



Oriental Trimex Limited

(An ISO 9001-2000 Certified Company)

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



August 30, 2018

BSE Limited
Pheroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 532817

SUB: NOTICE OF 22ND ANNUAL GENERAL MEETING OF THE COMPANY AND INTIMATION OF BOOK CLOSURE AND E-VOTING

Dear sir/Madam,


Pursuant to Regulation 30 read with Part A of Schedule -III of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, Please find attached herewith NOTICE of the 22nd Annual General Meeting of the Company Scheduled to be held on Monday 24th September 2018 at 09:30 A.M at Royal Arches, G.T. Karnal Road, Palla Bhaktawarpur, Near Alipur, Delhi-110040.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 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 Tuesday September 18, 2018 to Monday, September 24, 2018 (both days inclusive) for the purpose of this Annual General Meeting.

This is to inform you further that Company has fixed 17th September 2018 as the Cut Off date to determine the Shareholders (holding equity shares of the Company in both electronic and physical form) eligible to cast their vote electronically. The remote e-voting facility shall commence on 21st September 2018 from 9:00 A.M. and close on 23rd September 2018 at 5:00 P.M.

This is for your kind information and record.

Thanking you.
For Oriental Trimex Limited


Rajesh Punia
Managing Director
DIN:00010289



NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of **ORIENTAL TRIMEX LIMITED** will be held on Monday, September 24, 2018 at 09:30 A.M at Royal Arches, G.T. Karnal Road, Palla Bhaktawarpur, Near Alipur, Delhi-110040 to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended on March 31, 2018, and Reports of the Board of Directors of the company and Auditors thereon.
2. To appoint Directors in place of Mrs. Savita Punia DIN-00010311, who retires by rotation, and being eligible, offers, herself for re-appointment.
3. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Mehra Wadhwa & Co., Chartered Accountants, (Firm Reg.No.: 004749N) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company without requiring any further ratification from the members at any subsequent Annual General Meeting during the current term of their appointment, to audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

“RESOLVED FURTHER THAT the resolution passed by the Members at the 21st Annual General Meeting held on September 14, 2017 appointing M/s. Mehra Wadhwa & Co., Chartered Accountants, (Firm Reg.No.: 004749N) as auditors of the Company stands modified as to the requirement of ratification by Members

at every AGM which has been dispensed with under the Companies (Amendment) Act, 2017.”

SPECIAL BUSINESS:

4. **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 45,00,000 (Forty Five Lakhs) warrants of Rs. 10/- (Rupees Ten) each at an issue price of Rs. 15/- (Rupees Fifteen), to be issued on preferential basis to Promoter & Promoter Group, 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.	Mrs. Savita Punia Address: 12/10, Old Rajendra Nagar, New Delhi - 110060	AALPP0729L	Promoter & Promoters Group	14,00,000
2.	Oriental Buildmat Exports Private Limited Address: 26/25 Bazar Margold Rajinder Nagar Delhi West Delhi DL 110060	AAACO3099C	Promoter & Promoters Group	15,00,000
3.	Oriental Tiles Limited Address: 26/25 Bazar Margold Rajinder Nagar Delhi West Delhi DL 110060	AAACO3089N	Promoter & Promoters Group	16,00,000
	Total			45,00,000

“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 24, 2018** (August 25, 2018 being a non-trading day), which is 30 days prior to the date of this Annual General Meeting i.e. September 24, 2018;

“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:

- a. 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.
- b. 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.
- c. 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.
- d. 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.
- e. 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.

- f. 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.
- g. 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

ORIENTAL TRIMEX LIMITED

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."

5. 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 reenactment 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.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 to Rs. 33,50,00,000/- (Rupees Thirty Three Crores Fifty Lakhs only) divided into 3,35,00,000 (Three Crores Thirty Five Lakhs) equity shares of 10/- (Rupees Ten Only) each by creation of 35,00,000 (Thirty Five 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, any Director, Company Secretary or CFO 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. 33,50,00,000/- (Rupees Thirty Three Crores Fifty Lakhs only) divided into 3,35,00,000 (Three crores Thirty Five Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each.

6. 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 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/ approve all existing contracts/arrangements/agreements/transactions and to enter into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with related parties, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Related Parties.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

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

"RESOLVED THAT Mr. Jitendra Surendra Gupta (DIN: 07639095), who was appointed by the Board of Directors as an Additional Director of the Company effective May 28, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Jitendra Surendra Gupta who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 28, 2018 to May 27, 2023."

