



OM METALS INFRAPROJECTS LTD.

CIN-L27203RJ1971PLC003414



IRQS



MGMI SYS
RvA CO/1

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: 05th September, 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
--	---

Sub: Notice of 44th Annual General Meeting

Dear Sir,

This is to inform you that the 44th Annual General Meeting of the Company is scheduled to be held on Friday, 30th September, 2016 at 11:30 A.M. at Om Tower, Church Road, M.I. Road, Jaipur 302001.

The Notice of the 44th Annual General Meeting is enclosed for your records.

This is for your information and record.

Thanking You

Yours faithfully

For Om Metals Infraprojects Limited



Enclosure: Notice of 44th AGM

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 : +91-22-24953545



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 44th Annual General Meeting of the members of Om Metals Infraprojects Limited will be held on Friday, 30th September, 2016 at 11:30A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016 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, 2016 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 0.30 per equity Share for Financial Year 2015-16 as final dividend for the year 2015-16.

Item No. 3 – Appointment of a Director

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

Item No. 4 – Ratification of appointment of Auditors

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

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. M.C. Bhandari & Co., Chartered Accountants, (Firm Registration No.303002E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next 45th Annual General Meeting of the Company for the Financial Year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

Item no. 5 – Appointment of 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 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 reenactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Gopi Raman Sharma (DIN-07465442), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 11, 2016 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. Gopi Raman Sharma 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 March 10, 2021, and whose office shall not be liable to retire by

rotation.

Item no. 6 - Appointment of Mr. Ram Kumar Gupta 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 other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Ram Kumar Gupta (DIN-07356532), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 10, 2016 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. Ram Kumar Gupta as a candidate for the office of director of the Company 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 June 9, 2021, and whose office shall not be liable to retire by rotation.

Item No. 7- 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 provisions of 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 and approves 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 2016-17."

Item No. 8- Re-designation of Mr. Sunil Kothari as Managing Director of the Company

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

Ordinary Resolution:

"RESOLVED THAT in partial modification of the resolution passed by the Members at the 42nd Annual General Meeting held on 30th September, 2014, Mr. Sunil Kothari (DIN 00220940), Whole Time Director who was earlier designated as the Joint Managing Director of the Company be and is hereby re-designated as Managing Director with effect from 12th August, 2016 till the end of the tenure of his appointment on the same terms and conditions including remuneration as approved earlier by the Members."

Date : 12.08.2016
Place: Delhi

By order of the Board of Directors

Reena Jain
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY 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 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 authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 26, 2016 to Friday, September 30, 2016, (both days inclusive).
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 M/s Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such informations and changes therein to the Company or RTA M/s 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. All documents referred to in the accompanying notice the Explanatory statement shall be open for inspection at the registered office of the Company during the business hours except on holidays, upto and including the date of Annual General Meeting of the Company.
12. Members desiring any information/clarification relating to the Financial Statements of the Company are requested to write to the Company well in advance so as to enable the management to keep the information ready. Members are requested to visit the website of the company viz. www.ommetals.com for viewing the quarterly and annual financial results and for more information of the company.
13. Members are requested to note that Dividends not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013). No claim shall be entertained against the Company for the amounts so transferred.
14. Members who have not yet encashed their dividend warrant(s) pertaining to the interim Dividend for the financial year 2009-10 onwards for the Company are requested to make their claims without any delay to the

Company or RTA M/s Skyline Financial Services Private Limited.

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

15. 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.
16. Electronic copy of Annual report 2016 and Notice of the 44th 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 44th 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.
17. 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.
18. 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.
19. The physical copies of the Annual Report 2016 and Notice of the 44th 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
20. 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.
21. 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.
22. 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.
23. **The instructions for shareholders for remote e-voting are as under:**
 - The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide remote e-voting facility to its shareholders.
 - The voting period begins on September 26, 2016 at 9:00 A.M. and ends on September 29, 2016 by 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "SHAREHOLDERS/MEMBERS" tab.
 - (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares In Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 Infra Projects Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available on Google Play Store, App Store and Windows Phone Store. 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 and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 Managing Director 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.ommets.com. The results shall simultaneously be communicated to the Stock Exchanges.

24. The remote e-voting period commences on September 26, 2016 at 09:00 A.M. and ends on September 29, 2016 by 05:00 P.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.
25. 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 23, 2016.
26. Any Member(s) who require any special assistance of any kind at the venue of the Forty Fourth AGM are requested to send details of their special needs in writing to the Company at cs@ommets.com at least three days before the date of the Forty Fourth AGM.

