



OM METALS INFRAPROJECTS LIMITED

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of the Company of Om Metals Infraprojects Limited will be held on 30th September, 2011 At 11.00 A.M at Om Towers, Church Road, M.I.Road, Jaipur-302001 to transact the following business:

1. To receive consider and adopt the audited Balance Sheet of the Company as at 31st March, 2011 and the Profit and Loss Account for the year ended as on 31st March 2011 together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place Shri Kamal Kumar Chandwar who retires from office by rotation and being eligible, offers him for re- election.
3. To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as on 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 Director exclusive of traveling and other out of pocket expenses.

"RESOLVED That M/s Milind Vijiyvargiya & Associates, Chartered Accountants ,M/s B. Khosla & Co., Chartered Accountants be and 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 Director exclusive of traveling and other out of pocket expenses."
4. To confirm payment of Interim dividend of Rs. 0.15 per share as final dividend.

Special Business

5. To consider and, if thought fit, to pass the following resolution as an **"Ordinary Resolution"**

APPOINTMENT OF WHOLE-TIME DIRECTOR

"RESOLVED that subject to such consents and permission, if any as may be necessary, approval be and is hereby accorded in terms of Section 269, 309 and other applicable provisions, if any , of the Companies Act, 1956 and the Schedule(s) thereto, including any statutory amendment or re-enactment thereof, to the reappointment of Mr. Sunil

Kothari as Whole time Director with authority to the Board to revise his designation at its discretion and other terms and conditions of the appointment including as to remuneration as are set out hereunder :

Tenure: Five years with effect from 01.10.2011

Functions: Subject to the direction, control and superintendence of the Board of Directors, Mr. Sunil Kothari shall have the overall responsibility for looking after the day to day business & affairs of the Company.

Remuneration: Subject to the overall limit on remuneration payable to all the managerial personnel taken together, the remuneration payable to Mr. Sunil Kothari shall comprise as under :

Salary: Rs. 4,00,000/- P.M. (Rs. Four Lakhs only per month)

Perquisites and Allowance upto Rs. 1,50,000/- P.M. (Rs. One Lac Fifty Thousand Per Month): In addition to above he shall be entitle to Perquisites like accommodation, gas, electricity, water, club fees of one club, personal insurance, use of car with chauffer for office work and telephone at residence for office work or reimbursement of expenses in lieu thereof, Medical reimbursement, leave and leave travel concession, for self & family including dependants, education benefits, provident fund, superannuation fund, gratuity and other retirement benefits.

Commission on Net Profit : Such amount as may be decided by the Board of directors or a committee thereof from year to year provided that the total remuneration including salary and perquisites along with commission paid to the Whole Time Director shall not exceed the limit laid down under Sections 198 and 309 of the Companies Act, 1956.

Reimbursement of Expenses: Reimbursement of expenses incurred for traveling boarding and lodging including for their respective spouses and attendants(s) during business trip; provision of car for use on the company's business and telephone expenses at residence shall be reimbursed and not considered as perquisites.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year the remuneration payable to Director shall be Rs. 2,00,000/- per month or such higher amount as may be permitted under the Companies Act, 1956 subject to such approval, if any, as may be required.

Sitting Fee: If permissible by law, Mr. Sunil Kothari shall be entitled to sitting fee in addition to the components of remuneration mentioned above, for attending the meeting of the Board of Directors or Committees thereof.

Termination: The appointment of Mr. Sunil Kothari as Whole time Director may be terminated by either party giving to the other six calendar months notice in writing. In the event of termination of this appointment of Mr. Sunil Kothari by the Company, he shall

be entitled to receive compensation in accordance with the provisions of the Companies Act, 1956 or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER that in the event of any further authorization/revision in levels of permissible managerial remuneration, the Board of Directors be and is hereby authorized to alter, vary and increase the remuneration of Mr. Sunil Kothari, notwithstanding the overall remuneration set out above, as may then be prescribed/permissible without requiring any further resolution or consent or reference to the general meeting.

