



Oriental Trimex Limited

(An ISO 9001-2000 Certified Company)

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



September 3, 2019

National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

BSE Limited,
P.J.Towers, Dalal Street,
Mumbai – 400 001.

SUB: NOTICE OF 23rd ANNUAL GENERAL MEETING OF THE COMPANY, ANNUAL REPORT 2018-19 AND INTIMATION OF BOOK CLOSURE AND E-VOTING

Dear sir/Madam,

We wish to inform you that the 23rd Annual General Meeting ('AGM') of the Members of the Company will be held on Saturday, 28th September, 2019 at 09:30 A.M. at Godavari Auditorium-Andhra Association, Delhi (Regd.) 24-25, Lodhi Road, Institutional Area, Delhi-110003.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the Annual Report of the Company for the Financial Year 2018-19, inter-alia, containing the Notice of 23rd AGM.

Pursuant to Regulation 42 of Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, the 22nd September, 2019 to Saturday, the 28th September, 2019 (both days inclusive) for the purpose of AGM.

This is to inform you further that Company has fixed 21st September 2019 as the Cut Off date to determine the Shareholders (holding equity shares of the Company in both electronic and physical form) eligible to cast their vote electronically. The remote e-voting facility shall commence on 25th September 2019 from 9:00 A.M. and close on 27th September 2019 at 5:00 P.M.

This is for your kind information and record.

Thanking you.
For Oriental Trimex Limited


Rajesh Punia
Managing Director
DIN:00010289



Oriental Trimex Limited

(AN ISO 9001-2000 CERTIFIED COMPANY)

23rd Annual Report 2018-2019

Oriental: The Source Of Comprehensive Varieties Of Marble

BOARD OF DIRECTORS

Mr. Rajesh Punia-Managing Director
Mrs. Savita Punia-Whole Time Director
Mr. Baldev Kumar Lakhanpal-Non-Executive Director
Mr. Jitendra Surendra Gupta- Non-Executive Independent Director

Mr. Vivek Seth-Non-Executive Independent Director
Mr. Aditya Gupta-Non-Executive Independent Director (Appointed
w.e.f. 30.05.2019)

CHIEF FINANCIAL OFFICER

Mr. OM Prakash Sharma

STATUTORY AUDITORS

M/s Mehra Wadhwa & Co.
Chartered Accountants,
26/25, 3rd Lloor, Bazar Marg,
Old Rajinder Nagar, New Delhi-110060

INTERNAL AUDITOR

S. Nidhi & Associates
Chartered Accountants

SECRETARIAL AUDITOR

Deka & Associates
Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
New Delhi-110062

BANKERS OF THE COMPANY

The Jammu & Kashmir Bank Limited
Axis Bank Ltd.

WORKS OF THE COMPANY

Unit-1- D-3, Site-V, Surajpur Industrial Area,
Greater Noida, U.P.-India
Unit-2- B(57)(b), SIPCOT Ind. Complex,
Gummidipoondi, Thiruvallur, Tamilnadu
Unit-3- Delhi N.H.-2, P.O- Baidyabati, P.S-Singur,
Dist- Hooghly, West Bengal,

REGISTERED & CORPORATE OFFICE

Oriental Trimex Limited
26/25 Bazar Marg, Old Rajinder Nagar,
New Delhi-110060
Mail id: info@orientaltrimex.com
Website: www.orientaltrimex.com
CIN: L74899DL1996PLC078339

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of **ORIENTAL TRIMEX LIMITED** will be held on Saturday, September 28, 2019 at 09:30 A.M at Godavari Auditorium-Andhra Association, Delhi (Regd.) 24-25, Lodhi Road, Institutional Area, Delhi-110003 to transact the following businesses.

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statement for the Financial Year ended on March 31, 2019, and Reports of the Board of Directors of the company and Auditors thereon.
- To appoint Directors in place of Mr. Baldev Kumar Lakhanpal, who retires by rotation, and being eligible, offers, himself for re-appointment.
- Appointment of M/s. S. AGARWAL & CO, Chartered Accountants, 123, Vinobapuri, Lajpat Nagar-2, New Delhi-110024 (Firm Registration No. 000808N) as Independent Auditors of the Company and to fix their Remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, variation or re-enactment thereof), M/s. S. AGARWAL & CO, Chartered Accountants, (Firm Registration No. 000808N), be and is appointed as Independent Auditors of the Company from 15.11.2019 till the conclusion of the 24th AGM of the Company and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration, based on the recommendation of Audit Committee, including reimbursement of actual out of pocket expenses."

SPECIAL BUSINESS:

- RE-APPOINTMENT OF MR. VIVEK RAMESH SETH AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Ramesh Seth (DIN: 00014054), a Non-Executive Independent Director of the Company, being eligible for re-appointment and in respect of whom the Nomination and Remuneration Committee of the Board has recommended his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years from 27th September, 2019 to 26th September, 2024 and whose period of office shall not be liable to retire by rotation."

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

- APPROVAL FOR BORROWING OF MONEY IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM**

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 180(1)(c) and other applicable provisions of Companies Act, 2013, as amended from time to time and the rules made there under including any statutory modification(s) or re-enactment(s) thereof ("the Act"), and subject to such other approval as may be necessary, the consent of the members be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Committee of Board of Directors), to borrow any sum or sums of moneys, from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, as may be required for the purpose of business of the Company, from one or more Banks, Financial Institutions and or any other lending institutions, Government(s)/ Government Bodies, Company's bankers and/ from any one or more other persons, firms trust and body corporates, by way of term loans, debentures, or any other securities or otherwise including all forms/ types of fund and non-fund based credit facilities, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured provided that the total amount borrowed and outstanding at any time shall not exceed Rs. 100,00,00,000 (Rupees One Hundred Crore only), notwithstanding the fact that money to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up share capital, free reserves (reserves not set apart for any specific purpose) and securities premium of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

- APPROVAL TO CREATE CHARGE ON THE ASSETS OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provision of Section 180(1)(a) and all other applicable provisions of Companies Act, 2013, the consent of the members 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 Committee of Board of Directors) to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking or to mortgage and/or charge, in addition to the mortgages/ charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company to or in favour of the lender(s), agent(s), trustee(s) or any other person whomsoever participating in extending financial assistance for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/investor(s)/agent(s) and/or trustee(s), in respect of the said loans/borrowings/debentures etc."

"RESOLVED FURTHER THAT the Board be and are hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgages and/or charges and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any questions or doubts relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

"RESOLVED FURTHER THAT any one of the Director of the Company, be and is hereby authorized to forward a copy of this resolution and sign and submit such other papers as may be necessary for giving effect to the above resolution."

- APPOINTMENT OF MR. ADITYA GUPTA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

"RESOLVED THAT Mr. Aditya Gupta (DIN: 08460431), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. May 30, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Aditya Gupta who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 30, 2019 to May 29, 2024."

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

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Place: New Delhi
Date : 30.08.2019

Sd/-
Rajesh Punia
Managing Director
DIN: 00010289

NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday September 22, 2019 to Saturday, September 28, 2019 (both days inclusive) for the purpose of this Annual General Meeting.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf. A proxy need not be a member of the company.**
4. **A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.**
5. **A proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.**
6. **Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
8. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
9. Members who have not registered their e-mail address so far are requested to register their email so that they can receive any communication from the Company electronically.
10. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. To Registrar and Share Transfer Agent of the Company- Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3 Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harusukhdas Mandir, New Delhi-110062, in respect of shares in physical form, to notify their change of address/residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
12. Kindly bring your copies of the Annual Report to the meeting
13. **Voting through electronic means**
 - i. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rule 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the members provided with the facility to cast their votes by electronics means on all the resolutions proposed to be considered in this Annual General Meeting. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 21, 2019 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09:00 A.M on Wednesday, September 25, 2019 and ends at 05:00 P.M on Friday, September 27, 2019.
The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter
The instructions for e-voting are as under:
 - (i) The voting period begins at 09:00 A.M on Wednesday, September 25, 2019 and ends at 05:00 P.M on Friday, September 27, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant business of **Oriental Trimex Limited** on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date September 21, 2019 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting user manual for Shareholders available at the website www.evotingindia.com, under help section or contact Shri Rakesh Dalvi, Manager, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (E), Mumbai – 400013., email: helpdesk.evoting@cdslindia.com, Tel: 1800225533

II. Details of Scrutinizer and results of the voting

- a) M/s. Deka & Associates, Practicing Company Secretary (CP No. 14720) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- b) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the meeting unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company.
- c) The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.
15. The investors may contact the Company for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company at the following e-mail address: investors@orientaltrimex.com.

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

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Place: New Delhi
Date : 30.08.2019

Sd/-
Rajesh Punia
Managing Director
DIN: 00010289

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

ITEM NO.4:

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 ('the Act') and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'). Mr. Vivek Ramesh Seth was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 27th September, 2014. Accordingly, his tenure as an Independent Director is upto 26th September, 2019.

The Nomination & Remuneration Committee of the Board of Directors in their meeting held on 14th August 2019, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Vivek Ramesh Seth as an Independent Director for a second term of five consecutive years on the Board of the Company.

The Board of Directors, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, consider that, given his background and experience & contribution made by him during his tenure, the continued association of Mr. Vivek Seth would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint him as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years on the Board of the Company with effect from 27th September, 2019.

Section 149 of the Act and provisions of the Listing Regulations, inter-alia, provide that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of upto five consecutive years on the Board and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for upto two consecutive terms.

The Company has received declaration from Mr. Vivek Seth that he meets the criteria for independence as prescribed under Section 149 (6) of the Act and under the Listing Regulations and in the opinion of the Board, he fulfill the conditions for re-appointment as an Independent Director of the Company as specified in the Act and the Listing Regulations and he is independent of the management.

Copy of draft letter of appointment of Mr. Vivek Ramesh Seth setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company.

Brief resume of Mr. Vivek Ramesh Seth whose re-appointment as an Independent Director is proposed at Item No. 4 alongwith nature of his experience in specific functional areas and names of companies in which he holds Directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 (3) of the Listing Regulations are provided at Note No. 4 of the Notice.

Mr. Vivek Ramesh Seth is interested in the resolution set out at Item No. 4 of the Notice. His relatives may also be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

ITEM NO.5:

The Company may be required from time to time, in the ordinary course of business, to raise funds from various Banks / Institution / Corporate/ individuals. These borrowings may exceed the aggregate of paid-up capital, free reserves and securities premium of the Company thus it is desirable to obtain enabling authorization from the members of the Company under the provision of Section 180(1)(c) and all other applicable provisions of Companies Act, 2013 to borrow from various Banks/ Institution/ Corporate/ Individuals upto a maximum of Rs. 100,00,00,000/- (Rupees One Hundred Crore only), from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution as stated at Item No. 5 of the Notice for approval of the Members of the Company as a Special Resolution.

ITEM NO.6:

Under the provision of Section 180(1)(a) and all other applicable provisions of Companies Act, 2013, an approval of the members of a Company in the general meeting is required for creation of mortgage including mortgage (by way of usufructuary mortgage or mortgage by conditional sale)/charge over the immovable and movable properties of a company, both present and future or to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking of the company.

Your Company may be required to raise funds by way of loans/debentures/ bonds from bank(s), financial institution(s), bodies corporate and others in the ordinary course of its business or to finance its business plans. This may necessitate the Company to mortgage and/or charge any immovable and/or movable properties of the Company, wherever situate, present and future and/ or the whole or substantially the whole of the Company's any one or more undertaking or all the undertakings of the Company. Consent of the Members is being sought for creation of mortgage and/or charge on the properties/asset of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution as stated at Item No. 6 of the Notice for approval of the Members of the Company as a Special Resolution.

ITEM NO.7:

The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mr. Aditya Gupta as an Additional Director under the category of Independent Director with effect from May 30, 2019. Pursuant to Section 161 of the Companies Act 2013, read with applicable articles of the Articles of Association of the Company. He holds office as an Additional Director of the Company up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice pursuant to Section 160 of the Companies Act 2013 from a Member proposing his candidature for the office of Director of the Company at the forthcoming Annual General Meeting. The Board commends to the Members his appointment as a Director of the Company.

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

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

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

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

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

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

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

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Place: New Delhi
Date : 30.08.2019

Sd/-
Rajesh Punia
Managing Director
DIN: 00010289

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Directors	Mr. Baldev Kumar Lakhanpal	Mr. Vivek Ramesh Seth	Mr. Aditya Gupta
DIN	08144265	00014054	08460431
Date of appointment	30/05/2018	06/10/2005	30/05/2019
Date OF Birth	28/07/1959	07/06/1951	02/10/1972
Qualification	Diploma Holder in Instrumentation	IIT holders	B.Com.
Expertise in specific functional areas	Mr. Lakhanpal is associated with Marble industries since 1981. He has extensive experience in managing factory administration, Plant & Machinery maintenance, quality check, training to sales team, plant setup etc. He served many companies on senior position.	35 years experience in same industry and professional consultancy	20 years experience in Corporate financing and consultancy
Relationship between directors and KMP	Not related to any Director or KMP	Not related to any Director or KMP	Not related to any Director or KMP
Directorship held in other company	NIL	Gram Vaani Community Media Private Limited	NIL
Memberships / Chairmanships of the Committee in other companies.	NIL	NIL	NIL
No. of shares held in the Company	NIL	NIL	NIL
No. of Board Meeting attended during the year	6	7	N.A
Remuneration last drawn	Rs. 20,000/-	Rs. 35,000/-	N.A

BOARD'S REPORT**To the Members,**

The Directors have pleasure in presenting before you the 23rd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2019 has been as under
(Rs. In Lakhs)

Particulars	Year ending 31 st March 2019	Year ending 31 st March 2018
Net Income	7514.77	5600.85
EBIDTA	547.48	356.25
Less: Interest	160.21	71.54
Less: Depreciation	147.69	153.41
Profit/Loss before Tax	156.54	131.30
Tax expenses	75.79	636.97
Profit/Loss After Tax	80.78	768.24
Profit/Loss Available for Appropriation	82.13	768.24
Appropriations		
- General Reserves	0.00	0.00
Balance Carried Forward to Balance Sheet	82.13	768.24

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

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

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

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

Business performance of the company is directly related with real-estate sector & infrastructure which has started reviving now. Despite this, the revenue of the company increased by 34.17% in comparison to previous year. The profit of the company before tax is Rs. 156.54 Lacs (last year Rs. 131.30 lacs). The increase in profit due to tax expenses adjustment.

The Financial Statements were prepared as per IND AS from 1st April, 2018.

