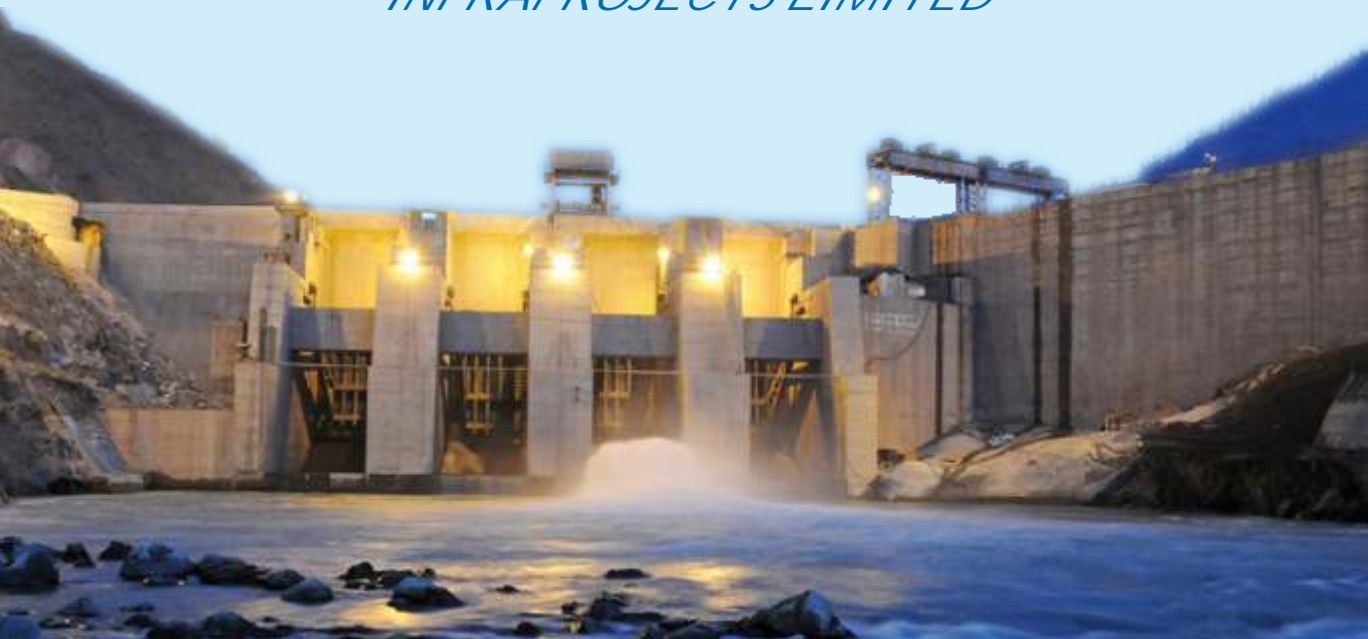


ANNUAL REPORT *2015-2016*



OM METALS
INFRAPROJECTS LIMITED



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Letter to Stakeholders

Dear Stakeholders,

It gives me a great pleasure to present the financial report of your company for the year 2015-2016.

In this year where global economic activity remained on a slower trajectory and Indian economy showing vivacity with growth coming in at 7.6% your company has never ceased to move towards development, progress and success in the multifaceted directions of sectors the company is into.

Given the present economic scenario with muted agriculture growth, India's domestic consumption remained strong on the back of favorable demographics. Infrastructure is the backbone of the country's economic growth and has been fueling it for the past one decade or so. The increasing population, rapid urbanization and industrialization are the driving forces for investment in the infrastructure development in the coming years.

The thrust of such opportunities, which have emerged in the present circumstances, has had a great impact on your company, and has lead to winning of new projects worth 272 crores including projects in hydro mechanical works worth Rs. 106 crores in this year. With the state of affairs on economic front and our preparedness, we are well placed for the forthcoming cycle of growth.

Your company is a leading player in the hydro mechanical segment but is constantly looking for growth opportunities through organic or inorganic ventures to enhance shareholders value. Your company had already made opportunistic investments in residential projects and industrial land bank which will yield strong cash flows.

Going ahead with this thought the company has entered into developing of infrastructure for the proposed Ujjain Smart City and venturing into manufacturing of closure for water PET bottles and Carbonated Soft Drinks (CSD). We are confident that this venture is going to boost the forthcoming cycle of growth.

In the midst of development, your company took its responsibility towards the society and environment. The Company has always been a place of continued innovation and hard work and will continue to do so with the same attitude for the foreseeable future.

I feel honored to say that all the above would not have been possible if we, at OM Metals Infraprojects Limited, did not have a strong team of Engineering and Management staff. Our promotion of young talent has resulted in gathering an excellent team of professionals who brought their comprehensive expertise to benefit our company. We truly believe that, a company's strength and success lies on the hands behind it. Therefore, we have ensured that our young employees gain ample opportunities for personal and professional growth.

Therefore, I take this opportunity to thank every stakeholder of OM Metals who plays an integral part in our success and our constant effort towards making a difference.