6. To consider and, if thought fit, to pass the following resolution as "**Special Resolution**"

"RESOLVED THAT pursuant to the provisions of Section 314(1 B) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Director's Relatives (Office or Place of Profit) Rules, 2003 with such modification, condition, limitation or restriction in/upon the remuneration or the time scale or the salary scale or any other perquisites and benefits payable to Mr. Vivek Kothari (not being more advantageous to him) consent of the Company be and is hereby accorded to **Mr. Vivek Kothari** to continue to hold an office or place of profit in the Company as "**CEO- Hotel Om Tower**", being a relative of Mr. Chander Prakash Kothari, the Managing Director and Dr. T.C. Kothari, the Chairman of the Company, for a further period of 5 years w.e.f. 1st April 2011 to 31st March 2016 under the Company, at a monthly remuneration of **Rs. 150000 (Rupees one lakh Fifty thousand) per month** with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time, and on such terms and conditions and with such usual perquisites and benefits as are applicable to other employees occupying similar position within the same salary scale or grade (as set out in the Explanatory Statement annexed hereto)."

"RESOLVED FURTHER THAT any member of the Board and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

7. To consider and, if thought fit, to pass the following resolution as "**Special Resolution**":

"RESOLVED THAT pursuant to the provisions of Section 314(1 B) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Director's Relatives (Office or Place of Profit) Rules, 2003 with such modification,

condition, limitation or restriction in/upon the remuneration or the time scale or the salary scale or any other perquisites and benefits payable to Mr. Vishal Kothari (not being more advantageous to him) consent of the Company be and is hereby accorded to **Mr. Vishal Kothari** to continue to hold an office or place of profit in the Company as "Executive -Real Estate (Rajasthan Circle)". being a relative of Mr. Dharam Prakash Kothari, the Director and Dr. T.C. Kothari, the Chairman of the Company, for a further period of 5 years w.e.f. 1st April 2011 to 31st March 2016 under the Company, at a monthly remuneration of **Rs. 150000 (Rupees one lakh Fifty thousand) per month** with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time, and on such terms and conditions and with such usual perquisites and benefits as are applicable to other employees occupying similar position within the same salary scale or grade (as set out in the Explanatory Statement annexed hereto)."

"RESOLVED FURTHER THAT any member of the Board and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

8. To consider and, if thought fit, to pass the following resolution as "Special Resolution":

"RESOLVED THAT pursuant to the provisions of Section 314(1 B) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Director's Relatives (Office or Place of Profit) Rules, 2003 with such modification, condition, limitation or restriction in/upon the remuneration or the time scale or the salary scale or any other perquisites and benefits payable to Mr. Vikas Kothari (not being more advantageous to him) consent of the Company be and is hereby accorded to **Mr. Vikas Kothari** to continue to hold an office or place of profit in the Company as an **"Executive International Business Development"**. being a relative of Mr. Dharam Prakash Kothari, the Director and Dr. T.C. Kothari, the Chairman of the Company, for a further period of 5 years w.e.f. 1st April 2011 to 31st March 2016 under the Company, at a monthly remuneration of **Rs. 150000 (Rupees one lakh Fifty thousand) per month** with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time, and on such terms and conditions and with such usual perquisites and benefits as are applicable to other employees occupying similar position within the same salary scale or grade (as set out in the Explanatory Statement annexed hereto)."

"RESOLVED FURTHER THAT any member of the Board and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

9. To consider and, if thought fit, to pass the following resolution as **"Special Resolution"**:

"RESOLVED THAT pursuant to the provisions of Section 314(1 B) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Director's Relatives (Office or Place of Profit) Rules, 2003 with such modification, condition, limitation or restriction in/upon the remuneration or the time scale or the salary scale or any other perquisites and benefits payable to Mr. Bharat Kothari (not being more advantageous to him) consent of the Company be and is hereby accorded to **Mr. Bharat Kothari** to continue to hold an office or place of profit in the Company as an **"Executive Projects"**, being a relative of Dr. T.C. Kothari, the Chairman of the Company, for a further period of **5 years w.e.f. 1st April 2011 to 31st March 2016** under the Company, at a monthly remuneration of **Rs. 150000 (Rupees one lakh Fifty thousand)** per month with such increments as the Board of Directors (hereinafter referred to as **"the Board"** which term shall be deemed to include any committee thereof) may decide from time to time, and on such terms and conditions and with such usual perquisites and benefits as are applicable to other employees occupying similar position within the same salary scale or grade (as set out in the Explanatory Statement annexed hereto)."