CHANGE IN THE NATURE OF BUSINESS

There is no Change in the nature of the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT;

There is no such material change and commitment.

DIVIDEND

Your Company has earned a profit but, in view of conservation of financial resources of the Company, your Directors do not recommend any dividend for the financial year under review.

TRANSFER TO RESERVE

The Board does not recommend to transfer any amount to the reserve.

SHARE CAPITAL

During the year under review your company had converted 4700000 remaining warrants (out of 12700000) into equity shares to promoter and non-promoter investors.

The paid up share capital of the company increased from Rs. 23,81,52,080 to Rs.28,51,52,080 consequent to conversion of 4700000 warrants in to equity shares.

BOARD MEETINGS

The Board of Directors duly met seven times during the year on 30.05.2018, 08.06.2018, 18.07.2018, 13.08.2018, 24.08.2018, 14.11.2018 and 07.02.2019 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

DIRECTOR AND KEY MANAGERIAL PERSONNEL

During the Financial Year Mrs. Savita Punia, Whole-time Director DIN:00010311 retired by rotation and offered herself for re-appointment at the Annual General Meeting held on 24.09.2018.

During the Financial Year Mr. Rakesh Takyar and Mr. Amal Kumar Banerjee resigned from the position of Independent Directorship and Mr. Sunil Kumar from Non Executive Directorship of the Company.

Mr. Jitendra Surendra Gupta was appointed as Independent Director and Mr. BK Lakhanpal as Non-executive Director.

Mr. Uday Shankar Prasad resigned from the position of Company Secretary & Compliance Officer w.e.f 22.01.2019.

Your Directors recommend appointment/ reappointment of following Directors: Appointment of Mr. Baldev Kumar Lakhanpal (DIN: 08144265) who retires by rotation and being eligible, offers himself for re-appointment.

Re-appointment of Mr. Vivek Ramesh Seth (DIN: 00014054), Independent Director of the Company, for a second term of five years with effect from 27th September, 2019.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received a declaration from, Mr. Vivek Seth and Mr. Jitendra Surendra Gupta Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

VIGIL MECHANISM AND COMPOSITION OF AUDIT COMMITTEE

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

Name of Director	Designation	Nature of Directorship
Mr. Jitendra Surendra Gupta	Chairman	Non-Executive Independent
Mr. Vivek Seth	Member	Non-Executive Independent
Mr. Rajesh Punia,	Member	Managing Director

DIRECTOR'S RESPONSIBILITY STATEMENT

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

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

STATUTORY COMPLIANCE

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

SUBSIDIARIES, JOINT VENTURES, ASSOCIATES COMPANY

Oriental Trimex Limited has not any Subsidiaries, Associates or Joint Ventures

ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure-I**.

STATUTORY AUDITORS

The Members at their 21st Annual General Meeting (AGM) held on 14th September, 2017 had appointed M/s. Mehra Wadhwa & Co., Chartered Accountants, New Delhi as Independent Auditors of the Company from the conclusion of 21st AGM until conclusion of 26th AGM. The Members at their 22nd AGM held on 24th September, 2018 had ratified the appointment of Independent

Auditors of the Company until the conclusion of 26th AGM. However, they have expressed their unwillingness to continue as Independent Auditors of the Company from 15-11-2019. However, they have expressed their inability due to advancing age of partners and consequent scaling down professional activities by them. Hence, they would discontinue to remain Independent Statutory Auditors with effect from 15.11.2019. The Board, based on recommendation of the Audit Committee, recommended the appointment of M/s S. Agarwal & Co., Chartered Accountants (Firm Regn. No. 000808N) as Independent Auditors of the Company to hold office till conclusion of 24th AGM.

Accordingly, a resolution seeking Members' approval for the appointment of the Independent Auditors is included in the Notice convening the Annual General Meeting.

The Statutory Auditors, M/s S. Agarwal & Co., Chartered Accountants have confirmed that their appointment, if made, will be in accordance with Section 139 of the Companies Act, 2013 and they satisfy the criteria laid down in Section 141 of the Companies Act, 2013.

INTERNAL AUDITOR

M/s. S. Nidhi & Associates (Chartered Accountants), New Delhi performs the duties of Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies Act, 2013, Secretarial Audit Report as provided by M/s. Deka & Associates (COP14720), Practising Company Secretaries is annexed to this Report as **Annexure-II**

MAINTENANCE OF COST RECORDS

Company have maintained the books of accounts pursuant to the rules made by the central government for the maintenance of cost records under section 148(1) of the Companies Act, 2013.

BOARD EXPLANATIONS EVERY AUDITOR QUALIFICATION, RESERVATION OR ADVERSE REMARK

The Auditor's Report contain following qualifications.

The company has not made adequate provision for Doubtful Receivables and advances since the provision has been made at full value of doubtful receivables in case of certain parties and at nil value in case of other parties, according to management perception.

The Board explained that certain parties are not considered doubtful.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in **Annexure-III** to this report.

DETAILS RELATING TO DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment.

The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

INSURANCE

The properties and assets of your Company are adequately insured.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given loans, Guarantees or made any investments during the year under review.

RISK MANAGEMENT POLICY

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process.

CORPORATE SOCIAL RESPONSIBLTY POLICY

Since your Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

BOARD EVALUTION

Pursuant to the provision of the Companies Act, 2013 and SEBI (Listing Obligations Disclosure Requirement) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees. The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.

NOMINATION AND REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has approved a policy for selection, appointment & remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management employees of the Company. The said policy is enclosed as a part of this report as **Annexure - IV**.

REMUNERATION OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) AND PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Key Managerial Personnel (KMP) and Employees of the Company is furnished hereunder:

- (i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year &
- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Sl. No.	Name	Category	Ratio/Times per Median of employee remuneration	% Increase in remuneration
1.	Mr. Rajesh Punia	Managing Director	-	NIL
2.	Mrs. Savita Punia	Whole Time Director	-	NIL
3.	Mr. Jitendra Surendra Gupta	Non-Executive Director	-	NIL
4.	Mr. Vivek Seth	Independent Director	-	NIL
5.	Mr. Om Prakash Sharma	CFO	2.19	16
6.	Mr. Uday Shankar Prasad*	CS	3.06	NIL

*Resigned w.e.f 22.01.2019

The Non-Executive Directors are paid only sitting fees for attending meeting of the Board of Directors and the Committees constituted by the Board.

- (iii) The number of permanent employees on the rolls of Company.

Thirty Four

- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average 9.38% increase in salary employees other than the managerial personnel.

- (v) The remuneration paid to the Directors / Key Managerial Personnel (KMP) is in accordance with the remuneration policy of the Company.

LISTING WITH STOCK EXCHANGES:

The shares of the Company are listed on National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE). The Company has to pay the Annual Listing Fees for the year 2018-2019 to the Stock Exchange where the Company's Shares are listed.

CORPORATE GOVERNANCE:

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance Practices and has implemented all the stipulations prescribed. As per Schedule-V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 a separate section of Corporate Governance together with certificate of Statutory Auditor confirming compliance with the requirements of corporate governance form part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Management Discussion and Analysis Report is enclosed as a part of this report.

INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

PARTICULARS OF EMPLOYEES:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

None of the employees is drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

EMPLOYEE RELATIONS:

Oriental aims at adopting the best practices for accomplishing competitive advantage through people and building profits by putting people first. It endeavors to devise strategies to attract the best talent and to ensure their retention by building trust and encouraging loyalty in them. We believe that to build a sound and growing business in a difficult and complex industry, employees are vital to the Company. Their skills, knowledge, ideas and enthusiasm drive our business. We have also achieved this by giving them development and advancement opportunities along-with competitive compensations and benefits that appropriately reward performance. Pay revisions and other benefits are also designed in such a way to compensate for good performance of the employees of the company. The talent base of your company has steadily increased and your company has created a favorable work environment which encourages innovation and meritocracy. The Company has also set up a scalable recruitment and human resource management process which enables us to attract and retain high caliber employees.

CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE UNDER SEXUAL HARASSMENT OF WOMEN IN WORKPLACE (PREVENTION,

PROHIBITION & REDRESSAL) ACT, 2013

The Company has not appointed any woman employees from last several year therefore company has not constituted Internal Complaints Committee under Sexual Harassment of Women in Workplace (Prevention, Prohibition & Redressal) Act, 2013.

ACKNOWLEDGMENTS & APPRECIATIONS

The Board places on record its appreciation for the continued co-operation and support extended to the Company by the Banks, Stock Exchanges, NSDL, CDSL. The Board wishes to express its grateful appreciation for the assistance and co-operation received from vendors, customers, banks, financial institutions, Central and State Government bodies, auditors, legal advisors, consultants, dealers, retailers and other business associates.

The Board deeply acknowledges the trust and confidence placed by the consumers of the Company and, above all, the shareholders.

The Board of Directors would particularly like to place on record its appreciation for the dedicated efforts of the employees at all levels.

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

Sd/- Rajesh Punia Managing Director (DIN No.00010289)	Sd/- Savita Punia Whole Time Director (DIN No.00010311)
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Place: New Delhi
Date : 30.08.2019

Annexure-I.

MGT 9

Extract of Annual Return

As on 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74899DL1996PLC078339
ii.	Registration Date	22.04.1996
iii.	Name of the Company	Oriental Trimex Limited
iv.	Category / Sub-Category of the Company	Company limited by shares /Non-Government Company
v.	Address of the Registered office and contact details	26/25, Bazar Marg, Old Rajinder Nagar, New Delhi-110060 Tele:011-43100200, 41536970, Fax- 011-25752007, 25816910, Email:info@orientaltrimex.com
vi.	Whether listed company Yes / No	YES
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S Beetal Financial & Computer Services Private Limited, Beetal House, 3 rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062 Tele: 011-29961281, Fax-011-29961284, Email:beetal@beetalfinancial.com,

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the company
Imported Marble/Engineered Marble/Granites	ITC(HS) 68022120 1501,1502	Imported Marble 100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Associate	Subsidiary/	% of shares held	Applicable section
1.			None			

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)-

(i) Category-wise Share Holding

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(1) Indian									0
Individuals/ HUF	5923898	0	5923898	24.87	6223898	0	6223898	21.83	0
Central / State Government	0	0	0	0	0	0	0	0	0
Bodies Corporate	1784308	0	1784308	7.49	1784308	0	1784308	6.26	0
FI/ Banks	0	0	0	0	0	0	0	0	0
Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	7708206		7708206	32.37	8008206		8008206	28.08	0
(2) Foreign									
Individuals (NRI/ Foreign Individuals)	0	0	0	0	0	0	0	0	0

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Bodies Corporate	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of promoter (A)= (A)(1)+(A)(2)	7708206		7708206	32.37	8008206		8008206	28.08	0
(B) Public Shareholding									0
(1) Institutions									0
Mutual Funds/ UTI	0	0	0	0			0	0	0
FI/ Banks	100000	0	100000	0.42	100000	0	100000	0.35	0
Central/ State Government(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
Foreign Institutional Investors	150000	0	150000	0.63	2350000	0	2350000	8.24	0
Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	250000	0	250000	1.05	2450000	0	2450000	8.59	0
(2) Non-institutions									0
Bodies Corporate	1731556	5000000	6731556	28.27	7113145	0	7113145	24.95	0
Individual shareholders holding nominal share capital up to Rs. 2 lakh	4881802	1284	4883086	20.50	4711030	1013	4712043	16.52	0
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3006639	600000	3606639	15.14	5702911	0	5702911	20.00	0
Qualified Foreign Investor	0		0	0	0	0	0	0	0
Any Other (specify)									0
CLEARING MEMBERS	4275	0	4275	0.02	8819	0	8819	0.03	0
HUF	443707	0	443707	1.86	356934	0	356934	1.25	0
NRI	187739	0	187739	0.79	163151	0	163151	0.27	0
Sub-Total (B)(2)	10255718	5601284	15857002	66.58	18055989	1013	18057002	63.32	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	10505718	5601284	16107002	67.63	20505989	1013	20507002	71.92	0
TOTAL (A)+(B)	15813924	5601284	23815208	100	28514195	1013	28515208	100	0

(ii) Shareholding of Promoters

s. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding During the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	
1	Oriental Buildmat Exports Pvt. Ltd	854391	3.59	0.00	854391	3.00	0.00	0
2	Oriental Tiles Ltd.	929917	3.90	0.00	929917	3.26	0.00	0
3	Rajesh Punia	4816314	20.22	0.00	5116314	17.94	0.00	0
4	Savita Punia	1014999	4.26	0.00	1014999	3.56	0.00	0
5	Sunil Kumar	92585	0.39	0.00	92585	0.32	0.00	0
	TOTAL	7708206	32.37	0.00	8008206	28.08	0.00	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Transaction during the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	Date of Transaction	No. of Shares	No of shares	% of total shares of the company
1	Oriental Buildmat Exports Pvt. Ltd	854391	3.59	-	-	-	3.00
2	Oriental Tiles Ltd.	929917	3.90	-	-	-	3.26
3	Rajesh Punia	4816314	20.22	Purchase	300000	5116314	17.94
4	Savita Punia	1014999	4.26	-	-	-	3.56
5	Sunil Kumar	92585	0.39	-	-	-	0.32

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1.	Yogya Wines Pvt Ltd	2500000	8.77	2500000	8.77
2.	Elite Stonetech Pvt Ltd	2500000	8.77	2500000	8.77
3.	Capston Capital Partners	150000	0.53	2350000	8.24
4	Bindesh Kurani	966137	3.39	2200000	7.72
5.	Asset Reconstruction Company (India) Ltd. (Trust Holdings)	1000000	3.51	1000000	3.51

Sl. No.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
6.	Narender Kumar Rastogi	600000	2.10	600000	2.10
7.	Shivmani Vinimay Private Limited	67737	0.24	523184	1.83
8.	Dheeraj Kumar Lohia	269411	0.95	287945	1.00
9.	Bhavesh Shah	199412	0.70	199412	0.70
10.	Mahendra Girdharilal	140967	0.49	175052	0.61

Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1.	Mr. Rajesh Punia At the beginning of the year Purchase At the end of the year	4816314 300000	16.89	5116314	17.94
2.	Mrs. Savita Punia At the beginning of the year At the end of the year	1014999	6.85	1014999	3.56
3.	Mr. Sunil Kumar At the beginning of the year At the end of the year	92585	0.32	92585	0.32
5.	Mr. Vivek Seth At the beginning of the year At the end of the year	0	0	0	0
8.	Mr. Om Prakash Sharma At the beginning of the year At the end of the year	0	0	0	0

INDEBTEDNESS:

Particulars	Secured loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	15,90,00,000.00	7,40,58,291.00	-	23,30,58,291.00
ii) Interest due but not paid	-	4,79,104.00	-	4,79,104.00
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15,90,00,000.00	7,45,37,395.00	-	23,35,37,395.00
Change in Indebtedness during the financial year				
Addition	8,33,00,000.00	-	-	8,33,00,000.00
Reduction	10,57,95,500.00	2,24,29,059.00	-	12,82,24,559.00
Net Change	(2,24,95,500.00)	(2,24,29,059.00)	-	(4,49,24,559.00)
Indebtedness at the end of the financial year				
i) Principal Amount	13,65,04,500.00	5,16,29,232.00	-	18,81,33,732.00
ii) Interest due but not paid	3,31,83,507.00	5,98,880.00	-	3,37,82,387.00
iii) Interest accrued but not due	0	0	-	-
Total (i+ii+iii)	16,96,88,007.00	5,22,28,112.00	-	22,19,16,119.00

REMUNERATION

Sl. No.	Particulars of Remuneration	Mr. Rajesh Punia (M D)	Mrs. Savita Punia (WTD)	Mr. Uday Prashad (CS)	Mr. Om Prakash Sharma (CFO)
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	5,72,769.00	5,01,583.00
2.	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
3.	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
		0	0	5,72,769.00	5,01,583.00

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty Punishment Compounding			NONE		
B. DIRECTORS					
Penalty Punishment Compounding			NONE		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding			NONE		

**Annexure-II
SECRETARIAL AUDIT REPORT**

For the Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
**The Members,
Oriental Trimex Limited
26/25 Bazar Marg,
Old Rajender Nagar,
New Delhi-110060**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oriental Trimex Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

6) Since the company is engaged in the business of processing of marbles therefore there is no other specific law which governed the company.