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

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

Item No. 5:

The Board of Directors on recommendation of Nomination and Remuneration committee appointed Mr. Gopi Raman Sharma as an Additional Director with effect from March 11, 2016 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Gopi Raman Sharma 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 along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Gopi Raman Sharma 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. Gopi Raman Sharma (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. Gopi Raman Sharma as an Independent Director of the Company for a term up to March 10, 2021 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. Gopi Raman Sharma, 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. Gopi Raman Sharma 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 30th September, 2016.

No director, key managerial personnel or their relatives, except Mr. Gopi Raman Sharma, 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:

The Board of Directors on recommendation of Nomination and Remuneration committee appointed Mr. Ram Kumar Gupta as an Additional Director with effect from June 10, 2016 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ram Kumar Gupta 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 along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Ram Kumar Gupta 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. Ram Kumar Gupta (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. Ram Kumar Gupta as an Independent Director of the Company for a term up to June 9, 2021 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. Ram Kumar Gupta, 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. Ram Kumar Gupta 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 30th September, 2016.

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

The Board recommends the ordinary resolution set forth in Item no.6 for the approval of the members.

Item No. 7

The Board of Directors of the company, in its meeting held on 12th August, 2016 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 2016-17, 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.7 of the Notice for approval of members.

Item No.8

Mr. Sunil Kothari, aged 52 years, who holds Diploma in Business Administration was appointed as the Whole Time Director of the Company w.e.f. 22nd August, 2014. He heads the overall business strategy and operation of Om Metals Infraprojects Limited. He brings a wealth of experience as a senior business leader with rich business management experience in both Indian and global companies.

Now, It is proposed to re-designate him as Managing Director of the Company. He has excellent grasp and thorough knowledge and experience of finance, technical and general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of directors is of the considered opinion that for smooth and efficient running of the business, Mr. Sunil Kothari be designated as the Managing Director of the Company.

Mr. Sunil Kothari holds 7150886 shares in the Company and is holding directorship in six other Public Companies.

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the Board of directors at their meeting held on 12th August, 2016 designated him as the "Managing Director" on the same terms and conditions including remuneration as approved at the 42nd Annual General Meeting held on 30th September, 2014.

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

The Board recommends the Ordinary resolution set out at Item no. 8 for the approval of the members.

Date : 12.08.2016
Place: Delhi

By order of the Board of Directors
Reena Jain
Company Secretary

Annexure to the Notice

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

1. PROFILE OF MR. VIKAS KOTHARI

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

Nature of Expertise in Specific Functional Area:

Sales Promotion, Business Development, Quality control, Project coordination and foreign collaboration

Disclosure of Relationship between Directors inter-se: Nil

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

Directorship : Nil

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

Shareholding in the Company: 1766050

2. PROFILE OF MR. GOPI RAMAN SHARMA:

Brief resume of Director: Mr. Gopi Raman Sharma, aged 72 Years , was appointed on 11th March, 2016 as an Independent Director on the Board of Directors of the Company.

He is the Vice Chairman of ANaRDe Rural Support Programme of India. He is extending legal services to the Banks and Corporates and has rich experience in Nationalized and Development Banks. He has been associated with various Committees with RBI and NABARD.

Mr. G.R. Sharma holds M.Sc. (Hons.) in Dairy Technology, MBA, LLB and LLM.

Nature of Expertise in Specific Functional Area: Banking, Legal & Social Welfare

Disclosure of Relationship between Directors inter-se: Nil

Listed Companies (other than Om Metals) in which Mr. Gopi Raman Sharma holds directorship and Committee membership:

Directorship : Nil

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

Shareholding in the Company: Nil

3. PROFILE OF MR. RAM KUMAR GUPTA

Brief resume of Director: Mr. Ram Kumar Gupta, aged 65 Years , was appointed on 10th June, 2016 as an Independent Director on the Board of Directors of the Company.

He is being working as a Legal Advisor for various Corporates and Individuals. He has practiced as an Advocate for 18 years and served as a Judge as a Judicial member of the "Income Tax Appellate Tribunal".

Mr. R.K. Gupta holds Bachelor Degree in Arts and LLB.

