

ORIENTAL TRIMEX LIMITED

CIN: L74899DL1996PLC078339

Regd. Office: 26/25, Bazar Marg, Old Rajinder Nagar, New Delhi-110060

Tel: 011-45041223, Fax: 011-45041223

Website: www.orientaltrimex.com Email: info@orientaltrimex.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **ORIENTAL TRIMEX LIMITED** will be held on Friday, August 22, 2025 at 12:00 NOON (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on March 31, 2025, the Reports of the Board of Directors and Auditors thereon.
- To appoint Directors in place of Mr. Baldev Kumar Lakhanpal, Non-executive Director (DIN: 08144265), who retires by rotation, and being eligible, offers, himself for re-appointment.
- Appointment of M/s. Aditya S Jain and Company, Chartered Accountants (Firm Registration No. 021994N) as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass 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 the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Aditya S Jain and Company, Chartered Accountants (Firm Registration No. 021994N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 29th Annual General Meeting (AGM) until the conclusion of the 34th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

- Re-appointment of Mr. Rajesh Kumar Punia (DIN: 00010289) as Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Rajesh Kumar Punia (DIN: 00010289) be and is hereby re-appointed as Managing Director of the Company for a period of 5 (Five) years with effect from 1st January, 2026 on such terms and conditions including remuneration as set out below:

Remuneration: Upto Rs. 36 Lakhs per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force.

Leave encashment shall be payable in addition to the aforesaid remuneration as per the rules of the Company. Gratuity shall be payable in addition to the above remuneration at the rate of half month's salary for each completed year of service.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all steps as may be necessary, proper and expedient to give effect to this Resolution."

- Appointment of Mr. Dinesh Narang (DIN: 03098779) as a Non-Executive, Independent Director of the Company**

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

"RESOLVED THAT Mr. Dinesh Narang (DIN: 03098779), who was appointed as an Additional Director of the Company with effect from 23rd May, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") 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 an Independent Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Dinesh Narang (DIN: 03098779), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 23rd May, 2025, up to 22nd May, 2030, be and is hereby approved."

"RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Dinesh Narang shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

- Appointment of Secretarial Auditors**

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable provisions, M/s. Aman Kesarwani & Associates, Company Secretaries (COP 20780) (Peer Review No. 2777/2022), be and are hereby appointed as the Secretarial Auditors of the Company for a term of five years, commencing from 01.04.2025 to 31.03.2030 for conducting the secretarial audit and for undertaking additional certification works as may be required."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to the Secretarial Auditors, in addition to the reimbursement of out-of-pocket expenses incurred by them in connection with the performance of their duties from year to year."

- To approve and ratify the Material Related Party Transactions entered by the Company**

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 Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force) and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to approve and ratify the following material related party transactions entered into by the Company during the financial year 2024-25:

Sl. No.	Name of Related Party	Type of relationship	Nature of Transaction	Value of Transactions
1.	Oriental Tiles Limited	Promoter	Purchase of goods or services	Rs. 97.49 Lakh
2.	Oriental Buildmat Exports Private Limited	Promoter	Purchase of goods or services	Rs. 110.02 Lakh"

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

By order of the Board of Directors

Place: New Delhi
Date: 31.07.2025

Sd/-
Rajesh Kumar Punia
Managing Director
DIN: 00010289

ORIENTAL TRIMEX LIMITED

NOTES:

- Pursuant to Circulars issued by the Ministry of Corporate Affairs ("MCA") and by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold the Annual General Meeting (AGM) through video conference ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM
- In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 29th Annual General Meeting (the "AGM" or the "Meeting") of the Members of Oriental Trimex Limited (the "Company") is scheduled to be held on Friday, 22nd August, 2025 at 12:00 NOON (IST) through VC/ OAVM. Accordingly, the Members can attend and participate in the ensuing AGM through VC/ OAVM. They can also vote on the items to be transacted at the Meeting as mentioned in this Notice through electronic voting process ("e-Voting") via remote e-Voting or e-Voting during the AGM by following the procedure as detailed below in Note Nos. 13 to 16.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members participating in the AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS TO ATTEND AND VOTE AT THE AGM IS NOT AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

