

OM METALS INFRAPROJECTS LTD.

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MGMT SYS
RvA C071

AN ISO 9001 : 2000 Certified Co.

September 29, 2012

The General Manager
Corporate Relationship Department BSE
Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001

Fax No.: 2272 2037/39/41/61/3121/3719

BSE Scrip Code: 531092

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G
Bandra Kuria Complex, Bandra (East)
Mumbai 400 051

Fax No.: 2659 8237 / 38

NSE Symbol :OMMETALS

Dear Sir,

Sub: Minutes of AGM

Please find attach herewith minutes of AGM held today 29th September, 2012.

Yours Faithfully

For Om Metals Infraprojects Limited

Reena Jain
Company Secretary

Encl. As above.

The Minutes of the 40th Annual General Meeting of the Shareholders

The Meeting of the Company was held on Saturday, September 29th 2012 at the registered office of the Company at Om Tower, Church Road, M.I. Road, Jaipur, Rajasthan at 11:30 A:M

THE FOLLOWING WERE PRESENT:

1. Shri T.C. Kothari	:	Chairman
2. Shri C.P. Kothari	:	Managing Director
3. Shri D.P. Kothari	:	Whole-time Director
4. Shri Sunil Kothari	:	Whole-time Director
4. Shri Kamal Kumar Chandwar	:	Director
5. Ms. Reena Jain	:	Company Secretary

There were 43 shareholders (26 Members present in person and 17 members present through Proxy) holding 69774535 shares or 72.45% of the Company's total shares

CHAIRMAN

SHRI T.C. KOTHARI, chairman of the company took the chair. The chairman declared that the quorum was formed and called the meeting to order. The chairman welcomed the members and introduced the directors seated on the dias.

The register of director shareholding was placed at the meeting and available for Inspection.



1. ADOPTION OF ACCOUNTS

The Chairman requested Ms. Reena Jain, Company Secretary to read the Ordinary Resolution for the adoption of Accounts of the Company for the year ended on 31st March, 2012 and Ms. Reena Jain read out the Ordinary Resolution as follows:

"RESOLVED THAT the Audited Balance Sheet as on 31st March, 2012 and Profit and Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon as laid before the members in this Meeting be and are hereby adopted."

After the above Resolution was proposed and seconded, but before it was put to vote, the chairman invited Shareholders to make observations and comments, if any, on the Report and Accounts, as well as on the other Resolutions set out in the Notice convening the Meeting.

Some shareholders made their observations and comments and raised queries on the Annual Report and Accounts and other items set out in the Notice and the Chairman answered all the queries to their satisfaction.

Thereafter, the Chairman put the Resolution for the adoption of the Accounts and Reports thereon to the vote as an Ordinary Resolution.

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

2. APPOINTMENT OF DIRECTOR

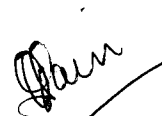
Proposed by: Mr. Dharam Prakash Kothari

Seconded by: Mr. Vaibhav Kothari

The Following Resolution having been proposed and seconded by the aforementioned two Members, was put to vote as an Ordinary Resolution

"RESOLVED THAT Shri Trilok Chand Kothari who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company."

On a show of hands, the chairman declared the aforesaid Ordinary resolution carried unanimously.



3. APPOINTMENT OF AUDITORS

The chairman proposed to reappoint M/s M.C. Bhandari & Co., Chartered Accountants, statutory auditor of the Company, M/s Milind Vijayvargiya & Co., Chartered Accountant, branch auditor of Engg. Division & Real Estate Division and M/s B. Khosla & Co. , chartered Accountant, branch auditor of hotel division to be reappointed until the conclusion of next annual general meeting

Seconded by: Mr. Vivek Kothari

The Following Resolution having been proposed and seconded and was put to vote as an Ordinary Resolution:

"RESOLVED That M/s M.C. Bhandari & Co., Chartered Accountants, retiring auditors of the Company, be and is hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors exclusive of traveling and other out of pocket expenses

RESOLVED further that M/s Milind Vijayvargiya & Associates, Chartered Accountants branch auditor of Engg. Division & Real Estate Division and M/s B. Khosla & Co. , chartered Accountant, branch auditor of hotel division be and are hereby re-appointed as Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors exclusive of traveling and other out of pocket expenses."

On a show of hands, the chairman declared the aforesaid Ordinary resolution carried unanimously.

A handwritten signature in black ink, appearing to be 'Dain' or similar, with a long horizontal stroke extending to the right.

4. TO CONFIRM PAYMENT OF INTERIM DIVIDEND AS FINAL DIVIDEND

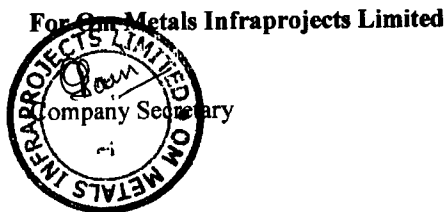
The Board of Directors of the Company had recommended the Interim dividend in March, 2012. It was appropriate to propose Interim Dividend as Final Dividend. The chairman then proposed the meeting to vote and conclude as follows:

"RESOLVED THAT subject to applicable provisions of the Companies Act, 1956 shareholders hereby confirms Interim dividend as final dividend @ 10% for financial year 2011-12 out of the current profits of the Company."

On a show of hands, the chairman declared the aforesaid Ordinary resolution carried unanimously

5. VOTE OF THANKS

There being no other business, so the Meeting ended with a vote of thanks to the Chair.



Date: 29th September, 2012

Place: Jaipur