



NORSK
AKKREDITERING
QUAL 007
NS-EN 9001 : 2000
ISO 9001 : 2000

Oriental Trimex Limited

(An ISO 9001-2000 Certified Company)

Registered & Corporate Office : 26/25, Bazar Marg,
Old Rajender Nagar, New Delhi-110060
CIN : L74899DL1996PLC078339



Date: 19.08.2017

Bombay Stock Exchange Limited
P. J. Towers
Dalal Street
Mumbai 400001

National Stock Exchange of India Ltd
Exchange Plaza
Plot No. C/1, G Blocks
BandraKurla Complex
Bandra East
Mumbai 400051

Re: FORWARDING OF NOTICE FOR 21st ANNUAL GENERAL MEETING OF THE COMPANY AND INTIMATIONS OF BOOK CLOSURE OF THE COMPANY.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, Please find attached herewith NOTICE of the 20th AGM of the Company schedule to be held on 14th September, 2017 at 9.30 AM at Mithas Motel & Resort, (Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 read with section 91 of the companies Act, 2013, NOTICE is hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday 9th September 2017 to Thursday 29th, September 2017 (both days inclusive) for the purpose of Annual General Meeting.

This is for your kind information and record.

Yours faithfully,
For Oriental Trimex Ltd

Rajesh Punia
Rajesh Punia
(Managing Director)
(DIN 00010289)



NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of **ORIENTAL TRIMEX LIMITED** will be held on Thursday, September 14, 2017 at 09:30 A.M at Mithas Motel & Resort, (Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036 to transact the following businesses.

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statement for the Financial Year ended on March 31, 2017, and Reports of the Board of Directors of the company and Auditors thereon.
- To appoint Directors in place of Mr. Rajesh Kumar Punia DIN-00010289, who retires by rotation, and being eligible, offers, himself for re-appointment.
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: **"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Mehra Wadhwa & Company, Chartered Accountants (Membership No 083784), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company, subject to ratification of their appointment by the Members of the Company at every subsequent Annual General Meeting and to authorize the Board of Directors to fix their remuneration as may be mutually agreed upon with the Auditors, in addition to reimbursement of tax and all out of pocket expenses incurred by them, in connection with the audit of accounts of the Company."

SPECIAL BUSINESS:

- 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 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crores Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of 10/- (Rupees Ten Only) each by creation of 1,40,00,000 (One Crore Forty Lakhs) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking *pari-passu* with the rights and liabilities of the existing equity shares.

"RESOLVED FURTHER THAT pursuant to Section 64 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rajesh Kumar Punia, Managing Director (DIN: 00010289), Mrs. Savita Punia, Whole time Director (DIN: 00010311) of the Company be and are hereby severally authorised to intimate the Registrar of Companies, NCT of Delhi and Haryana about such increase in the Authorised Share Capital of the Company and to do all such deeds, matters and things to enable the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company to read as follows:

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) equity shares of Rs.10/- (Rupees Ten Only) each.

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

"RESOLVED THAT in furtherance to the resolution passed by the shareholders of the Company at the Annual General Meeting held on September 29, 2016 and in accordance with the Restructuring Scheme approved by Asset Reconstruction Company (India) Limited (hereinafter referred as 'ARCIL') and pursuant to the provisions of Section 62 (3), 42 and other applicable provisions of the Companies Act, 2013 and read with rules made thereunder and in accordance with the provisions of Memorandum and Articles of Associations of

the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Chapter VII "Preferential Issue" to the extent applicable and other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, the applicable rules, notifications and guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the approvals, permissions, and sanctions, and consent as may be necessary from any regulatory and other appropriate authorities and all such other approvals as may be required and in terms of restructuring/approval for settlement proposal approved by Asset Reconstruction Company (India) Limited (hereinafter referred to as "ARCIL"), a Asset Reconstruction Company ('ARC') the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board") to issue and allot upto 10,00,000 (Ten Lakhs) Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten) each, at par, as fully paid up shares by way of conversion of loan aggregating to Rs. 1,00,00,000 (Rupees One Crore only) to ARCIL by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT the equity shares issued/to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Associations of the Company and shall rank *pari passu* with the existing shares of the Company"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as the Board may consider necessary, expedient or desirable, to make any modification in the terms and conditions of the issue without being required to seek any further consent or approval of the members, and to settle any question or difficulty that may arise in such manner as the Board in its absolute discretion may deem fit and to take all steps which are incidental and ancillary in connection with the issue and allotment of equity shares and /or any matter arising there from"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred to any committee of Directors, and /or to any one or more Directors/officials of the Company to give effect to this resolution"

