



OM METALS INFRAPROJECTS LTD.

CIN-L27203RJ1971PLC003414



IRQS



MGMT SYS

RvA CO71

AN ISO 9001 : 2000 Certified Co.

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

Tel: +91-141-5160000, E-mail: jaipur@ommetals.com

Website : www.ommetals.com

Date: 24th August, 2016

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

Dear Sir,

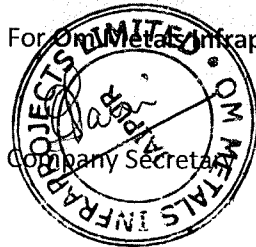
Sub: Postal Ballot Notice & Form

Please find enclosed herewith a copy of Postal Ballot Form & Postal Ballot Notice to be circulated to the shareholders of the Company.

Kindly take the aforesaid information in your records.

Thanking You.

For Om Metals Infraprojects Limited



Encl: as above

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@ommetals.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@ommetals.com

Mumbai

Ground Floor, Ramakrishna Sadan
63, Pochkhanwala Road

Opp. Worli RTO, Worli, Mumbai - 400 025

Tel : +91-22-24970836, 32402492

Fax: +91 22 24952515



Om Metals Infraprojects Limited

Registered Office: J-28, Subhash Marg, C-scheme, Jaipur -302001
CIN: L27203RJ1971PLC003414, EMAIL ID: cs@ommetals.com
TEL: 0141-5163333, FAX: 0141 - 4044283 • WEBSITE: www.ommetals.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No.

1. Name(s) of Shareholder(s) :
(including joint holders, if any)
2. Registered Address of the Sole/
First named Shareholder :
3. DP ID No. / Client ID No. /
Registered Folio No. :
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice dated 12th August, 2016 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Sr. No	Description	No. of shares	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1	Alteration of Object Clause of Memorandum of Association of the Company			
2.	Approval for Related Party Transactions			

Place :

Date :

Signature of Shareholder

E-mail :

To be provided by the members holding equity shares in physical form

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Event Number)	USER ID	PASSWORD/ PIN

The remote e voting facility will be available during the following voting period:

Commencement of remote e voting	End of remote e voting
Saturday, 27 th August, 2016 from 09:00 A.M.	Sunday, 25 th September, 2016 till 05:00 P.M

Notes:

1. Please read the instructions printed below carefully before filling this Form and for remote e voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Sunday, 25th September, 2016 upto 05:00 P.M

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company
4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Sunday, 25th September, 2016 upto 05:00 P.M. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at omilscrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his/her votes nor does he /she need to cast his/her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the record date, i.e. 12th August, 2016.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

OM METALS INFRAPROJECTS LIMITED

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

Corporate Identity Number (CIN L27203RJ1971PLC003414)

Phone: + 91-141-5163333, Fax: + 91 141 4044283

E-mail: cs@ommetals.com Website: www.ommetals.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014,]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or reenactment thereof for the time being in force), that the resolutions appended below be passed by the members through postal ballot/ electronic voting (remote e-voting):

Item no. 1: Alteration of Object Clause of Memorandum of Association of the Company

Item No. 2: Approval for Related Party Transactions

Members' consent is sought for the proposals contained in the Resolution given in this Notice. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Board of Directors of the company has appointed Mr. Mayur Sanghi of M/s Mayur Sanghi & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot/ remote e-voting in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Sunday, 25th September, 2016 at 05:00 P.M. Members may choose to vote using the **remote e-voting facility**, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Managing Director or any other Director so authorized by the Board in this regard after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Monday, 26th September, 2016 at 05:00 P.M. onwards at the Registered office of the Company at J-28, Subhash Marg, C-Scheme, Jaipur – 302001 through the website of the Company (www.ommetals.com) and by way of intimation to the Stock Exchanges on which the Company is listed, Registrar and the Depository. The results along with the Scrutinizer's Report shall also be displayed on the notice board at the Company's Registered Office at Jaipur and the Corporate Office at New Delhi.

Item no. 1 Alteration of Object Clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13, and other applicable provisions, if any of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals, if required, the Main Object of the Memorandum of Association of the Company be and is hereby altered by adding new sub clause 18 and 19 after existing sub clause 17 in Clause III (A) as under:

18. To carry on the business of Manufacturers, suppliers, buyers, dealers, traders, distributors, designer, developer, importers, exporters, contractors, agents for all types of Crown caps, all types of caps, closures, seals of various ranges and made of aluminum, plastic, metals, boards, papers, polythene and other such materials and to carry on business for pouches, sachets, tetra packets, cartons, boxes, corrugated boxes, carry bags, jumbo bags of polythene, jute, cotton or any other materials and all other type of packing materials, seals and to carry on the business of printers, designers, architects, , laminating ,treating, waxing, developers for making, developing and marketing of that product whether manufactured by own or done on job basis for other suppliers.

