

**OM METALS INFRAPROJECTS LIMITED****NOTICE**

Notice is hereby given that the 40th Annual General Meeting of the members of the Company of Om Metals Infraprojects Limited will be held on 29th September, 2012 At 11.30 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, 2012 and the Profit and Loss Account for the year ended as on 31st March 2012 together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place Shri Trilok Chand Kothari 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 branch auditor of engg. & Real estate division and M/s B. Khosla & Co., Chartered Accountants be and hereby re-appointed as Branch Auditors for Hotel Division 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. 0.10 per share as final dividend.

NOTES FOR MEMBERS ATTENTIONS:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF

THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- 2) Relevant details in respect of item no.2 pursuant to Clause 49 of the Listing Agreement, is annexed hereto.
- 3) Members/ Proxies should bring the Attendance Slip, duly filed in, for attending the Meeting.
- 4) Shareholders are requested to bring their copy of Annual Report to the meeting.
- 5) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) Members, who hold shares in dematerialized form, are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested form, are requested to write their Folio no. in Attendance Slip for attending the Meeting.
- 7) All the documents referred to in the accompanying notice shall be open for public inspection at the registered office of the Company on all working days between 11 A.M. to 1 P.M. prior to date of Annual General Meeting
- 8) Corporate members intending to send their authorized representative to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- 9) In terms of section 109A of the Companies Act, 1956 nomination facility is available to individual shareholders. The shareholders who are desirous of availing this facility may kindly write to Company's Registrar and Share Transfer Agents at the address mentioned below for nomination form quoting their Folio Number.
- 10) Members desirous of getting any information about the accounts of the Company are requested to send their queries at the registered office of the Company at least 10 days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.
- 11) All members who have either not received or have not yet encashed their dividend warrant(s) till financial year 2011-12 are requested to write to the Company for obtaining the duplicate dividend warrant without any delay.
- 12) Members are requested to furnish their Bank Account Details, change of address etc. to the company's registrars and share transfer Agents mentioned below, in respect of shares held in physical form and to their respective Depository Participant, if the shares are held in electronic form.
- 13) Register of Members and share transfer books of the Company will remain closed from 26.09.2012 to 29.09.2012
- 14) 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 on the Company
- 15) For any investor-related queries, communication may be sent by e-mail at cs@ommetals.com.
- 16) The Annual Report of the Company for the year 2011-12 circulated to the members of the Company will also be made available on the Company's website viz www.ommetals.com

REGISTRAR & SHARE TRANSFER AGENTS:

M/s Skyline Financial Services Pvt.Ltd.
D-153, A, Ist Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020

Tel: 011-30857575

Fax: 011-3085762

E-mail: admin@skylinerta.com

E-mail: skyline_fspl@rediffmail.com

ANNEXURE II

Details of Directors seeking appointment/ re-appointment in the ensuing Annual General Meeting to be held on 29th September 2012:

Name	TRILOK CHAND KOTHARI
Date of Birth	11.06.1927
Appointed on	01.10.1994
Qualifications	P.Hd, D. Lit
Expertise in specific functional area	Banking, taxation and Company law related affairs.
Directorships held in other public Companies	Nil
Membership/Chairmanships of committees across public Companies	Om Metals Infraprojects Ltd.: Chairmanship in Investors Grievance Committee
Shareholding in the Company	3174260

*Directorships in foreign companies, alternate directorship in private companies and membership in governing councils, chambers and other bodies not included.

Date: 31st August, 2012

Place: Jaipur

**Regd. Office: Om Towers, Church Road
M.I.Road, Jaipur-302001
Rajasthan**

By order of the Board

Sd/-

Chairman

Director's Report

Dear Shareholders,

Your Directors have pleasure in presenting 40th Annual Report and audited accounts of the Company for the year ended 31st March, 2012.