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

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and read with Companies (Prospectus and Allotment of Securities) Rules, 2014 made thereunder and in accordance with the provisions of Memorandum and Articles of Associations of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Chapter VII "Preferential Issue" and other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, and pursuant to SEBI (Foreign Portfolio Investors) Regulations, 2014, and any other applicable rules, notifications and guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the approvals, permissions, and sanctions, and consent as may be necessary from any regulatory and other appropriate authorities and all such other approvals as may be required, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board") to create, issue, offer and allot in one or more tranches upto 1,27,00,000 (One Crore Twenty Seven Lakhs) warrants of Rs. 10/- (Rupees Ten) each at an issue price of Rs. 12.60/-, to be issued on preferential basis to Promoter & Promoter Group and also to Non-Promoters Investors, including Foreign Portfolio Investor, which shall be converted into Equity Shares of Rs. 10/- (Rupees Ten) each, so that the warrant holder shall get one equity shares against one warrant on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws. The details of the allottees are mentioned herein below:

| Sr. No. | Name & Address of the Proposed Allottee | PAN | Category | No. of Warrants of Rs. 10/- to be converted into Equity Shares of Rs. 10/- each. |
|---------|--|------------|----------------------------------|--|
| 1. | Mr. Rajesh Kumar Punia, Address: 12/10, Old Rajendra Nagar, New Delhi - 110060 | AVNPP5342G | Promoter & Promoters Group | 27,00,000 |
| 2. | Mr. Narender Kumar Rastogi Address: J-46, Second Floor, Saket New Delhi 110017 | AEEPR9619Q | Non-Promoter Individual Investor | 6,00,000 |
| 3. | Mr. Bindesh Karani Address: 206, AL – Shoula Residency, Rolla Street, BUR Dubai – UAE | AQCPK5060G | Non-Promoter Individual Investor | 22,00,000 |
| 4. | Elite Stonetech Pvt. Ltd. (CIN: U74999DL2017PTC319229) Address: 13 & 20, Kh. No. 108/22, 112/2, Qutub Vihar, Phase-1, H-Block, New Delhi South West Delhi DL 110071 | AAECE6801E | Non-Promoter | 25,00,000 |

ORIENTAL TRIMEX LIMITED

| Sr. No. | Name & Address of the Proposed Allottee | PAN | Category | No. of Warrants of Rs. 10/- to be converted into Equity Shares of Rs. 10/- each. |
|---------|--|------------|--|--|
| 5. | Yogya Wines Pvt. Ltd. (CIN: U15520DL2007PTC157970) Address: Flat No. B 2, F/F KH No. 231 Building No.B196, Chatarpur Enclave, Ph-2 New Delhi South West Delhi DL 110074 | AAACY2918E | Non-Promoter | 25,00,000 |
| 6. | Capston Capital Partners Address: 19th, Bank Street, 4th Floor, Cybercity, Ebene, Mauritius | AAGCC4291E | Non-Promoter Foreign Portfolio Investor (FPI) | 22,00,000 |
| | Total | | | 1,27,00,000 |

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, 2009 the “Relevant Date” for the purpose of calculating the price for the issue of warrants pursuant is **August 14, 2017**, which is 30 days prior to the date of this Annual General Meeting i.e. September 14, 2017;

“RESOLVED FURTHER THAT That the said Warrants shall be issued and allotted by the Company to the above-mentioned persons within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government or from the stock Exchanges, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- The equity shares to be so allotted on exercise the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- A Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants shall be payable by the Warrant holder(s) at the time of exercising the Equity shares.
- The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- In the event the Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- The Equity Shares to be issued and allotted by the Company on exercise of the Equity Warrants in the manner aforesaid shall be rank pari passu in all respects.
- The Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT” all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

“RESOLVED THAT, pursuant to the applicable provisions of Sections 149, 150(2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Listing Obligations Disclosure Requirements) Regulations, 2015, Mr. Amal Kumar Banerjee (DIN: 07722733), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, i.e. up to 13th September 2022”

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

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution”

Registered Office:
26/25, Bazar Marg, Old Rajender Nagar,
New Delhi - 110060

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Place: New Delhi
Date: 14.08.2017

Sd/-
Rajesh Punia
Managing Director
(DIN: 00010289)

NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf. A proxy need not be a member of the company.
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- A proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.

