



# OM METALS INFRAPROJECTS LTD.

CIN-L27203RJ197IPLC003414



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MGMI SYS  
RvA CO/I

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: 5<sup>th</sup> September, 2018

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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Dear Sir/ Ma'am

**Sub: Notice of 46<sup>th</sup> Annual General Meeting**

This is to inform you that 46<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Saturday, 29<sup>th</sup> September, 2018 at 11:30 A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001. The Notice of 46<sup>th</sup> Annual General Meeting is enclosed for your records.

This is for your information and record.

Thanking You,



**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**

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 46<sup>th</sup> Annual General Meeting of the members of Om Metals Infraprojects Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 11:30 A.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, 2018 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, 2018 together with the Report of the Auditors thereon.

**Item No. 2 – Confirm the payment of Interim Dividend**

To confirm the payment of interim dividend of Rs. 0.35 per equity share already paid for the Financial Year 2017-18 as final dividend for the year 2017-18.

**Item No. 3 – Appointment of a Director**

To appoint a Director in place of Shri Dharam Prakash Kothari (DIN: 00200342), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No.4- 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 30000 plus 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 2018-19.”

**Item No. 5 –Appointment of Mr. Naresh Kumar Paliwal as an Independent 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 Section 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Naresh Kumar Paliwal (DIN- 08114735), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 20, 2018 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Naresh Kumar Paliwal as a candidate for the office of director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term up to April 19, 2023, and whose office shall not be liable to retire by rotation.

**Item No. 6 – Re-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 re-appointment of Mr. Vikas Kothari (holding DIN : 00223868) as a Whole Time Director, of the Company designated as 'President & Director' for a period of Five Years effective from 28<sup>th</sup> March, 2018, 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 with liberty and authority to the 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. Vikas Kothari.”

**“RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**Item No.7- To approve Transactions under Section 185 of the Companies Act, 2013**

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 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (“said Section”), approval of shareholders of the Company

be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by the undermentioned companies, being an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding as undermentioned per annum, respectively for each entity."

S.NO.	NAME OF THE COMPANY	AMOUNT OF LOAN/GUARATNEE/SECURITY IN CRORES
1	BHILWARA JAIPUR TOLL ROAD PRIVATE LIMITED	300
2	OM METALS DEVELOPERS PRIVATE LIMITED	15
3	OM METALS INFOTECH PRIVATE LIMITED	20
4	JUPITER METAL PRIVATE LIMITED	40
5	OM METALS INFRAPROJECTS LLC	5
6.	GUJRAT WAREHOUSING PRIVATE LIMITED	50
7.	BIHAR LOGISTICS PRIVATE LIMITED	50

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

#### **Item No.8- To Continue Mr. Gopi Raman Sharma as an Independent Director**

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

**"RESOLVED THAT** in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for Mr. Gopi Raman Sharma (DIN: 07465442) to continue as an Independent Director of the Company till the completion of his present term i.e. up to March 10, 2021."

#### **Item No.9- Appointment of Branch 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 the provisions of Section 143(8) and other applicable provisions, if any, of the Act and the Company (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditors for any branch offices of the Company, whether existing or which may be opened/ acquired hereafter, in or outside India, in consultation with the Company's Auditors, any person(s) qualified to act as a Branch Auditors and to fix their remuneration.”

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

Place: Delhi

Date: 14/08/2018

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 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 Saturday, September 22, 2018 to Saturday, September 29, 2018, (both days inclusive) for the

- purpose of the Annual General meeting of the Company.
7. 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 RTA Skyline Financial Services Private Limited.
  8. 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.
  9. 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.
  10. 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.
  11. 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](http://www.ommetals.com) for viewing the quarterly and annual financial results and for more information of the company.
  12. 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, 2011.
  13. 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 124 of the Companies Act, 2013. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF- 5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.
  14. Pursuant to the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 29<sup>th</sup> September, 2017 (date of last Annual General Meeting) on its website at [www.ommetals.com](http://www.ommetals.com) and also on the website of the Ministry of Corporate Affairs.
  15. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for

- the financial year 2011-12 onwards for the Company are requested to make their claims without any delay to the Company or RTA Skyline Financial Services Private Limited.
16. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
  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 2018 and Notice of the 46<sup>th</sup> 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 46th 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 2018 and Notice of the 46th 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](mailto: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 Tuesday, September 25, 2018 at 10:00 A.M. and ends on Friday, September 28, 2018 by 05:00P.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, 2018, 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 share holders.
    - (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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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>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> <p>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 (iv).</p>

- (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 for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.ommetals.com) The results shall simultaneously be communicated to the Stock Exchanges
26. The remote e-voting period commences on September 25, 2018 at 10:00 A.M. and ends on September 28, 2018 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, 2018.
28. Any Member(s) who require any special assistance of any kind at the venue of the Forty Sixth AGM are requested to send details of their special needs in writing to the Company [cs@ommetals.com](mailto:cs@ommetals.com) at least three days before the date of the Forty Sixth 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. 4:**

The Board of Directors of the company in its meeting held on 14<sup>th</sup> August, 2018, 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 2018-19, 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.4 of the Notice for approval of members.

