

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **ORIENTAL TRIMEX LIMITED** will be held on Thursday, 26th March, 2026 at 12:00 NOON (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Increase in Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to borrow from time to time any sum or sums of money, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not exceed at any point of time ₹ 1000 Crore (Rupees One Thousand Crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to arrange or fix the terms and conditions of all such borrowings, including but not limited to the interest rate, tenure, repayment schedule, security, guarantees and other incidental matters, and to execute all agreements, documents and writings, and to do all such acts, deeds and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution."

Item No. 2: Increase in Authorized Share Capital of the Company and Consequential amendment in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Member of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from the existing Rs. 75,00,00,000/- (Rupees Seventy-Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs Only) Equity Share of Rs. 10/- to Rs. 1,75,00,00,000/- (Rupees One Hundred Seventy-Five Crore Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- each by creation of additional 100,00,00,000 (Rupees One Hundred Crore Only) Equity Shares ranking pari-passu in all respect with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT the Memorandum of association of the Company be altered in the following manner i.e. existing clause V of the Memorandum of association be substituted and shall be read as following Clause:

V. The Authorized Share Capital of the Company is Rs. 1,75,00,00,000/- (Rupees One Hundred Seventy-Five Crore Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- each

"RESOLVED FURTHER THAT any of the Director or Company Secretary, be and is hereby authorized to do all the acts and deed as may be required to give effect to this resolution and to sign and file relevant forms with the concerned authorities and the Registrar of Companies after the same is approved by the Members in the Extra Ordinary General Meeting.

Item No. 3: To approve raising of funds by issuance of Foreign Currency Convertible Bonds (FCCBs).

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 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and applicable Rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended and in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "1993 Scheme"), as amended, the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant Consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deemed to include the any other Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), approval of the Members be and is hereby accorded to the Board to create, offer, invite for subscription, issue and allot unsecured and/or secured, listed and/or unlisted, Foreign Currency Convertible Bonds denominated in foreign currency(ies) or its equivalent in Indian rupees or any combination thereof (hereinafter referred to as "FCCBs/ Securities") through one or more issuances and/or in one or more tranches or otherwise, from time to time, for an aggregate amount of up to and not exceeding **USD 43 Million (US Dollars Forty-Three Million Only)** or its equivalent in Indian rupees or in any other currency(ies) (inclusive of such premium as may be fixed on such securities), through one or more private placement(s) or any other permissible method or in combination thereof as may be permitted under applicable laws through issue of prospectus and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible investors whether they be holders of the securities or not (collectively referred to as the "Investors"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion;

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, registered valuers and all such other agencies as may be involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of the Securities on one or more Stock Exchange(s) as may be required;

RESOLVED FURTHER THAT in case of any offering of Securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such securities referred to above in accordance with the terms of issue/ offering in respect of such securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/ or placement document and/ or offer letter and/ or offering circular and/ or listing particulars.

RESOLVED FURTHER THAT pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any Committee duly authorized by the Board decides to open the issue after the date of this resolution or the date on which the holders of such convertible securities become entitled to apply for the underlying equity shares, as maybe decided by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, conversion ratio, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/ or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges, any approvals that may have been applied for by the Board in relation to the creation, issuance, allotment and listing of the Securities are hereby approved and ratified by the Members."

Item No. 4: To approve for granting loans, giving guarantee, providing security(ies) and/ or making investment

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with the applicable provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, including Regulation 30, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof) to give loan(s), provide guarantee(s), provide security(ies) and/ or make investment(s), in one or more tranches, to or in any person(s), body corporate(s) or other entity(ies), notwithstanding that the aggregate of such loan(s), guarantee(s), security(ies) and investment(s) outstanding at any point of time may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, provided that the aggregate amount of such loan(s), guarantee(s), security(ies) and investment(s) shall not exceed Rs. 500 Crore (Rupees Five Hundred Crore only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such loan(s), guarantee(s), security(ies) and investment(s), including the rate of interest, tenure, consideration and other relevant terms, and to execute all such agreements, deeds, documents and writings and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

By order of the Board of Directors
ORIENTAL TRIMEX LIMITED

Sd/-
Rajesh Kumar Punia
Managing Director
DIN: 00010289

Place: New Delhi
Date: 26th February, 2026

NOTES:

1. 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 Extra Ordinary General Meeting (EGM) 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 EGM 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 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 Extra Ordinary General Meeting (the "EGM" or the "Meeting") of the Members of Oriental Trimex Limited (the "Company") is scheduled to be held on 26th, March, 2026 at 12:00 NOON (IST) through VC/ OAVM. Accordingly, the Members can attend and participate in the ensuing EGM 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 EGM by following the procedure as detailed below in Note Nos. 13 to 16.
3. The Members can join the EGM 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 EGM 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 EMG 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 EGM 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 EGM is not available for this EMG and hence, the proxy form, attendance slip and route map of EGM 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 EGM being held through VC/ OAVM.
7. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Item no. 1, 2 & 3 are annexed hereto.
8. Notice is being sent to all the shareholders whose names appear on the Register of Members as at the close of business hours on 02nd March, 2026.
9. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
10. Pursuant to 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 & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM, For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by CDSL.
11. In line with the Ministry of Corporate affair (MW) Circular No. 17/2020 dated April 13,2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.orientaltrimex.com> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com> respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com
12. In case of joint holders participating at the EGM together, only such joint holder who is higher in the order of names will be entitled to vote.
13. 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. **19th March, 2026**, 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.
14. The remote e-Voting period begins on **23rd March, 2026 at 9:00 A.M. and ends on 25th March, 2026 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. **19th March, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
15. **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. **19th March, 2026**.

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.

	<p>2) After successful login, the East/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/ANKENTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for East/Easiest, option to register is available at https://web.cdslindia.com/mynew/Registration/EasiRegistration.</p> <p>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 ID 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option of registration is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdesasNewReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
Individual Shareholders (holding securities in demat mode) Login through their Depository Participants	<p>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.</p>

Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 collection 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.

16. 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.

17. 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.

18. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:

- (i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (i) Only those shareholders, who are present in the EGM 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 EGM.
- (ii) If any Votes are cast by the shareholders through the e-voting available during the EGM 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.
- (iii) 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 EGM through Vt / DDM 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

19. Members seeking any information on the financial accounts, operations or any matter to be placed at the EGM, 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@orientaltrimes.com and the same shall be suitably replied.
20. 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@orientaltrimes.com.
21. 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 19th March, 2026.
22. The Scrutinizer shall after the conclusion of voting at the EGM, 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, within 2 working days of conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. Once declared, the results along with the consolidated Scrutinizer's Report shall be placed on the Company's website: www.orientaltrimes.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.
24. 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.
25. 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.
26. 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.
27. 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 dematerialized form with Depositories. While the request for transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized 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. 1 Increase in Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013

Considering the business expansion plans, capital expenditure requirements, working capital needs and general corporate purposes of the Company, it may be necessary to enhance the borrowing limits of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, except with the approval of the Members by way of a Special Resolution.

The Board of Directors at its meeting held on 26th February, 2026 has approved, subject to the approval of the Members, the increase in borrowing powers up to ₹ 1000 Crore (Rupees One Thousand Crore only)."

The Shareholders are requested to accord their approval to the Board of Directors of the Company to borrow and/or raise funds, from time to time, from banks, non-banking financial companies (NBFCs), financial institutions, corporates and/or other lenders, as permitted under applicable laws. The borrowings may be in the form of short-term or long-term term loans, cash credit facilities, overdraft facilities, working capital demand loans, External Commercial Borrowings (ECBs) in Indian Rupees or in any foreign currency, Rupee Denominated Bonds issued outside India (overseas bonds), or through any other permissible borrowing instruments.

Such borrowings shall be within the overall borrowing limits approved by the Shareholders of the Company.

The proposed limit is considered adequate to meet the present and future financial requirements of the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval of the Members.

Item No. 2 To Increase the authorized share capital and consequent Alteration of capital clause of the Memorandum of Association

The Current Authorized Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy-Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakh only) equity shares of Rs. 10/- (Rupees Ten Only) each and the paid-up share capital of the Company is Rs. 73,50,72,650 (Rupees Seventy-Three Crores Fifty Lakhs Seventy-Two Thousand Six Hundred and Fifty Only) divided into 7,35,07,265 (Seven Crores Thirty-Five Lakhs Seven Thousand Two Hundred and Sixty-Five Only) equity shares of Rs. 10/-. (Rupees Ten Only) each the Company proposes to increase its authorized share capital to Rs. 1,75,00,00,000/- (Rupees One Hundred Seventy-Five Crore Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs Only) Equity Shares of Rs. 10/- each to facilitate any fund raising in future via further issue of equity shares of the company.

Pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, approval of the members is required for increase in Authorized Share Capital. Further, consequential alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company is also required pursuant to Section 13 of the Act.

Accordingly, the Board of Directors recommends the resolution for approval of the members as a Special Resolution.

Item No. 3 To approve raising of funds by issuance of Foreign Currency Convertible Bonds (FCCBs).

The Company, in line with its ongoing requirement for funds, to meet its operational and strategic objectives, proposes to issue Foreign Currency Convertible Bonds ("FCCBs") for an aggregate amount not exceeding USD 43 Million (US Dollars Forty-Three Million Only), through one or more tranches, by way of private placement, and/or any other method as may be permitted under applicable laws and regulations.

The Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deemed to include the any Committees constituted by

the Board, to exercise powers as delegated by the Board), at its meeting held on February 12, 2026, considered and approved, subject to the approval of the shareholders of the Company and receipt of necessary regulatory and statutory consents, the proposal for issuance of FCCBs denominated in foreign currency(ies) or its equivalent in Indian rupees or any combination thereof.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company as approved by the Members pursuant to Section 180(1) (c) of the Companies Act, 2013, the same is proposed to be enhanced up to INR 1,000 Crore.

1. Objects of the Issue:

The proceeds from the proposed issuance of Foreign Currency Convertible Bonds ("FCCBs") are intended to be applied towards one or more of the following objects:

- To expand company's natural stone mining operations in international market.
- To expand and strengthen the global operations and Global footprint of Oriental Trimex Limited
- To establish and consolidate the Company's presence in identified overseas markets
- To enhance international market penetration and broaden the global and international customer base
- To support long-term strategic expansion and sustainable growth initiatives through more than 25 years of experience

2. Pricing:

The pricing of the FCCBs shall be determined by the Board of the Company based on prevailing market conditions, valuation reports (wherever required) and in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the 1993 FCCB Scheme, and other relevant laws, rules, and regulations as may be applicable at the time of the issue.

Further, approval of the shareholders is also sought to authorize the Board to appoint one or more independent valuers, as and when required, for the purpose of determining the pricing and related matters in connection with the proposed issuance.

3. Maximum Amount to be raised / Number of Securities to be Issued:

The total amount to be raised by way of issuance of FCCBs and/or other eligible securities, through one or more modes or combinations thereof, shall not exceed USD 43 Million (US Dollars Forty-Three Million only) or its equivalent in Indian Rupees or any other currency(ies), inclusive of any applicable premium.

4. Relevant Date:

For determining the issue price of the convertible securities, the "Relevant Date" shall, in accordance with the SEBI (ICDR) Regulations, mean:

- The date of the meeting in which the Board or any Committee duly authorized by the Board decides to open the issue of such convertible securities; or
- The date on which the holders of such convertible securities become entitled to apply for the underlying equity shares as may be determined by the Board.

5. Class of Persons to Whom the Securities Will be Offered:

The FCCBs will be offered to such investors, whether existing members or not, as maybe decided by the Board, who are eligible to invest in such securities in accordance with applicable laws, rules, regulations, and guidelines. The proposed allottees may be non-resident investors, including institutional investors, foreign investors, or any other eligible class of persons.

The proposed issue shall be subject to compliance with all applicable laws, rules, regulations, notifications, and guidelines, including those issued by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Ministry of Finance, and other relevant regulatory authorities, each as amended from time to time.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot.

Accordingly, approval of the members is being sought for Issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

Accordingly, approval of the Members is being sought through the Special Resolution set out in Item No. 3 of the accompanying Notice to authorize and empower the Board to create, offer, invite subscriptions for, issue, and allot, from time to time, unsecured and/or secured, listed and/or unlisted Foreign Currency Convertible Bonds (FCCBs), in one or more tranches, for an aggregate amount not exceeding USD 43 Million (US Dollars Forty-three Million Only) or its equivalent in Indian Rupees or other currency(ies), inclusive of any applicable premium.

As the pricing of the offer cannot be determined at this stage, it will be decided at a later time in accordance with applicable regulations, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the LODR Regulations, the Foreign Exchange Management Act, 1999, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, the Framework for Issue of Depository Receipts dated October 10, 2019 issued by SEBI, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended or replaced from time to time.

The resolution is enabling in nature, granting the Board the necessary authority and flexibility to determine the structure, timing, pricing, conversion ratio, and other terms and conditions of the issue; identify investor(s), negotiate and finalize documentation and take all such acts, deeds, and steps as may be required in connection with the proposed issuance, in consultation with lead managers, advisors, and other relevant agencies, and in compliance with all applicable laws and regulations. The equity shares, if any, allotted upon conversion of such securities shall rank pari passu in all respects with the existing equity shares of the Company.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the said resolution.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 3 of the Notice, as it is considered to be in the best interests of the Company and its shareholders.

Item No. 4: To approve for granting loans, giving guarantee, providing security(ies) and/or making investment

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013 by way of special resolution, up to a limit of Rs. 500 (Rupees Five Hundred Crore Only) , as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the members of the Company as Special Resolution.

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

By order of the Board of Directors
ORIENTAL TRIMEX LIMITED

Sd/-
Rajesh Kumar Punia
Managing Director
DIN: 00010289

Place: New Delhi
Date: 26th February, 2026