19. To conceive, design, develop, set up and maintain integrated techno townships, technology parks, software parks, electronic and hardware technology parks, cyber cities, smart cities, digital infrastructure, electronic delivery of services, e-governance and e-commerce systems, workflow automation, Special Economic Zones / STP/ EHTP and to carry on business of all allied activities relating thereto

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item no. 2: Approval for Related Party Transactions

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 re-enactment(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 2 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."

By order of the Board of Directors
For **Om Metals Infraprojects Limited**

Place: Delhi
Date: 12th August, 2016

Reena Jain
Company Secretary

Notes:

Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.

1. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 12th August, 2016
2. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Sunday, 25th September, 2016 upto 05:00 P.M., to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s. The remote e-voting module shall also be disabled by NSDL for voting thereafter.
3. In compliance with Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with related rules, the Company has also extended **remote e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).
4. **The instructions for shareholders for remote e-voting are as under:**
 - The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its Members.
 - (i) Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the remote e-voting process:
 - a. Open email and open the PDF file titled "Om Metals Infraprojects Limited-Postal Ballot.pdf" using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type the following URL : <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - g. Select 'EVEN' (E Voting Event Number) of Om Metals Infraprojects Limited.
 - h. Now you are ready for remote e-voting as the Cast Vote page opens

- i. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e mail to omilscrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
- (ii) For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow the instructions from a. to l. as mentioned in step 1 to cast your vote
 - (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
 - (iv) 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 Password' option available on the site to reset the password.
 - (v) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - (vi) The remote e-voting period commences on Saturday, 27th August, 2016 from 09:00 A.M. to Sunday, 25th September, 2016 till 05:00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date i.e. 12th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
 - (vii) 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. 12th August, 2016.
5. Members can cast their vote online from Saturday, 27th August, 2016 from 09:00 A.M. to Sunday, 25th September, 2016 till 05:00 P.M
 6. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot notice by e-mail and who wish to vote through ballot form can obtain the ballot form from the Registrar and Share Transfer Agents, M/s. Skyline Financial Services Private Limited, D- 153A, 1st Floor, Okhla Indl. Area, Phase -I, New Delhi -110020 or from the Company at the registered office and fill in the details and send the same to the Scrutinizer by post.
 7. The Scrutinizer, after completion of the scrutiny, will submit his report to the Managing Director or any other Director so authorized by the Board in this regard. The result of the Postal Ballot will be declared on Monday, 26th September, 2016 at 05:00 P.M onwards at the Registered office of the Company. The result will be intimated to the Stock Exchanges where shares of the Company are listed, Registrar and the Depository and will also be displayed on the Company's website www.omm Metals.com. Subsequently, the result of the Postal Ballot will be published in newspapers in Jaipur. The last date for the receipt of duly completed Postal Ballot Forms or remote e- voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
 8. Kindly note that the shareholders can opt only one mode of voting i.e. either by Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice-versa. However, in case shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
 9. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
 10. In case of any grievance connected with Postal Ballot including e-voting, members may write to the Company Secretary at the e-mail id : cs@omm Metals.com or to the Registrar of the Company at info@skylinert.com.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO.1

With the various opportunities available in the market, the Board of Directors is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company and therefore, it is proposed to enter into new activities and undertake new business which can be advantageously carried on with the existing business of the Company.

Section 13, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014, stipulates that the object clause of the Memorandum of Association of the Company can be altered by way of Special resolution passed by the members of the Company, the Consent of the members of the company be obtained by means of postal ballot. Accordingly, it is proposed to seek members' approval by way of postal ballot for alteration to the Main Object Clause of the Memorandum of Association by inserting new sub-clause 18 and 19 after existing sub-clause 17 in clause III(A).

None of the Directors, key Managerial Personnel and their relatives are anyway concerned or interested in the aforesaid special resolution.

The Board recommends the special resolution set forth in Item no. 1 for the approval of the members.

ITEM NO.2

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 by way of a Special Resolution.

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	1 SPML- OMMETAL JV	Joint Venture	Infrastructural development for Vikram Udyogpuri, phase I, near Ujjain	50	-
		2 Bhilwara Jaipur Toll Road Private Limited	Joint venture	EPC Contract for widening of 212 km road in Jaipur-Bhilwara stretch	25	-
		3 Om Metals- SPML Infraprojects Pvt. Ltd.	Joint Venture	EPC contract for construction of Kalisindh Dam project at Kali-sindh, Kota, Dist. Jhalawar	20	-
		4 Om Metal -SPML JV	Joint Venture	EPC work for Hydro Power Work/ Canal work	250	-

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 2 of the Notice.

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

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

Reena Jain
Company Secretary

Place: Delhi
Date: 12th August, 2016