

ORIENTAL TRIMEX LIMITED

CIN: L74899DL1996PLC078339

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

Tel: 011-45048612

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

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of **ORIENTAL TRIMEX LIMITED** will be held on Monday, August 29, 2022 at 12:00 NOON (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on March 31, 2022, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Savita Punia, Whole-time Director (DIN: 00010311), who retires by rotation, and being eligible, offers, herself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Suresh Kumar Tanwar (DIN: 03490929) as a Non-Executive, Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT Mr. Suresh Kumar Tanwar (DIN: 03490929), who was appointed as an Additional Director of the Company with effect from 6th December, 2021, 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. Suresh Kumar Tanwar (DIN: 03490929), 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 6th December, 2021, up to 5th December, 2026, 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. Suresh Kumar Tanwar 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."

4. **To Offer, Issue and Allot Equity Shares on Preferential Basis**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and/or any other competent

authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 1,66,84,250 (One crore Sixty Six Lakh Eighty Four Thousand Two Hundred Fifty) fully paid up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 14.54/- (Rupees Forteen and fifty four paise Only) per equity share (including a premium of Rs. 4.54/- (Rupees Four and fifty four paise Only) per share ("**Preferential Allotment Price**"), which is not less than the floor price determined in accordance with Regulation 166A of Chapter V of the SEBI ICDR Regulations, for a consideration not exceeding an aggregate amount of Rs. 24,25,89,000 (Rupees Twenty Four Crores Twenty Five Lacs Eighty Nine Thousand Only) to certain identified investors ("Proposed Allottee(s) of Equity Shares) by way of preferential allotment on a private placement basis ("**Preferential Allotment**"), in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price/ minimum price for the Preferential Allotment of the equity shares is Friday, July 29, 2022, being the date 30 (thirty) days prior to the date of the Annual General Meeting i.e., Monday, August 29, 2022."

"RESOLVED FURTHER THAT the new equity shares to be issued and allotted shall rank *pari-passu* with the existing equity shares of the Company in all respects and shall be entitled to the dividend including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of equity shares."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof.
- b) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from its bank account only.
- c) The equity shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of equity shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of such approvals or permissions.
- d) The equity shares to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals. Any existing equity shares held by the Allottee, if any, shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

"RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board or the Committee duly constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the aforesaid Allottee, as may deem expedient without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT the monies received by the Company from the Allottee for application of the equity shares pursuant to this preferential issue shall be kept by the Company in a separate bank account."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, 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 Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, 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, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

5. Issue of warrants on Preferential basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and/or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 2,34,11,279 (Two Crore Thirty Four Lakh Eleven Thousand Two Hundred Seventy Nine) Warrants, each convertible into 1 (one) fully paid-up equity share of the Company having face value of Rs. 10 (Rupees Ten only) at a price of Rs.14.54 each aggregating to Rs. 34,06,34,113 (Thirty Four Crore Six Lakh Thirty Four Thousand One Hundred Thirteen Only) on a preferential basis to certain identified investors ("Proposed Allottee(s) of Warrants") upon receipt of Rs. 3.635 (Rupees Three and six thirty five paise) for each Warrant, which is equivalent to 25% of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 10.905 (Rupees Ten and nine hundred five paise) which is equivalent to remaining 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price/ minimum price for the Preferential Allotment of the Equity Shares of the Company

pursuant to the exercise of conversion of the Warrants is Friday, July 29, 2022, being the date 30 (thirty) days prior to the date of the Annual General Meeting i.e., Monday, August 29, 2022."

"RESOLVED FURTHER THAT the equity shares to be allotted after conversion shall rank pari-passu with the existing equity shares of the Company in all respects and shall be entitled to the dividend including other corporate benefits, if any, for which the the Record Date falls subsequent to the allotment of equity shares."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any applicable regulatory approvals.

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
- b) The Warrant Holders shall be entitled to exercise his option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.
- c) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- d) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- e) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
- f) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.
- g) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;
- i) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
- j) The Warrants and Equity Shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board or the Committee duly constituted thereunder be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the aforesaid Allottee, as may deem expedient without being required to seek

any further consent or approval of the Members.”

“**RESOLVED FURTHER THAT** the monies received by the Company from the Allottee for application of the equity shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, 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 Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, 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, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

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

**By order of the Board of
Directors**

**Place: New Delhi
Date: 05.08.2022**

**Sd/-
Rajesh Kumar Punia
Managing Director
DIN: 00010289**

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 26th Annual General Meeting (the “AGM” or the “Meeting”) of the Members of Oriental Trimex Limited (the “Company”) is scheduled to be held on Monday, 29th August, 2022 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.

3. 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.
4. 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.
5. 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 MENTIONED ABOVE 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.

