



OM METALS INFRAPROJECTS LTD.

CIN-L27203RJ1971PLC003414



IRQS



MGMT SYS
RvA CO71

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

Tel: +91-141-5160000, E-mail: jaipur@ommetals.com

Website : www.ommetals.com

AN ISO 9001 : 2000 Certified Co.

Date: 5th September, 2019

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 47th Annual General Meeting

This is to inform you that 47th Annual General Meeting of the Company is scheduled to be held on Monday, 30th September, 2019 at 11:30 A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001. The Notice of 47th Annual General Meeting is enclosed for your records.

This is for your information and record.

Thanking You,

For Om Metals Infraprojects Limited



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
E-mail: mumbai@ommetals.com

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 47th Annual General Meeting of the Members of Om Metals Infraprojects Limited will be held on Monday, 30th September, 2019 at 11:30 A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001 to transact the following businesses:

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, 2019 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, 2019 together with the Report of the Auditors thereon.

Item No. 2 – Declaration of dividend

To declare a final dividend of Rs. 0.25 per equity share, for the year ended 31st March, 2019.

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.

SPECIAL BUSINESS:**Item No.4- Ratification of Cost Auditor's remuneration**

To consider and, if thought fit, to pass 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 goods and services tax as applicable, and reimbursement of 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 2019-20.”

Item No.5- To approve Transactions under Section 185 of the Companies Act, 2013

To consider and, if thought fit, to pass 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 members 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 under mentioned 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 under mentioned 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	400
2	GUJRAT WAREHOUSING PRIVATE LIMITED	100
3	BIHAR LOGISTICS PRIVATE LIMITED	100
4	OM METALS AUTO PRIVATE LIMITED	1
5	OM OPTEL INDUSTRIES PRIVATE LIMITED	1

“**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. 6 – Related Party Transaction

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**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 reenactment(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 related party for the maximum amounts per annum as set out under item 6 of the explanatory statement annexed to this notice with related parties as defined under various provisions of the 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.”

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

Place: Jaipur
Date: 14.08.2019

Dharam Prakash Kothari
Chairman
DIN:00035298

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/HERSELF. 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. Only Bonafide members of the Company whose name appears on the register of members/proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/Dmat Account number/ DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
5. 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.
6. 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. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the AGM.
7. 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 23, 2019 to Monday, September 30, 2019, (both days inclusive) for the purpose of the Annual General meeting of the Company.
9. The Final Dividend for the financial year ended 31st March, 2019, as recommended by the Board, if approved at the AGM, will be paid on or before Tuesday, 29th October, 2019 to those

Members whose name appears in the Register of Members of the Company as on the book closure date.

10. 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 like Bank account details and changes therein to the RTA- Skyline Financial Services Private Limited.
11. Non Resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer agent or the concerned depository participant, as the case may be
 - (a) Change in residential status on return to India for permanent settlement
 - (b) Particulars of the NRE account with a bank in India, if not furnished earlier.
12. 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.
13. 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.
14. During the period beginning 24 hours before the time fixed for AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days of advance notice in writing is given to the Company.
15. 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.
16. 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 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.

17. 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 29th September, 2018 (date of last Annual General Meeting) on its website at www.ommetals.com and also on the website of the Ministry of Corporate Affairs.
18. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2012-13 onwards for the Company are requested to make their claims without any delay to the Company or RTA Skyline Financial Services Private Limited.
19. 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.
20. 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.
21. Electronic copy of Annual report 2019 and Notice of the 47th 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 47th 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. Members may please note that this notice and annual report 2018-19 will also be available on the Company's website www.ommetals.com
22. 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.
23. 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.

24. The physical copies of the Annual Report 2019 and Notice of the 47th 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
25. 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.
26. 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.
27. 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.
28. The instructions for shareholders for remote e-voting are as under:
 - The remote e-voting period begins on Thursday, September 26, 2019 at 10:00 A.M. and ends on Sunday, September 29, 2019 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 23, 2019, 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 shareholders.
 - (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.
 - (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:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <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 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 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.