"RESOLVED FURTHER THAT any member of the Board and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

10. To consider and, if thought fit, to pass the following resolution as **"Special Resolution"**:

"RESOLVED THAT pursuant to the provisions of Section 314(1 B) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Director's Relatives (Office or Place of Profit) Rules, 2003 with such modification, condition, limitation or restriction in/upon the remuneration or the time scale or the salary scale or any other perquisites and benefits payable to Mr. Bahubali Kothari (not being more advantageous to him) consent of the Company be and is hereby accorded to **Mr. Bahubali Kothari** to continue to hold an office or place of profit in the Company

as an "Executive Projects". being a relative of Dr. T.C. Kothari, the Chairman of the Company, for a further period of 5 years w.e.f. 1st April 2011 to 31st March 2016 under the Company, at a monthly remuneration of Rs. 150000 (Rupees one lakh Fifty thousand) per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time, and on such terms and conditions and with such usual perquisites and benefits as are applicable to other employees occupying similar position within the same salary scale or grade (as set out in the Explanatory Statement annexed hereto)."

"RESOLVED FURTHER THAT any member of the Board and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ANNEXURE 1

ITEM NO.5

The existing tenure of Mr. Sunil Kothari continues up to 30.09.2011. His re-appointment effective from 1.10.2011 requires approval of the members. Mr. Sunil Kothari has overall responsibility for looking after the day to day business & affairs of the Company.

It is proposed to re-appoint him for the further period of 5 years with effect from 1.10.2011 and member's approvals sought to the re-appointment.

The terms of his re-appointment and remuneration including minimum remuneration are set out in the resolution.

The detailed terms stated in the resolution constitute the terms of re-appointment of Mr. Sunil Kothari for the abstract required in terms of section 302 of the Companies Act, 1956. The appointment shall be liable to retire by rotation.

Mr. Sunil Kothari is interested in the resolution. Mr. C.P. Kothari, Mr. D.P. Kothari and Mr. T.C. Kothari who are the relatives of Mr. Sunil Kothari may be deemed to be interested in the resolution.

No other Director of the Company is concerned or interested in the resolution.

A copy of the re-appointment letter issued to Shri Mr. Sunil Kothari is open for inspection by the members at the registered office of the company during the Company's business hours on all working days.

ITEM NO. 6

Mr. Vivek Kothari, relative of Mr. Chander Prakash Kothari, the Managing Director of the company and DR. T.C. Kothari, the Chairman of the Company, is currently holding the office or place of profit as CEO- Hotel Om Tower under the Company, at a monthly remuneration of Rs. 1,00,000/- per month. The said office or place of profit in compliance with Section 314(1 B) of the Companies Act, 1956 and the rules made there under, was approved by the shareholders of the Company and the Central Government.

Mr. Vivek Kothari is a key member of the Senior Management team of the Company. With regard to the valuable services rendered by him to the Company, his term of appointment (which lapses after 31.03.2011) is proposed to be renewed for a further period of 5 years, w.e.f. 01.04.2011 at a monthly remuneration of Rs. 150,000 per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time including such other allowances and perquisites as may be applicable to other employees occupying similar position within the same salary scale or grade as per Company rules, namely Free Accommodation at Site, Provision for chauffeur driven car, reimbursement of medical expenses, reimbursement of actual travelling expenses (domestic and overseas) on leave once in every year in respect of self, spouse and children, Reimbursement of Club Admission and Membership Fees in respect of one club, Provision for mobile, telephone and computer for office use, Mediclaim and Key Personnel Life Insurance Coverage, Statutory benefits like Provident Fund and Gratuity as per applicable rules and Encashment of accumulated leave as per Company Policy.

Considering his qualifications, experience and responsibilities shouldered by Mr. Vivek Kothari and the overall salary structure of the Company, the Board of Directors upon recommendation of the Committee formed pursuant to the Director's Relatives (Office or Place of Profit) Rules, 2003, considered it desirable to increase the remuneration payable to him w.e.f. 01.04.2011, subject to approval of members of the Company.