**Item No. 5:**

The Board of Directors on recommendation of Nomination and Remuneration committee appointed Mr. Naresh Kumar Paliwal as an Additional Director with effect from April 20, 2018 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Naresh Kumar Paliwal will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Naresh Kumar Paliwal for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Naresh Kumar Paliwal (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Naresh Kumar Paliwal as an Independent Director of the Company for a term up to April 19, 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Naresh Kumar Paliwal, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Naresh Kumar

Paliwal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to 29<sup>th</sup> September, 2018.

No director, key managerial personnel or their relatives, except Mr. Naresh Kumar Paliwal, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the ordinary resolution set forth in Item no.5 for the approval of the members.

### **Item No. 6**

Existing tenure of Mr. Vikas Kothari continues up to 27<sup>th</sup> March, 2018. His re-appointment effective from 28<sup>th</sup> March, 2018 requires approval of members. Mr. Vikas Kothari has an excellent knowledge and experience. It is proposed to re-appoint him for further period of five years with effect from 28<sup>th</sup> March 2018 and the members approval sought to the re-appointment.

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

### **TERMS AND CONDITIONS**

#### **Remuneration:**

Salary: Rs. 4, 00,000/- per month

#### **Perquisites and allowances:**

In addition to the remuneration as stated above, Mr. Vikas Kothari 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 rules of the Company.
- b. Reimbursement of all medical expenses incurred for self and family including hospitalization as per rules of the Company
- c. Leave Travel Allowance for self and members of his family as per rules of the Company.
- d. Education Allowance for children, whether abroad or in India.
- e. Subscription to clubs.
- f. Reimbursement of expenses incurred for travelling boarding and lodging including for his spouses and attendants(s) during business trip and use of Company maintained cars with driver for business and personal use.
- g. Use of communication devices such as telephones, audio and video conference facilities etc., at the residence..
- h. Encashment of leave at the end of his tenure as per policy of the Company.
- i. Terminal benefits: Air/Sea passage together with cost of transportation of household belongings to such places as may be approved by the Board of Directors at the time of leaving the service of the Company.
- j. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- k. Expenses on shifting of residence.

- l. Participation in any/all employee stock option schemes/ plans of the Company
- m. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Vikas Kothari
- 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 Mr. Vikas Kothari, 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 Mr. Vikas Kothari 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 Shri D.P. Kothari, Shri Vikas Kothari and their relatives may be 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 of the Notice

#### **Item No. 7:**

Bhilwara Jaipur Toll Road Private Limited, Bihar Logistics Private Limited, Gujrat Warehousing Private Limited, Om Metals Developers Private limited and Om Metals Infotech Private Limited are directly or indirectly joint venture Companies. Your Company's wholly owned subsidiary Company M/s Om Metals Real Estate Private Limited holds shareholding in M/s Om Metals Developers Private limited and M/s Om Metals Infotech Private Limited, joint venture Companies. In M/s Jupiter Metal Private Limited, the directors of the Company are members of that Company. Our Company holds 49% stake in M/s Om metals Infracore LLC incorporated in Dubai, UAE. The Principal business of these companies is construction, development, Job work, Warehousing and Project Management. The funding requirements of companies are currently met through funds infused by the joint venture partners. It is proposed that going forward the funding requirements of these companies shall be met through funds infused by the Company by way of loans, which will be unsecured and repayable on demand. Additionally, the Company in honouring its joint venture obligations may be required to give guarantee(s) and/or provide security (ies) in connection with any loan taken/ to be taken by these companies. These companies proposes to use the said loan(s)/guarantee(s)/security(ies) for their principal business and the matters connected and incidental thereto ("Principal Business Activities"). These companies are an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by these companies of an aggregate outstanding amount not exceeding the amount as mentioned in the resolution set out at item no. 7 and necessary

delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 7 to be passed as a special resolution by the members. Except Mr. Dharam Prakash Kothari, Mr. Vikas Kothari and Mr. Sunil Kothari (being a director and/or shareholders) and Relatives of them may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, none of the other Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

The Board recommends this Special Resolution set forth in Item no.7 for your approval.

**Item No. 8:**

The Members of the Company on 30<sup>th</sup> September, 2016 approved the appointment of Mr. Gopi Raman Sharma as an Independent Director of the Company for a period of five years with effect from 11<sup>th</sup> March, 2016. Mr. Gopi Raman Sharma will complete his present term on 10<sup>th</sup> March, 2021.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Gopi Raman Sharma will attain the age of seventy five years on 14<sup>th</sup> September, 2019.

The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Gopi Raman Sharma's counsel and advice, especially in the Banking, legal and social welfare, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at the meeting held on 14<sup>th</sup> August, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Gopi Raman Sharma as an Independent Director of the Company from the day he attains the age of seventy five years i.e. 14<sup>th</sup> September, 2019, till the completion of his present term i.e. up to 10<sup>th</sup> March, 2021 on the existing terms and conditions.

Mr. Gopi Raman Sharma is interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution set forth in Item no.8 for your approval.