RESULTS OF OPERATION

(Rs. In Lacs)

Particulars	Year Ended March 31,	
	2012 Audited	2011 Audited
Total Turnover	21744.12	24009.83
Operating Profit (EBITDA)	6461.92	6567.59
Financial Charges	2370.94	1712.78
Depreciation	1217.76	1145.47
Profit before Tax	2873.22	3709.34
Provision for Taxes	470.86	845.84
Profit after Tax	2402.35	2863.50
Add : Profit brought forward from previous year	13281.34	10836.29
Profit available for appropriation	15683.69	13699.80
Retained Profit carried forward to the next year	15451.77	13281.34

Business

The strength of your Company lies in identification, execution and successful implementation of the projects in the infrastructure space. To strengthen the long-term projects and ensuring sustainable growth in assets and revenue, it is important for your Company to evaluate various opportunities in the different business verticals in which your Company operates. Your Company currently has several projects under implementation and continues to explore newer opportunities, both domestic and international. Your Board of Directors considers this to be in strategic interest of the Company and believe that this will greatly enhance the long-term shareholders' value.

At present your Company operates in three business sectors- Heavy Engineering cum construction, Real Estate and Infrastructure Projects.

The Company has reported a Profit Before Tax (PBT) of Rs.2873 lacs, as against Rs.3709 lacs in the previous year. The increased finance cost and stressed the surge proportionate to surge in turnover.

DIVISIONAL ANALYSIS

ENGINEERING DIVISION

The Turnover of this division this year is Rs. 183.65 crore and profit is Rs 18.03 crore against Turnover of Rs 224.69 crore & profit is Rs 26.50 in the last year. The Engineering Division focuses on turnkey engineering procurement and construction contracts for Hydro mechanical equipment for Hydro Power and Irrigation projects. The Company post qualification in civil work for dam will qualify for complete EPC for dam except EM package and shall address a larger share of hydro power project. This is a feat for diversifying in the civil construction space and the Company will not have to take recourse to civil companies for meeting PQ norms for bidding in civil space. The Company is now all geared up to encash the burgeoning opportunities in executing complete EPC contract in the space of H M components and civil structure as well for Hydro projects of 38000 MW power generation planned in next 10 years by GOI. The projects in Hydro power space involve multifarious activities viz. civil construction, electromechanical component and Hydro mechanical equipments. the company also doing EPC for road project and this will further increase the addressing area in infra space.

REAL ESTATE, HOTELS AND MULTIPLEX

The Turnover of this division this year is Rs.33.79 crore and profit is Rs 6 crore against Turnover of Rs 8.66 crore & profit is Rs 2.13 crore in the last year.

The turnover from hotel Om Tower in Jaipur and Multiplex in Kota remained at same levels. With the revival in economical growth –revenue is expected to increase buoyed by increasing domestic and international tourism ahead.

Though in real estate front we have not seen any major revenue generation but we launched another residential project Om Urban Heights” the response of which is very motivating.

The company has started construction on premium and prestigious land in Jaipur for developing state of the art high end residential apartments. Top notch agencies have been hired in every field for timely compleation of project.

In Mumbai bandra project-Post CRZ and MOEF clearance – other statutory clearance and extensions from SRA and other different agencies are on fast track and we have successfully constructed the temporary transit camps for shifting slum dwellers and this will pave the way to begin construction activities of

rehab apartments and commercially roll out sellable apartments in Bandra Reclamation- A project initiated by MHADA.

Future plans

Going ahead, the Company aims to further enhance its skill-sets, core strengths, capacity enhancement, Build a fleet of construction equipments to effectively and efficiently tackle even bigger and more complex projects in this niche space, within and outside India.

The Company is all geared up to encash the burgeoning opportunities in the Hydro Mechanical segment and utilise the PQ earned from Kalisindh project in Civil space by providing turnkey solution in civil as well as Hydro mechanical space to minimum 38,000 MW additional Hydel power generation planned in next 10 years by GOI.

The consortium formed between the company and SPML Infra remained L1 and has been awarded a LOI for development of 70 MW lignite based thermal project in Rajasthan.

The lease income from Inox is continuing in Multiplex & hotel in jaipur is doing satisfactory business and we are confident of surge in tourism industry.

OTHER REAL ESTATE PROJECTS IN DIFFERENT SPV'S ARE DISCUSSED IN SUBSIDIARY SECTION.

