



OM METALS INFRAPROJECTS LIMITED

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of the Company of Om Metals Infraprojects Limited will be held on 30th September, 2013 At 11.30 A.M at J-28, Subhash Marg, C-Scheme, Jaipur-302001 to transact the following business:

ORDINARY BUSINESS

1. To receive consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 and the statement of Profit and Loss for the year ended as on 31st March 2013 together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place Shri Prakash Chand Jain 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.

SPECIAL BUSINESS

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

5. RE-APPOINTMENT OF MANAGING 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. Chandra Prakash Kothari as Managing 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 01.09.2013

Functions: Subject to the direction, control and superintendence of the Board of Directors, Mr. Chandra Prakash 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. Chandra Prakash Kothari shall comprise as under :

Salary: Rs. 4,00,000/- P.M. (Rs. Four Lakhs only per month) with the increment of 10% p.a.

Perquisites and Allowance upto Rs. 2400000/- P.A. (Rs. Twenty Four Lac Per Annum): In addition to above he shall be entitled to Perquisites like accommodation, gas, electricity, water, club fees of two club, personal insurance, use of car with chauffeur 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 Managing 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. Chandra Prakash 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. Chandra Prakash Kothari as Managing 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. Chandra Prakash Kothari, Managing Director 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. Chandra Prakash 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. RE-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. Dharam Prakash 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 16.09.2013

Functions: Subject to the direction, control and superintendence of the Board of Directors, Mr. Dharam Prakash 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. Dharam Prakash Kothari shall comprise as under :

Salary: Rs. 4,00,000/- P.M. (Rs. Four Lakhs only per month) with increment of 10% p.a.

Perquisites and Allowance upto Rs. 24,00,000/- P.A. (Rs. Twenty Four Lac per annum): In addition to above he shall be entitle to Perquisites like accommodation, gas, electricity, water, club fees of two club, personal insurance, use of car with chauffeur 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. Dharam Prakash 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. Dharam Prakash 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. Dharam Prakash Kothari Whole-time director 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. Dharam Prakash 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.

7. APPOINTMENT OF DIRECTOR

RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Shri Sukmal Jain, who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation under the Articles of association of the company.

8. APPOINTMENT OF DIRECTOR

RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Shri Devinder Gulati, who was appointment by the Board of Directors as an Additional Director of the Company and who holds office up to the date of the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the Company, liable to retire by rotation under the Articles of association of the company.

To consider and, if thought fit, to pass with or without modification, the following resolution as special resolutions:

9. Re-Appointment on office or place of profit

“RESOLVED THAT pursuant to the provisions of Section 314(1)(b) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and hereby accorded to re-appoint Mrs. Monica Bakliwal, a relative of Shri C.P. Kothari, the director of the Company to hold an office or place of profit as Chief Operating Officer-Hotel Division of the Company in the management cadre of the Company with effect from 1st April, 2013 at remuneration as detailed hereunder :

- (a) **Basic Salary :** Rs.75000 p.m
- (b) Other usual allowances and benefits applicable to employees occupying similar posts in the said management cadre including bonus, retiring gratuity and provident fund benefits”

“FURTHER RESOLVED THAT the Boards of directors be and hereby authorized to grant from time to time to Mrs. Monica Bakliwal, such increment or increments as the Directors may, in their discretion think fit but so that his consolidated salary and perks shall not exceed Rs. 1,50,000 p:m,”

10. Appointment on office or place of profit

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. Siddarath Kothari (not being more advantageous to him) consent of the Company be and is hereby accorded to Mr. Siddarath Kothari to hold an office or place of profit in the Company as " **COO – Business Development.**". being a relative of Mr. Sunil Kothari, the Whole-time Director of the Company, under the Company, at a monthly remuneration of Rs. 75000 (Rupees Seventy Five 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 of the Company be and is 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."

11. Alteration in AOA

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, clause 68 regarding Director's fees remuneration and expenses be altered as follows:

- i) The remuneration of the directors shall, in so far as it consists of a monthly payment be deemed to accrue from day to day.
- ii) In addition of remuneration payable to them in pursuance of the Act, the directors may be paid sitting fees for every meeting of the board or committee or general meeting attended by them and may be paid all the travelling hotel and other expenses properly incurred by them as may be decided by the Board of Directors from time to time in attending and returning from the meeting of the Board of Directors or any committees thereof or general meetings of the company or in connection with the business of the Company.

"RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to make necessary filings with the statutory authorities, including but not limiting to the Registrar of Companies and to take necessary action in this regard."

Date: 30th August, 2013

By order of the Board

Place: Jaipur

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

Sd/-
Chairman

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, 5, 6, 7 & 8 pursuant to Clause 49 of the Listing Agreement, are 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 2012-13 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 27.09.2013 to 30.09.2013
- 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 2012-13 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 TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF
THE COMPANIES ACT, 1956

ANNEXURE 1

ITEM NO.5

The existing tenure of Mr.Chandra Prakash Kothari continues up to 31.08.2013. His re-appointment effective from 1.09.2013 requires approval of the members. It is under the stewardship of Mr. Chandra Prakash Kothari that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

It is proposed to re-appoint him for the further period of 5 years with effect from 1.09.2013 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. Chandra Prakash Kothari for the abstract required in terms of section 302 of the Companies Act, 1956.

Mr. Chandra Prakash Kothari is interested in the resolution. Mr. D.P. Kothari and Mr. Sunil Kothari who are the relatives of Mr. Chandra Prakash 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 Chandra Prakash 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

The existing tenure of Mr.Dharam Prakash Kothari continues up to 31.08.2013. His re-appointment effective from 16.09.2013 requires approval of the members. Mr. Dharam Prakash Kothari has been looking and responsible for entire production upto the stage of installation and commissioning since the inception of the Company.

It is proposed to re-appoint him for the further period of 5 years with effect from 16.09.2013 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. Dharam Prakash Kothari for the abstract required in terms of section 302 of the Companies Act, 1956.

Mr. Dharam Prakash Kothari is interested in the resolution. Mr.C.P. Kothari and Mr. Sunil Kothari who are the relatives of Mr. Dharam Prakash 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 Dharam Prakash 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. 7

The Board of Directors of the Company in its meeting held on 30th May, 2013 appointed Shri Sukmal Jain as an Additional Director of the Company. Shri Sukmal Jain holds office as Additional Director up to the date of the ensuing Annual General Meeting. The company has received a notice under Section 257 of the companies Act, 1956 from a member proposing the candidature of Shri Sukmal Jain for the office of director of the Company.

Keeping in view his vast experience and knowledge , the directors recommend the resolution for members' approval.

Save and except Shri Sukmal Jain, none of the other directors of the Company is, in anyway, concerned or interested in the resolution.

ITEM NO. 8

The Board of Directors of the Company in its meeting held on 19th July, 2013 appointed Shri Devinder Gulati as an Additional Director of the Company. Shri Devinder Gulati holds office as Additional Director up to the date of the ensuing Annual General Meeting. The company has received a notice under Section 257 of the companies Act, 1956 from a member proposing the candidature of Shri Devinder Gulati for the office of director of the Company.

Keeping in view his vast experience and knowledge, the directors recommend the resolution for members' approval.

Save and except Shri Devinder Gulati, none of the other directors of the Company is, in anyway, concerned or interested in the resolution.

ITEM NO. 9

Mrs. Monica Bakliwal, a relative of directors of the Company, is qualified person and have enough Experiences with the Company. The Board of Directors hopes that the