



OM METALS INFRAPROJECTS LTD.

CIN-L27203RJ1971PLC003414



IRQS



MGMT SYS
RvA CO71

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Website : www.ommetals.com

AN ISO 9001 : 2000 Certified Co.

Date: 27th 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
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Sub: Proceedings of Postal Ballot

Dear sir,

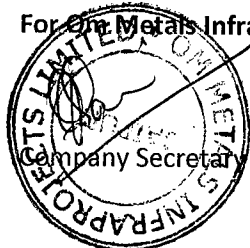
With reference to the above mentioned subject, we are hereby enclosing herewith the copy of the proceedings of the Postal Ballot conducted vide notice dated 12th August, 2016 of the Company held on 26th September, 2016

Kindly take the above in on record

Thanking you

Yours Faithfully

For Om Metals Infraprojects Limited



**PROCEEDINGS OF THE POSTAL BALLOT HELD ON MONDAY, THE 26TH SEPTEMBER, 2016, AT 05:00 P.M.
AT THE REGISTERED OFFICE OF THE COMPANY AT J-28, SUBHASH MARG, C-SCHEME, JAIPUR- 302001**

PRESENT:

Mr. Sunil Kothari	: Managing Director
Mrs. Reena Jain	: Company Secretary
Mr. Mayur Sanghi	: Scrutinizer

Pursuant to the provisions of section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the Postal Ballot notice along with Explanatory Statement dated 12th August, 2016 was sent to the members of the Company for passing of the below mentioned Special Resolutions by Postal Ballot. The voting rights were reckoned on the paid up value of shares registered in the name of the shareholders as on 12th August, 2016. The dispatch of Postal ballot notice and form was completed for electronic mode through email and for physical mode along with postage prepaid business reply envelope on 26th August, 2016. Newspaper advertisement informing the date of completion of dispatch (of postal ballot Notice along with explanatory statement and postal ballot form) was published, both in English and Hindi, on 28th of August, 2016.

The Board of Directors at their meeting held on 12th August, 2016 had appointed Mr. Mayur Sanghi, of M/s Mayur Sanghi & Associates, Practicing Company Secretaries, as the Scrutinizer to receive and Scrutinize the filled in forms from the members and for conducting the postal ballot process in a fair and transparent manner. The Company had provided the facility of e-voting through National Securities Depositories Limited and also ballot voting facility to the shareholders to enable them to cast their votes on the resolution proposed in the, the said Notice. The e-voting commenced on 27th August, 2016 and ended on 25th September, 2016. The last date for accepting ballot votes from the shareholders was 25th September, 2016.

The Company secretary informed that Mr. Mayur Sanghi, has carried out the scrutiny of all votes cast through electronic mode and the postal ballot forms received upto the close of working hours (05:00 P.M.) on 25th September, 2016. Accordingly, the Scrutinizer has submitted his report.

The report submitted by the Scrutinizer was taken on record and the Managing director announced the result of voting by Postal ballot as under:

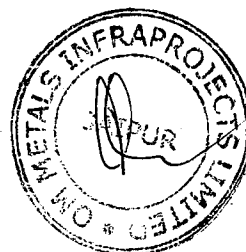


RESOLUTION NO.1:**Alteration of Object Clause of Memorandum of Association of the Company**

No. of Ballot Forms and e-voting received: 104

No. of valid Ballot Forms and e-voting received: 104

Resolution required: (Ordinary/ Special)				Resolution No.1: Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68123540	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		45690143	67.07	45690143	-	100	-
	Total	68123540	45690143	67.07	45690143	-	100	-
Public Institutions	E-Voting	3792142	3774568	99.54	3774568	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	3792142	3774568	99.54	3774568	-	100	-
Public Non Institutions	E-Voting	24388127	75542	0.31	71792	3750	95.04	4.96
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		167059	0.68	167059	-	100	-
	Total	24388127	242601	0.99	238851	3750	98.45	1.55
Total		96303809	49707312	51.62	49703562	3750	99.99	Negligible

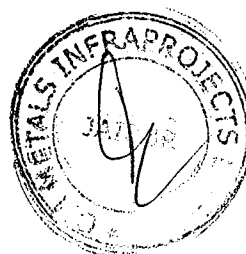


RESOLUTION NO.2:**Approval for Related Party Transactions**

No. of Ballot Forms and e-voting received: 85

No. of valid Ballot Forms and e-voting received: 85

Resolution required: (Ordinary/ Special)				Resolution No.2: Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68123540	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	68123540	-	-	-	-	-	-
Public Institutions	E-Voting	3792142	3774568	99.54	3774568	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total	3792142	3774568	99.54	3774568	-	100	-
Public Non Institutions	E-Voting	24388127	75542	0.30	69168	6374	91.46	8.44
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		166979	0.68	166829	150	99.91	0.09
	Total	24388127	242521	0.99	235997	6524	97.31	2.69
Total		96303809	4017089	4.17	4010565	6524	99.84	0.16



The Managing Director announced that the Special Resolutions as carried out in the Postal ballot Notice dated 12th August, 2016 were carried with the requisite majority.

The Managing Director after announcing the results, directed that the resolution be recorded in the minutes book recording the proceedings of General Meeting of the members and authorized the Company secretary to announce the postal ballot result to all the concerned authorities and to upload the same on the concerned websites.

The Special Resolutions duly approved by the members were as under:

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

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

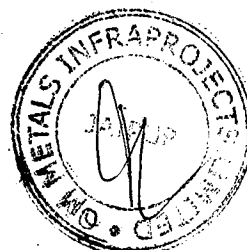
18. To carry on the business of Manufacturers, suppliers, buyers, dealers, traders, distributors, designer, developer, importers, exporters, contractors, agents for all types of Crown caps, all types of caps, closures, seals of various ranges and made of aluminum, plastic, metals, boards, papers, polythene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

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

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

Item no. 2: Approval for Related Party Transactions


“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary the consent of the Company be and is hereby accorded to Board of Directors of the Company to enter into



the related party transactions by the Company with the respective related parties for the maximum amounts per annum as set out under Item 2 of the Explanatory Statement annexed to this Notice with Related Parties as defined under various provisions of Companies Act, 2013 and as per applicable accounting standards."

"RESOLVED FURTHER THAT subject to prior approval of Audit Committee of Board of Directors of the Company for the related party transactions, the Board of Directors of the Company be and are hereby authorized to finalize the terms and to execute agreements, deeds or writings required to be executed in relation to the proposed related party transactions and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution."

For Om Metals Infra Projects Ltd.


Company Secretary