We have also examined compliance with the regulation of SEBI (Listing Obligations and Disclosure) Requirement, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, there were no actions / events in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, requiring compliance thereof by the Company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads / company secretary / CEO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, and environmental laws.

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We report further that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**FOR DEKA & ASSOCIATES
Company Secretaries**

**CS Santanu Deka
Proprietor
CP NO.14720**

Place: Guwahati
Date: 06.08.2019

**Annexure-III
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION,
FOREIGN EXCHANGE EARNING AND OUTGO ETC:**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

<p>(A) Conservation of Energy:</p> <p>(i) the steps taken or impact on conservation of energy</p> <p>(ii) the steps taken by the company for utilising alternate sources of energy</p> <p>(iii) the capital investment on energy conservation equipment;</p>	<p>Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.</p> <p>NIL NIL</p>
<p>(B) Technology absorption:</p> <p>(i) the efforts made towards technology absorption</p> <p>(ii) the benefits derived like product improvement, cost reduction, product development or import substitution in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)</p>	

(a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof (iv) the expenditure incurred on Research and Development.	NIL
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EXPENDITURE ON R & D

Company has not incurred any expenditure on R & D

FOREIGN EXCHANGE EARNING AND OUTGO

(Rs. In Lacs)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Foreign exchange earned in terms of actual inflows	Nil	Nil
Foreign exchange outgo in terms of actual outflows	48	75

Annexure-IV

NOMINATION AND REMUNERATION POLICY

1. PREAMBLE:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company, this policy on nomination and remuneration of Directors, KMP and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC / Committee") and approved by the Board of Directors of the Company in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and regulation of SEBI (Listing Obligations and Disclosure) Requirement, 2015.

2. OBJECTIVE:

The Objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP and Senior Management. The Key Objectives of the Committee would be:

- 2.1 To guide the Board in relation to appointment and removal of Directors, KMP and Senior Management.
- 2.2 Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and Senior Management.
- 2.3 Formulation of criteria for evaluation of Independent Director and the Board.
- 2.4 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 2.5 To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management.
- 2.6 To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 2.7 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 2.8 To develop a succession plan for the Board and to regularly review the plan.
- 2.9 To assist the Board in fulfilling responsibilities.
- 2.10 To Implement and monitor policies and processes regarding principles of Corporate Governance.

3. DEFINITIONS:

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company both executive and non-executive.

"Key Managerial Personnel (KMP)" means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such other officer as may be prescribed.

"Senior Management" means the personnel of the Company who are members of its core management team excluding Board of Directors comprising

all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT:

A. Appointment Criteria and Qualifications

- (I) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (II) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- (III) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

B. Term / Tenure

(I) Managing Director / Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

(II) Independent Director:

- a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) No Independent Director shall hold office for more than two consecutive terms of upto maximum of five years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

C. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

D. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

E. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. REMUNERATION TO DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / SENIOR MANAGEMENT PERSONNEL:

The Committee to recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management Personnel of the Company.

- a) The Remuneration / Compensation / Commission etc. to be paid to Managing Director, Whole-time / Executive Director, Non-Executive Director / Independent Directors, KMP shall be governed as per applicable provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- b) The Non-Executive / Independent Director may receive remuneration by way of sitting fee for attending the meeting of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- c) The remuneration payable to Senior Management Personnel shall be governed by the Company's HR Policy.

6. DUTIES IN RELATION TO NOMINATION MATTERS:

- The duties of the Committee in relation to nomination matters include:
- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
 - b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the guidelines provided under the Companies Act, 2013;
 - c) Identifying and recommending Directors who are to be put forward for retirement by rotation;
 - d) Determining the appropriate size, diversity and composition of the Board;
 - e) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
 - f) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
 - g) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive

Director as an employee of the Company subject to the provision of the law and their service contract.

- h) Delegating any of its powers to one or more members of the Committee;
- i) Recommend any necessary changes to the Board; and
- j) Considering any other matters, as may be requested by the Board.

7. DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- a) Considering and determining the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) Approving the remuneration of the Senior Management including KMP of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) Delegating any of its powers to one or more members of the Committee.
- d) Considering any other matters as may be requested by the Board.

DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- a) Considering and determining the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) Approving the remuneration of the Senior Management including KMP of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) Delegating any of its powers to one or more members of the Committee.
- d) Considering any other matters as may be requested by the Board.

CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company is committed to good Corporate Governance, which to us means protection of shareholders' rights, enhancement of shareholder value and equitable treatment of all other stakeholders such as customers, suppliers and employees. The Company is committed to reporting financial information transparently, objectively and accurately. A judicious mix of empowerment based on trust and accountability forms the foundation of our management philosophy.

For implementing the Corporate Governance practices, the Company has a well defined policy framework consisting of the following:-

- ❖ Code of conduct and Ethics for Board of Directors and Senior Management personnel;
- ❖ Code of conduct for prohibition of insider trading.
- ❖ Committee of the Board viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee.

2. Board of Directors

(a) The composition of the Board of Directors during Financial Year 2018-19 was as follows

Name of Director	DIN	Designation	Status
Mr. Rajesh Punia	00010289	Managing Director	Promoter & Executive
Mrs. Savita Punia	00010311	Whole Time Director	Promoter & Executive
Mr. Baldev Kumar Lakhanpal	08144265	Director	Non-Executive Non-Independent
Mr. Vivek Seth	00014054	Director	Independent Non Executive
Mr. Jitendra Surendra Gupta	07639095	Director	Independent Non Executive
Mr. Amal Kumar Banerjee*	07722733	Director	Independent Non Executive

*Resigned w.e.f 08.12.2018

The Directors bring to the Board wide range of experience and skills.

(b) Attendance of Directors at Board Meetings, Annual General Meeting and Extra Ordinary General Meeting and details of other Directorship and Membership/Chairmanship of Committee of each Director in various Companies.

Name of Director	Attendance Particulars			Number of other Directorships / Committee Memberships / Chairmanships			
	Board Meeting	Attendance at		Director-ship	Name of the other Listed Company and category of directorship	Committee	
		AGM	EGM			Membership of public Limited Company	Chairmanship of Listed Company
Mr. Rajesh Punia,	07	Yes	-	3	0	-	-
Mrs. Savita Punia	07	Yes	-	2	0	-	-
Mr. Baledv Kumar Lakhanpal	06	Yes	-	0	0	-	-
Mr. Vivek Seth	07	No	-	1	0	-	-
Mr. Jitendra Surendra Gupta	07	Yes	-	1	0	-	-
Mr. Amal Kumar Banerjee	03	No	-	0	0	-	-

(c) Board Committees

The Board has constituted three committees consisting members of the Board. Details of the Committees and other related information are provided hereunder:

Name of Directors	Name of Committee		
	Audit Committee	Nomination and Remuneration Committee	Stakeholder Relationship Committee
Mr. Rajesh Punia,	Yes	No	Yes
Mrs. Savita Punia	No	No	No
Mr. Baldev Kumar Lakhanpal	No	Yes	Yes
Mr. Vivek Seth	Yes	Yes	Yes
Mr. Jitendra Surendra Gupta	Yes	Yes	No
Mr. Amal Kumar Banerjee	No	No	No

(d) Details of Board Meetings

Seven Board Meetings were held during the year, as against the minimum requirement of four meetings. The dates on which meetings were held are 30.05.2018, 08.06.2018, 18.07.2018, 13.08.2018, 24.08.2018, 14.11.2018 and 07.02.2019.

(e) Disclosure of relationships between directors inter-se

Mr. Rajesh Punia, Managing Director of the company is related to Mrs. Savita Punia, Whole Time Director

(f) Number of shares and convertible instruments held by non-executive directors;

NIL

3. Audit Committee

Keeping in view the provisions of section 177 of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the terms of reference of the Audit Committee include the following.

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to: (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013; (b) changes, if any, in accounting policies and practices and reasons for the same; (c) major accounting entries involving estimates based on the exercise of judgment by management; (d) significant adjustments made in the financial statements arising out of audit findings; (e) compliance with listing and other legal requirements relating to financial statements; (f) disclosure of any related party transactions; (g) modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2018-19 are given below:

Name of Director	Designation	Nature of Directorship	Attendance
Mr. Jitendra Surendra Gupta	Chairman	Non-Executive Independent	4
Mr. Vivek Seth	Member	Non-Executive Independent	4
Mr. Rajesh Punia,	Member	Managing Director	4

All the members of the Audit Committee are financially literate and Mr. Rakesh Takyar, Chairman possesses financial/accounting expertise.

The Audit committee met four times during the year on 30.05.2018, 13.08.2018, 14.11.2018, 07.02.2019

4. Nomination and Remuneration Committee

The terms of reference of the committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

The details of the composition of the Nomination & Remuneration Committee are as under:

Name of Director	Designation	Nature of Directorship	Attendance
Mr. Vivek Seth	Chairman	Non-Executive Independent	1
Mr. Rakesh Takyar	Member	Non-Executive Independent	1
Mr. Sunil Kumar	Member	Non-Executive Non Independent	1

During the Financial Year Nomination & Remuneration Committee met on 24.08.2018

Remuneration to Directors

The remuneration paid to Directors for the year ended 31st March 2019 is as follows:-

Non-Executive/Independent Directors:

Name of Director	Designation	Relationship with other Directors if any	Sitting fees	Commission	Total
Mr. Baldev Kumar Lakhanpal	Non Executive Non-Independent Director	-	20,000	-	20,000
Mr. Vivek Seth	Non Executive Independent Director	-	35,000	-	35,000
Mr. Jitendra Surendra Gupta	Non Executive Independent Director	-	55,000	-	55,000
Mr. Amal Kumar Banerjee	Non Executive Independent Director	-	10,000	-	10,000

Managing Director and Whole-time Director

Name of Director	Designation	Relationship with other Directors if any	Salary	Commission	Perquisites and other benefit	Total
Mr. Rajesh Punia	Managing Director	Spouse	-	-	-	-
Mrs. SavitaPunia	Whole-time Director	Spouse	-	-	-	-

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee performs following functions:

- Transfer/Transmission of shares

- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

The Committee comprises of the following persons:

Name of Director	Designation	Nature of Directorship	Attendance
Mr. Vivek Seth	Chairman	Non-Executive Independent	3
Mr. Baldev Kumar Lakhanpal	Member	Non-Executive	3
Mr. Rajesh Punia,	Member	Managing Director	3

The Meeting of the committee was held on 25.07.2018, 12.09.2018 and 14.12.2018

The shares are compulsorily traded in demat mode which effects automatically through NSDL/CDSL. The approval of the Company is required for transfer of shares which are in physical mode. As on 31st March 2019 no share transfer request was pending. All the share transfers and other requirement have been completed during the year in the stipulated time period.

During the year, the Company did not receive any complaint from the investors. The Committee expressed satisfaction with the Company's performance in dealing with the investor grievances.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 07.02.2019 inter alia to discuss:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non- Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS

There have been no materially significant related party transactions (except normal buying and sale of the company's product in its normal course of business with related companies only) with the Company's promoters, directors, the management or relative which may have potential conflict with the interest of the company at large. The necessary disclosures regarding related party transactions are given in Note 22 (7) to the Financial Statements.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company except the composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 for certain period, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as LODR a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach the Audit Committee of the Company to report any grievance, no personnel has been denied access to the Audit Committee.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

7. General Body Meeting

A. Annual General Meetings

Location, date and time of the Annual General Meeting held during the preceding three years are as follow:

Year	Location	Date	Time
2015-16	Mithas Motel & Resort,(Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036	29 th September 2016	9.30 A.M
2016-17	Mithas Motel & Resort,(Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036	14 th September 2017	9.30 A.M
2017-18	Royal Arches, G.T. Karnal Road, Palla Bhaktawarpur, Near Alipur, Delhi-110040	24 th September 2018	9.30 A.M

POSTAL BALLOT

During the year under review, no resolution was passed through Postal Ballot and at present no resolution is proposed to be conducted through Postal Ballot.

B. Extra Ordinary General Meetings

During the year under review, the Company has not conducted any Extra Ordinary General Meeting.

9. CEO/CFO Certification:

Mr. Rajesh Punia, Managing Director and Mr. Om Prakash Sharma, CFO of the Company have certified to the Board.

11. Means of Communication

- The Quarterly Un-audited Financial Results and Annual Financial Results are published in leading national newspapers i.e. Financial Express, Business Standard, Jansatta, Nai Dunia etc. Such results are also displayed on company website <http://www.orientaltrimex.com>
- SEBI Complaints Redressal System (SCORES)**
SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES
- NSE Electronic Application Processing System (NEAPS)**
The NEAPS is a web-based application designed by NSE for corporate. All compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.
- BSE Corporate Compliance & Listing Centre (the 'Listing Centre')**

BSE's Listing Centre is a web-based application designed for corporate. All compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

- (e) The Company has its own website <http://www.orientaltrimex.com> where other information about the Company, LODR including details of familiarisation programmes imparted to independent directors are available.
- (f) The Company keeps on updating its website to provide comprehensive relevant information. The Company believes that all the stakeholders should have access to adequate information about the Company and in today's electronics age website is the best media for such dissemination of information. All information, which could have a material bearing on the share prices, is released at the earliest.
- (g) The Company has not made any formal presentations to the institutional investors or to the analysts during the year.