4. The Register of Members and Share Transfer Books of the Company will remain closed from September 9, 2017 to September 14, 2017 (both days inclusive) for the purpose of this Annual General Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
8. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of 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 Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
9. Members who have not registered their e-mail address so far are requested to register their email so that they can receive any communication from the Company electronically
10. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. To Registrar and Share Transfer Agent of the Company- Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3 Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harusukhdas Mandir, New Delhi-110062, in respect of shares in physical form, to notify their change of address/residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
12. Kindly bring your copies of the Annual Report to the meeting
13. **Voting through electronic means**
 - I. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rule 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the members provided with the facility to cast their votes by electronics means on all the resolutions proposed to be considered in this Annual General Meeting. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 7, 2017 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09:00 A.M on September 11, 2017 and ends at 05:00 P.M on September 13, 2017.
The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter
 - The instructions for e-voting are as under:**
 - (i) The voting period begins at 09:00 A.M on September 11, 2017 and ends at 05:00 P.M on September 13, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 7, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.

(viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the 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) | 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. <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 (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant business of **Oriental Trimex Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 Corporate.
 - 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 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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date September 7, 2017 may follow the same instructions as mentioned above for e-Voting.

ORIENTAL TRIMEX LIMITED

- (ii) 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

II. Details of Scrutinizer and results of the voting

- M/s. Amit R. Dadheech & Associates, Practicing Company Secretary (CP No. 8952) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
 - The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the meeting unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company.
 - The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
15. The investors may contact the Company for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company at the following e-mail address: investors@orientaltrimex.com

Registered Office:
26/25, Bazar Marg, Old Rajender Nagar,
New Delhi - 110060

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Sd/-
Rajesh Punia
Managing Director
(DIN: 00010289)

Place: New Delhi
Date: 14.08.2017

Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013:

ITEM NO.4:

The existing Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crores Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each. In view of the proposed preferential allotments of Shares/ warrants and to meet any other future eventualities, it is considered necessary to increase the authorized share capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crores Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of 1,40,00,000 (One Crore Forty Lacs) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the rights and liabilities of the existing equity shares.

As a consequence of the above, it is necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Section 61 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Memorandum of Association of the Company require the consent of the shareholders by way of an Ordinary Resolution.

Your Directors recommend passing of the Ordinary Resolution as set out in Item no. 4 of the annexed notice.

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

ITEM NO: 5

The operations of the Company came under strain due to various factors affecting the industry. Business performance of the Company is directly related with real-estate sector & infrastructure. Presently the market conditions in these sectors are very slow, hence because of sluggish market conditions, the Company could not perform well in past few years. This has adversely effected the financial position of the Company and the loan accounts of the Company with majority of the banks have become Non-Performing Assets ("NPA"). The following banks viz. IDBI Bank Limited and State Bank of India have sold their loan portfolio relating to the Company to Asset Reconstruction Company (India) Limited ("ARCIL").

Further, ARCIL have restructured and approved the settlement of the loan portfolios acquired by them. In terms of the restructuring package sanctioned by ARCIL, vide their letters dated 22nd February, 2016, a part of the loans acquired by ARCIL amounting to Rs 1,00,00,000/- (Rupees One Crore only) is to be converted in to equity shares at a price of Rs.10 per share.

ARCIL being a financial institution within the meaning of sub-clauses (1a) of clause (h) of section 2 of the Recovery of Debts due to Banks and Financial Institutions Act, The provisions relating to pricing and lock-in shall not apply to the equity shares allotted to ARCIL pursuant to exemption given under Regulation 70(2) of SEBI (Issue of Capital

and Disclosure Requirements) Regulation 2009 (hereinafter referred to as "SEBI (ICDR) Regulations". The issue price of Rs.10/- is a price mutually agreed between ARCIL and Company taking into consideration the restructuring proposal as a whole.

Subject to the approval of the members of the Company and in accordance with SEBI (ICDR) Regulations and other applicable regulations and guidelines, the Board of Directors of the Company at its meeting held on August 14, 2017 approved issue of 10,00,000 equity shares at the price mentioned above by conversion of loans amounting to Rs. 1,00,00,000/- (Rupees One Crore only) as fully paid up shares to ARCIL. These shares shall be allotted in dematerialized form.

The equity shares allotted shall be listed on the BSE Limited ("BSE") and National Stock exchange of India Limited ("NSE"), where the existing equity shares of the Company are listed. In the event the Company fails to make allotment due to any unavoidable circumstances forced on the Company by external factors /regulatory approvals, the Board is authorised to for the allotment as mentioned in item no 6 of this Notice.

