

## **OM METALS INFRAPROJECTS LIMITED**

**Registered Office:** J-28, Subhash Marg, C-Scheme, Jaipur- 302001.  
Corporate Identity Number (CIN L27203RJ1971PLC003414)  
Phone: + 91-141-5163333, Fax: + 91 141 4044283,  
**E-mail:** [cs@ommetals.com](mailto:cs@ommetals.com) Website: [www.ommetals.com](http://www.ommetals.com)

### **POSTAL BALLOT NOTICE**

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of Members, via Postal Ballot for the following:

- 1) Alteration in the main object of the Memorandum of Association of the Company
- 2) Amendment in the title of Incidental Object Clause of the Memorandum of Association
- 3) Deletion of the Other Objects Clause of the Memorandum of Association
- 4) Amendment of the liability clause of the Memorandum of Association
- 5) Adoption of New Set of Articles of Association of the Company

Members' consent is sought for the proposals contained in the Resolutions given in this Notice. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. Mayur Sanghi (Mayur Sanghi & Associates), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Wednesday, 6.00 PM January 28, 2015. Members may choose to vote using the **e-voting facility**, the details whereof are specified under notes to the Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Friday January 30, 2015, at 5.00 PM onwards through the website of the Company ([www.ommetals.com](http://www.ommetals.com)) and by way of intimation to the Stock Exchanges on which the company is listed.

#### **1. Alteration in Object Clause**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals, if required, the Main Object of the Memorandum of the Company be and is hereby altered by adding new sub clause 11, 12, 13, 14, 15, 16 and 17 after existing sub clause 10 in Clause III (A) as under:

11. To plant, cultivate, produce, raise, make marketable, import, export, sell, buy, act as agents, stockists, distributors or otherwise deal in all kinds of food grains, Food Products, Processed and packaged food and edible products, Agri Products, oil seeds, oil cakes, tea, coffee, jute, sugar, sugar cane and other all type of produce of land to manufacture, process import, export, buy, sell, or otherwise deal in fertilizers of all varieties, D.D.T. and other

insecticidal and fungicidal sprays.

12. To carry on in India or elsewhere the business of food processing, manufacture, refinement, preservation, dehydration, canning and bottling of vegetables products milk, milk powder, Jams, pickles, ghee, fat, cream, and all kinds of vegetables, fruits and cereals products, squashes, syrups, health foods and drinks, wines, liquors, spirits and cognac of every description whether intoxicating or not.

13. To carry the business to pack, repack, preserve, freeze, distillate, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, market, supply and to act as agent, broker, representative, consultant, collaborator, stockist, liaisoner, middlemen, export house, job worker or otherwise to deal in all types descriptions, tastes, use and pack of consumer food items, their byproducts, ingredients, derivatives, residues, including foods and vegetables packed foods , powders, pastes, liquids, drinks, beverages, etc.

14. To buy, sell, import or otherwise deal in all and any manner in instrumentation, handling equipments, data processing equipments and software and chemicals related to drilling fluids, production corrosion chemicals, solutilised in the oil, gas, mining and natural resource exploration, exploration processing Industries, civil construction and engineering, mechanical engineering manufacturing industries, water treatment and water conditioning, civil, marine and aeronautical engineering applications.

15. To carry on business as a distributor and supplier of plant, machinery, equipment, supplier of goods and materials, services of every description used in oil, gas processing, mining, manufacturing and all such other industries related thereto.

16. To provide all types of services to oil and gas Industries such as service of technical, operational, production services, survey, oil exploration and shbt-hole drilling services and also on shore and off shore drilling services, management consultancy and/or services of consulting engineers and/or making surveys and/or doing the business of general suppliers of any material in connection with the business referred to in sub clause (12) to (14) above.

17. To carry on the business of electricity and power producers and suppliers, distributors in all its branches including conventional and non conventional resources and in particular to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, line accumulators electric power of places for which license be obtained and to transmit, distribute and supply such power throughout the area of supply named therein and generally to generate, develop and accumulate power of any such places and to transmit, distribute and supply such power for all lawful purposes .”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **2. To amend the title of Incidental Object Clause of the Memorandum of Association**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals, if required, the title of the Clause III (B) objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby replaced with the title “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-**”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **3. Deletion of the Other Objects Clause of the Memorandum of Association**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 4, 110, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **4. Amendment of the liability clause of the Memorandum of Association**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals, if required, the Liability Clause of the Memorandum of Association of the Company, be and is hereby altered as under:

**IV. “The liability of members is limited and this liability is limited to the amount unpaid on shares held by them.”**

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **5) Adoption of New Set of Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company and on the company’s website, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

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

**Sd/-**

**C.P. Kothari**

**Chairman**

**(DIN: 00035388)**

**Place: Jaipur**

**Date: December 15, 2014**

**Notes:**

Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.

1. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 19<sup>th</sup> December, 2014
2. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Wednesday, 6.00 pm, January 28, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s. The e-voting module shall also be disabled by CDSL for voting thereafter.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended **e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.
4. **The instructions for shareholders for e-voting are as under:**
  - The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide e-voting facility to its shareholders.
    - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
    - (ii) Click on "Shareholders" tab.

- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field.</li> <li>• In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Date of birth Or Date of Incorporation or Dividend Bank Details.</b>	<p>Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or enter Folio No.</p> <p style="text-align: center;">OR</p> <p>Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.</p>

- (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 <Company Name> 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

5. Members can cast their vote online from Tuesday, 30<sup>th</sup> December, 2014 from 9:00 AM to Wednesday, 28<sup>th</sup> January, 2015 till 6:00 PM

6. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot notice by e-mail and who wish to vote through ballot form can obtain the ballot form from the Registrar and Share Transfer Agents, M/s. Skyline financial services private limited, D- 153A, 1<sup>st</sup> Floor, Okhla Indl. Area, Phase –I, New Delhi -110020 or from the Company at the registered office and fill in the details and send the same to the Scrutinizer by post.

7. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or Company Secretary of the Company. The result of the Postal Ballot will be declared on Friday 30<sup>th</sup> January, 2015 at the Registered office of the Company. The result will be announced to the Stock Exchanges where shares of the Company are listed and will also be displayed on the Company's website www.omm Metals.com. Subsequently, the result of the Postal Ballot will be published in news papers in Jaipur. In the event, the draft resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.

8. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

## **EXPLANATORY STATEMENT**

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

### **ITEM NO.1**

With the various opportunities available in the market, the Board of Directors is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company and therefore, it is proposed to enter into new activities and undertake new business which can be advantageously carried on with the existing business of the Company.

Section 13, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014, stipulates that the object clause of the Memorandum of Association of the Company can be altered by way of Special resolution passed by the members of the Company, the Consent of the members of the company be obtained by means of postal ballot. Accordingly, it is proposed to seek members' approval by way of postal ballot for alteration to the Main Object Clause of the Memorandum of Association by inserting new clause 11, 12, 13, 14, 15, 16 and 17 after the existing clause 10.

The board of Directors of the Company recommends the resolution for your approval as Special Resolution.

None of the Directors, key Managerial Personnel and their relatives are anyway concerned or interested in the aforesaid special resolution.

### **ITEM NO.2**

In order to comply with the provisions of Section 4 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to change the title of the incidental Objects Clause of the Memorandum of Association. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in Registered office of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

### **ITEM NO.3**

In order to comply with the provisions of Section 4(1) (c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the

Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The Clauses which are getting deleted are given below.

**OTHER OBJECTS (which are getting deleted)**

1. To carry on the business of manufactures or processors and/or importers, exporters, buyers sellers, stockists and distributors of and/or dealers in all or any of the following—

- (a) Elastomers, synthetic resins, carbon, blackplastics, latexes, and formulations thereof and other kinds or resins and plastic products and goods.
- (b) All type of compounds, drugs, dyeware, disinfectants and of electrical photographic, surgical and scientific apparatus and materials.
- (c) Colors, paints, varnishers, lacquers, pigments
- (d) Paper, newsprint, paperboard, straw board, hard board, fiber-board chip-board, Corrugated paper, transparent paper, craft paper, carbons, inks parchment and corks

2. To carry on the business of transport, whether by road, air, or sea for that purpose to acquire, purchase, hire, or otherwise take over trucks, buses, or any kind of vehicle commonly used in carrying goods and passengers; to carry on all kinds of business of transport agents, clearing agents, and to carry on the business of transportation in all or any of its branches.

3. To carry on the business of concessionaries, financiers, merchants, and to Undertake and carry on and execute all kinds of financial, commercial trading and other operations and in that the company shall not be carrying on banking business as defined in the Banking Regulations Act, 1949.

4. To plant, cultivate, produce raise, make marketable import, export, sell, buy, act as agents, Stockist, distributors or otherwise deal in all kinds of food grains, oil seeds, oil cakes, tea, coffee, ute, sugar, sugar cane and other all types of produce of land to manufacture, process import, export, buy, sell, or otherwise deal in fertilizers of all varieties, D.D.T, and other insecticidal and fungicidal sprays.

The board of Directors of the Company recommends the resolution for your approval as Special Resolution.

None of the Directors, key Managerial Personnel and their relatives are anyway concerned or interested in the aforesaid special resolution.

**ITEM NO.4**

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution



## **ITEM NO.5**

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act"). The Act is now largely in force with Rules thereon. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal ("Tribunal")). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The Members attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Existing definitions have been aligned with the Act;
- (b) new provisions relating to appointment of chief executive officer and chief Financial officer, in addition to manager and company secretary;
- (c) Existing articles have been streamlined and aligned with the Act;

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon up to the date of declaration of the result of Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 5 of the accompanying Notice for approval of the members through Postal Ballot.

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

**Sd/-**

**C.P. Kothari**

**Chairman**

**(DIN: 00035388)**

**Place: Jaipur**

**Date: December 15, 2014**