However, in pursuance of Section 112 and 113 of the Companies Act, 2013, the representatives of the Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the meeting held through VC/ OAVM and in this regard should send the necessary documents to the Company.
- Institutional investors who are Members of the Company are encouraged to attend and vote in the AGM being held through VC/ OAVM.
- Necessary information of the Directors seeking appointment at the AGM as required to be provided under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is given below:

Name of Directors	Mr. Baldev Kumar Lakhanpal	Mr. Rajesh Punia	Mr. Dinesh Narang
DIN	08144265	00010289	03098779
Date of first appointment on the Board	30 th May, 2018	22 nd April 1996	23 rd May, 2025
Date of Birth and age	28 th July, 1959, 66 years	17 th October 1960, 64 years	6 th June, 1959, 66 years
Qualification	B.A	B.Sc., LL.B	FCA, ACS
Expertise in specific functional areas and brief resume	He 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.	Mr. Rajesh Punia is first generation entrepreneurs and responsible for managing day-to-day affairs of the Company. He has over four decades of experience in EXIM Business & International Trade.	Renewable Energy Expert – Corporate Finance Professional with a demonstrated experience of over 40 years in project finance, bond placement, mergers and acquisition, equity raise for Solar, Hydro, Wind and Infrastructure projects, Due- diligence and management of such projects, has closed on transactions of over \$ 2000 mn for various organizations.
Relationship between directors and KMP	Not related to any Director or KMP	Husband of Mrs. Savita Punia, Whole-time Director of the Company	Not related to any Director or KMP
Directorship held in other company and listed entities from which resigned last three years	Nil	• Oriental Tiles Limited • Oriental Buildmat Exports Private Limited • Rajasthan Shipping Agency Private Limited	• Sunarise Energy Private Limited
Memberships/ Chairmanships of the Committee of the Board.	Nomination & Remuneration Committee-MemberStakeholders Relationship Committee-Member	Audit Committee-MemberStakeholders Relationship Committee-Member	Nil
No. of shares held in the Company, including shareholding as a beneficial owner	Nil	1,27,90,785	Nil
Terms & Conditions of appointment/re-appointment	Re-appointed as a director, liable to retire by rotation	As detailed in resolution	As detailed in resolution
No. of Board Meeting attended during the year	7 out of 7	7 out of 7	-
Remuneration last drawn	N.A. Drawing sitting fee only	Rs. 36,00,000	-

8. Dispatch of Annual Report

In accordance with the provisions of the Companies Act, 2013 and Rules framed thereunder read with the MCA Circulars and the SEBI Circular, the companies are permitted to send documents like Notice convening the general meetings, Audited Financial Statements, Board's Report, Auditor's Report or other documents required to be attached therewith, in electronic form only, to all the

members who have registered their email address either with the company or with the depository participant. In line with the same, the Notice alongwith the Annual Report of the Company for the Financial Year ended 31st March, 2025 are being sent through electronic form only i.e. through e-mail to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e. Beetal Financial & Computer Services Private Limited or the Depository Participant(s).

We request the Members to register/ update their e-mail address with their Depository Participant, in case they have not already registered/ updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Registrar and Share Transfer Agents of the Company.

The Notice and the Annual Report of the Company for the Financial Year ended 31st March, 2025 is available on the websites of the Company viz., www.orientaltrimex.com and Stock Exchanges i.e. NSE and BSE where the Equity Shares of the Company are listed. The Notice is also available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e. Central Depository Services (India) Limited (CDSL), viz. www.evotingindia.com.