Mr. Vivek Kothari is son of Mr. Chander Prakash Kothari, the Managing Director of the Company and grandson of Dr. T.C. Kothari, the Chairman of the Company and hence the revision in the terms of his appointment requires prior consent of the Company by a Special Resolution in terms of Section 314(1B) of the Companies Act, 1956. None of the other directors can be considered to be concerned with or interested in the said resolution.

The resolution mentioned in Item No. 6 of the Notice is recommended for your approval.

ITEM NO. 7

Mr. Vishal Kothari , relative of Mr. Dharam Prakash Kothari, the Director of the Company and DR. T.C. Kothari , the Chairman of the Company, is currently holding the office or place of profit as Executive -Real Estate (Rajasthan Circle) under the Company, at a monthly remuneration of Rs. 1,00,000/- per month . The said office or place of profit in compliance with Section 314(1 B) of the Companies Act, 1956 and the rules made there under, was approved by the shareholders of the Company and the Central Government.

Mr. Vishal Kothari is a key member of the Senior Management team of the Company. With regard to the valuable services rendered by him to the Company, his term of appointment (which lapses after 31.03.2011) is proposed to be renewed for a further period of 5 years, w.e.f. 01.04.2011 at a monthly remuneration of Rs. 150,000 per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time including such other allowances and perquisites as may be applicable to other employees occupying similar position within the same salary scale or grade as per Company rules, namely Free Accommodation at Site, Provision for chauffeur driven car, reimbursement of medical expenses, reimbursement of actual travelling expenses (domestic and overseas) on leave once in every year in respect of self, spouse and children, Reimbursement of Club Admission and Membership Fees in respect of one club, Provision for mobile, telephone and computer for office use, Mediclaim and Key Personnel Life Insurance Coverage, Statutory benefits like Provident Fund and Gratuity as per applicable rules and Encashment of accumulated leave as per Company Policy.

Considering his qualifications, experience and responsibilities shouldered by Mr. Vishal Kothari and the overall salary structure of the Company, the Board of Directors upon recommendation of the Committee formed pursuant to the Director's Relatives (Office or Place of Profit) Rules, 2003, considered it desirable to increase the remuneration payable to him w.e.f 01.04.2011, subject to approval of members of the Company and that of the Central Government.

Mr. Vishal Kothari is son of Mr. Dharam Prakash Kothari, the Director of the Company and grandson of Dr. T.C. Kothari, the Chairman of the Company and hence the revision in the terms of his appointment requires prior consent of the Company by a Special Resolution in terms of Section 314(1B) of the Companies Act, 1956. None of the other directors can be considered to be concerned with or interested in the said resolution.

The resolution mentioned in Item No. 7 of the Notice is recommended for your approval.

ITEM NO. 8

Mr. Vikas Kothari, relative of Mr. Dharam Prakash Kothari, the Director of the Company and DR. T.C. Kothari , the Chairman of the Company, is currently holding the office or place of profit as an Executive International Business Development under the Company, at a monthly remuneration of Rs. 1,00,000/- per month . The said office or place of profit in compliance with

Section 314(1 B) of the Companies Act, 1956 and the rules made there under, was approved by the shareholders of the Company and the Central Government.

Mr. Vikas Kothari is a key member of the Senior Management team of the Company. With regard to the valuable services rendered by him to the Company, his term of appointment (which lapses after 31.03.2011) is proposed to be renewed for a further period of 5 years, w.e.f. 01.04.2011 at a monthly remuneration of Rs. 150,000 per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time including such other allowances and perquisites as may be applicable to other employees occupying similar position within the same salary scale or grade as per Company rules, namely Free Accommodation at Site, Provision for chauffeur driven car, reimbursement of medical expenses, reimbursement of actual travelling expenses (domestic and overseas) on leave once in every year in respect of self, spouse and children, Reimbursement of Club Admission and Membership Fees in respect of one club, Provision for mobile, telephone and computer for office use, Mediclaim and Key Personnel Life Insurance Coverage, Statutory benefits like Provident Fund and Gratuity as per applicable rules and Encashment of accumulated leave as per Company Policy.

Considering his qualifications, experience and responsibilities shouldered by Mr. Vikas Kothari and the overall salary structure of the Company, the Board of Directors upon recommendation of the Committee formed pursuant to the Director's Relatives (Office or Place of Profit) Rules, 2003, considered it desirable to increase the remuneration payable to him w.e.f 01.04.2011, subject to approval of members of the Company and that of the Central Government.