(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 The results shall simultaneously be communicated to the Stock Exchanges

29. The remote e-voting period commences on September 26, 2019 at 10:00 A.M. and ends on September 29, 2019 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.

30. 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, 2019.

31. In case of any query regarding the Annual Report or any Member(s) who require any special assistance of any kind at the venue of the Forty Seventh AGM are requested to send details of their special needs in writing to the Company cs@ommetals.com at least three days before the date of the Forty Seventh 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 30th May, 2019, 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 2019-20, 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:

Bhilwara Jaipur Toll Road Private Limited, Gujrat Warehousing Private Limited and Bihar Logistics Private Limited are directly or indirectly joint venture Companies. The Principal business of these companies is construction, development, Job work 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. Om Metals Auto Private Limited and Om Optel Industries Private Limited are Private Limited Companies in which the Directors of the Company are Director or Member, being interested in the Company. All 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. 5 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 5 to be passed as a special resolution by the members. Except Mr. Dharma 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.5 for your approval.

Item no. 6:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 and listing regulations that govern the Related Party Transactions, requires that for entering into any contract or arrangements as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case transactions exceeding prescribed amount approval of the shareholders.

In the light of provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2 (76) of the Companies Act, 2013)

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Listing regulations are as under:

S.No.	TYPE OF TRANSACTION	NAME OF RELATED PARTY	NATURE OF RELATIONSHIP	NATURE MATERIAL TERMS AND PARTICULARS OF CONTRACT OR ARRANGEMENTS	MAXIMUM LIMIT (RS. IN CRORE)	ANY OTHER INFORMATION
1.	Selling or otherwise disposing of property	Jupiter Metal Private Limited	A private company in which a director or his relative is a member or director	Selling of Om tower (HOTEL) Church Road, M. I. Road, Jaipur, A unit of the company	40	

The details as required to be disclosed in Explanatory Statement as per Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 are as stated in resolution and table above.

The Company has already taken approval from members in 45th Annual General Meeting for related party transaction with M/s Jupiter Metal Private limited to the extent of Rs. 35 cr. but the transaction amount may exceed the said limit hence the Board of Directors proposes to pass the aforesaid resolution to increase the limits.

The Board recommends passing of the relevant Special Resolution as mentioned at item No. 6 of the Notice:

None of the Directors, Key Managerial Persons of the Company, and their relatives except Mr. Dharam Prakash Kothari, Mr. Sunil Kothari and Mr. Vikas Kothari and their relatives may be deemed concerned or interested in the resolution.

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

Place: Jaipur
Date: 14.08.2019

Dharam Prakash Kothari
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 46 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

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

Tel:+91-141-5163323-33, Fax: +91-141-4044283

Website: www.ommetals.com E-Mail Id:jaipur@ommetals.com

PROXY FORM

FORM MGT-11

[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:

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 47th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 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:

1. Name Registered Office
 Email id Signature
 Or failing him/her
2. Name Registered Office
 Email id Signature
 Or failing him/her
3. Name Registered Office
 Email id Signature
 Or failing him/her

S. No.	Resolutions	For	Against
	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 final Dividend		
3.	Re-appointment of Mr. Vikas 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.	To approve Transactions under Section 185 of the Companies Act, 2013		
6.	Related Party Transaction		

Re. 1/-
Revenue
Stamp

Signed thisday of2019

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. It is optional to indicate your preference. If you leave the “for” or “against” column blank against any or all of the Resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. 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.
5. 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

Tel:+91-141-5163323-33, Fax: +91-141-4044283

Website: www.ommetals.com E-Mail Id:jaipur@ommetals.com

ATTENDANCE SLIP

(To be presented at the entrance of the Meeting venue)

47th ANNUAL GENERAL MEETING on Monday, 30th September, 2019 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:

E mail Id:

I hereby record my presence at the 47th Annual General Meeting of the Company held on Monday, 30th September 2019 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.