9. The Register of Members and the Share Transfer Books of the Company will be closed from 16th August, 2025 to 22nd August, 2025 (Both days inclusive) (both days inclusive) for the purpose of AGM.
10. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.
11. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the **Cut-off date i.e. 15th August, 2025**, may download the same from the websites of the Company, Stock Exchanges i.e. NSE and BSE & Central Depository Services (India) Limited (CDSL) and can exercise their voting rights through remote e-Voting or by e-voting during the Meeting by following the instructions listed herein below.
12. The remote e-Voting period begins on **Tuesday, 19th August, 2025 at 9:00 A.M. and ends on Thursday, 21st August, 2025 at 5:00 P.M.** During this period, the Members' of the Company, holding shares either in physical form or in

dematerialized form, as on the Cut-off date i.e. **15th August, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

13. PROCEDURE FOR REMOTE E-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is providing e-Voting facility to all Members to cast their votes using electronic voting system from any place before the meeting ("remote e-Voting") and during the meeting in respect of the resolutions proposed in this Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. Though e-Voting is optional, the Members are encouraged to vote and attend the AGM. The voting rights of the Members/ Beneficial Owners shall be reckoned on the Paid-up value of Equity Shares held by them as on the Cut-off date i.e. **15th August, 2025**.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach to e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest id is https://web.cdslindia.com/myeasi/home/login and can be accessed by visiting www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining Virtual meeting & Voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or can click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & E-mail IDs as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting options where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option of registration is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) Login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

• **Access through CDSL/ NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The Members should log on to the e-Voting website, www.evotingindia.com
- (ii) Click on "Shareholders" module
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on "Login".
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat
PAN	- Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the address label.
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. - 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholding 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of ORIENTAL TRIMEX LIMITED to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a Demat account holder has forgotten the changed login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members 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.
- (xviii) **Note for Non Individual Members and Custodians**
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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.
- Alternatively, Non Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded the same in the CDSL e-Voting system for the Scrutinizer to verify the same.

14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR JOINING THE MEETING THROUGH VC/OAVM AND E-VOTING:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat Shareholders-Please update your email id and Mobile No. with your respective Depository Participant (DP) which mandatory while e-voting & joining virtual meeting through DP.

15. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Members are advised to use a high pixel camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@orientaltrimex.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@orientaltrimex.com. These queries will be replied to by the company suitably by email.
- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

16. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

In case you have any queries or issues regarding joining the AGM through VC/OAVM or e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting user manual for Shareholders available at the website; www.evotingindia.com, under help section or contact Mr. Nitin Kunder (1800 22 55 33) or can write to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013; Email: helpdesk.evoting@cdslindia.com; Tel.: 1800 22 55 33.

17. Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company Secretary at least 7 days prior to the Meeting at the Company's Registered Office at 26/ 25, Bazar Marg, Old Rajendra Nagar, New Delhi-110060, or can send their queries on investors@orientaltrimex.com and the same shall be suitably replied.
18. The relevant documents referred to in the Notice shall be open for inspection by the Members of the Company, without payment of fees, at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 01:00 P.M. upto the date of this Meeting. Further, the relevant documents referred to in the Notice along with Statutory Registers shall also be available for inspection through electronic mode during the meeting to any person having right to attend the meeting, basis the request being sent on investors@orientaltrimex.com.
19. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the Cut-off date of 15th August, 2025 for all others who are not holding shares as on 15th August, 2025 and receive the Annual Report of the Company, the same is for their information.
20. The Board of Directors has appointed M/s. Aman Kesarwani & Associates., Practicing Company Secretaries, Delhi as the Scrutinizer to scrutinize the voting including e-Voting process.
21. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. Once declared, the results along with the consolidated Scrutinizer's Report shall be placed on the Company's website, www.orientaltrimex.com and on the website of CDSL www.evotingindia.com and shall be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
23. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz. Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3 Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harusukhdas Mandir, New Delhi-110062, the changes, if any, in their Bank details, registered address, Email Id, etc. along with their Pincode. Members holding shares in electronic form may update such details with their respective Depository Participant.
24. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules made thereunder, Members may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination, in the prescribed Form No. SH-13, to the Company's Registrar and Share Transfer Agent. Members holding shares in demat form may contact their respective Depository Participant(s) for availing this facility.
25. Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent quoting their Folio number etc.
26. In terms of requirements of Regulation 40 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with Depositories. While the request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business of the accompanying Notice:

Item No. 3

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at their Meeting held on 31st July, 2025 recommended the appointment of M/s. Aditya S Jain and Company, Chartered Accountants (Firm Registration No. 021994N), as the Statutory Auditors of the Company, in accordance with the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 for a term of five consecutive years from the conclusion of the 34th Annual General

Meeting (AGM) until the conclusion of the 30th AGM of the Company on payment of audit fees of Rs. 6 Lac + GST besides applicable taxes and out of pocket expenses for the Financial Year 2025-26.

There are no material changes in the fee payable to new Statutory Auditors from that paid to the outgoing Statutory Auditors.

The Board of Directors and Audit Committee have considered various evaluation criteria with respect to skills set, governance & competences and have recommended their appointment to the members of the Company.

Brief profile of M/s. Aditya S Jain and Company:

Aditya Jain and Company (FRN No 021994N) is Delhi based a peer review C.A Firm (Pear Review No 017937) having over 18 years Audit experience of Various Organisation/ companies and Mr Hari Shankar is a Partner of Firm.

M/s. Aditya S Jain and Company have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 (the "Act"). They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Sections 139 and 141 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Resolution as stated at Item No. 3 of the Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 4

Mr. Rajesh Kumar Punia (DIN:00010289) Managing Director of the Company holds Bachelor Degree in Science & Law and has over four decades of experience in EXIM Business & International Trade. He is one of the Promoters of the Company. Mr. Rajesh Kumar Punia is first generation entrepreneurs and is responsible for managing day-to-day affairs of the Company. He is pioneer in introducing premium quality Italian and other marble into the Indian markets in late 90's and has extensively travelled to all major marble mines of the world and has excellent hand on experience in identification of various marble quarries in Europe and Middle East. Mr. Rajesh Kumar Punia was appointed as Managing Director in the Annual General Meeting held on 30th September, 2020 for period of five Years with effect from 1st January, 2021 and the said period is expiring on 31st December 2025. Considering the qualifications and experience in managing affairs of the Company, the Nomination and Remuneration Committee in their meeting held on 31st July 2025 has recommended the reappointment of Mr. Rajesh Kumar Punia as Managing Director for a period of Five years with effect from 1st January, 2026 subject to the approval of the shareholders in the ensuing Annual General Meeting. He will be paid remuneration and perquisites as specified in resolution.

Brief resume of Mr. Rajesh Kumar Punia, nature of his experience in specific functional areas and names of companies in which he holds Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se and other information as required to be provided under the Secretarial Standard -2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of his appointment are provided at Note No. 7 of the Notice

The Special Resolution being recommended to the Members for their approval is an enabling resolution permitting the Company to pay the remuneration as mentioned in the Resolution set out at Item No. 4 of the Notice even during absence or inadequacy of profits in any financial year during the tenure of Mr. Rajesh Kumar Punia as Managing Director of the Company, in compliance with Section 197, 198 read with Schedule V to the Companies Act, 2013.

Mr. Rajesh Kumar Punia is interested in the Resolutions set out at Item No. 4 of the Notice. The relatives of Mr. Rajesh Kumar Punia may also be deemed to be interested in these Resolutions, to the extent of their shareholding interest, if any, in the Company. Save and except the above, except Mrs. Savita Punia, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions

The Board recommends the resolutions as stated at Item No. 4 of the Notice for approval of the Members as a Special Resolution

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 23rd May, 2025, appointed Mr. Dinesh Narang as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of five years i.e. from 23rd May, 2025, up to 22nd May, 2030 subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Narang shall hold office as Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Narang are provided as Annexure to this Notice. Mr. Narang has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