Other disclosures required to be made under chapter VII of SEBI (ICDR) Regulations and Rule 13(2)(d) the Companies (Share Capital and Debentures) Rules 2014 are as under:

- Object of the Issue:** The object of the preferential issue is to comply with the condition of the restructuring scheme approved / sanctioned by ARCIL by converting part of loans into equity shares of the Company as approved by the shareholders of the Company.
- Intention of the promoter/ directors/ key management personnel to subscribe to the proposed preferential issue:**
None of the Promoters, Directors or Key Management Personnel of the Company intends to apply /subscribe to any of the Equity Shares / Equity Warrants.:
- The pre issue and post issue shareholding pattern of the company**

| Sr. No. | Category | Pre Issue | | Post Issue (assuming full conversion of warrants on fully diluted basis) | |
|----------|--|--------------------|--------------------|--|--------------------|
| | | No. of shares held | % of share holding | No. of shares held | % of share holding |
| A | Promoters' holding : | | | | |
| 1 | Indian : | | | | |
| | Individual | 35,23,898 | 23.79 | 62,23,898 | 21.83 |
| | Bodies Corporate | 17,84,308 | 12.04 | 1784308 | 6.26 |
| | Sub Total | 53,08,206 | 35.83 | 8008206 | 28.08 |
| 2 | Foreign Promoters | - | 0 | 0 | 0 |
| | Sub Total (A) | 53,08,206 | 35.83 | 8008206 | 28.08 |
| B | Non-Promoters' holding : | | | | |
| 1 | Institutional Investors | 1,50,000 | 1.01 | 23,50,000 | 8.24 |
| | Sub total | 1,50,000 | 1.01 | 23,50,000 | 8.24 |
| 2 | Non-Institution : | | | | |
| | Individual share capital upto Rs. 2 Lacs | 48,69,222 | 32.87 | 4869222 | 17.08 |
| | Individual share capital in excess of Rs. 2 Lacs | 28,59,010 | 19.30 | 34,59,010 | 12.13 |
| | Corporate Bodies | 8,78,866 | 5.93 | 68,78,866 | 24.12 |
| | Indian Public | 5,15,671 | 3.48 | 5,15,671 | 0 |
| | Others (Including NRIs) Foreign Holding | 2,34,233 | 1.58 | 24,34,233 | 16.43 |
| | Sub Total(B) | 95,07,002 | 64.17 | 2,05,07,002 | 71.92 |
| | GRAND TOTAL | 1,48,15,208 | 100.00 | 2,85,15,208 | 100.00 |

- The time within which the preferential issue shall be completed:** The equity shares shall be allotted to the concerned allottee in accordance with and within the time limit specified under SEBI (ICDR) Regulations, 2009.
- The identity of the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue;**

| Name of the Allottee | % of post preferential offer holding |
|--|---|
| Asset Reconstruction Company (India) Limited Address: The Ruby, 10 th Floor 29, Senapati Bapat Marg, Dadar (West) Mumbai 400028 PAN: AAECA3878M | 3.51% (of the post issue paid up share capital, assuming full conversion of warrants to be issued to promoters and non-promoters investors) |

Further, shareholders are required to note the name of the ultimate beneficial owner as per Regulation 73 of SEBI (ICDR) Amendments 2013 vide notification dated 26/08/2013, wherein disclosure of natural persons who are the ultimate beneficial owners is mandatory, the details of natural person of the proposed allottees is provided herewith:

| Name of Allottee | Natural persons who are the ultimate beneficial owners | No. and percentage of Equity Shares proposed to be allotted |
|--|--|--|
| Asset Reconstruction Company (India) Limited | <p>Directors:</p> <ol style="list-style-type: none"> 1. Mythili Balasubramanian 2. Vinayak Bahuguna 3. Gopika Pant 4. Pallav Mohapatra 5. Rajinder Singh Loona 6. Debabrata Sarkar 7. Karuppasamy Singam 8. Arun Ahluwalia Kumar 9. Pavan Pal Kaushal <p>Shareholders:</p> <ol style="list-style-type: none"> 1. State Bank of India 2. IDBI Bank Ltd. 3. ICICI Bank Ltd. 4. Punjab National Bank 5. Lathe Investment Pte. Ltd. 6. IDFC Bank Ltd. 7. First Rand Bank Ltd. South Africa 8. Karnataka Bank Ltd. 9. Housing Development Finance Corporation Ltd. 10. ICICI Home Finance Company Ltd. 11. The Karur Vysya Bank Ltd. 12. Barclays Bank, PLC 13. Quiveo Enterprise Ltd., Cyprus 14. The South Indian Bank Ltd. 15. Federal Bank Ltd. 16. Others | 10,00,000 Equity Shares of Rs. 10/- each to be issued at par, aggregating to 3.51% holding of the post issue paid up capital |

(Issue of capital and Disclosure requirements) Regulations, 2009 ("SEBI (ICDR) Regulations"), approval of shareholders in the general meeting by way of special resolution is required for allotment of warrants convertible into Equity Shares on preferential basis.