12. General Shareholders Information

(a) Annual General Meeting

Date : Saturday, 28th September, 2019
 Time : 09.30 A.M.
 Venue : Godavari Auditorium-Andhra Association, Delhi (Regd.) 24-25, Lodhi Road, Institutional Area, Delhi-110003

(b) Financial Calendar

- Financial Year : 1st April to 31st March
- Financial Reporting for First Quarter Result : 2nd Week of August
- Financial Reporting for Second Quarter Result : 2nd Week of November
- Financial Reporting for Third Quarter Result : 2nd Week of February
- Financial Reporting for Fourth Quarter results : 4th Week of April/May
- Financial Reporting for the year ended March 31st 2019 : 4th Week of May 2019
- Annual General Meeting for the year ending March 31, 2019 : 28th September 2019

(c) **Book Closure Period** : Sunday, 22nd September 2019 to Saturday, 28th September, 2019 (Both days inclusive) for the purpose of AGM.

(d) Stock Exchange

The equity shares of the Company are listed with BSE Limited and National Stock Exchange of India Limited. The Company has paid the Annual Listing Fees for the year 2018-2019 to the Stock Exchange where the Company's Shares are listed.

Sr. No.	Name and address of the Stock Exchanges	Trading symbol/ Scrip Code No	Demat ISIN NO. in NSDL/CDSL for Equity Shares
1.	Bombay Stock Exchange Limited, Mumbai	532817	INE998H01012
2.	National Stock Exchange of India Limited, Mumbai	ORIENTALTL	

(e) Market Price Data

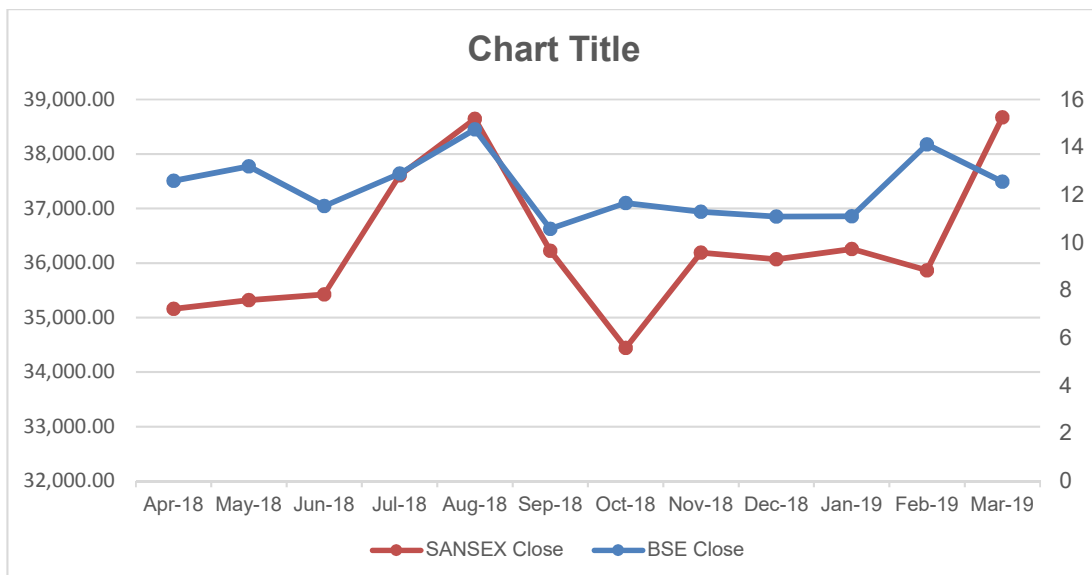
The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The high and low of the market price data of the Equity Shares of the Company for the Financial Year ended 31st March 2019.

(Price in Rs. per share)

Months	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	Month's (High Price)	Month's (Low Price)	Month's High Price	Month's Low Price
Apr-18	15.50	12.06	15.40	11.75
May-18	14.00	10.00	13.90	09.40
June-18	13.93	11.38	13.90	11.25
July-18	13.12	11.12	13.30	11.30
Aug-18	16.95	13.00	16.85	12.65
Sept-18	14.70	10.38	14.85	10.50
Oct-18	11.95	9.00	11.60	09.00
Nov-18	13.68	11.29	13.30	11.10
Dec-18	12.25	10.01	12.40	10.25
Jan-19	13.20	11.00	12.90	10.50
Feb-19	15.70	9.78	15.60	10.40
Mar-19	15.30	12.20	14.90	12.00

*Source: BSE and NSE Website

(f) **Oriental Trimex Limited Share price performance in comparison with BSE Sensex for the period 1st April, 2018 to 31st March, 2019**



(g) Registrar & Share Transfer Agents

M/S Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062
 Tele:011-29961281
 Fax- 011-29961284
 Email : beetal@beetalfinancial.com,
 Website : www.beetalfinancial.com.

(h) Dematerialisation of Shares

The Company has signed a tripartite agreement with NSDL, CDSL to provide for the trading of the shares in dematerialised form. Out of 28515208 Equity Shares of the Company 28514195 Equity Shares are in dematerialized form as on 31.03.2019.

(i) Share Transfer system

The Company's Shares are traded at the Stock Exchanges compulsorily in demat mode. All valid transfers lodged with the Company/Registrar and Share Transfer Agent are processed and returned to the Shareholders within the stipulated period, if the documents are complete in all respect.

(j) Shareholding Pattern as on 31.03.2019

S. No.	Type of Shareholders	No. of Share-holders	No. of Shares %
1.	Promoter and Promoter Group	8008206	28.08
2.	Foreign Portfolio Investros	2350000	8.24
3.	Financial Institutions/Banks	100000	0.35
4.	Body Corporate	7113145	24.95
5.	NRIs/Others	528903	1.85
6.	General Public	10414954	36.53
	Total	28515208	100.00

(k) Distribution of Shareholding (As on 31-03-2019)

Shareholding	Holders	Percentage	No of Shares	Percentage
UP TO 5000	5906	74.63	1100402	3.8590
5001 TO10000	997	12.59	876414	3.0735
10001 TO 20000	480	6.06	788111	2.7638
20001 TO 30000	144	1.81	373923	1.3113
30001 TO 40000	73	0.92	269557	0.9453
40001 TO 50000	79	0.99	381270	1.3371
50001 TO 100000	106	1.33	778967	2.7318
100001 and above	128	1.61	23946564	83.9782
Grand Total	7913	100.00	28515208	100.0000

(l) Office/Plant Locations

Registered & Corporate Office: 26/25, Bazar Marg, Old Rajinder Nagar, New Delhi-110060 Tele: 011-43100200, 202,205,206, Email:investors@orientaltrimex.com, Website: <http://www.orientaltrimex.com>

Plant Locations

1. Marble Processing Units:

- I D-3, Site-V, Surajpur Industrial Area, Greater Noida, UP.
- II B(57)(b), SIPCOT Ind. Complex Gumidipoondi, Thiruvallur, Tamil Nadu
- III-Delhi N.H.-2, P.o- Baidyabati, P.s-Singur, Dist- Hooghly, West Bengal, Pin.-712222.

(m) Address for Investors' Correspondence

For any assistance regarding dematerialization of shares, share transfer, transmissions, change of address, non receipt of dividend or any other query relating to shares, please write to M/S Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062 Tele:011-29961281 Fax- 011-29961284 Email:beetal@beetalfinancial.com, website:www.beetalfinancial.com.

The shareholders may address their communications/ suggestions/ grievances/ queries to:

Oriental Trimex Limited, 26/25, Bazar Marg, Old Rajinder Nagar, New Delhi-110060 Tele : 011-43100200, 202,205,206, Email: investors@orientaltrimex.com

(n) Credit Rating:

Company has neither applied nor obtained credit rating during the year.

(o) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has not appointed any woman employees from last several year therefore company has not constituted Internal Complaints Committee under Sexual Harassment of Women in Workplace (Prevention, Prohibition & Redressal) Act, 2013.

(p) Disclosure about Directors being appointed/ re-appointed

The brief resume and other information required to be disclosed under this section is provided in the Notice of the Annual General Meeting.

n) Management Discussion & Analysis Report

Management Discussion and Analysis Report is set out as separate section of the Board's Report which forms part of the Annual Report.

CEO/CFO CERTIFICATION

To,
The Board of Directors
Oriental Trimex Limited
26/25, Bazar Marg,
Old Rajinder Nagar New Delhi-110060

Dear Sir,

We, Rajesh Punia, Managing Director and OM Prakash Sharma, Chief Financial Officer, responsible for the finance function certified that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 and that to the best of their knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year ended March 31, 2019 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. we have indicated to the Auditors and the Audit Committee
- 1) significant changes in internal control over financial reporting during the year;
 - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Oriental Trimex Limited**

Sd/-

Rajesh Punia

Managing Director

Sd/

OM Prakash Sharma

Chief Financial Officer

Date: 30.05.2019

Place: New Delhi

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board members and senior management of the Company. This code has been posted on the Company's website.

I confirm that the Company has in respect of the financial year ended March 31, 2019, received from the Senior Management Team of the Company and the members of the Board a declaration of compliance with the code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Operating Officer, employees in the cadre of President and General Manager Cadre as on March 31, 2019.

For **Oriental Trimex Limited**

Sd/-

Rajesh Punia,

Managing Director

(DIN No.00010289)

Place: New Delhi

Date: 30.05.2019

Address:

12/10, Old Rajinder Nagar, New Delhi-110060

CERTIFICATE FROM A COMPANY SECRETARY IN WHOLE-TIME PRACTICE ON COMPLIANCE OF CONDITIONS AS STIPULATED IN SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS").

To,
The Members of

Oriental Trimex Limited

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Oriental Trimex Limited having CIN L74899DL1996PLC078339 and having registered office at 26/25, Bazar Marg, Old Rajinder Nagar, New Delhi-110060 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated for the Financial Year ended on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

Ensuring the eligibility for the continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Deka & Associates**

Company Secretaries

Santanu Deka

(Proprietor)

C P No.: 14720

Place: New Delhi

Date : 06.08.2019

To
The Members of
Oriental Trimex Limited

I have examined the compliance of regulation of Corporate Governance by Oriental Trimex Limited (the Company'), for the year ended 31st March 2019, as stipulated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information, and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations except the composition of board of directors for a certain period in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deka & Associates**
Company Secretaries

Santanu Deka
(Proprietor)
C P No.: 14720

Place: New Delhi
Date : 06.08.2019

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development

Marble is a metamorphic rock that forms when limestone is subjected to the heat and pressure of metamorphism. It is composed primarily of the mineral calcite (CaCO₃) and usually contains other minerals such as: clay minerals, micas, quartz, pyrite, iron oxides and graphite.

The global marble market is worth over \$50 Billion, according to a survey. The industry is highly fragmented in terms of products, end uses and suppliers, but its markets can broadly be categorized as construction and decoration, statuary and monuments, furniture and others. Until 2016, EU overall was the dominant producer and exporter of marble, but strong growth in emerging markets, especially in China, Pakistan and India, means that Asia is assuming dominance as a producing and exporting region. In 2016, the world production of marble reached 816 Million Sq.m. The world's top ten natural marble producers include China, India, Iran, Turkey, Italy, Spain, Brazil, Egypt, Portugal and Greece.

Marble is a highly-fragmented industry with a variety of manufacturers ranging from large multinational corporations to small privately owned companies. The top ten producers account for just c 3.76% of the market. Marble can be classified based on the colour. Beige and Cream marbles are assumed to be the most prevalent kind of marble, considering the large stock of beige marble in Europe. The production of black marble, white marble and green marbles are also considerable.

A key variable in the performance of marble producers is raw material costs, specifically the speed at which any increase can be passed through to customers. According to U.S. Geological Survey (USGS), stone resources of the world are sufficient to cater to foreseeable needs. Nevertheless, resources can be limited on a local level or occasionally on a regional level due to the lack of a particular type of stone. Marble resources are mainly located in Italy, China, Turkey, Philippines, France, Brazil, USA, India, Morocco, Austria, Russia, Japan, Portugal and Greece. Italy has abundant resources of high quality marble, positioning the nation as a key marble producer and exporter in the world. Turkey is located at the world's richest natural stone Alps area. There are a mass of marble resources from Anatolia to the Thrace region. The materials of marble include marble blocks, to some companies, marble block can be satisfied with own production, while to others, marble blocks have to be purchased from other suppliers. The price of marble tile follow the marble block price, with a lag, and movements can inject volatility into producer margins. In general, most producers structure the majority of their contracts to include a 'pass through' clause that smooth the impact.

The largest consumption area of marble is Europe, which accounted for 29.05% of world marble consumption in 2016. The consumption of marble in USA, India and China are also considerable. The global marble production value will increase to 64 Billion USD in 2023, from 52 Billion USD in 2016. It is estimated that the global marble demand will develop with an average growth rate of around 3.01% in terms of revenue from 2106 to 2023.

The worldwide market for Marble is expected to grow at a CAGR of roughly 3.0% over the next five years, will reach 62100 million US\$ in 2024, from 52000 million US\$ in 2019, according to a new GIR (Global Info Research) study.

Presently, despite recession trend in construction industry, the import of marble and marble products including Travertine etc has increased up to Rs. 2,02,967.03 million in F.Y. 2018-19 as per the records available with Ministry of Commerce, Govt. of India. If we compare this figure of F.Y. 2018-19 with Rs.74,362.08 of F.Y. 2009-10 then we will find that the import was just 40% in earlier years in comparison to present imports. Earlier the natural stones like marble were considered as luxury product whereas during these years there is mass consumption of these products in residential houses, apartments, farm houses, hospitals, hotels & shopping malls etc. The consumption has increased due to prosperity among middle class in society and in tier-2 and tier-3 Cities. India has shortage of raw materials and therefore the only solution lies in imports. Natural stones are the essential ingredient for good and long lasting construction. Natural stones are strong, durable which make them lasting and popular building material. These have been used for thousands of years in both interior and exterior applications. Being hard in nature, these are resistant to staining and have excellent moisture repellent quality. There are many alternate products like porcelain tiles and quartz stones but natural stones give altogether a different feel and ambience.