6. Institutional investors who are Members of the Company are encouraged to attend and vote in the AGM being held through VC/ OAVM.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3 to 5 of the Notice along with a statement of setting out material facts concerning the business is annexed hereto and 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 is given below.

NOTES:

1. Pursuant to General Circular Nos.20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA”) and circular number. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued 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
2. 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

Name of Directors	Mrs. Savita Punia	Suresh Kumar Tanwar
DIN	00010311	03490929
Date of appointment	22 nd April 1996	6 th December, 2021
Date of Birth	01 st June 1966	5 th October, 1968
Qualification	B.A	Bachelor Degree in Homeopathic Medicine and Surgery.
Expertise in specific functional areas	Mrs. Savita Punia is responsible for managing day-to-day affairs of the Company and has over 27 years of experience in HR and administration in corporate sector and management of Non-Government organization	He is into business of Manufacturing & Trading from more than 22 years.
Relationship between directors and KMP	Wife of Mr. Rajesh Kumar Punia, Managing Director of the Company	Not related to any Director or KMP
Directorship held in other company	Oriental Tiles Limited Oriental Buildmat Exports Private Limited	Acmy Woods Private Limited Alchemy Infrahomes Private Limited.
Memberships/ Chairmanships of the Committee in other companies.	NIL	NIL
No. of shares held in the Company	10,14,999	NIL
No. of Board Meeting attended during the year	7	1
Remuneration last drawn	7	NIL

ORIENTAL TRIMEX LIMITED

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, 2022 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, 2022 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 Tuesday, 23rd August, 2022 to Monday, 29th August, 2022 (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. 22nd August, 2022**, 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 **Friday, 26th August, 2022 at 9:00 A.M. and ends on Sunday, 28th August, 2022 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. **22nd August, 2022**, 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. **22nd August, 2021**.

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	<ol style="list-style-type: none"> 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	<ol style="list-style-type: none"> 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 re-directed 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/IddeasDirectReg.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	<ul style="list-style-type: none"> • 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)	<ul style="list-style-type: none"> • 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 22nd August, 2022 for all others who are not holding shares as on 22nd August, 2022 and receive the Annual Report of the Company, the same is for their information.
20. The Board of Directors has appointed M/s. Pooja Malhotra & Co., 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

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 6th December, 2021, appointed Mr. Suresh Kumar Tanwar 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 6th December, 2021, up to 5th December, 2026 subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Tanwar 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. Tanwar are provided as Annexure to this Notice. Mr. Tanwar 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 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. Tanwar 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. Tanwar 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. Tanwar on the Board of the Company and accordingly the Board recommends the appointment of Mr. Tanwar as an Independent Director as proposed in the Resolution for approval by the Members as a Special Resolution.

Except for Mr. Tanwar 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. 4 & 5

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

- (I) **Particulars of the offer including date of passing of Board resolution:**

The Board of Directors of the Company at their meeting held on Friday, August 05, 2022 had, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issue of 1,66,84,250 equity shares and 2,34,11,279 warrants to Proposed Allottees, on a preferential basis, for cash consideration.
- (II) **Objects of the Preferential Issue:**

The proceeds of the issue will be utilized to pay debts of Edelwiess ARC (Lender) for making company debts free, to augment the long-term resources of the Company for meeting funding requirements of its business activities, strengthen balance sheet, maintain adequate liquidity, pursue growth opportunities and general corporate and other purposes.

(III) Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue upto 1,66,84,250 equity shares at a price of Rs. 14.54 (Including premium of Rs. 4.54) and 2,34,11,279 warrants at a price of Rs. 14.54 each convertible into one equity share. The price is not less than the floor price as per Regulation 166A of the SEBI ICDR Regulations.

(IV) Basis on which the price of the Preferential Issue has been arrived at:

The price has been arrived at pursuant to a valuation report being obtained from a registered valuer in terms of Reg. 166A of SEBI ICDR Regulations.

(V) The price at which the allotment is proposed:

The price per equity share and warrant to be issued is fixed at Rs. 14.54/- (Rupees [14%] Only) which consists of Rs. 10/- (Rupees Ten Only) as face

value and Rs. 4.54 (Rupees [14%] Only) as premium per equity share. Kindly refer to the abovementioned point no. IV for the basis of determination of the price.

(VI) Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares and warrants to be issued is Friday, July 29, 2022, being the date 30 (thirty) days prior to the date of the AGM.

