

# OM METALS INFRAPROJECTS LTD.

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MGMT SYS  
RvA CO71  
AN ISO 9001 : 2000 Certified Co.

**Minutes of the Announcement of results of the Postal Ballot on APRIL 30 , 2012 at the Registered Office of the Company at Om Towers, Church Road, M. I. Road, Jaipur - 302 001 Rajasthan, at 4:00 P.M.**

## **Background:**

The Postal Ballot Notice issued on 26<sup>th</sup> March, 2012 pursuant to Section 192A (2) of the Companies Act, 1956, for passing the resolution by postal ballot for:

1. To borrow monies in excess of the aggregate of the paid up capital of the company.
2. To mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the company.
3. To authorize the Board of Directors of the Company to make any loans/ investments or give guarantee or provide any security.

was dispatched to the members of the Company on 30th March, 2012

The Board of Directors at its meeting held on 10th March, 2012 had appointed Mr. Vipin Kanoongo S/o Sh. D.D.Kanoongo, a practicing Chartered Accountant at C-35A, Lajpat Marg, C-Scheme, Jaipur-302001 as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self addressed postage prepaid envelopes were also sent for use of Members. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before 28<sup>th</sup> April, 2012

After due scrutiny of all the postal ballot forms received by Mr. Vipin Kanoongo up to the close of working hours of 28<sup>th</sup> April, 2012 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), Mr. Vipin Kanoongo submitted his report as under :

S.No.	Particulars (Resolution)		Assent	Dissent
1	Ordinary Resolution under Section 293 (1) (d) of the Companies Act, 1956 to borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves not exceed Rs.500 crores over and above the aggregate of paid up capital and free reserves at any time	No. of Postal Ballot forms	58	1
		No. of shares	72928584	100
		% of paid-up capital	75.73	0.0001

## **NEW DELHI**

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## **KOTA**

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## **MUMBAI**

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2	Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956 to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company,	No. of Postal Ballot forms	57	2
		No. of shares	72928384	300
		% of paid-up capital	75.73	0.0003
3	Special resolution under section 372A read with section 292 of the Companies Act, 1956 to authorize the Board of Directors of the Company to make any loans/ investments or give guarantee or provide any security beyond the prescribed ceiling of the Act in the companies	No. of Postal Ballot forms	55	4
		No. of shares	72925654	3030
		% of paid-up capital	75.72	0.0031

The Chairman after receiving the Scrutinizer's Report announced that the above Special Resolutions and ordinary resolutions of the Postal Ballot Notice were duly passed by the requisite majority and directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the members.

**The resolution duly approved by the members is as under:**

**1. Increase in borrowing limits**

To Consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**"RESOLVED THAT** in suppression of the resolution passed by the Company under section 293(1)(d) of the Companies Act, 1956 in the Annual General Meeting of the Company of the members held on 25th September, 2004, thereby limiting the borrowing powers of the Board of directors of the Company upto Rs. 200 Crores (Rupees Two hundred Crores), the consent of the Company be and is hereby granted, in accordance with Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, to the Board of Directors of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) provided that the total outstanding amount of such borrowings shall not exceed Rs.500 crores over and above the aggregate of paid up capital and free reserves at any time, and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit."

**2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

To Consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution :

**"RESOLVED THAT** the consent of the Company be and is hereby granted, in accordance with Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees, in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/ agent(s)/trustee(s)."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

3. **Resolution under Section 372A of the Companies Act, 1956 for making Investment, loan or giving guarantee or provide Security in connection with a loan.**

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

**"RESOLVED THAT** in pursuance of the Section 192A, 292, 372A and other applicable provisions of the Companies Act, 1956, or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consent and approvals of and permissions as may be necessary under any statute for time being in force, or any other approvals as may be required from lenders, consent and approvals of the Members be and are hereby accorded to the Board of Directors of the Company to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, which may or may not be subsidiary(ies) of the Company, to make/ give from time to time any loan or loans to any body/bodies corporate, which may or may not be subsidiary(ies) of the Company and give from time to time any guarantee(s) and/or provide any security, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, any body/ies corporate, which may or may not be subsidiary/ies of the Company as the Board may think fit, for the amount exceeding the limits specified in section 372A of the Companies Act, 1956, as per details mentioned herein below,

**Rs. In Crores**

Particulars	Name of the Company	Maximum Limit	Details
<b>LOANS/INVESTMENT</b>	1. Bhilwara Jaipur Toll Road Private Limited	40	<i>INFUSION OF FUNDS INTO BUSINESSES FOR EXPANSION &amp; DIVERSIFICATION OF ACTIVITIES</i>
	2. Gurha Termal Power Company Limited	75	
	3. Om Metals real estate Pvt Ltd.	100	
	4. Om Metals Consortium Pvt Ltd.	150	
	5. Pondicherry Port Ltd.	10	
	6. Sanmati Infradevelopers Private Limited	5	
	<b>Total</b>	<b>380</b>	

GUARANTEE	1. Om Shivay Real Estate Private Limited	50	<i>Corporate Guarantee for raising Debt for Business Expansion and Operation</i>
	2. Bhilwara Jaipur Toll Road Private Limited	206	
	3. Gurha Termal Power Company Limited	300	
	<b>TOTAL</b>	<b>556</b>	

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investment or loan made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

**For Om Metals Infraprojects Limited**



**Chairman**