THE INDIAN CONSTRUCTION MARKET

An extended survey, by Hina Latif, prepared for The Big 5 Construct India about the construction market of India is presented in The big 5 hub.

The report states: \$1.3 trillion India's current GDP, the economy is predicted to grow by 10% per annum by 2020, with a savings rate of 37% India's domestic savings fuel most of its investment requirements, 10% of India's GDP is based on construction activity, 7-8% construction industry growth in the next 10 years, \$1 trillion – investment in infrastructure (2012-2017), \$ 650 billion – investment in urban infrastructure in the next20 years, \$ 250 billion- investment in the power sector (2015-2020), Indian stock market has generated investment returns of over 15% per annum for the last 10 years and experts expect this rate to increase in the next decade.

OPPORTUNITY AND THREATS

While the long awaited construction boom in India is nowhere on the horizon, there is some improvement in construction activity in some parts of the vast country. Bangalore and its surrounding area, the NCR (National capital region) and some other cities are places where stone people are selling more than before. But there are also thousands of unsold up market flats in buildings in major cities like Mumbai, Delhi NCR and many building companies are in serious financial trouble. A nationwide construction boom is still some years away.

The disruptive effects of implementation of the GST are now gradually ebbing and the reduction of the tax rate for finished marble from 28% to 18% has brought some relief to the industry.

The imports of marble blocks have increased dramatically since the liberalisation of import policy. Greater competition due to the entrance of many more Indian companies selling imported marble has meant there has also been a decline in retail prices. The export oriented granite industry continues to struggle, due to ever increasing competition from artificial stone.

The Indian stone industry is steadily becoming more inward looking. Till a decade ago it was exports that determined the growth and investment of the stone companies. Now it is the local market that has become the main motor for growth of most stone companies.

Segment-wise or product wise-performance

The company operates in single segment "flooring Product Segment". It undertakes trading and processing of imported marbles. The main products of company are marble slab, marble tiles and cut to sizes slabs as per specification of the buyer.

ORIENTAL TRIMEX LIMITED

The Company's performance during last 3 years is as follows::

Year	Turnover (Rs. in Millions)	Increase in %
2016-17	574	13%
2017-18	545	-5%
2018-19	727	33%

Business performance of the company is directly related with real-estate sector & infrastructure. Presently the market conditions in these sectors are very slow because of sluggish market conditions. However, company has started improving its sales from previous financial year, by concentrating more on working with dealers and few developers only.

Outlook

Company being for long time in this business has contacts with many dealers/ shopkeepers of marble in various cities. These dealers keep on visiting and buying which may not happen in every month but on alternate month basis, hence this is one channel available to the company for sales of its product. There are few dealers' franchisees to whom company initially helped them in establishing their business in their initial stages who keep on exclusively buying for their requirements from company. Company has its devoted team of marketing people for retail and project sales. In past, company has dealt with all developers in India so as and when, there is a requirement from their side on receiving such information, company's marketing staff starts follow-up with their purchase department, arrange their visit to our factories and finalise the transaction. Participation in exhibition and other platforms are also additional ways to reach customers.

As such company has no capex plan in near future. However, company have future plan to export its products in Middle East countries for which company was in touch with various buyer and project people in past two years. Company will make exports from its units near Kolkata and Chennai.

Since International airport at Jewar in Greater Noida has been approved by Union Cabinet and now tenders have been invited, company's one unit being in near proximity, it will be in advantageous situation for company. Further, announcement of 100 smart cities in Union Budget will certainly going to help this industry.

Risk impact

Recent global meltdown in realty and housing sector and Industry downturns might impede infrastructure development in user industries like real estate, SEZs, industrial, urban infrastructure, aviation, adversely affecting the Company's business and earnings.

Risk mitigation

Over the last several decades, the Indian marble and granite industry has been greatly modernized to meet global standards. Natural and Engineered/Fabricated stones, sculptures and monuments processed in India have been used in large scale by the large infrastructure companies has immensely helped in revival of the marble and granite industry in India. Company's all three units have state of art imported machineries and further company has started to focus on development work and also retail customers.

Risk measurement

The Company's share in the premium quality marble flooring industry is likely to increase considerably as it is the only company having processing units in National capital Region very near to Delhi. Similarly, one of few units in or around Chennai and Kolkata.

Internal Control Systems & their adequacy

The Company has state of art marble processing plant at Greater Noida in Uttar Pradesh, Gumidipoondi in Tamilnadu and Singur in West Bengal, which are comparable to the best in the Country, equipped with requisite machinery. A strict 100% inspection system is adapted right from selection of rough blocks to final inspection. The Company maintains best quality standards to meet the ever changing expectations of buyers country-wide, be it in terms of product quality or delivery.

The Company's processes are ISO certified and it is a member of the Chemicals and Allied Products Export Promotion Council, Associated Chamber of Commerce and Industry of India, Federation of Indian Granite and Stone Industry, All India Granites and Stone Association, Centre for Development of Stones and CAPEXIL.

The Company is having Internal Audit System, Which derive the scope and authority from the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of internal control.

Statutory Compliance

On obtaining confirmation from the various units/departments of the Company of having complied with all the statutory requirements, a declaration regarding compliance with the provisions of the various statutes is made by the Managing Director at each Board Meeting. The legal & secretarial department of the Company ensures compliance with SEBI regulations, provisions of the LODR. The Compliance Officer for prevention of insider trading ensures compliance with the Company's Guidelines on Insider Trading.

Contingent Liabilities

Details of contingent liabilities are given in Note 22 to the Notes on Balance Sheet and Profit and Loss Account.

Material developments in Human Resources/Industrial Relations front, including number of people employed.

The key personnel manning the marble processing unit, mining operations in Orissa, Marketing, Finance, Legal, Planning are technically and professionally qualified. Continuous in-house training programs are conducted in various disciplines, which help in achieving the organizational growth in right direction. The Company maintains cordial relation with its employees and takes all possible care for their welfare.

Shareholder value commitment and philosophy

The Company expects to protect and enhance shareholder value through several initiatives. The comprehensive nature of the Company's financial and business disclosures reflect its increasing transparency.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates including changes in the Government regulations, tax laws.

MEHRA WADHWA & CO.
Chartered Accountants

26/25, Bazar Marg,
Old Rajinder Nagar,
New Delhi - 110 060.
Ph: 25739582 25813730

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF ORIENTAL TRIMEX LIMITED

REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

We have audited the accompanying Ind AS financial statements of ORIENTAL TRIMEX LIMITED which comprise the Balance Sheet as at 31st March, 2019, the statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow statement and the Statement of Changes in Equity for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS Financial Statements")

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate financial internal controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal financial control relevant to the Company's preparation of the Ind AS financial that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Ind AS financial statements.

BASIS FOR QUALIFIED OPINION

The Company has not made adequate provision for Doubtful Receivables and Advances since the provision has been made at full value of doubtful receivables in case of certain parties and at nil value in case of other parties, according to management perception. (Refer Note 6.2 & 9.1)

OPINION

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date

OTHER MATTER

The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by another auditor, whose reports

for the years ended 31st March, 2017 and 2016 expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure - A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law, have been kept by the company so far as appears from our examination of the books;
 - c) The Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement AND Statement of Changes in Equity dealt with in this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate report in Annexure - B.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 22 (I) (A).
 - (ii) The Company has not entered into any long term contracts including derivative contracts, requiring provision under the applicable law or accounting standards, for material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **MEHRA WADHWA & CO.**
Chartered Accountants
(FRN : 004749N)

NEW DELHI
MAY 30, 2019

ROHIT WADHWA, F.C.A.,
(Partner)
Mem. No.: 083100

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- 1) a) The Company is in the process of updating its records showing full particulars including quantitative details and situation of its fixed assets.
- b) We are informed that physical verification of the assets was conducted by the management at reasonable intervals in a phased manner and no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us, the title deeds of immovable properties of the Company are held in the name of the Company.
- 2) a) We are informed that stocks of finished goods, stores, spare parts and raw material have been physically verified by the management at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the discrepancies noticed on physical verification of stocks as compared to book records were not material and the same have been adequately dealt with in the books of account.
- 3) a) Except for certain advances, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- b) The advances are interest free and receivable on demand. Therefore, there is no question of receipt of principal and interest.
- c) There is no overdue amount.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

Annexure - A to the Auditors Report Contd..... 2

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie, the specified accounts and records have been made maintained. We have not, however, made a detailed examination of the same.
- 7 a) According to the records of the Company, the Company is generally irregular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax cess and any other statutory dues, whichever are applicable, with the appropriate authorities.

The extent of the arrears of undisputed outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable

Nature of Statutory Dues	Year Ended	Year Ended
	31.03.2019 (Rs. in Lacs)	31.03.2018 (Rs. in Lacs)
Provident Fund	25.61	17.01
Employee State Insurance	3.55	2.16
Income Tax/TDS	114.52	110.72
Sales Tax	152.11	152.11
Other Dues	5.29	6.48
	<u>301.08</u>	<u>288.48</u>

- b) According to the records of the Company, the dues outstanding of income tax, sales tax, wealth tax, service tax, custom duty, excise duty and cess on account of any dispute, are as follows:

Particulars	Amount	Forum where pending	Deposit
	(Rs. in Lacs)		(Rs. in Lacs)
Sales Tax (Tax/ Penalty/Interest)	214.72	Commissionerate/AO/ Tribunal	4.15
TDS (Short Deduction/ Interest/ Penalty for late deposit of TDS)	20.08	CIT(A)	-
FY: 2010-11			
Custom Duty (Tax/ Penalty/Interest)	22.30	Tribunal	-

- 8 The company has defaulted in repayment of dues to banks and financial institutions as detailed hereunder. Period and amount of continuing default as on the balance sheet date in repayment of loans and interest is stated below.

SECURED SHORT-TERM BORROWINGS 2018-19 2017-18

Loans Repayable on Demand		
- From other than banks (ARCIL) (Rs. in Lacs)	532.05	532.05
- Period of Default (months)	21 to 26	9 to 15

- 9 During the year, there were no moneys raised by way of initial public offer or further public offer and term loans.
- 10 Based on audit procedures performed and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.
- 11 In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- 12 In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) are not applicable to the Company.
- 13 According to the information and explanations given to us and based on our examination of the records of the Company, transactions entered into by the Company with the related parties are in compliance with Section 177 of the Act.

During the year, the company has entered into transactions of purchases, sales of goods and advances from/to related parties exceeding rupees one crore. The purchase, sale and advance given is in the normal course of business of the Company. We are unable to comment whether such transactions have been carried out at arm's length price, considering the quality, time of delivery and other parameters of the goods, being a technical matter. However, the management has certified that all the purchases and sales from/to related parties are at arms length price.

All the details have been disclosed in the financial statements as required by the applicable accounting standards.

- 14 During the year, the Company has made a preferential allotment of equity shares through conversion of warrants during the year. In our opinion and to the best of our information and according to the explanations given to us by the management, the requirements of section 42 of the Companies Act, 2013 have been complied with and the amounts raised have been used for the purpose for which the funds were raised.
- 15 In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with the Directors.
- 16 In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

For **MEHRA WADHWA & CO.**

Chartered Accountants
(FRN : 004749N)

ROHIT WADHWA, F.C.A.,
(Partner)

Mem. No.: 083100

NEW DELHI
MAY 30, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

ASSETS		NOTE NO.	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31.03.18 Rs. (in Lacs)
(1) Non-current Assets				
(a)	Property, Plant and Equipment	2	4,675.20	4,819.47
(b)	Capital Work-in-progress		-	-
(c)	Financial Assets			
	- Security deposits	3	37.25	35.57
(d)	Deferred Tax Assets (Net)		553.93	619.89
(e)	Other Non-current Assets	4	81.59	57.00
	Total Non-Current Assets		<u>5,347.97</u>	<u>5,531.93</u>
(2) Current Assets				
(a)	Inventories	5	3,838.74	2,075.55
(b)	Financial Assets			
	(i) Trade Receivables	6	2,734.45	2,837.86
	(ii) Cash and Cash Equivalents	7	13.55	64.53
	(iii) Bank Balances Other Than (ii) above	8	53.86	44.66
(c)	Other Current Assets	9	984.99	1,294.83
	Total Current Assets		<u>7,625.60</u>	<u>6,317.44</u>
TOTAL - ASSETS			12,973.57	11,849.36

EQUITY AND LIABILITIES

EQUITY

(a)	Equity Share Capital	10	2,851.52	2,381.52
(b)	Other Equity	10	4,974.44	4,946.51
	Total Equity		<u>7,825.97</u>	<u>7,328.03</u>

LIABILITIES

(1) Non-current Liabilities				
(a)	Financial Liabilities			
	- Borrowings		833.00	332.00
(b)	Provisions		16.31	12.91
	Total-Non current liabilities		<u>849.31</u>	<u>344.91</u>

EQUITY AND LIABILITIES

LIABILITIES

EQUITY AND LIABILITIES		NOTE NO.	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31.03.18 Rs. (in Lacs)
(2) Current Liabilities				
(a)	Financial Liabilities	12		
	(i) Borrowings		1,048.34	1,330.58
	(ii) Trade Payables		2,071.19	911.97
	(iii) Other Financial Liabilities		1,084.72	1,426.01
(b)	Other Current Liabilities		61.92	479.15
(c)	Provisions		0.93	4.29
(d)	Current Tax Liabilities (Net)		31.20	24.41
	Total Current Liabilities		<u>4,298.30</u>	<u>4,176.42</u>
TOTAL - EQUITY AND LIABILITIES			12,973.57	11,849.36

Significant accounting policies

Other Notes on account

1

22

The accompanying notes form an integral part of these financial statements

As per our report of even date.
For **MEHRA WADHWA & CO.**
Chartered Accountants
(FRN : 004749N)