The relevant disclosures as required in terms of the SEBI (ICDR) Regulations and Rule 13(2)(d) the Companies (Share Capital and Debentures) Rules 2014 are as under:

a) Object of the Issue: The funds raised from the preferential allotment of the securities will be utilized by the Company for repayment of outstanding loans from the promoters and other entities, overall business development, expansion of the upcoming ventures and to meet its working capital requirement.

b) Intention of the promoter/ directors/ key management personnel to subscribe to the proposed preferential issue: Except Mr. Rajesh Punia, one of the promoter and Managing Director, who will be subscribing to Warrants to be converted into Equity shares of the Company on preferential basis, none of the Promoters, Directors or Key Management Personnel of the Company intends to apply /subscribe to any of the Equity Shares / Convertible Warrants.

c) Terms of issue of warrants:

The proposed allottee of Warrants shall pay an amount equivalent to 25% of the Issue Price at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Warrant holder upon exercise of the entitlement attached to the Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Warrant holder, within the specified period stipulated under regulations 75 of the SEBI ICDR Regulations, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a Committee thereof) shall allot one equity share per Warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium. The allotment shall only be made in the dematerialized form. The Warrant holder shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holder.

The equity shares arising from the exercise of options by the Warrant holders above shall rank pari-passu with the existing equity shares of the Company in all respect and be listed on stock exchanges where the existing Equity Shares of the Company are listed.

d) The pre issue and post issue shareholding pattern of the Company

| Sr. No. | Category | Pre Issue | | Post Issue (assuming full conversion of warrants and allotment of shares to ARCIL on fully diluted basis) | |
|----------|--|--------------------|--------------------|---|--------------------|
| | | No. of shares held | % of share holding | No. of shares held | % of share holding |
| A | Promoters' holding : | | | | |
| 1 | Indian : | | | | |
| | Individual | 35,23,898 | 23.79 | 62,23,898 | 21.83 |
| | Bodies Corporate | 17,84,308 | 12.04 | 1784308 | 6.26 |
| | Sub Total | 53,08,206 | 35.83 | 8008206 | 28.08 |
| 2 | Foreign Promoters | - | 0 | 0 | 0 |
| | Sub Total (A) | 53,08,206 | 35.83 | 8008206 | 28.08 |
| B | Non-Promoters' holding : | | | | |
| 1 | Institutional Investors | 1,50,000 | 1.01 | 23,50,000 | 8.24 |
| | Sub total | 1,50,000 | 1.01 | 23,50,000 | 8.24 |
| 2 | Non-Institution : | | | | |
| | Individual share capital upto Rs. 2 Lacs | 48,69,222 | 32.87 | 4869222 | 17.08 |
| | Individual share capital in excess of Rs. 2 Lacs | 28,59,010 | 19.30 | 34,59,010 | 12.13 |
| | Corporate Bodies | 8,78,866 | 5.93 | 68,78,866 | 24.12 |

f) Total number of shares to be issued: 10,00,000 Equity Shares of Rs. 10/- each to be issued at par.

g) Undertaking to re-compute the price and lock-in till the recomputed price is paid:

This is not applicable in case of shares allotted to ARCIL by virtue of Regulation 70(2) of SEBI (ICDR) Regulations. As the same is allotted pursuant to the restructuring scheme.

h) Certificate of statutory auditor

A copy of certificate of the company's Statutory Auditor certifying that the issue of equity shares is in accordance with the provisions of the SEBI (ICDR) Regulations will be made available for inspection during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

i) Relevant date

Pricing of the shares is not applicable for allotment of shares to ARCIL by virtue of Regulation 70(2) of SEBI (ICDR) Regulations.

j) Lock-in

The provisions relating to lock-in as contained in Regulation 78 of the SEBI (ICDR) Regulation is not applicable for allotment of shares to ARCIL by virtue of Regulation 70(2) of SEBI (ICDR) Regulations.

k) Number of persons to whom allotment on preferential basis have already been made during the Financial Year. NIL

l) Change in management :

The proposed preferential allotment of warrants and subsequent conversion into equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

The consent of the shareholders is sought pursuant to the provision of section 62, applicable provision of section 42 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of regulations prescribed by SEBI.

Your Directors recommend passing of the Special Resolution as set out in item no. 5 of the annexed notice.