Liquidity

The proceeds from the allotment of 2,00,00,000 shares at Rs.60/share to QIB's (Qualified Institutional Buyers) was partly utilized in capacity expansion in Engineering division and real estate developments. The partial proceeds have been invested in Subsidiary company and liquid funds and we are awaiting potential overseas/domestic Business acquisition opportunity to utilize the available credit limits.

Out strong cash flows enable us to manage financial and business risks.

APPROPRIATIONS

Dividends

During the year under review, your directors had declared and paid interim dividend of Rs.0.10 per share in March, 2012. The Directors recommend it to treat as final dividend.

The dividend pay out for the year under review is in accordance with the Company's policy of consistent dividend pay out keeping in view the Company's need for capital, its growth plans and the intent to finance such plans through internal accruals to the maximum.

TRANSFER TO RESERVES

The Board of Directors proposes to transfer Rs 1, 20, 00,000 to General Reserve in accordance with the Companies (Transfer of Profit to Reserves) Rules, 1975.

Subsidiaries

OM Metals Consortium Pvt Ltd. – This 100% subsidiary Company is developing a high end residential project on a very prime parcel of 19000 sq mt land at Statue circle Jaipur. It has hired your company as EPC Contractor for structure building under architectural leadership of Studio 18, a renowned architecture firm of USA. the construction is in progress and scheduled for completion with in 36 month.

OM Metals Real Estate Pvt. Ltd. This 100% subsidiary is holding stakes in different SPV's for different projects in Hyderabad, Faridabad, Jaipur. The development of all these projects are in some stages of clearances.

Step Subsidiaries/Associates

Om Metals Ratnakar Pvt Ltd. – a step subsidiary 9467 sq ft office space in Prime and aesthetic NBCC plaza, Delhi purchased in this 100% subsidiary to house the entire corporate and business development affairs of the Group, is fully functional and contributing to expansion and diversification of the company in high potential areas.

Om Hydromech Pvt. Ltd. a step subsidiary -An industrial land has been acquired in Bhilai from Bank of Baroda in open auction for setting up fabrication yard as a expansion mode. Bank of Baroda is unable to give clear title of the land and we have approached DRT for refund of the auction money . The matter is pending at court.

Om Automotors Private Limited: a step subsidiary- This company has acquired office space at Jaipur.

Om Kothari Hotels Private Limited : a step subsidiary -During the year the company purchased a plot for construction of flats. The approval of map is pending with UIT , Kota and hope the construction shall be started in the second quarter of 2012.

Om Metals Developer Pvt Ltd. – Post development agreement with Mahindra life space for residential housing project at Hyderabad on 25:75 basis-the developer is speedily endeavouring for statutory clearances and drawing approvals.

OM Shivay Real Estate Pvt. Ltd. With the completion of the flyover at Badarpur near Faridabad, the traffic congestion has gone down considerably. And it has also eased the accessibility to the plot nearby. Minor litigation on the verge of the final hearing in local court.

NKP holding (P) Ltd. 3000 sq. Mt land in NCR near delhi-faridabad boarder is in possession with the company where we hold 50% ownership through OREPL. The land is suitable for corporate park and is adjacent to the land owned by our associate Om Shivay Real estate (P) Ltd.

Om Sansation Properties (P) Ltd. This company owns agricultural land in andra Pradesh and our ownership in this company is 25%.

Sanmati Buildcon (P) Ltd. 33 acre appx land is owned by this company in sohna dist gurgaon (Haryana) and we own 33.33% in this company.

Partnerships

OM Metals Consortium- This prestigious partnership firm for development of SRA project in Bandra Reclamation facing Bandra-Worli sea Link has completed the construction of the temporary transit camp and is expecting to shift the slums dwellers by the end of the current FY. The construction of the sellable apartments will take place later on during the year once the LOI conditions are fully met..

Other SPV's

Pondicherry Port Ltd. An SPV earmarked for the development of sea port in Pudducherry. All the statutory approvals when in place shall enable the company start the project.