SD/-
ROHIT WADHWA, F.C.A.,
(Partner)
Mem. No.: 083100

NEW DELHI
May 30, 2019

For and on behalf of the Board of Directors

SD/-
Rajesh Punia
DIN00010289
Managing Director

SD/-
Savita Punia
DIN00010311
Director

SD/-
Om Prakash Sharma
CFO

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST MARCH, 2019

PARTICULARS		NOTE NO.	YEAR ENDED 31.03.19 Rs. (in Lacs)	YEAR ENDED 31.03.18 Rs. (in Lacs)
I	Revenue from Operations	13	7,267.89	5,446.69
II	Other Income	14	246.88	154.16
III	Total Revenue		7,514.77	5,600.85
IV	Expenses			
	Cost of Materials Consumed	15	129.74	272.15
	Purchases of Stock-in-Trade		7,992.75	4,516.91
	Change in Inventories of Fin. Goods, WIP and			
	Stock in Trade	16	(1695.44)	(343.56)
	Manufacturing Expenses	17	104.71	170.05
	Employee Benefit Expense	18	120.27	105.46
	Finance Cost	19	160.21	71.54
	Other Expenses	20	315.26	156.07
	Depreciation and Amortisation Expense	5	147.69	153.41
	Total Expenses		7,275.19	5,102.03
V	Profit before Exceptional items and Tax (III-IV)		239.59	498.82
VI	Exceptional Items (Net)	21	(83.05)	(367.52)
VII	Profit before Tax (V-VI)		156.54	131.30
VIII	Tax Expense			
	- Current Tax		34.29	28.37
	- Deferred Tax		65.96	(619.89)
	- Income Tax for earlier years		2.73	1.15
	- Excess Provision for tax written back		(27.19)	(46.60)
			75.78	(636.97)
IX	Profit/(Loss) for the year from Continuing Operations (VII-VIII)		80.75	768.27
X	Profit/ (Loss) for the year from Discontinuing Operations		-	-
XI	Tax Expenses of Discontinuing Operations		-	-
XII	Profit/ (Loss) from Discontinuing Operations (after tax) (X-XI)		-	-
XIII	Profit /(Loss) for the year (IX+XII)		80.75	768.27
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		1.38	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the period (XIII+XIV) (Comprises Profit (Loss) and other comprehensive income for the period)		82.13	768.27
XVI	Earning Per Equity Share (for continuing operation)			
	(1) Basic			
	- Before Exceptional Items (in Rs)		0.57	7.18
	- After Exceptional Items (in Rs)		0.29	4.86
	(2) Diluted			
	- Before Exceptional Items (in Rs)		0.57	3.98
	- After Exceptional Items (in Rs)		0.29	2.69
XVII	Earning Per Equity Share (For discontinuing operation)			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earning Per Equity Share (For Continue & discontinuing operation)			
	(1) Basic			
	- Before Exceptional Items (in Rs)		0.57	7.18
	- After Exceptional Items (in Rs)		0.29	4.86
	(2) Diluted			
	- Before Exceptional Items (in Rs)		0.57	3.98
	- After Exceptional Items (in Rs)		0.29	2.69

Significant accounting policies

1

Other Notes on account

22

The accompanying notes form an integral part of these financial statements

As per our report of even date.

For and on behalf of the Board of Directors

For MEHRA WADHWA & CO.

Chartered Accountants
(FRN : 004749N)

SD/-
Rajesh Punia
DIN00010289
Managing Director

SD/-
Savita Punia
DIN00010311
Director

SD/-
ROHIT WADHWA, F.C.A.,
(Partner)
Mem. No.: 083100

SD/-
Om Prakash Sharma
CFO

NEW DELHI
May 30, 2019

CASH FLOW STATEMENT

Particulars	FY - 2018-19 Rs. (in Lacs)	FY - 2017-18 Rs. (in Lacs)
A) Cash Flow from Operating Activities :		
Net Profit before tax	157.92	131.27
Adjustments for :		
a) Depreciation	147.69	153.41
b) Loss (Profit) on sale of fixed assets	20.70	0.00
c) Write Offs - Preliminary Expenses	2.60	2.60
d) Write Offs - Sundry Debtors	62.35	1706.28
e) Write Backs - Borrowings	0.00	(1600.93)
f) Provision for Gratuity	0.03	2.11
g) Interest Income	(5.90)	(4.03)
h) Exchange Gain	(0.13)	0.00
i) Exchange Loss	0.00	4.22
j) Interest Expense	160.21	71.54
	387.55	335.20
Operating Profit before Working Capital Change	545.47	466.47
Adjustments for :		
a) Non current financial assets - Security deposits	(1.68)	0.00
b) Current financial assets - Inventories	(1763.19)	56.67
c) Current financial assets - Trade Receivables	41.05	(2024.97)
d) Current financial assets - Other current assets	(231.89)	160.99
e) Current financial liabilities - Trade payables	1159.21	596.08
f) Current financial liabilities - Other financial liabilities	322.58	(146.63)
g) Current financial liabilities - Other current liabilities	(6.23)	6.81
	(480.14)	(1351.04)
Cash generated from Operations	65.32	(884.58)
Net Prior year adjustments	-	-
Taxes Paid	(26.09)	(22.81)
Net Cash from (used in) Operating Activities	39.23	(907.39)
B) Cash Flow from Investing Activities :		
a) Sale (Purchase) of Fixed Assets	110.03	0.00
b) Purchase of Fixed Assets	(3.43)	(0.89)
c) Advance against Sale of Fixed Assets	0.00	411.00
d) Interest Received	5.90	4.03
e) Balance Held as Margin Money	(9.19)	(2.80)
Net Cash from (used in) Investing Activities	103.31	411.34
C) Cash flow from Financing Activities :		
a) Interest Paid	(160.21)	(71.54)
b) Exchange Gain	0.13	0.00
c) Exchange Loss	0.00	(4.22)
d) Proceeds from Long Term Borrowings (Net)	(167.00)	210.00
e) Proceeds from Short Term Loans (Net)	(282.25)	(862.96)
f) Proceeds from Issue of Equity Shares	470.00	900.00
g) Proceeds from share warrants/application money	(176.40)	176.40
h) Proceeds from securities premium	122.20	208.00
i) Preliminary Expenses	0.00	(12.99)
Net Cash from (used in) Investing Activities	(193.53)	542.68
Net increase in Cash & Cash Equivalents (A+B+C)	(50.99)	46.63
Opening balance of Cash and Cash equivalent	64.54	17.91
Closing balance of Cash and Cash equivalent	13.55	64.54

As per our report of even date.

For **MEHRA WADHWA & CO.**
Chartered Accountants
(FRN : 004749N)

SD/-
ROHIT WADHWA, F.C.A.,
(Partner)
Mem. No.: 083100

NEW DELHI
May 30, 2019

For and on behalf of the Board of Directors

SD/-
Rajesh Punia
DIN00010289
Managing Director

SD/-
Savita Punia
DIN00010311
Director

SD/-
Om Prakash Sharma
CFO

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2019

A. EQUITY SHARE CAPITAL

(Amount figure in lacs)

	31st March, 2019		31st March, 2018	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the reporting period	2,38,15,208	2,381.52	1,48,15,208	1,481.52
Add: Issued during the year				
- Against preferential issue of warrants	47,00,000	470.00	80,00,000	800.00
- Against restructuring of loans to ARCIL	-	-	10,00,000	100.00
Balance at the end of the reporting period	2,85,15,208	2,851.52	2,38,15,208	2,381.52

B. OTHER EQUITY

(Amount figure in lacs)

Particulars	Reserves and Surplus			Money Recd. Agst. Share Warrants	Revaluation Surplus	Total
	Securities Premium Reserve	General Reserve	Retained Earnings			
Balance as on 01.04.2017	3,120.32	661.36	(2,693.79)	-	-	1087.89
Total Comprehensive Income for the year	-	-	768.24	-	-	768.24
Revaluation reserve created during the year	-	-	-	-	2,705.98	2705.98
Received during the year	208.00	-	-	1,184.40	-	1392.4
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Allotment against warrants	-	-	-	(1,008.00)	-	(1,008.00)
Balance as on 31.03.2018	3,328.32	661.36	(1,925.55)	176.40	2,705.98	4946.51
Balance at the beginning of the reporting period	3,328.32	661.36	(1,925.55)	176.40	2,705.98	4946.51
Total Comprehensive Income for the year	-	-	82.13	-	-	82.13
Revaluation reserve created during the year	-	-	-	-	-	-
Received during the year	122.20	-	-	415.80	-	538.00
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Allotment against warrants	-	-	-	592.20	-	592.20
Balance at the end of the reporting period	3,450.52	661.36	(1,843.42)	-	2,705.98	4974.44

As per our report of even date.

For **MEHRA WADHWA & CO.**
Chartered Accountants
(FRN : 004749N)SD/-
ROHIT WADHWA, F.C.A.,
(Partner)
Mem. No.: 083100NEW DELHI
May 30, 2019

For and on behalf of the Board of Directors

SD/-
Rajesh Punia
DIN00010289
Managing DirectorSD/-
Savita Punia
DIN00010311
DirectorSD/-
Om Prakash Sharma
CFO

NOTES ANNEXED TO AND FORMING A PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

CORPORATE INFORMATION

Oriental Trimex Limited was incorporated as a Private Limited Company on 22nd April 1996 under the provisions of companies Act, 1956. The Company was converted into Public Company on February 06, 2001. The Company is engaged in the business of trading and processing of marble and mining of granite. The Company's marble processing units are located at Greater Noida in NCR, at Singur near Kolkata and Gumidipoondi near Chennai. All the processing facilities of the Company are fully integrated processing facilities equipped with state-of-the-art machineries namely Gangsaws, automatic Resin Lines with robotic feeds, imported automatic Line Polishers and imported Grinding Machines. Apart from three marble processing units, the Company has a small granite processing unit in the state of Orissa. The Company has three granite quarries in the state of Orissa at Rairangpur, Behrampur and Palli which are under development. The Company has its own marketing outlets at New Delhi, Chennai, Greater Noida & Khushkhera. Oriental Trimex Limited is one of the highly spread and expanded marble processing Company's in India. The Company had gone public in 2007 and is listed with National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).

NOTE - 1 : SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements of the company have been prepared on accrual basis under the historical cost convention in accordance with the generally accepted accounting principles (GAAP). GAAP comprises of Indian Accounting Standards (Ind AS) as specified in section 133 of the Companies Act, 2013, pronouncements of regulatory bodies applicable to the Company and other provisions of the Act.

The financial statements up to year ended 31st March, 2017 were prepared in the accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is April 01, 2017.

b) Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) and other relevant provisions of the Act.

c) Inventories

Inventories are valued at lower of cost as per moving weighted average price or net realizable value, after providing for obsolescence and other losses, wherever considered necessary. Cost includes all relevant charges in bringing the goods to the point of sale. Work in progress and finished goods include appropriate proportion of overheads.

Inventories of stores and spare parts are valued at lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

d) Property, plant and equipment

Hitherto, all property, plant and equipment were stated at historical cost less accumulated depreciation and accumulated impairment losses. However, this year, on transition to Ind AS, the management has decided to revalue the freehold/leasehold land at the fair market value.

However, all the other assets continue to be valued at historical cost less accumulated depreciation, etc. as earlier.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes the purchase price, non-cancellable duties and taxes and directly attributable costs of bringing the assets to their working condition.

Properties, plant and equipment under construction/erection are carried at cost and shown as capital work in progress, less any recognized impairment loss. Pre-operative expenditure during construction/trial run of new project, net of sales during trial runs and income earned by way of interest for temporary parking of funds earmarked for construction of an asset, are separated from normal revenue heads and allocated to the appropriate assets head under construction and shown as capital work-in-progress and allocated on an appropriate basis to fixed assets on commissioning.

Transition to Ind AS

On transition to Ind AS, the Company has elected to revalue its land at fair market value. Apart from this, the Company has decided to continue with the carrying value of all its other property, plant and equipment recognized as at 1st April, 2017 measured as per GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

e) Depreciation :

Depreciation is provided on fixed assets on the straight line method based on useful life of the assets specified in Schedule II of the Companies Act, 2013.

f) Leases

Operating Leases : Rental are expensed with reference to lease terms and other considerations. The Company has taken commercial / residential premises under cancelable operating leases. The lease agreements are

usually renewable by mutual consent on mutually agreeable terms. The expenses in respect of operating leases are accounted for as Other Expenses in the Balance Sheet.

g) Revenue Recognition :

Sales of products are recognized when the products are shipped and are stated inclusive of excise duty but net of sales tax, trade discounts and sales returns.

Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

The Company generally follows mercantile system of accounting and all income and expenditure items having a material bearing on the financial statements are recognized on accrual basis.

g) Foreign Currency Transactions :

(i) Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction.

(ii) Gains/losses arising out of fluctuation in the exchange rates are recognized in the period in which they arise.

(iii) Monetary assets and liabilities denominated in foreign currency are translated at the relevant rates of exchange prevailing at the year end and the resultant gain or loss is recognized in the Statement of Profit and Loss, except in the case of gain where significant uncertainties exist in relation to the actual realization.

(iv) Premium / discount on forward exchange contracts (including options), which are not intended for trading or speculation purposes, are amortized over the period of the contract. There are no outstanding forward exchange contracts (including options) as at the Balance Sheet date.

(v) Any profit or loss arising on cancellation or settlement of forward exchange contracts (including options) is recognized as income or expense of the year.

h) Employees' Retirement and Other Benefits

Company's contribution to provident and other funds is accounted for on accrual basis and charged to Profit and Loss Account. Provident Fund is accrued on monthly basis and is deposited with the "Statutory Provident Fund". The Company's contribution is charged to the Statement of Profit and Loss Account.

Till last year, provision for unutilized leave benefits was made on accrual basis. Liability for leave encashment benefit is accounted for on the assumption that such benefits are payable to all employees at the end of accounting year. However, this year, the management has decided to not grant any leave encashment from current year onwards and the employees should avail of all leave entitled.

Gratuity liability is provided for on the basis of actuarial valuation. Actuarial gains and losses are recognized in full in the Profit and Loss Account for the period in which they occur.

i) Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets prior to commencement of commercial production are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

j) Miscellaneous Expenditure

Miscellaneous Expenditure shall be amortized over a period of five years from the year of the commencement of commercial production.

k) Events occurring after Balance Sheet date :

Significant events occurring after the Balance Sheet date have been considered in the preparation of financial statements.

l) Taxes on Income

Provision for Current tax has been determined as per provisions of the Income Tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Minimum Alternate Tax (MAT) credit is recognized as an asset when there is convincing evidence that the Company will pay normal Income Tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of statement of profit and loss and shown as MAT Credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not reasonable certain that the Company will pay normal income tax during the specified period.

m) Impairment of property, plant & equipment and intangible assets

At the end of each year, the Company determines whether a provision should be made for impairment loss on each class of property, plant & equipment or intangible assets by considering whether there are any indications that an impairment loss may have occurred. An impairment loss is charged to the Statement of Profit and Loss in the year in which

an asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. The impairment loss recognized in prior accounting periods is reversed, if there has been a change in the estimate of recoverable amount.

n) Contingent Liabilities and Provisions

The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of the obligation can be made.