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

ITEM NO: 6

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI

ORIENTAL TRIMEX LIMITED

| Sr. No. | Category | Pre Issue | | Post Issue (assuming full conversion of warrants and allotment of shares to ARCIL on fully diluted basis) | |
|---------|---|--------------------|--------------------|---|--------------------|
| | | No. of shares held | % of share holding | No. of shares held | % of share holding |
| | Indian Public | 5,15,671 | 3.48 | 5,15,671 | 0 |
| | Others (Including NRIs) Foreign Holding | 2,34,233 | 1.58 | 24,34,233 | 16.43 |
| | Sub Total(B) | 95,07,002 | 64.17 | 2,05,07,002 | 71.92 |
| | GRAND TOTAL | 1,48,15,208 | 100.00 | 2,85,15,208 | 100.00 |

The pre and post shareholding pattern of the proposed allottees is mentioned below:

| Sr. No. | Name of the Allottee | Category | Pre-Shareholding | % of Pre-Shareholding | Post Shareholding | % of Post Shareholding |
|---------|---------------------------|----------------------------|------------------|-----------------------|-------------------|------------------------|
| 1. | Mr. Rajesh Kumar Punia | Promoter & promoters group | 24,16,314 | 16.31% | 51,16,314 | 17.94% |
| 2. | Narender Kumar Rastogi | Non-Promoter Investor | Nil | 0 | 6,00,000 | 2.10% |
| 3. | Bindesh Karani | Non-Promoter Investor | Nil | 0 | 22,00,000 | 7.72% |
| 4. | Elite Stonetech Pvt. Ltd. | Non-Promoter Investor | Nil | 0 | 25,00,000 | 8.77% |
| 5. | Yogya Wines Pvt. Ltd. | Non-Promoter Investor | Nil | 0 | 25,00,000 | 8.77% |
| 6. | Capston Capital Partners | Non-Promoter Investor | 1,50,000 | 1.01% | 22,00,000 | 8.24% |

e) **The time within which the preferential issue shall be completed:** The equity shares shall be allotted to the concerned allottee in accordance with and within the time limit specified under SEBI(ICDR) Regulations.

f) **The identity of the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue;**

| Name of the Allottee | Category | PAN | % of post preferential offer holding |
|---------------------------|----------------------------|------------|--------------------------------------|
| Mr. Rajesh Kumar Punia | Promoter & promoters group | AVNPP5342G | 17.94% |
| Narender Kumar Rastogi | Non -Promoter Investor | AEEP9619Q | 2.10% |
| Bindesh Karani | Non -Promoter Investor | AQCPK5060G | 7.72% |
| Elite Stonetech Pvt. Ltd. | Non -Promoter Investor | AAECE6801E | 8.77% |
| Yogya Wines Pvt. Ltd. | Non -Promoter Investor | AAACY2918E | 8.77% |
| Capston Capital Partners | Non -Promoter Investor | AAGCC4291E | 8.24% |

Further, shareholders are required to note the name of the ultimate beneficial owner as per Regulation 73 of SEBI (ICDR) Amendments 2013 vide notification dated 26/08/2013, wherein disclosure of natural persons who are the ultimate beneficial owners is mandatory, the details of natural person of the proposed allottees is provided herewith:

| Sr. No. | Name of Allottees | Natural persons who are the ultimate beneficial owners | No. and percentage of Equity Shares proposed to be allotted after conversion of Warrants |
|---------|---------------------------------|--|--|
| 1 | Capston Capital Partners | Shareholders: 1. Capstone capital Advisors | 22,00,000 Warrants to be converted into 22,00,000 Equity shares aggregating to 8.24% of the total paid up share capital, assuming full conversion of warrants. |
| 2 | Elite Stonetech Private Limited | Directors: 1. Santosh Kuswaha 2. Vinish Mehta Shareholders: 1. Santosh Kuswaha - 50% 2. Vinish Mehta- 50% | 25,00,000 Warrants to be converted into 25,00,000 Equity shares aggregating to 8.77% of the total paid up share capital, assuming full conversion of warrants. |
| 3. | Yogya Wines Pvt. Ltd. | Directors: 1. Sunil Kumar 2. Rahul Kumar Shareholders: 1. Sunil Kumar-50% 2. Rahul Kumar-50% | 25,00,000 Warrants to be converted into 25,00,000 Equity shares aggregating to 8.77% of the total paid up share capital, assuming full conversion of warrants. |

g) **Total number of shares to be issued:** It is proposed to issue 1,27,00,000 Warrants of Rs. 10/- each to be converted into 1,27,00,000 Equity Shares of Rs. 10/- each of the Company.

h) **Undertaking to re-compute the price and lock-in till the recomputed price is paid**

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottees.

i) **Certificate of statutory auditor**

A copy of certificate of the company's statutory auditor certifying that the issue of equity shares is in accordance with the provisions of the SEBI (ICDR) Regulations will be made available for inspection during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

j) **Relevant date**

The relevant date for determination of price for issue of equity shares arising upon exercise of option(s) by Warrant holder shall be August 14, 2017 (August 15, 2017 being Public Holiday) being the date which is 30 days prior to the date of this meeting of the members of the Company, to consider the proposed preferential issue, which is in accordance with the provisions of Regulation 71 of Chapter VII of the SEBI ICDR regulations.

k) **Lock-in**

The equity shares allotted pursuant to exercise of option attached to warrants issued on preferential basis to the promoter group, shall be subject to lock in for a period of 3 (three) year and other than promoter for a period of 1 (one) year from the date of trading approval as per Regulation 78 (1) & (2) of Chapter VII of the SEBI ICDR Regulations.