(VII) The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on July 29, 2022 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sl. No	Category of Shareholders	Pre issue Shareholding		Post Issue Shareholding	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A)	Promoter and Promoter Group				
	(a) Indian	80,08,206	28.08	1,80,08,206	26.25
	(b) Foreign	0	0	0	0
	Total Promoter and Promoter Group (A)	80,08,206	28.08	1,80,08,206	26.25
B)	Public Shareholding				
I	Institutions Investors				
	Financial Institutions/Banks, Mutual Funds, Foreign Portfolio Investors	1,00,000	0.35	1,00,000	0.15
II	Government Holding	0	0	0	0
III	Non Institutions				
	(a) Individuals	1,79,09,339	62.81	4,11,27,290	59.94
	(b) Body Corporate	18,98,398	6.66	87,75,977	12.79
	(c) Director and relatives	114857	0.40	1,14,857	0.17
	(d) Any other (including HUF, Trusts, Clearing members, NRIs, etc)	484408	1.70	4,84,408	0.71
	Total Public Shareholding (B)	2,05,07,002	71.92	5,06,02,532	73.75
	Total (A+B)	2,85,15,208	100.00	6,86,10,738	100.00

(VIII) Amount which the Company intends to raise by way of issue of equity shares and warrants:

The Company proposes to raise Rs.58,29,89,000 (Rupees Fifty Eight Crores Twenty Nine Lacs Eighty Nine Thousand Only), from the present issue.

(IX) The class or classes of persons to whom the allotment is proposed to be made:

The allotment of equity shares and warrants will be made to public shareholders promoters and non shareholders.

(X) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:

S no.	Name of the Proposed Allottee(s)	No. of Shares/warrants to be allotted
1	Rajesh Kumar Punia	500000 Warrants
2	Savita Punia	500000 Warrants
3	Om Prakash Sharma	100000 Shares
4	Oriental Buildmart Exports Pvt. Ltd.	4500000 Warrants
5	Oriental Tiles Limited	4500000 Warrants

(XI) The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the equity shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the equity shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

(XII) The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

Equity Shares -

S no.	Name of the Proposed Allottee(s)	No. of shares	% of post preferential offer capital
1	Hina Iliyas	447043	0.65
2	Amama Ejaz	447043	0.65
3	Huma	447043	0.65
4	Mohammad Iliyas	5364512	7.82
5	Mahwesh Khan	1341128	1.95
6	Mohammad Arshi	1341128	1.95

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S no.	Name of the Proposed Allottee(s)	No. of shares	% of post preferential offer capital
7	Neha Garg	275103	0.40
8	Samarth Garg	240715	0.35
9	Tushar Aggarwal	343879	0.50
10	Anshu Babra	343879	0.50
11	Prachi Babra	343879	0.50
12	Pitam Goel	343879	0.50
13	Nitin Kumar Gupta & Sons	171939	0.25
14	Sumit Kumar Gupta & Sons	171939	0.25
15	Deeksha Saini	343879	0.50
16	Amit Jindal	171939	0.25
17	Radhey Shyam Agrwal	515818	0.75
18	Nirmal Kumar Agarwal	515818	0.75
19	Palak Sethi	343879	0.50
20	Vinod Sethi	171939	0.25
21	Arpit Jain HUF	68776	0.10
22	Kamala Devi	1375516	2.00
23	Noor	687758	1.00
24	Esha Raina	171939	0.25
25	Om Parkash Sharma	100000	0.15
26	Rajender Parshad Gupta	343879	0.50
27	Sanjay Kumar	50000	0.07
28	Laxman Singh	50000	0.07
29	Neeraj Kumar	25000	0.03
30	Santosh Kuswaha	100000	0.15
31	Sohan Lal	25000	0.03

Warrants -

S no.	Name of the Proposed Allottee(s)	No. of warrants	% of post preferential offer capital
1	Rajesh Kumar Punia	500000	8.19
2	Savita Punia	500000	2.21
3	Oriental Buildmart Exports Pvt. Ltd.	4500000	7.79
4	Oriental Tiles Limited	4500000	7.91
5	Rakesh Kumar Goel	687758	1.00
6	Gaurav Goel	687758	1.00
7	Noor	2751032	4.00
8	Kamala Devi	2063274	3.00
9	Esha Raina	343879	0.50
10	Brainex Wealth Management Services Pvt. Ltd.	3438790	5.00
11	Brainex Research and Advisory Pvt. Ltd.	3438790	5.00

(XIII) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares.

(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person.

(XV) Lock-in Period:

The equity shares to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Any existing equity shares held by the Allottee shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(XVI) Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned equity shares. The above shares, once allotted, shall rank *pari-passu* with the then existing equity shares of the Company in all respects.