**Item no. 9**

The Company has branches in and outside India and may also open/acquire new branches in or outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

The Board recommends the ordinary Resolution at Item No. 9 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is, in any way, concerned or interested in the Resolution set out at Item No. 9 of this Notice.

**Place: Delhi**

**Date: 14/08/2018**

**Dharam Prakash Kothari**

**DIN: 00200342**

**Chairman**

**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 is 44 years old, has 20+ 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:** Son of Mr. Dharam Prakash Kothari

**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) in other listed Company:** Nil

**Shareholding in the Company:** 1790437

**2. PROFILE OF MR. NARESH KUMAR PALIWAL**

**Brief resume of Director:** Mr. Naresh Kumar Paliwal, is 61 years old. He is a retired Deputy General Manager of State Bank of Patiala. He has worked in the bank on different positions including as Regional Head and Zonal Head. He is commerce graduate and holds bachelor degree in the field of law.

**Nature of Expertise in Specific Functional Area:** finance and banking

**Disclosure of Relationship between Directors inter-se:** Nil

**Listed Companies (other than Om Metals) in which Mr. Naresh Kumar Paliwal holds directorship and Committee membership & Directorship:** Nil

**Committee Membership (includes only Audit Committee & Stakeholder Relationship Committee) in other listed company:** Nil

**Shareholding in the Company:** NIL

**3. PROFILE OF MR. DHARAM PRAKASH KOTHARI:**

**Brief resume of Director:** Mr. Dharam Prakash Kothari aged 66 Years, was appointed on 1<sup>st</sup> 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

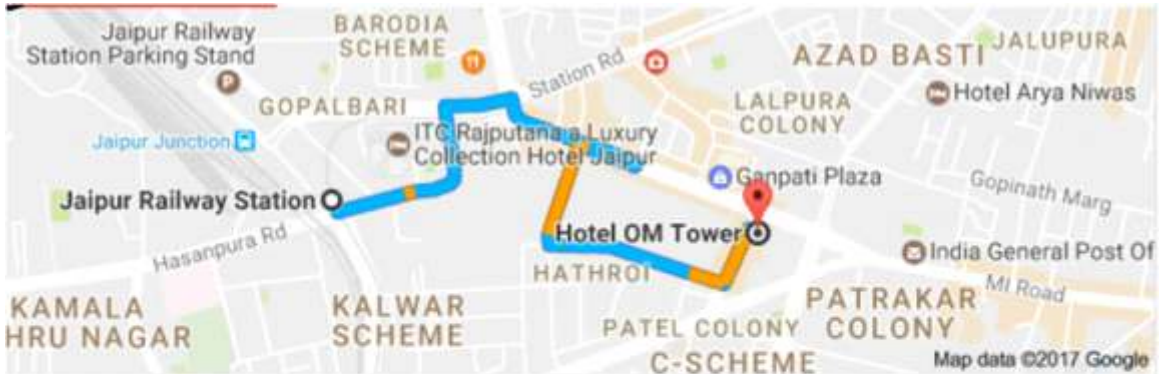
**Disclosure of Relationship between Directors inter-se:** Brother of Shri Sunil Kothari and Father of Shri Vikas Kothari

**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) in other listed Company:** Nil

**Shareholding in the Company:** 4858346

**ROUTE MAP TO THE VENUE OF THE AGM**



**6 min** (1.9 km) via MI Road



**9 min** (2.2 km) via Hasanpura Rd and MI Road

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)..... of .....having e-mail id.....or failing him

2)..... of .....having e-mail id.....or failing him

3)..... of .....having 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 46th Annual General Meeting of the Company, to be held on Saturday, 29<sup>th</sup> September 2018 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. Confirm the payment of Interim Dividend
3. Re-appointment of Mr. Dharam Prakash Kothari, who retires by rotation.

Special Business

- 4. Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013
5. Appointment of Mr. Naresh Kumar Paliwal as an Independent director
6. Re- Appointment of Mr. Vikas Kothari as whole-time director
7. To approve Transactions under Section 185 of the Companies Act, 2013
8. Approval to continue Mr. Gopi Raman Sharma as an Independent director
9. Appointment of Branch Auditor

Signed this .....day of .....2018

Signature of Shareholder

Signature of Proxy Holder

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.
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)**

**46<sup>th</sup> ANNUAL GENERAL MEETING on Saturday, 29<sup>th</sup>September, 2018 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 46th Annual General Meeting of the Company held on Saturday, 29<sup>th</sup> September 2018 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 <b>BALLOT PAPER</b>				
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.	Confirm the payment of Interim Dividend			
3.	Re-appointment of Mr. Dharam Prakash Kothari, who retires by rotation.			
4.	Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013			

5.	Appointment of Mr. Naresh Kumar Paliwal as an Independent director			
6.	Re-Appointment of Mr. Vikas Kothari as whole-time director			
7.	To approve Transactions under Section 185 of the Companies Act, 2013			
8.	Approval to continue Mr. Gopi Raman Sharma as an Independent director			
9.	Appointment of Branch Auditor			

Place:

Date:

(Signature of the shareholder)