Mr. Vikas Kothari is son of Mr. Dharam Prakash Kothari, the Director of the Company and grandson of Dr. T.C. Kothari, the Chairman of the Company and hence the revision in the terms of his appointment requires prior consent of the Company by a Special Resolution in terms of Section 314(1B) of the Companies Act, 1956. None of the other directors can be considered to be concerned with or interested in the said resolution.

The resolution mentioned in item No. 8 of the Notice is recommended for your approval.

ITEM NO.9

Mr. Bharat Kothari, relative of DR. T.C. Kothari, the Chairman of the Company, is currently holding the office or place of profit as an Executive Projects under the Company, at a monthly remuneration of Rs. 1,00,000/- per month. The said office or place of profit in compliance with Section 314(1 B) of the Companies Act, 1956 and the rules made there under, was approved by the shareholders of the Company and the Central Government.

Mr. Bharat Kothari is a key member of the Senior Management team of the Company. With regard to the valuable services rendered by him to the Company, his term of appointment (which lapses after 31.03.2011) is proposed to be renewed for a further period of 5 years, w.e.f. 01.04.2011 at a monthly remuneration of Rs. 150,000 per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time including such other allowances and perquisites as may be applicable to other employees occupying similar

position within the same salary scale or grade as per Company rules, namely Free Accommodation at Site, Provision for chauffeur driven car, reimbursement of medical expenses, reimbursement of actual travelling expenses (domestic and overseas) on leave once in every year in respect of self, spouse and children, Reimbursement of Club Admission and Membership Fees in respect of one club, Provision for mobile, telephone and computer for office use, Mediclaim and Key Personnel Life Insurance Coverage, Statutory benefits like Provident Fund and Gratuity as per applicable rules and Encashment of accumulated leave as per Company Policy.

Considering his qualifications, experience and responsibilities shouldered by Mr. Bharat Kothari and the overall salary structure of the Company, the Board of Directors upon recommendation of the Committee formed pursuant to the Director's Relatives (Office or Place of Profit) Rules, 2003, considered it desirable to increase the remuneration payable to him w.e.f 01.04.2011, subject to approval of members of the Company and that of the Central Government.

Mr. Bharat Kothari is grandson of Dr. T.C. Kothari , the Chairman of the Company and hence the revision in the terms of his appointment requires prior consent of the Company by a Special Resolution in terms of Section 314(1B) of the Companies Act, 1956. None of the other directors can be considered to be concerned with or interested in the said resolution. The resolution mentioned in Item No. 9 of the Notice is recommended for your approval.

ITEM NO. 10

Mr. Bahubali Kothari, relative of DR. T.C. Kothari , the Chairman of the Company, is currently holding the office or place of profit as an Executive Projects under the Company, at a monthly remuneration of Rs. 1,00,000/- per month The said office or place of profit in compliance with Section 314(1 B) of the Companies Act, 1956 and the rules made there under, was approved by the shareholders of the Company and the Central Government.

Mr. Bahubali Kothari is a key member of the Senior Management team of the Company. With regard to the valuable services rendered by him to the Company, his term of appointment (which lapses after 31.03.2011) is proposed to be renewed for a further period of 5 years, w.e.f. 01.04.2011 at a monthly remuneration of Rs. 150,000 per month with such increments as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) may decide from time to time including such other allowances and perquisites as may be applicable to other employees occupying similar position within the same salary scale or grade as per Company rules, namely Free Accommodation at Site, Provision for chauffeur driven car, reimbursement of medical expenses, reimbursement of actual travelling expenses (domestic and overseas) on leave once in every year in respect of self, spouse and children, Reimbursement of Club Admission and Membership Fees in respect of one club, Provision for mobile, telephone and computer for office use, Mediclaim and Key Personnel Life Insurance Coverage, Statutory benefits like Provident Fund and Gratuity as per applicable rules and Encashment of accumulated leave as per Company Policy.

Considering his qualifications, experience and responsibilities shouldered by Mr. Bahubali Kothari and the overall salary structure of the Company, the Board of Directors upon