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

"RESOLVED THAT Mr. Baldev Kumar Lakhanpal (DIN: 08144265), who was appointed as an Additional Director in non-executive capacity by the Board of Directors with effect from May 30, 2018 and who holds office up to the date of this Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing, under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation."

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

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Sd/-
Uday Shankar Prasad
Company Secretary &
Compliance Officer
(Membership No. ACS 28282)

Place: New Delhi
Date: 24.08.2018

NOTES:

- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday September 18, 2018 to Monday, September 24, 2018 (both days inclusive) for the purpose of this Annual General Meeting.
- 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.
- 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.**
- 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.**
- 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.
- 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.
- 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
- Members are requested to notify any change of address:
 - To their depository participants (DP) in respect of shares held in dematerialized form, and
 - 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.
- 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.
- Kindly bring your copies of the Annual Report to the meeting
- Voting through electronic means**
 - 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 17, 2018 are entitled to vote on the Resolutions set

forth in this Notice. The e-voting period will commence at 09:00 A.M on Friday, September 21, 2018 and ends at 05:00 P.M on Sunday, September 23, 2018. 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 Friday, September 21, 2018 and ends at 05:00 P.M on Sunday, September 23, 2018. 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 17, 2018, 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 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (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 17, 2018 may follow the same instructions as mentioned above for e-Voting.
 - (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

- a) M/s. Deka & Associates, Practicing Company Secretary (CP No.14720) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
 - b) 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.
 - c) 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 Saturday, 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
16. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are hereby requested to update their PAN and Bank details with the Company / Registrar and Share Transfer Agent.
17. The Securities and Exchange Board of India vide its gazette notification dated 8th June, 2018, has mandated that transfer of physical securities will not effected w.e.f 05th December 2018. So you are requested to dematerialise you shares.

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

**By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED**

Sd/-
Uday Shankar Prasad
Company Secretary &
Compliance Officer
(Membership No. ACS 28282)

Place: New Delhi
Date: 24.08.2018

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

ITEM NO.4:

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of capital and Disclosure requirements) Regulations, 2009 ("SEBI (ICDR)

ORIENTAL TRIMEX LIMITED

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 overall business development, to start and develop export business for company's product and to meet its working capital requirement including repayment of part existing loans.
- b) Intention of the promoter/ directors/ key management personnel to subscribe to the proposed preferential issue:** Except, Mrs. Savita Punia, Oriental Buildmat Exports Pvt Ltd and Oriental Tiles Limited (proposed allottees) belongs to promoter & promoter Group and intends to apply /subscribe to Convertible Warrants issued by the Company on preferential basis. Save as otherwise, none of the promoter or promoter group wishes to subscribe to the proposed preferential allotment of convertible securities.

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	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding :				
1	Indian :				
	Individual	6,223,898	21.83	7,623,898	23.09
	Bodies Corporate	1,784,308	6.26	4,884,308	14.79
	Sub Total	8,008,206	28.08	12,508,206	37.89
2	Foreign Promoters	-	0.00	-	0.00
	Sub Total (A)	8,008,206	28.08	12,508,206	37.89
B	Non-Promoters' holding :				
1	Institutional Investors	2,450,000	8.59	2,450,000	7.42
	Sub total	2,450,000	8.59	2,450,000	7.42
2	Non-Institution :				
	Individual share capital upto Rs.2 lakhs	4,803,357	16.84	4,803,357	14.55
	Individual share capital in excess of Rs. 2 lakhs	3,721,519	13.05	3,721,519	11.27
	Private Bodies Corporte	6,706,334	23.52	6,706,334	20.31
	Directors and Relatives	-	0.00	-	0.00
	Indian Public	466,464	1.64	466,464	1.41
	Others (Including NRIs) Foreign Holding	2,359,328	8.27	2,359,328	7.15
	Sub Total(B)	20,507,002	71.92	20,507,002	62.11
	GRAND TOTAL	28,515,208	100.00	33,015,208	100.00

*percentage has been rounded off upto two decimals

*the warrants issued and allotted by the company shall be converted into equity shares of the Company within a period of 18 months from the date of allotment of warrants and the conversion shall be in compliance with SEBI (SAST) Regulations, 2011.

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 (assuming full conversion of warrants on fully diluted basis)
1.	Mrs. Savita Punia	Promoter & promoters group	10,14,999	3.56%	24,14,999	7.31%
2.	Oriental Buildmat Exports Private Limited	Promoter & promoters group	8,54,391	3.00%	23,54,391	7.13%
3.	Oriental Tiles Limited	Promoter & promoters group	9,29,917	3.26%	25,29,917	7.66%

*percentage has been rounded off upto two decimals.