We would also like to place on record our renewed appreciation for unending trust and support of our customers, shareholders, lenders and vendors shown towards the company.

On your behalf as well as on behalf of the Board of Directors, I whole heartedly admire the integrated efforts of the employees of OM Metals Infraprojects Limited on another impressive performance and pursuing their goal to establish trust amongst you during the year FY16. I would like to thank all of you for your constant presence and garnered interest in the Company.

We look forward to a successful year ahead!

Thank you

Place : Delhi

Date 12.08.2016

Sunil Kothari
Managing Director
DIN 00220940



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 44th Annual General Meeting of the members of Om Metals Infraprojects Limited will be held on Friday, 30th September, 2016 at 11:30A.M. at Om Tower, Church Road, M.I. Road, Jaipur- 302001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2016 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, 2016 together with the Report of the Auditors thereon.

Item No. 2- Confirm the payment of Interim Dividend

To confirm the payment of interim dividend of Rs 0.30 per equity Share for Financial Year 2015-16 as final dividend for the year 2015-16.

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.

Item No. 4 – Ratification of appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. M.C. Bhandari & Co., Chartered Accountants, (Firm Registration No.303002E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next 45th Annual General Meeting of the Company for the Financial Year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

Item no. 5 – Appointment of Mr. Gopi Raman Sharma as an Independent Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Gopi Raman Sharma (DIN-07465442), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 11, 2016 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Gopi Raman Sharma as a candidate for the office of director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term up to March 10, 2021, and whose office shall not be liable to retire by

rotation.

Item no. 6 – Appointment of Mr. Ram Kumar Gupta as an Independent Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Ram Kumar Gupta (DIN-07356532), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 10, 2016 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Ram Kumar Gupta as a candidate for the office of director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term up to June 9, 2021, and whose office shall not be liable to retire by rotation.

Item No. 7- Ratification of Cost Auditor's remuneration

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an

Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of 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 and approves the remuneration of Rs 30000 plus 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 2016-17.”

Item No. 8- Re-designation of Mr. Sunil Kothari as Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an

Ordinary Resolution:

“**RESOLVED THAT** in partial modification of the resolution passed by the Members at the 42nd Annual General Meeting held on 30th September, 2014, Mr. Sunil Kothari (DIN 00220940), Whole Time Director who was earlier designated as the Joint Managing Director of the Company be and is hereby re-designated as Managing Director with effect from 12th August, 2016 till the end of the tenure of his appointment on the same terms and conditions including remuneration as approved earlier by the Members.”

Date : 12.08.2016

Place: Delhi

By order of the Board of Directors

Reena Jain
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. 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 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. 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.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 26, 2016 to Friday, September 30, 2016, (both days inclusive).
7. 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 M/s Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such informations and changes therein to the Company or RTA M/s Skyline Financial Services Private Limited.
8. 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.
9. 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.
10. 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.
11. All documents referred to in the accompanying notice the Explanatory statement shall be open for inspection at the registered office of the Company during the business hours except on holidays, upto and including the date of Annual General Meeting of the Company.
12. 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.
13. 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 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013). No claim shall be entertained against the Company for the amounts so transferred.
14. Members who have not yet encashed their dividend warrant(s) pertaining to the interim Dividend for the financial year 2009-10 onwards for the Company are requested to make their claims without any delay to the

Company or RTA M/s Skyline Financial Services Private Limited.

The details of unclaimed dividend are available on the Company's corporate website www.ommetals.com

15. 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.
16. Electronic copy of Annual report 2016 and Notice of the 44th 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 44th 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.
17. 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.
18. 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.
19. The physical copies of the Annual Report 2016 and Notice of the 44th 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
20. 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.
21. 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.
22. 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.
23. The instructions for shareholders for remote e-voting are as under:
 - The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide remote e-voting facility to its shareholders.
 - The voting period begins on September 26, 2016 at 9:00 A.M. and ends on September 29, 2016 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, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- (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/ MEMBERS" tab.
- (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:

	For Members holding shares in Demat Form and Physical Form
PAN	<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 on Google Play Store, App Store and Windows Phone Store. 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.

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 Managing Director 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.ommetails.com. The results shall simultaneously be communicated to the Stock Exchanges.

24. The remote e-voting period commences on September 26, 2016 at 09:00 A.M. and ends on September 29, 2016 by 05:00 P.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.
25. 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, 2016.
26. Any Member(s) who require any special assistance of any kind at the venue of the Forty Fourth AGM are requested to send details of their special needs in writing to the Company at cs@ommetails.com at least three days before the date of the Forty Fourth AGM.

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. 5:

The Board of Directors on recommendation of Nomination and Remuneration committee appointed Mr. Gopi Raman Sharma as an Additional Director with effect from March 11, 2016 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Gopi Raman Sharma will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Gopi Raman Sharma for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Gopi Raman Sharma (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mr. Gopi Raman Sharma as an Independent Director of the Company for a term up to March 10, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. In