Nature of Expertise in Specific Functional Area: Legal and Taxation

Disclosure of Relationship between Directors inter-se: Nil

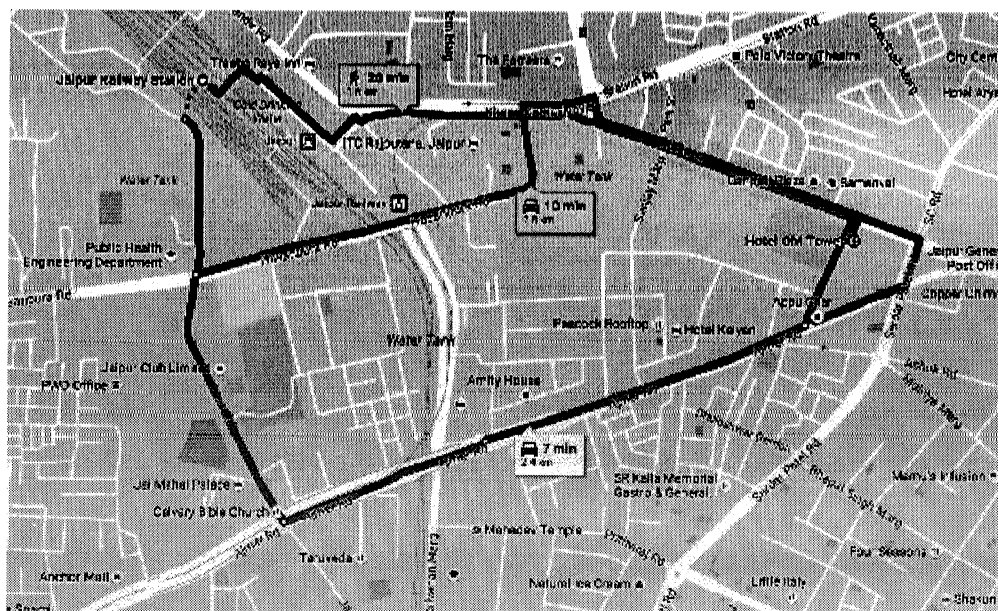
Listed Companies (other than Om Metals) in which Mr. Ram Kumar Gupta holds directorship and Committee membership:

Directorship : 1. Tree House Education & Accessories Limited

Committee Membership (includes only Audit Committee & Stakeholder Relationship Committee): Tree House Education & Accessories Limited; Audit Committee and Stakeholder Relationship Committee

Shareholding in the Company: Nil

ROUTE MAP TO THE VENUE OF THE AGM



OM METALS INFRAPROJECTS LIMITED

(CIN: L27203RJ1971PLC003414)

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

PROXY FORM

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

Name of the member(s):

Registered Address:

E-mail Id: Folio/Client Id:

DP Id:

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

1) 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 44th Annual General Meeting of the Company, to be held on Friday 30th September 2016 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 Financial Statement, Reports of the Board of Directors and Auditors
 - b) Audited Consolidated Financial Statement
2. Confirmation of interim Dividend
3. Re-appointment of Mr. Vikas Kothari, who retires by rotation.
4. Appointment of M/s M.C. Bhandari & Co. as statutory auditor

Special Business

5. Appointment of Mr. Gopi Raman Sharma as an Independent Director
6. Appointment of Mr. Ram Kumar Gupta as an Independent Director
7. Ratification of Remuneration of Cost Auditor's of the company under section 148 of the companies act, 2013
8. Re-designation of Mr. Sunil Kothari as Managing Director of the Company

Re. 1/-Revenue Stamp

Signed this day of 2016

Signature of Shareholder
Notes:

Signature of Proxy Holder

Re. 1/-Revenue
Stamp

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

OM METALS INFRAPROJECTS LIMITED
(CIN: L27203RJ1971PLC003414)
Regd. Office: J-28, Subhash Marg, C-Scheme, Jaipur- 302001

ATTENDANCE SLIP
(To be presented at the entrance)
44th ANNUAL GENERAL MEETING ON Friday, 30th September, 2016 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 44th Annual General Meeting of the Company held on Friday, 30th September 2016 at 11:30 A.M. at Om Tower, Church Road M.I. Road Jaipur -302001.

Signature of Member/ Proxy holder

Notes:

Only Member/Proxy can attend the meeting.

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

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

Polling Paper

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

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

BALLOT PAPER

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

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

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Consider and adopt: a) Audited Financial Statement, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement			
2.	Confirmation of Interim Dividend			
3.	Re-appointment of Mr. Vikas Kothari, who retires by rotation			
4.	Appointment of M/s M.C. Bhandari & Co. as statutory auditor,			
5.	Appointment of Mr. Gopi Raman Sharma as an Independent Director			
6.	Appointment of Mr. Ram Kumar Gupta as an Independent Director			
7.	Ratification of Remuneration of cost Auditor's of the company under section 148 of the companies act, 2013			
8.	Re-designation of Mr. Sunil Kothari as Managing Director of the Company			

Place:

Date:

(Signature of the shareholder)