Sanmati Infradeveloper Pvt Ltd. – This SPV wherein we own **25%** stake along with other stake holders Subhash Projects (25%) and Urban Infrastructure Trustees Ltd (UITL) (50%) is a holding company of Pondicherry SEZ Co.Ltd(PSEZCL). PSEZCL owns a multi product SEZ in Pudduchery where 840 acre land has been acquired and balance 26 acre is pending. We are awaiting formal notification from Ministry of Commerce ..

Bhilwara Jaipur Toll Road Pvt Ltd. The construction of the 212 km road project in Jaipur-Bhilwara Stretch is in progress and the funding has been tied up from ICICI Bank & Punjab National Bank jointly. Om metals is doing the entire EPC for this road project.

OM Metals-SPML Infraprojects Pvt Ltd. A 457 cr Kalisindh Dam project in a SPV created with SPML infra on 50:50 is running in full swing and Om Metals has been executing EPC contract for major work.

COMPANIES CEASED TO BE SUBSIDIARIES:

1. Om Metal Auto Private Limited with effect from 30.09.2011
2. Om Gaima Projects Private Limited with effect from 15.07.2011

CONSOLIDATED FINANCIAL STATEMENTS

As required under Clause 49 of the listing agreement with stock Exchanges, the consolidated financial statements of the Company are attached with the Annual Accounts of the Company.

As per Section 212 of the Companies Act, 1956, we are required to attach the Directors' report, Balance Sheet, and Profit and Loss account of our subsidiaries. The Ministry of Corporate Affairs, Government of India vide its circular no. 2/2011 dated February 8, 2011 has provided an exemption to companies from complying with Section 212, provided such companies publish the audited consolidated financial statements in the Annual Report. Accordingly, the Annual Report 2011-12 does not contain the financial statements of our subsidiaries. The audited annual accounts and related information of our subsidiaries, where applicable, will be made available upon request. These documents will also be available for inspection during business hours at our registered office in Jaipur, India.

The investment in significant associates like Om Metals Consortium, Om Metals Consortium (P) Ltd., Om Ray JV, OMIL-JSC JV, Pondicherry Port Ltd., Sanmati Infradeveloper Pvt. Ltd., Bhilwara Jaipur Toll Road (P) Ltd., Om Metals SPML Infraprojects (P) Ltd. have been treated as per AS 27/23 and accordingly have been consolidated in financial statements in compliance with AS.

The consolidated financial statement of the Company pursuant to AS 23 and AS 27 have been prepared and attached.

Directors

In accordance with the provisions of sections 255 and 256 of the Companies Act, 1956 and the Articles 61 of the Articles of Association of the Company Shri Trilok Chand Kothari retires by rotation at the ensuing AGM of the Company and being eligible offer themselves for re-appointment.

AUDITOR & AUDITORS REPORT

M/s. M.C. Bhandari & Co., Chartered Accountants, Statutory auditor M/s. B. Khosla & Co. Chartered Accountants Branch Auditor of hotel division and M/s Milind Vijiyvargiya & Associates Chartered Accountants Branch Auditor of engg. & Real estate division will retire at the conclusion of the Annual General Meeting and being eligible offer themselves for reappointment, if may be in accordance with Section 224(1B) of the Companies Act, 1956. The board recommends their re-appointment.

The Notes to the Accounts referred to in the Auditors Report are self explanatory and therefore do not call for any further explanation.

PARTICULARS OF TECHNOLOGY ABSORPTION, CONSERVATION OF ENERGY AND FOREIGN EXCHANGE EARNING AND OUTGO.

As required under section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) absorption, conservation of energy and foreign exchange earnings and outgo are set out in Annexure A to the Directors Report.

PARTICULARS OF EMPLOYEES

There is no employee in respect of whom information u/s 217(2A) of the Companies Act, 1956 is required to be given.

PERSONNEL

The Labour Management relation has been cordial during the year under review.

LISTING

The Equity Shares of the Company continue to remain listed with the National Stock Exchange, Bombay Stock Exchange (BSE) and Delhi Stock Exchange. The listing fees payable to the exchanges for the financial year 2011-12 have been paid.