A disclosure is made for a contingent liability when there is a :

- a) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company;
- b) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- c) present obligation, where a reliable estimate cannot be made.

o) Earning per share :

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders by weighted average number of shares outstanding during the year. For the purpose of calculating diluted earning per share, the net profit or loss for the year attributable to the equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Cash Flow Statement :

The Cash flow statement is prepared under "Indirect method" as set out in Accounting Standard-3 on Cash Flow Statements, whereby Profit/(Loss) Before Extraordinary Items and Tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

q) Current/ non-current classification :

An assets is classified as current if:

- (a) it is expected to be realized or sold or consumed in the normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be realized within twelve months after the reporting period; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:

- (a) it is expected to be settled in the normal operating cycle;
- (b) it is held primarily for the purpose of trading;
- (c) it is expected to be settled within twelve months after the reporting period; or
- (d) it has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

r) Significant accounting estimates, judgments and assumptions :

The preparation of the Company's financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions which affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, including the disclosure on contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the existing circumstances when the financial statements are prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the year in which the estimates are revised and in any future year that is affected.

In the process of applying the Company's accounting policies, management has made the following judgments which have significant effect on the amounts recognised in the financial statements :

i) Useful life of property, plant & equipment:

Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life specified in Schedule II of the Companies Act, 2013, while Freehold land is valued at market value.

ii) Defined benefit plan:

The cost of defined benefit plan and other post employment benefits and the present value of gratuity obligation are determined using actuarial valuations, which entail making various assumptions such as determination of discount rates, future salary increases and mortality

rate, that may differ from actual developments in the future.

iii) Allowances for uncollected accounts receivable and advances:

Trade receivables do not carry interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when the management deems them not collectable. Impairment provision is made based on assumptions about the risk of default and the judgment in making these assumptions are based on past history, existing market conditions as well as forward looking estimates at the end of each reporting period, that may differ from actual developments in the future.

iv) Allowance for inventories:

The management reviews the inventory age listing on a periodic basis. The review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete or slow moving item, based on past history, existing market conditions as well as forward looking estimates at the end of each reporting period, that may differ from actual developments in the future.

v) Taxation:

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon likely timing and the level of future taxable profits together with future tax planning strategies. Management judgment is required for the calculation of provision for income tax and deferred tax assets and liabilities. The Company reviews the carrying amount of deferred tax assets at each balance sheet date. The factors used in estimates may differ from actual outcome which could lead to significant adjustment of the amounts reported in the financial statements.

vi) Contingencies:

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claims/litigation against the company and it is not possible to predict the outcome of pending matters with accuracy.

NOTE - 2 : PROPERTY, PLANT & EQUIPMENT

DESCRIPTION	GROSS CARRYING AMOUNT				
	AS AT 31.03.18 Rs. (in lacs)	ADDITIONS Rs. (in lacs)	ADDED ON REVALUATION Rs. (in lacs)	DISPOSALS (Note 2.1) Rs. (in lacs)	AS AT 31.03.2019 Rs. (in lacs)
TANGIBLE					
Land Freehold (Note 2.1)	1,369.65	-	-	-	1,369.65
Land Leasehold (Notes 2.1, 2.2)	1,752.54	-	-	-	1,752.54
Buildings (inc roads)	74.71	-	-	-	74.71
Buildings-Factory	746.27	-	-	-	746.27
Purely Temporary Erections	11.02	-	-	-	11.02
Plant and Equipment	2,131.41	0.19	-	-	2,131.60
Furniture and Fixtures	18.74	-	-	-	18.74
Cars	94.38	3.02	-	-	97.40
Truck	10.69	-	-	-	10.69
Office Equipment	38.30	-	-	-	38.30
Computer	22.63	0.22	-	-	22.85
TOTAL	6,270.34	3.43	-	-	6,273.77
<i>Comparative figures</i>	<i>4,129.95</i>	<i>6.56</i>	<i>2,705.98</i>	<i>572.14</i>	<i>6,270.34</i>

DESCRIPTION	ACCUMULATED DEPRECIATION & IMPAIRMENT			
	AS AT 31.03.18 Rs. (in lacs)	DURING THE YEAR Rs. (in lacs)	DISPOSALS (Note 2.1) Rs. (in lacs)	AS AT 31.03.2019 Rs. (in lacs)
TANGIBLE				
Land Freehold (Note 2.1)	-	-	-	-
Land Leasehold (Notes 2.1, 2.2)	-	-	-	-
Buildings (inc roads)	9.56	1.16	-	10.72
Buildings-Factory	263.44	22.96	-	286.41
Purely Temporary Erections	11.02	-	-	11.02
Plant and Equipment	987.93	120.20	-	1,108.13
Furniture and Fixtures	14.69	1.70	-	16.39
Cars	94.21	0.45	-	94.66
Truck	10.69	-	-	10.69
Office Equipment	37.55	0.76	-	38.30
Computer	21.78	0.46	-	22.24
TOTAL	1,450.88	147.69	-	1,598.57
<i>Comparative figures</i>	<i>1,327.89</i>	<i>153.41</i>	<i>30.42</i>	<i>1,450.88</i>

NOTE - 2 : PROPERTY, PLANT & EQUIPMENT

DESCRIPTION	NET CARRYING AMOUNT	
	AS AT	AS AT
	31.03.2019	31.03.18
	Rs. (in Lacs)	Rs. (in Lacs)
TANGIBLE		
Land Freehold (Note 2.1)	1,369.65	1,369.65
Land Leasehold (Notes 2.1, 2.2)	1,752.54	1,752.54
Buildings (inc roads)	63.99	65.15
Buildings-Factory	459.87	482.83
Purely Temporary Erections	-	-
Plant and Equipment	1,023.46	1,143.47
Furniture and Fixtures	2.35	4.05
Cars	2.74	0.17
Truck	-	-
Office Equipment	-	0.76
Computer	0.61	0.85
TOTAL	4,675.20	4,819.47
<i>Comparative figures</i>	<i>4,819.47</i>	<i>2,802.06</i>

- 2.1 The Gross Carrying Amount of freehold and leasehold Lands include a sum of Rs. 2705.97 lakhs added in the financial year 2017-18 on account of Revaluation of the lands of the Company located at (a) Greater Noida (b) Gumindipoondi, Tamil Nadu and (c) Hoogli, West Bengal.
- 2.2 Odissa Industrial Infrastructure Development Corporation vide their letter dated 20.11.2013 had cancelled the ownership of it's plot of land at 4, Somnathpur, Balasore, Odissa. The Management has got a stay of the cancellation order from the Orissa High Court.

	AS AT	AS AT
	31.03.19	31.03.18
	Rs. (in Lacs)	Rs. (in Lacs)

**NOTE - 3
NON CURRENT FINANCIAL ASSETS
OTHERS**

(Unsecured; Considered good unless otherwise stated)

Security Deposits	37.25	35.57
	<u>37.25</u>	<u>35.57</u>

**NOTE - 4
OTHER NON-CURRENT ASSETS**

Miscellaneous Expenditure
(To the extent not written off or adjusted)
- Preliminary Expenses

	7.80	10.40
MAT Credit Entitlement	73.80	46.60
	<u>81.59</u>	<u>57.00</u>

**NOTE - 5
CURRENT FINANCIAL ASSETS
INVENTORIES**

(As taken, valued and certified by the management)

Raw Materials	82.01	10.36
Raw Materials in Transit	-	-
Finished Goods	1,179.36	1,032.19
Stock-in-trade (Traded goods)	2,576.52	1,028.25
Stores and Spares	0.85	4.75
	<u>3,838.74</u>	<u>2,075.55</u>

5.1 *Mode of Valuation of Inventories -*

- Raw Materials : At lower of weighted average cost or net realizable value*
Semi-finished : At lower of cost or net realizable value
Finished : At lower of production/landed cost or net realizable value. Appropriate overheads are loaded on absorption costing basis.
Goods in transit : At lower of cost or net realizable value
Stores and spares : At lower of cost or net realizable value

5.2 *Since stock records for different varieties of finished goods are not separately maintained, it is not possible to identify the items where net realizable value is lower than the production/ landed cost.*

5.3 *Inventories include Slow Moving Stocks, which have been valued at net realizable value (being less than the cost) as per management's decision.*

**NOTE - 6
CURRENT FINANCIAL ASSETS TRADE
RECEIVABLES**

	AS AT	AS AT
	31.03.19	31.03.18
	Rs. (in Lacs)	Rs. (in Lacs)
(Unsecured; Considered good unless otherwise stated)		
Considered Good	2,634.22	2,652.78
Considered Doubtful	366.33	451.19
Less : Allowance for Doubtful Receivables	<u>266.10</u>	<u>266.10</u>
	<u>100.23</u>	<u>185.08</u>
	<u>2,734.45</u>	<u>2,837.86</u>

- 6.1 *Due from a Private Company in which directors are interested*
- 6.2 *Allowance for Doubtful Receivables has been made at full value only in case of certain parties and at nil value in case of other parties, according to management perception.*

**NOTE - 7
CURRENT FINANCIAL ASSETS
CASH & CASH EQUIVALENTS**

Balance in Current Accounts with Banks	2.08	39.36
Cheques on hand	-	9.41
Cash On hand	11.28	15.51
Imprests	<u>0.20</u>	<u>0.24</u>
	<u>13.55</u>	<u>64.53</u>

**NOTE - 8
CURRENT FINANCIAL ASSETS
BANK BALANCES OTHER THAN
ABOVE BALANCES**

Balance in Fixed Deposits with Banks (as margin money) (Including interest accrued)	53.86	44.66
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	AS AT	AS AT
	31.03.19	31.03.18
	Rs. (in Lacs)	Rs. (in Lacs)

**NOTE - 9
OTHER CURRENT FINANCIAL ASSETS**

(Unsecured; Considered Good unless otherwise stated)

Security Deposits	4.53	4.15
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Advances recoverable in cash or in kind or for value to be received

- Considered Good	78.10	4.58
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- Considered Doubtful	276.70	280.85
Less : Allowance for Doubtful Advances	-	3.00
	<u>276.70</u>	<u>277.85</u>

Balance with Revenue Authorities	371.17	212.30
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Refund due from Revenue Authorities	254.49	254.22
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Fixed Assets classified as held for sale

- Land	-	481.78
- Building	-	59.95
	-	<u>541.73</u>

	<u>984.99</u>	<u>1,294.83</u>
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9.1 <i>Due from related parties</i>	61.99	
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9.2 *Allowance for Doubtful Advances has been made at full value of doubtful advances only in case of certain parties and at nil value in case of other parties, according to management perception.*

	AS AT	AS AT
	31.03.19	31.03.18
	Rs. (in Lacs)	Rs. (in Lacs)

**NOTE - 10
EQUITY SHARE CAPITAL AND OTHER
EQUITY**

**(A) EQUITY SHARE CAPITAL
Authorised**

3,00,00,000 Equity Shares of Rs.10 each (Last year 3,00,00,000 Equity Shares of Rs. 10 each)	3,000.00	3,000.00
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Issued, Subscribed and Paid-up

2,85,15,208 Equity Shares of Rs. 10 each fully paid up (Last year 23,815,208 Equity Shares of Rs. 10 each)	2,851.52	2,381.52
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10.1 The reconciliation of the number of shares outstanding is stated in the Statement of Changes in Equity.

10.2 Terms/rights attached to equity shares
The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

10.3 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	AS AT 31.03.2019		AS AT 31.03.2018	
	Number of shares	Percentage held	Number of shares	Percentage held
Mr. Rajesh Kumar Punia	51,16,314	17.94%	48,16,314	20.22%
M/s Yogya Wine Pvt. Ltd.	25,00,000	8.77%	25,00,000	10.50%
M/s Capston Capital Partners	23,50,000	8.24%		
M/s Elite Stonetech Pvt. Ltd.	25,00,000	8.77%	25,00,000	10.50%
Mr. Bindesh Kulkarni	22,00,000	7.72%		

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31.03.18 Rs. (in Lacs)
(B) OTHER EQUITY		
Securities Premium Reserve	3,450.52	3,328.32
General Reserve	661.36	661.36
Surplus (Deficit) in Statement of Profit and Loss	(1843.42)	(1925.55)
Revaluation Surplus	2705.98	2705.98
Money Received against Share Warrants	0.00	176.40
TOTAL	4,974.44	4,946.51

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31.03.18 Rs. (in Lacs)
NOTE - 11 NON-CURRENT LIABILITIES		
(A) FINANCIAL LIABILITIES - BORROWINGS		
Term Loans (Secured)		
From The Jammu and Kashmir Bank Ltd. (Note 11.1)	-	332.00
From Edelweiss Asset Reconstruction Co. Ltd. (Note: 11.2 to 11.7)	833.00	-
(B) PROVISIONS		
Provision for Employee Benefits	16.31	12.91
-Provision for Gratuity	-	-
TOTAL NON-CURRENT LIABILITIES	849.31	344.91

11.1 Jammu & Kashmir Bank has assigned/transferred the loan to Edelweiss Asset Reconstruction Co. Ltd.

11.2 The final sanction letter from Edelweiss Asset Reconstruction Co. Ltd. has not been received till date of the balance sheet. The terms and conditions stated are as per non binding term sheet dated 29.11.2018

11.3 Secured by priority first charge over all immovable and movable properties of the company, including current assets, by way of security to be enforced when the facility is not completely repaid within the stipulated tenure and further secured by personal guarantee of promoters and priority first charge over 4 flats personally owned by them.

11.4 Total sanctioned limit of Rs. 25 crores as per the non binding term sheet includes a personal loan of Rs. 2.50 crores sanctioned to the directors.

11.5 Repayment of the total principal shall be in equated monthly instalments as :

Fin. Year	Repayment (Rs. in Crores)
2019-20	3.00
2020-21	4.00
2022-22	5.00
2022-23	6.00
2023-24	7.00

11.6 The rate of interest is 20% per annum payable monthly, on a monthly compounding basis.

11.7 The company is to allot equity shares, by way of conversion of interest charged @ 4% p.a. with monthly rest on total outstanding dues to equity, every year after ratification in the annual general meeting. The pricing of the shares to be so allotted will be arrived post discussion between the company and Edelweiss Asset Reconstruction Co. Ltd.