The entire pre-issue shareholding of proposed allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading Approval granted by the Stock Exchanges.

l) **Number of persons to whom allotment on preferential basis have already been made during the Financial Year. NIL**

m) **Change in management :**

The proposed preferential allotment of warrants and subsequent conversion into equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

The consent of the shareholders is sought pursuant to the provision of section 62, applicable provision of section 42 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of regulations prescribed by SEBI. Your Directors recommend passing of the Special Resolution as set out in item no. 6 of the annexed notice.

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

ITEM NO.7:

Mr. Amal Kumar Banerjee was appointed as an Additional Director on the board of the company w.e.f 14.02.2017. Mr. Banerjee is Diploma holder in Electronics. He has 50 years plus experience in various Companies including PSU. He has about 20 years of experience in marble industries. Currently he is providing consultancy service to various companies.

The Company had 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 Lac proposing candidature of Mr. Banerjee 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 the following documents from Mr. Banerjee:

- Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, and
- A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Amal Kumar Banerjee as an Independent Director of the Company up to 13th September 2022 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 the opinion of the Board of Directors, Mr. Amal Kumar Banerjee, Independent Director proposed to be appointed, fulfills the conditions specified in the Act and Rules made thereunder, is a person of integrity, possesses relevant expertise & experience and he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Banerjee as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Banerjee as an Independent Director.

Mr. Banerjee does not hold any shares in the Company and is not related with any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 7 of the accompanying Notice as an Ordinary Resolution. Except Mr. Banerjee, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting. Accordingly, the Board recommends the passing of the Special Resolution at Item No. 5 of the accompanying Notice for members approval. None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution

Your Directors recommend passing of the Special Resolution as set out in item no. 8 of the annexed notice.

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution.

Registered Office:
26/25, Bazar Marg, Old Rajender Nagar,
New Delhi - 110060

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Sd/-
Rajesh Punia
Managing Director
(DIN: 00010289)

Place: New Delhi
Date: 14.08.2017

ITEM NO. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the 21st Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2017 has been as under

(Rs. In Lakhs)

| Particulars | Year ending 31st March 2017 | Year ending 31st March 2016 |
|--|--------------------------------|--------------------------------|
| Net Income | 5910.70 | 5105.12 |
| EBIDTA | 291.75 | 797.37 |
| Less: Interest | 40.39 | 477.24 |
| Less: Depreciation | 161.28 | 177.58 |
| Profit/Loss before Tax | 90.08 | 142.55 |
| Tax expenses | (18.21) | (32.61) |
| Profit/Loss After Tax | 71.87 | 109.94 |
| Profit/Loss Available for Appropriation | 71.87 | 109.94 |
| Appropriations | | |
| General Reserves | 0.00 | 0.00 |
| Balance Carried Forward to Balance Sheet | 71.87 | 109.94 |

BUSINESS PERFORMANCE AND OUTLOOK

Oriental's marble processing facilities are based at Greater Noida near Delhi in National Capital Region, Gumidipoondi near Chennai and Singur, near Kolkata, in West Bengal. All the three facilities are fully integrated processing facilities equipped with state-of-the-art machineries namely Gangsaws, automatic Resin Lines with robotic feeds, imported from SEI, Italy, one of the pioneers and leaders in manufacturing machineries for the marble industry, imported automatic Line Polishers and imported Grinding Machines. Thus ensuring that the marble processed by OrientalTrimex is similar to the quality of marble processed in Europe and elsewhere.

Marble supplied by Orientalis preferred by well known architects, major corporate in the building and construction industry, hotels, hospitals, shopping malls, commercial, retail and residential projects. Orientalhas procured, processed and supplied marble to the major developers, contractors, hotels and institutional buyers in the Northern region including the Delhi NCR, Southern Region including Bangalore and Chennai and the Eastern Region including Kolkata.

Company is presently operating with its own Sales and Marketing Outlets including factories at Greater Noida, Chennai, and Kolkata for meeting growing demand of Imported Marble. Company is the only processor and supplier of Imported Marble having a PAN India Presence.