(XVII) Identity of the natural persons who are the ultimate beneficial owners of the shares/warrants proposed to be allotted and/or who ultimately control the proposed allottees, 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:

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Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of equity/warrants to be allotted	Post issue Equityholding (After exercise of Warrants)	
			No. of shares	%		No. of shares	%
1	Hina Iliyas	-	-	-	447043 Equity	447043	0.65
2	Amama Ejaz	-	-	-	447043 Equity	447043	0.65
3	Huma	-	-	-	447043 Equity	447043	0.65
4	Mohammad Iliyas	-	-	-	5364512 Equity	5364512	7.82
5	Mahwesh Khan	-	-	-	1341128 Equity	1341128	1.95
6	Mohammad Arshi	-	-	-	1341128 Equity	1341128	1.95
7	Neha Garg	-	-	-	275103 Equity	275103	0.40
8	Samarth Garg	-	-	-	240715 Equity	240715	0.35
9	Tushar Aggarwal	-	-	-	343879 Equity	343879	0.50
10	Anshu Babra	-	-	-	343879 Equity	343879	0.50
11	Prachi Babra	-	-	-	343879 Equity	343879	0.50
12	Pitam Goel	-	-	-	343879 Equity	343879	0.50
13	Nitin Kumar Gupta & Sons	Nitin Kumar Gupta	-	-	171939 Equity	171939	0.25
14	Sumit Kumar Gupta & Sons	Sumit Kumar Gupta	-	-	171939 Equity	171939	0.25
15	Deeksha Saini	-	-	-	343879 Equity	343879	0.50
16	Amit Jindal	-	-	-	171939 Equity	171939	0.25
17	Radhey Shyam Agrwal	-	-	-	515818 Equity	515818	0.75
18	Nirmal Kumar Agarwal	-	-	-	515818 Equity	515818	0.75
19	Palak Sethi	-	-	-	343879 Equity	343879	0.50
20	Vinod Sethi	-	-	-	171939 Equity	171939	0.25
21	Arpit Jain HUF	Arpit Jain	25	0	68776 Equity	68801	0.10
22	Kamala Devi	-	-	-	1375516 Equity	1375516	2.00
23	Noor	-	-	-	687758 Equity	687758	1.00
24	Esha Raina	-	-	-	171939 Equity	171939	0.25
25	Om Parkash Sharma	-	-	-	100000 Equity	100000	0.15
26	Rajender Parshad Gupta	-	-	-	343879 Equity	343879	0.50
27	Sanjay Kumar	-	4514	0.01	50000 Equity	54514	0.079
28	Laxman Singh	-	-	-	50000 Equity	50000	0.07
29	Neeraj Kumar	-	-	-	25000 Equity	25000	0.03
30	Santosh Kuswaha	-	-	-	100000 Equity	100000	0.15
31	Sohan Lal	-	-	25000 Equity	25000	0.03	
32	Rajesh Kumar Punia	-	51,16,314	17.94	500000 Warrants	5616314	8.19
33	Savita Punia	-	10,14,999	3.56	500000 Warrants	1514999	2.21
34	Oriental Buildmart Exports Pvt. Ltd.	1. Rajesh Kumar Punia 2. Savita Punia	8,54,391	3.00	4500000 Warrants	5345391	7.79
35	Oriental Tiles Limited	1. Rajesh Kumar Punia 2. Savita Punia 3. Sunil Kumar 4. Pradeep Choudhary 5. Somesh Choudhary 6. Rakesh Punia 7. Mahesh Punia	9,29,917	3.26	4500000 Warrants	5429917	7.91
36	Rakesh Kumar Goel	-	-	-	687758 Warrants	687758	1.00
37	Gaurav Goel	-	-	-	687758 Warrants	687758	1.00
38	Noor	-	-	-	2751032 Warrants	2751032	4.00
39	Kamala Devi	-	-	-	2063274 Warrants	2063274	3.00
40	Esha Raina	-	-	-	343879 Warrants	343879	0.50
41	Brainex Wealth Management Services Pvt. Ltd.	1. Mohd Khalid 2. Bijender Singh	-	-	3438790 Warrants	3438790	5.00
42	Brainex Research and Advisory Pvt. Ltd.	1. Mohd. Khalid 2. Bijender Singh	-	-	3438790 Warrants	3438790	5.00

ORIENTAL TRIMEX LIMITED

(XVIII) The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:

Refer XVII. There is no change in status of allottees.

(XIX) Practicing Company Secretary's Certificate:

A certificate from Pooja Malhotra (Prop), of M/s. Pooja Malhotra & Co. Practicing Company Secretary, certifying that the issue of equity shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at http://www.orientaltrimex.com/investors/preferential_issue/PCSCertificate

(XX) Other Disclosures:

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing; and
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation.
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares and Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the Members.

Registered Office:

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

**By order of the Board of
Directors**

Place: New Delhi

Date: 05.08.2022

**Sd/-
Rajesh Kumar Punia
Managing Director
DIN: 00010289**