- 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 on fully diluted basis
Mrs. Savita Punia	Promoter & promoters group	AALPP0729L	7.31%
Oriental Buildmat Exports Private Limited	Promoter & promoters group	AAACO3099C	7.13%
Oriental Tiles Limited	Promoter & promoters group	AAACO3089N	7.66%

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	Oriental Buildmat Exports Private Limited	Directors: Rajesh Kumar 199990 66.66 Savita Punia - 10 0.003 Shareholders: Rajesh Kumar 199990 66.663 Savita Punia 10 0.003 Mahesh Punia 100000 33.333	15,00,000
2	Oriental Tiles Limited	Directors: Rajesh Kumar 54510 48.10 Punia Savita Punia 6010 5.30 Sunil Kumar 1500 1.32 Shareholders: Rajesh Kumar 54510 48.10 Punia Savita Punia 6010 5.30 Pradeep Chaudhary 1000 0.88 Sunil Kumar 1500 1.32 Sumesh Chaudhary 100 0.09 Rakesh Punia 100 0.09 Mahesh Punia 100 0.09 Oriental (Buildmat) Export Pvt. Ltd 50000 44.12 UBO: Rajesh Kumar 199990 66.66 Punia Savita Punia 10 0.003 Mahesh Punia 100000 33.33	16,00,000

g) Total number of shares to be issued: It is proposed to issue 45,00,000 Warrants of Rs. 10/- each to be converted into 45,00,000 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:

1. 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.
2. 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 Saturday, 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 24, 2018 (August 25, 2018 being a non-trading day which is 30 days prior to Annual General Meeting) 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 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. 4 of the annexed notice.

Except Mrs. Savita Punia and her relative Mr. Rajesh Kumar Punia, 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 existing Authorised Share Capital of the Company is 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. In view of the proposed preferential allotments of warrants convertible into equity shares and to meet any other future eventualities, it is considered necessary to increase the authorized share capital of the Company from 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 to Rs. 33,50,00,000/- (Rupees Thirty Three Crores Fifty lakhs only) divided into 3,35,00,000 (Three Crores Thirty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of 35,00,000 (Thirty Five 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. 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:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The transaction(s) entered into by the Company, together with the transactions already entered with related parties, qualifies to be a Material Related Party transaction under Listing Regulations. It is also estimated that the value of transaction from current financial year onwards is likely to exceed 10% of the annual consolidated turnover of the Company.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Material Terms and particulars of the contract or arrangement	Monetary value	Any other information relevant or important for the Members to take decision on the proposed resolution
Oriental Tiles Limited	Purchase Sale	Mr. Rajesh Punia Mrs. Savita Punia	Director and Member	As per the terms mutually agreed	Rs. 6,89,31,068/- Estimated value Rs. 10 crores Rs. 6,90,250 /- Estimated value Rs. 10 Lakhs	N.A
Oriental Buildmat Exports Private Limited	Purchase	Mr. Rajesh Punia Mrs. Savita Punia	Director and Member	As per the terms mutually agreed	Rs. 7,13,82,902/- Estimated value Rs. 10 crores	
Oriental overseas	Sale	Mr. Rajesh Punia	Related to brother of Mr. Rajesh Punia	As per the terms mutually agreed	Rs. 5,96,395/- Estimated value Rs. 10 Lakhs	
Rajesh Punia	Rent Paid	Mr. Rajesh Punia Mrs. Savita Punia	Relative of Mrs. Savita Punia	As per agreement	Rs. 7,20,000/- Estimated value Rs. 60,000 P.M	
Savita Punia	Rent Paid	Mr. Rajesh Punia Mrs. Savita Punia	Relative of Mr. Rajesh Punia	As per agreement	Rs. 6,00,000/- Estimated value Rs. 50,000 P.M	

ORIENTAL TRIMEX LIMITED

Based on past trend, the transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of ordinary resolution.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on said resolution.

Except Mr. Rajesh Punia (Managing Director) and Mrs. Savita Punia (Whole-Time Director) and their relative, none of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 6 of this Notice for your approval.

ITEM NO.7:

The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mr. Jitendra Surendra Gupta (DIN: 07639095) as an Additional Director under the category of Independent Director with effect from May 28, 2018. Pursuant to Section 161 of the Companies Act 2013, read with applicable articles of the Articles of Association of the Company. He holds office as an Additional Director of the Company up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice pursuant to Section 160 of the Companies Act 2013 from a Member proposing his candidature for the office of Director of the Company at the forth coming Annual General Meeting. The Board commends to the Members his appointment as a Director of the Company.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Jitendra Surendra Gupta has given declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

Mr. Jitendra Surendra Gupta is a Non-Executive Director and considered as an Independent based on the declaration received under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Jitendra Surendra Gupta is now being placed before the Members for their approval.