Company has its own team of qualified and experienced Marketing staff at all its locations headed and controlled by our Managing Director.

Business performance of the company is directly related with real-estate sector & infrastructure which has started reviving now, hence company anticipates a better performance in years ahead.

DIVIDEND

Considering the accumulated losses of the Company in earlier years i.e. FY 2013, FY 2014 and FY 2015, the Directors are stillunable to recommend any dividend for the financial year ended 31st March 2017 in order to consolidate the financial position of the company.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was Rs.14, 81, 52,080. During the year under review the company has not issued any shares or any convertible instruments.

BOARD MEETINGS:

The Board of Directors duly met 6 (six) times on 27.05.2016, 13.08.2016, 02.09.2016, 14.11.2016, 12.12.2016 and 14.02.2017 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

DIRECTOR:

During the Financial Year Mr. Amal Kumar Banerjee had been appointed as an Additional Director of the company under the category of Independent Director w.e.f 14.02.2017

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received a declaration from Mr. Rakesh Takyar, Mr. Vivek Seth and Mr. Amal Kumar Banerjee independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

VIGIL MECHANISM:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis; and
- The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ORIENTAL TRIMEX LIMITED
FORM NO. MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L74899DL1996PLC078339
Name of the Company : ORIENTAL TRIMEX LIMITED
Regd. Office : 26/25, Bazar Marg, Old Rajendra Nagar, New Delhi-110060

| | |
|--------------------------------|---|
| Name of the Member(s) : | : |
| Registered Address | : |
| Email Id | : |
| Folio No./Client Id | : |
| DP Id | : |

I/We, being the member(s) of Shares of the above named Company, hereby appoint:

- 1) Name.....Address.....
Email.....Signature.....or failing him
- 2) Name.....Address.....
Email.....Signature.....or failing him
- 3) Name.....Address.....
Email.....Signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st ANNUAL GENERAL MEETING of the Company to be held on Thursday, September 14, 2017 at 09:30 A.M. at Mithas Motel & Resort,(Shri Balaji Motels Pvt. Ltd.), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statement for the Financial Year ended on March 31, 2017, and Reports of the Board of Directors of the company and Auditors thereon.
2. Appointment of a Director in place of Mr. Rajesh Kumar Punia, who retires by rotation and being eligible, seeks re-appointment
3. Appointment of M/S Mehra Wadhwa & Company Chartered Accountants, as Statutory Auditors for the period of five years .

Special Business:

4. Increase in Authorised Share Capital
5. Issue of Equity Share by way of Conversion on Loan
6. Issue of warrants on preferential basis to Promoter & Promoter Group and also to Non-Promoters Investors, including Foreign Portfolio Investor
7. Appointment of Mr. Amal Kumar Banerjee as an Independent Director
8. Charge from the member fees for delivery of documents

Signed this ____ day of _____, 2017

Signature of the Shareholder _____ Signature of Proxy holder(s) _____

| |
|---|
| Affix Rupee 1/- Revenue Stamp |
|---|

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

**ORIENTAL TRIMEX LIMITED
ATTENDANCE SLIP**

21st ANNUAL GENERAL MEETING

Time : 09:30 A.M., 14th day of September, 2017

Place : Mithas Motel & Resort,(Shri Balaji Motels Pvt. Ltd.), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036

FULL NAME OF THE FIRST SHAREHOLDER

Joint Shareholders, if any.....

Father's/Husband's Name

Address in full.....

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY/SHAREHOLDER(S)
.....

I/We hereby record my/our presence at the 21st Annual General Meeting held on Thursday, 14th day of September, 2017 at 09:30 A.M. at Mithas Motel & Resort,(Shri Balaji Motels Pvt. Ltd.), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036

Folio No. / DP-Id :

Client-Id :

No. of Shares : Signature(s).....

Note: Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

**ORIENTAL TRIMEX LIMITED
ATTENDANCE SLIP**

21st ANNUAL GENERAL MEETING

Time : 09:30 A.M., 14th day of September, 2017

Place : Mithas Motel & Resort,(Shri Balaji Motels Pvt. Ltd.), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036

FULL NAME OF THE FIRST SHAREHOLDER

Joint Shareholders, if any.....

Father's/Husband's Name

Address in full.....

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY/SHAREHOLDER(S)
.....

I/We hereby record my/our presence at the 21st Annual General Meeting held on Thursday, 14th day of September, 2017 at 09:30 A.M. at Mithas Motel & Resort,(Shri Balaji Motels Pvt. Ltd.), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036

Folio No. / DP-Id :

Client-Id :

No. of Shares : Signature(s).....

Note: Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.