ORIENTAL TRIMEX LIMITED

Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Narang is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Narang has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Narang on the Board of the Company and accordingly the Board recommends the appointment of Mr. Narang as an Independent Director as proposed in the Resolution for approval by the Members as a Special Resolution

Except for Mr. Narang and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at their Meeting held on 31st July, 2025 recommended the appointment of M/s. Aman Kesarwani & Associates, Company Secretaries (COP 20780) (Peer Review No. 2777/2022), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 consecutive years starting from the FY 2025-26 to FY 2029-30, subject to approval by the Members at this Annual General Meeting. of the Company on payment of audit fees of Rs. 88000/- besides applicable taxes and out of pocket expenses for the Financial Year 2025-26.

The Board of Directors and Audit Committee have considered various evaluation criteria with respect to skills set, governance & competences and have recommended their appointment to the members of the Company.

Brief profile of M/s. Aman Kesarwani & Associates

Aman Kesarwani & Associates are Delhi based Secretarial, Legal, Financial consultancy firm, having head office at South Delhi, India. The firm is backed by professional with extensive experience across various industries. The firm has its presence since 2018.

M/s. Aman Kesarwani & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors as prescribed in SEBI LODR.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Resolution as stated at Item No. 6 of the Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 7

The SEBI Listing Regulations mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company during the financial year 2024-25 had entered into certain related party transactions with promoters as mentioned below and the aggregate of such transactions increased the applicable materiality thresholds as mentioned above. The approval of the Members is being sought to ratify the transaction entered in to by the Company during the financial year 2024-25, which was inadvertently not placed before the member for their prior approval.

The Audit Committee has in their meeting held on 31st July, 2025 reviewed and approved the said transactions.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular is provided below:

1. Details of material related party transactions entered into with Oriental Tiles Limited

Sr. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	Purchase of goods or services. The transactions were carried out on an arm's length basis and in the ordinary course of business
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Oriental Tiles Limited, a promoter company
3.	Tenure of the proposed transaction	Transactions were entered into during the financial year 2024-25
4.	Value of the proposed transaction	Transactions of Rs. 97.49 Lakh were entered into during the financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	4.76%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A.
i.	details of the source of funds in connection with the proposed transaction	N.A
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure;	N.A
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	N.A
7.	Justification as to why the RPT is in the interest of the listed entity	The transactions with the related party entered in the ordinary course of business of the Company and on an arm's length basis in furtherance of the business activities.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	N.A.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
10.	Any other information that may be relevant	All relevant/ important information forms part of this Explanatory Statement.

2. Details of material related party transactions entered into with Oriental Buildmat Exports Private Limited

Sr. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	Purchase of goods or services. The transactions were carried out on an arm's length basis and in the ordinary course of business
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Oriental Buildmat Exports Private Limited, a promoter company
3.	Tenure of the proposed transaction	Transactions were entered into during the financial year 2024-25
4.	Value of the proposed transaction	Transactions of Rs. 110.02 Lakh were entered into during the financial year 2024-25
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	5.61%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	N.A.
i.	details of the source of funds in connection with the proposed transaction	N.A
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure;	N.A
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	N.A
7.	Justification as to why the RPT is in the interest of the listed entity	The transactions with the related party entered in the ordinary course of business of the Company and on an arm's length basis in furtherance of the business activities.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	N.A.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	-
10.	Any other information that may be relevant	All relevant/ important information forms part of this Explanatory Statement.

Mr. Rajesh Punia, Managing Director and Mrs. Savita Punia, Whole-time Director and their relatives shall be deemed to be concerned or interested in the resolution as set out at Item No. 7 of the Notice. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the resolution as stated at Item No. 7 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

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

By order of the Board of Directors

Place: New Delhi
Date: 31.07.2025

Sd/-
Rajesh Kumar Punia
Managing Director
DIN: 00010289