The Board recommends the Resolutions set out at Item No. 7 of the accompanying Notice for acceptance by the Members. Except Mr. Jitendra Surendra Gupta and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and their respective relatives is in anyway, concerned or interested, in the resolution set out at Item No. 7 of this Notice.

ITEM NO. 8.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mr. Baldev Kumar Lakhanpal (DIN: 08144265) as an Additional Director under Non-executive Directors category with effect from May 30, 2018. Pursuant to Section 161 of the Companies Act 2013, read with applicable articles of the Articles of Association of the Company. He holds office as an Additional Director of the Company up to the date of this Annual General Meeting but is eligible for appointment as a Director.

The Company has received notice pursuant to Section 160 of the Companies Act 2013 from a Member proposing the candidature of Mr. Baldev Kumar Lakhanpal for the office of Director of the Company at the forth coming Annual General Meeting and as per the Companies (Amendment) Act 2017, the deposit amount has been exempted as their appointment had been recommended by the Nomination and Remuneration Committee.

The Board recommends the Resolutions set out at Item No. 8 of the accompanying Notice for approval by the Members.

Except Mr. Baldev Kumar Lakhanpal and their respective relatives, none of the Directors and/or Key Managerial Personnel of the Company and their respective relatives is in anyway, concerned or interested, in the resolution set out at Item No. 8 of this Notice.

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

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Sd/-
Uday Shankar Prasad
Company Secretary &
Compliance Officer
(Membership No. ACS 28282)

Place: New Delhi
Date: 24.08.2018

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Directors	Mrs. Savita Punia	Mr. Jitendra Surendra Gupta	Mr. Baldev Kumar Lakhanpal
DIN	00010311	07639095	08144265
Date of appointment	22/04/1996	28/05/2018	30/05/2018
Date OF Birth	01/06/1966	14/12/1977	28/07/1959
Qualification	B.A	C.A.	Diploma Holder in Instrumentation
Expertise in specific functional areas	Mrs. Punia is responsible for managing day-today affairs of the Company and has about 25 years of experience in HR and administration in corporate sector and management of NGO	Mr. Gupta, has extensive experience in fund raising, mergers and acquisition and corporate finance. He had stints with JM Morgan Stanley, JM Financial, SBI Capital Markets Limited, A.F. Fergusson & Co, etc. He had last worked as Director with JM Financial in investment banking division.	Mr. Lakhanpal is associated with Marble industries since 1981. He has extensive experience in managing factory administration, Plant & Machinery maintenance, quality check, training to sales team, plant setup etc. He served many companies on senior position.
Relationship between directors and KMP	Wife of Mr. Rajesh Kumar Punia, Managing Director of the Company.	Not related to any Director or KMP	Not related to any Director or KMP
Directorship held in other company	1. Oriental Tiles Limited 2. Oriental Buildmat Exports Private Limited	1. Omnico Logistics Solutions Private Limited	NIL
Memberships of committees of other public companies	NIL	NIL	NIL
Memberships/Chairmanships of the Committee of the Board of Directors of the Company	NIL	1. Audit Committee 2. Nomination and Remuneration Committee	1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee
No. of shares held in the Company	1014999	NIL	NIL

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 **22nd ANNUAL GENERAL MEETING** of the Company to be held on Monday, September 24, 2018 at 09:30 A.M. at Royal Arches, G.T. Karnal Road, Palla Bhaktawarpur, Near Alipur, Delhi-110040 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Item No.	ORDINARY BUSINESS	For	Against
1.	To receive, consider and adopt the Audited Financial Statement for the Financial Year ended on March 31, 2018, and Reports of the Board of Directors of the company and Auditors thereon.		
2.	Appointment of a Director in place of Mrs.Savita Punia DIN:00010311, who retires by rotation and being eligible, seeks re-appointment		
3.	Ratify the appointment of M/s. Mehra Wadhwa & Co. Chartered Accountants, (Firm Reg. No.: 004749N)as Statutory Auditors.		
	SPECIAL BUSINESS		
4.	Issue of warrants on preferential basis to Promoter & Promoter Group.		
5.	Increase in Authorised Share Capital		
6.	Ratification/approval of Related party transaction		
7.	Appointment of Mr. Jitendra Surendra Gupta (DIN: 07639095)as a Non-Executive Independent Director		
8.	Appointment of Mr. Baldev Kumar Lakhanpal (DIN: 08144265)as a Non-Executive Director		

