bhilwara Jaipur Toll Road Private Limited	Joint venture	Guarantee given by the company on Loan taken by Joint Venture	237	–

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

The Board recommends passing of the relevant Special Resolution as mentioned at Item No 10 of the Notice.

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

Place: Delhi
Date: 11.08.2017

Dharam Prakash Kothari
Chairman
DIN: 00200342

Annexure to the Notice

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

1. PROFILE OF MR. VIKAS KOTHARI

Brief resume of Director: Mr. Vikas Kothari has 19+ years of experience in managing the affairs of the company. He is a Mechanical Engineer from University of Hartford and holds a Masters Degree from IIM Bangalore. His current responsibility includes business development, quality control, project co ordination and foreign collaborations. His futuristic and progressive ideas have enabled the company to scale new heights and expand its horizons to international waters. The company's impressive overseas collaboration is all the result of his consistency and vision.

Nature of Expertise in Specific Functional Area: Sales Promotion, Business Development, Quality control, Project coordination and foreign collaboration

Disclosure of Relationship between Directors inter-se: Nil

Listed Companies (other than Om Metals) in which Mr. Vikas Kothari holds directorship and Committee membership:

Directorship: Nil

Committee Membership(includes only Audit Committee & Stakeholder Relationship Committee): Nil

Shareholding in the Company: 1766050

2. PROFILE OF MR. DHARAM PRAKASH KOTHARI:

Brief resume of Director: Mr. Dharam Prakash Kothari aged 65Years, was appointed on 1st May, 2017 as Whole-time Director on the Board of Directors of the Company.

He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. He has experience as a senior business leader with rich business management experience in both Indian and global companies..

Mr. Dharam Prakash Kothari holds Bachelor Degree in Engineering.

Nature of Expertise in Specific Functional Area: Technical and Engineering

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

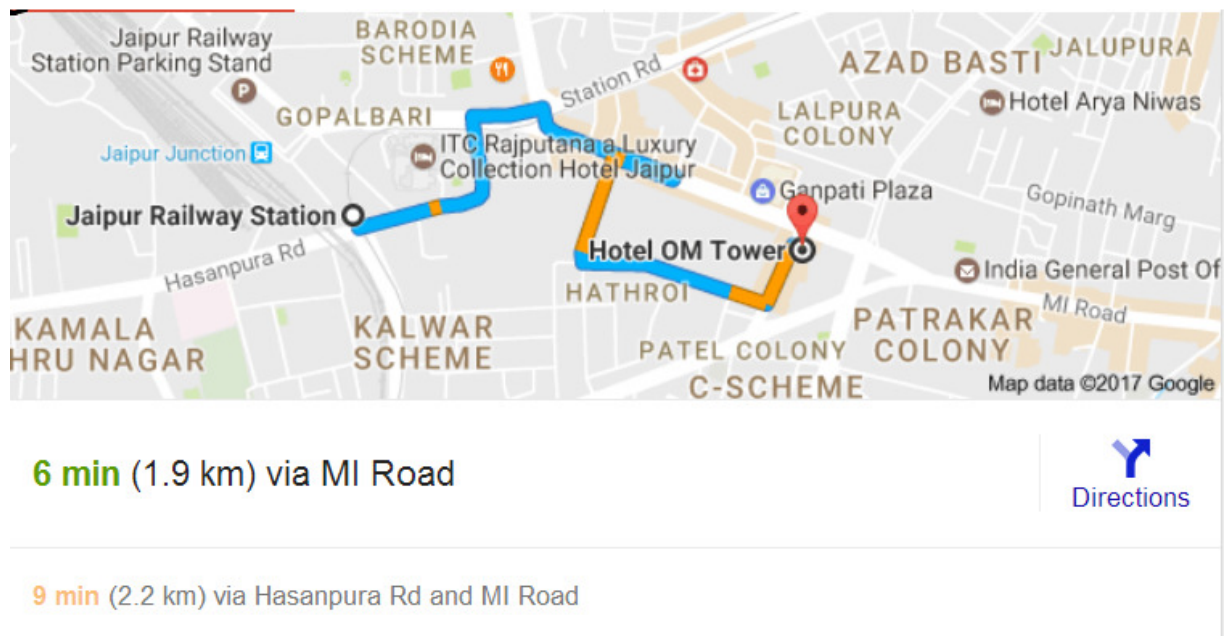
Listed Companies (other than Om Metals) in which Mr. Dharam Prakash Kothari holds directorship and Committee membership:

Directorship :Nil

Committee Membership(includes only Audit Committee & Stakeholder Relationship Committee): Nil

Shareholding in the Company: 4858346

ROUTE MAP TO THE VENUE OF THE AGM



OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

E-mail Id:Folio/Client Id:

DP Id:

I/We, being the member (s) of Equity Shares of above named company, hereby appoint

1)..... ofhaving e-mail id.....or failing him

2)..... ofhaving e-mail id.....or failing him

3)..... ofhaving e-mail id.....

And whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Friday, 29th September 2017 at 11:30 A.M. At Om Tower Church Road, M.I. Road , Jaipur-302001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.no. Resolutions

Ordinary Business

1. Consider and adopt:
 - a) Audited standalone Financial Statement, Reports of the Board of Directors and Auditors
 - b) Audited Consolidated Financial Statement
2. Declaration of Dividend
3. Re-appointment of Mr. Vikas Kothari, who retires by rotation.
4. Appointment of M/s Mahipal Jain & Co. as statutory auditor

Special Business

5. Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013
6. Appointment of Mr. Dharam Prakash Kothari as director
7. Appointment of Mr. Dharam Prakash Kothari as whole-time director
8. Re-appointment of Mr. Sunil Kothari as Managing director
9. Amendment in the Article of Association to insert the clause for Chairman Emeritus
10. Related Party transactions

Signed thisday of2017

Signature of Shareholder

Signature of Proxy Holder

Re. 1/-Revenue
Stamp

Notes:

1. A Proxy need not be a member of the Company.
2. This form of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

ATTENDANCE SLIP

(To be presented at the entrance)

45th ANNUAL GENERAL MEETING on Friday, 29th September, 2017 AT 11:30 A.M.

AT Om Tower, Church Road, M.I. Road Jaipur -302001

Regd. Folio No/Client ID..... DP ID

Name and Address of Member

.....

Name of Proxyholder

No. of shares held:

I hereby record my presence at the 45th Annual General Meeting of the Company held on Friday, 29th September 2017 at 11:30 A.M. at Om Tower, Church Road M.I. Road Jaipur -302001.

Signature of Member/ Proxyholder

Notes:

Only Member/Proxy can attend the meeting.

Member/Proxy who wish to attend the meeting bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.

Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Om Metals Infraprojects Limited
Registered office: J-28, Subhash Marg, C-scheme, Jaipur-302001

BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Consider and adopt: a) Audited standalone Financial Statement, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement			
2.	Declaration of Dividend			
3.	Re-appointment of Mr. Vikas Kothari, who retires by rotation.			
4.	Appointment of M/s Mahipal Jain & Co. as statutory auditor			
5.	Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013			
6.	Appointment of Mr. Dharam Prakash Kothari as director			
7.	Appointment of Mr. Dharam Prakash Kothari as whole-time director			
8.	Re-appointment of Mr. Sunil Kothari as Managing director			
9.	Amendment in the Article of Association to insert the clause for Chairman Emeritus			
10.	Related Party transaction			

Place:

Date:

(Signature of the shareholder)