Signed this.....day of....., 2018

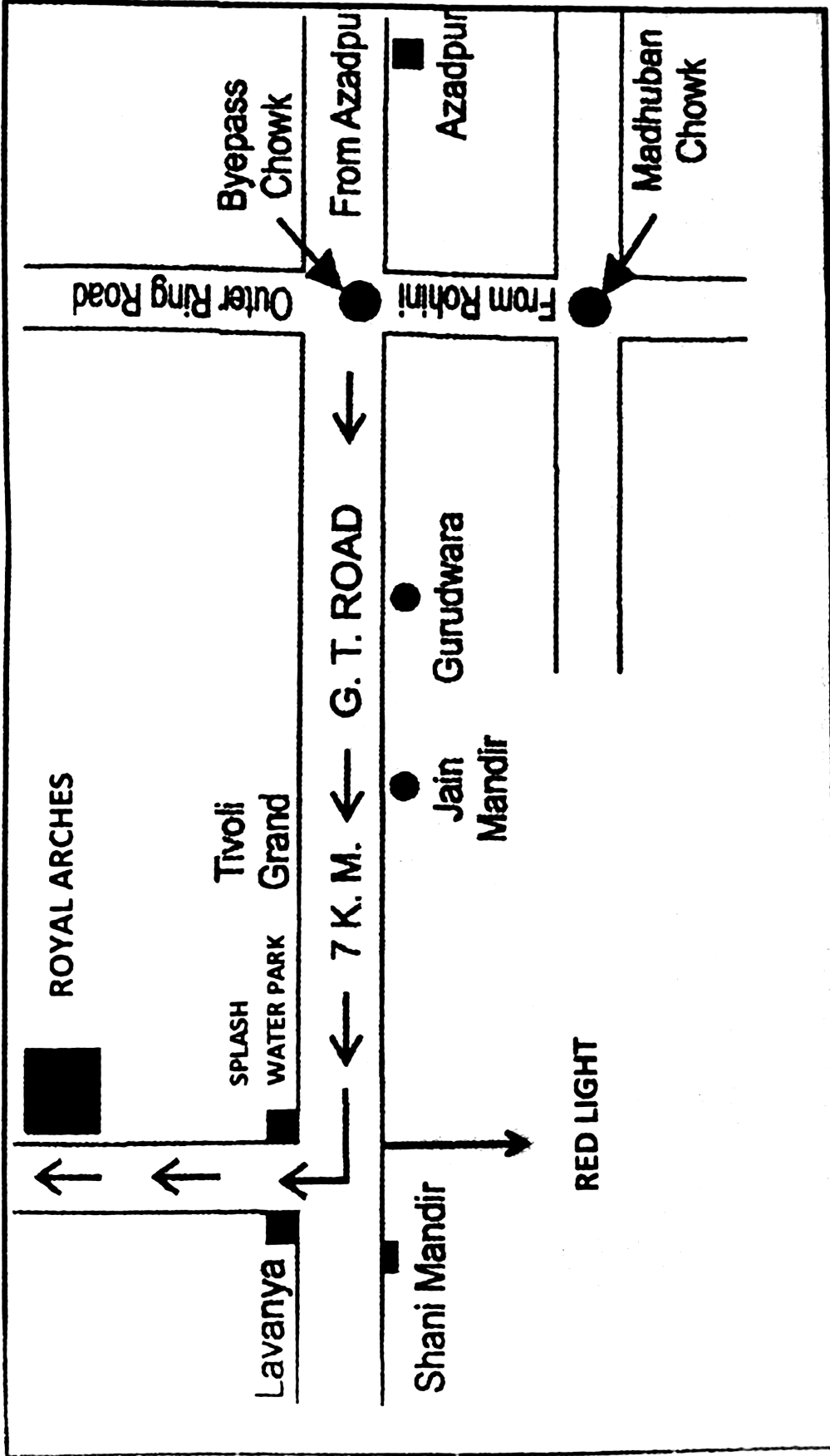
Affix Rupee 1/- Revenue Stamp
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Signature of the Shareholder :Signature of Proxy holder(s) :

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.

ROUTE MAP



ORIENTAL TRIMEX LIMITED

ATTENDANCE SLIP

22st ANNUAL GENERAL MEETING

Time : 09:30 A.M., 24th day of September, 2018
Place : Royal Arches, G.T. Karnal Road,
Palla Bhaktawarpur, Near Alipur, Delhi-110040

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 22nd Annual General Meeting held on Monday, 24th day of September, 2018 at 09:30 A.M. at Royal Arches, G.T. Karnal Road, PallaV Bhaktawarpur, Near Alipur, Delhi-110040

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.