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31.03.18 Rs. (in Lacs)
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**NOTE - 12
CURRENT LIABILITIES**

(A) FINANCIAL LIABILITIES

(i) BORROWINGS

SECURED SHORT-TERM BORROWINGS

Loans Repayable on Demand

From Banks

- Working Capital Loan

- Long Term Debt

From Others

- From ARCIL (Note 12.1, 12.2)

- LIC of India

532.05 590.00

- 132.14

532.05 722.14

UNSECURED SHORT-TERM BORROWINGS

(a) Loans Repayable on Demand

- From Banks

- From Others (Note 12.3)

(b) Loans from Related Parties (Note 12.4)

64.10 64.10

452.19 544.34

516.29 608.44

Total Borrowings

1,048.34 1,330.58

(ii) TRADE PAYABLES

Sundry Creditors (Goods)

2,071.19 911.97

(iii) OTHER FINANCIAL LIABILITIES

Current Maturities of Long-Term Debt

Interest Accrued and Due on Borrowings

Security Deposits

Sundry Creditors (Other than goods)

Due to Directors in Current Accounts

Expenses Payable

Statutory Liabilities

- 668.00

337.82 4.79

30.00 30.50

171.66 140.80

22.11 28.38

86.57 144.26

436.55 409.28

1,084.72 1,426.01

(B) OTHER CURRENT LIABILITIES

Customers at Credit

Advance against Sale of Assets (Note 12.5)

51.62 57.85

10.30 421.30

61.92 479.15

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31.03.18 Rs. (in Lacs)
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**NOTE - 12 continued
CURRENT LIABILITIES**

(C) SHORT TERM PROVISIONS

Provision for Employee Benefits

-Provision for Gratuity

0.93 4.29

(D) CURRENT TAX LIABILITIES (NET)

Provision for Income Tax (Net of taxes paid in advance)

31.20 24.41

TOTAL CURRENT LIABILITIES

4,298.30 4,176.42

12.1 Loan from ARCIL is secured by pari passu charge on all present and future immovable and movable fixed assets of the company and further secured by personal guarantee of promoter directors of the company.

12.2 The loan from ARCIL had become overdue during the financial year 2017-18. This loan is proposed to be taken over by Edelweiss Asset Reconstruction Co. Ltd. and the assignment proposal is under finalization as on the date of the balance sheet.

12.3 The Company has not provided for interest on Unsecured Loans from Others of Rs. 47.47 lacs.

- 12.4 Loans from all the Related Parties are interest free, as certified by the management.
- 12.5 The Company had entered into an agreement for the sale of its land at plot no. 4, Somnathpur, Balasore, Odissa for Rs. 60 lacs and has received an advance of Rs. 10.30 lacs from the buyer. Meanwhile, Odissa Industrial Infrastructure Development Corporation vide their letter dated 20.11.2013 had cancelled the ownership of the above plot. The Management has got a stay of the cancellation order from the Orissa High Court. The buyer had also filed a case against the company for non delivery of the land and the company has obtained a stay against the buyer's case as well for the time being.

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31. 03.18 Rs. (in Lacs)
NOTE - 13 REVENUE FROM OPERATIONS		
Sales	7,209.63	5,286.01
Less: Excise Duty	-	3.06
	<u>7,209.63</u>	<u>5,282.95</u>
Income From Services	58.26	174.24
Less: Excise Duty	-	10.50
	<u>58.26</u>	<u>163.74</u>
Total	<u>7,267.89</u>	<u>5,446.69</u>

- 13.1 The sales and Service income upto 30th June, 2017 is shown inclusive of Excise Duty. However, under the GST regime, the sales and service income is shown net of GST.

**NOTE - 14
OTHER INCOME**

Interest Income	5.90	4.03
Exchange Gain	0.13	-
Refund from Customs/CONCOR	11.44	-
Excess Interest Provision on Statutory Dues	-	-
Surrender Value of LIC Keyman Insurance	142.37	-
Unpaid/Unclaimed Credits Written Back	87.03	150.13
	<u>246.88</u>	<u>154.16</u>

**NOTE - 15
COST OF MATERIALS CONSUMED**

Opening Stock	10.36	411.59
Add: Purchases	188.01	130.87
Custom Duty	-	-
Freight and Clearing Charges	13.48	2.22
	<u>211.85</u>	<u>544.68</u>
Less: Closing Stock	82.01	10.36
Less: Loss of Stock on Auction by Customs	-	-
Less: Stocks Written Off	0.10	262.17
	<u>129.74</u>	<u>272.15</u>

- 15.1 **Cost of Materials Consumed**
- Marble Block
 130 | 272 |

Others	-	-
	<u>130</u>	<u>272</u>

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31. 03.18 Rs. (in Lacs)
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**NOTE - 16
CHANGE IN INVENTORIES OF
FINISHED GOODS, WIP AND STOCK
IN TRADE**

STOCK IN TRADE (at close)		
Finished Goods/Traded Goods	3,755.88	2,060.44
Stock in Process	-	-
	<u>3,755.88</u>	<u>2,060.44</u>

STOCK IN TRADE (at commencement)		
Finished Goods/Traded Goods	2,060.44	1,716.88
Stock in Process	-	-
	<u>2,060.44</u>	<u>1,716.88</u>

(INCREASE) \ DECREASE IN STOCKS	<u>(1695.44)</u>	<u>(343.56)</u>
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- 16.1 **Details of Inventory at the beginning of the year**
- Finished Goods**

Marble Slab-Engineered	7.49	12.81
Marble Slab-Natural	2,052.95	1,704.07
Others	-	-
	<u>2,060.44</u>	<u>1,716.88</u>

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31. 03.18 Rs. (in Lacs)
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Details of Inventory at the end of the year

Finished Goods		
Marble Slab-Engineered	7.49	7.49
Marble Slab-Natural	3,748.38	2,052.95
Others	-	-
	<u>3,755.88</u>	<u>2,060.44</u>

**NOTE - 17
MANUFACTURING EXPENSES**

Stores and Spares	33.44	65.32
Fuel and Power Charges	54.19	67.31
Repairs and Maintenance-Machinery	7.95	16.99
Other Manufacturing Expenses	9.13	20.42
	<u>104.71</u>	<u>170.05</u>

**NOTE - 18
EMPLOYEE BENEFIT EXPENSES**

Salaries, Wages, Bonus, Gratuity and Allowances	106.68	92.43
Contribution to Provident and Other Funds	6.95	7.10
Staff and Labour Welfare	6.64	5.92
	<u>120.27</u>	<u>105.46</u>

**NOTE - 19
FINANCE COST**

Interest Paid-Term Loans	130.14	-
Interest Paid-Others	29.31	70.90
Bank Charges	0.76	0.64
Net Gain (Loss) on Foreign Currency Transactions and Translation	-	-
	<u>160.21</u>	<u>71.54</u>

**NOTE-20
OTHER EXPENSES**

Electricity and Water Charges	2.22	1.50
Rent	16.25	16.78
Rates & Taxes	0.62	0.56
Printing and Stationery	1.54	1.75
Communication Expenses	4.24	4.53
Vehicles Running and Maintenance	2.74	1.39
Travelling and Conveyance	7.08	9.88
Legal & Professional charges	25.42	41.41
Auditors' Remuneration	7.98	-
Insurance	0.19	11.44
Fees & Subscription	13.57	15.04
Repairs & Maintenance	3.32	3.28
Exchange Loss	-	4.22
Miscellaneous Expenses	7.94	11.12
Donation	0.23	0.13
Fines and Penalties	0.28	18.51
Advertisement and Publicity	0.39	0.90
Business Promotion and Entertainment	0.53	1.42
Rebates and Discount	-	0.01
Transportation & Handling Charges	1.87	5.63
Sales Tax and Service Tax Paid	8.95	0.88
Preliminary Expenses Written off	2.60	2.60
Prior Period Expenses	207.32	3.09
	<u>315.26</u>	<u>156.07</u>

	AS AT 31.03.19 Rs. (in Lacs)	AS AT 31. 03.18 Rs. (in Lacs)
--	------------------------------------	-------------------------------------

**NOTE-21
EXCEPTIONAL ITEMS EXCEPTIONAL
INCOME**

Write-back of Debt due to Jammu & Kashmir Bank	-	1,600.93
	<u>-</u>	<u>1,600.93</u>

EXCEPTIONAL EXPENSES

Loss on sale of Assets	20.70	-
Stocks Written Off	-	262.17
Irrecoverables Written Off	62.35	1,706.28
	<u>83.05</u>	<u>1,968.45</u>
	<u>(83.05)</u>	<u>(367.52)</u>

	Year ended 31.03.2019 (Rs. in lacs)	Year ended 31.03.2018 (Rs. in lacs)
--	---	---

NOTE - 22 : OTHER NOTES ON ACCOUNTS

I) Contingent Liabilities and Commitments

(A) Contingent Liabilities

a) Claims against the company not acknowledged as debts		
- Sales Tax	214.72	70.91
- Service Tax	1.90	-
- Income Tax	20.08	20.08
- Custom Duty	22.30	22.30

b) Bank Guarantees	11.07	35.57
c) Guarantee issued to Customs Authorities	6.42	6.42
d) Letters of credit		-
e) Custom duty payable against export obligation	45.94	45.94
f) In the previous years, the Company had entered into settlement of dues with ARCIL subject to certain conditions, which if not complied with, may result into higher liability and interest	Not Ascertainable	

g) The loan taken from The Jammu & Kashmir Bank Ltd. has been assigned in favour of Edelweiss Reconstruction Co. Ltd. on 29.03.2019, subject to certain conditions, which if not complied with, may result into higher liability and interest	Not Ascertainable	
---	-------------------	--

(B) Commitments

a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
c) The company has an obligation to export 42,600 Sq. meters polished marble slabs of minimum USD 14.91 lacs within a specified period, against advance import licence for import of rough marble block. Otherwise, the company shall be liable to pay import duties in respect of the rough marble slabs.		
d) The Company is under obligation to export goods within a period of eight years from the date of issue of EPCG licenses issued in terms of para 5.2 of Foreign Trader Policy 2009-2014. As on the date of Balance Sheet, the Company is under obligation to export goods worth USD 9.70 lacs (previous year USD 9.70 lacs) within the stipulated time as specified in the respective licenses. Out of the said amount, the Company has fulfilled the export obligation of USD 1.12 lacs (previous year 1.12 lacs) in respect of which application for export obligation discharge certificates (EODC) has been filed with the Director General Foreign Trade (DGFT) within the stipulated time.		

II) OTHER NOTES ON ACCOUNTS

1) Deferred Tax

	Year ended 31.03.2019 (Rs. in lacs)	Year ended 31.03.2018 (Rs. in lacs)
The provision for deferred tax liability comprise of the following		
a) Deferred Tax Liability		
Related to fixed assets	266.87	278.99
b) Deferred Tax Assets		
Unabsorbed business losses	508.16	588.26
Unabsorbed depreciation	218.06	215.97
Provision for doubtful debts	88.83	87.97
Provision for doubtful advances	-	0.99
Provision for gratuity	5.75	5.69
	820.80	898.88
c) Provision for deferred tax (Net)	553.93	619.89

2) Letters of confirmation of balances appearing under the heads Trade Receivables, Advances Recoverable and Other Current Assets, Loans taken, Trade and Other Creditors, Customers at credit, have not been received in many cases till the date of balance sheet.		
--	--	--

	Year ended 31.03.2019 (Rs. in lacs)	Year ended 31.03.2018 (Rs. in lacs)
--	---	---

3) Prior Period Expenses

Custom Duty	-	-
Salaries, Wages, Bonus, Leave Encashment and Allowances	1.85	-
Rates and Taxes	0.06	1.67
Power Charges	1.60	
Legal and Professional Expenses	2.56	1.42
Interest to ARCIL	201.24	-
	207.31	3.09

4) Auditors' Remuneration

As auditor	6.00	-
For taxation matters	1.58	2.38
For other services	0.40	1.42
	7.98	3.80

5) No enterprises have been identified as a "Supplier" under the Micro, Small and Medium Enterprises Development Act, 2006. The aforesaid identification has been done on the basis of information, to the extent provided by the vendors to the Company. This has been relied upon by the Auditors.

6) TRANSACTIONS WITH RELATED PARTIES

A) RELATIONSHIPS

i) Shareholders

- a) Oriental Tiles Limited
- b) Oriental Buildmat Exports Private Limited
- c) Sunil Kumar

ii) Other Parties

- a) Oriental Air & Ship Services
- b) Deepali Granites Pvt. Ltd.
- c) Oriental Overseas
- d) Oriental Impex
- e) Sunil Kumar (CHA)

iii) Directors and their Relatives

- Mr. Rajesh Kumar Punia, Mrs. Savita Punia, Mr. Sunil Kumar, Mr. Vivek Seth, Mr. Jitender Gupta,
- Mr. B.K Lakhnpal
- Mr. Rakesh Punia (M/s Oriental Overseas), Mr. Dinesh Punia (M/s Oriental Impex)

iv) Key Managerial Personnel

- Mr. Om Prakash Sharma (CFO); Mr. Uday Shankar Prashad (Coy. Secy.)

B) TRANSACTIONS WITH RELATED PARTIES

i) Shareholders

	Year ended 31.03.2019 (Rs. in lacs)	Year ended 31.03.2018 (Rs. in lacs)
Sale of Goods and Services	2.74	6.90
Purchase of Goods & Services	351.12	1,403.14
Loans Repaid	-	-
Loans Taken	-	-
Equity contribution in cash	-	560.00
Other equity contribution in cash	-	145.60
Balance at the year end - Credit (Debit)	(49.24)	58.80

ii) Other Parties

Sales of Goods & Services	-	5.96
Purchase of Goods & Services	-	-
Loans Taken	0.36	9.41
Loans Repaid	13.11	65.53
Balance at the year end - Credit (Debit)	35.45	48.20

iii) Directors

Remuneration	-	1.87
Sitting Fees	1.20	0.78
Rent	13.20	13.20
Loans Taken	2.42	61.95
Loans Repaid	94.57	266.95
Equity contribution in cash	-	240.00
Other equity contribution in cash	-	100.20
Balance at the year end - Credit (Debit)	426.10	524.52

NOTE - 22 : OTHER NOTES ON ACCOUNTS ...2

			Year ended 31.03.2019 (Rs. in lacs)	Year ended <u>31.03.2018</u> (Rs. in lacs)
iv) Key Managerial Personnel				
Remuneration	10.74	6.20		
	Year ended 31.03.2019	Year ended <u>31.03.2018</u>		
7) Earnings Per Share (EPS)	(Rs. in lacs)	(Rs. in lacs)		
a) Profit after tax - Before Exceptional Items	163.80	1,135.76		
b) Profit after tax - After Exceptional Items	82.13	768.24		
c) Weighted average number of ordinary shares for basic EPS (in lacs)	285.15	158.15		
d) Effect of potential ordinary shares (in lacs)	-	47.00		
e) Weighted average number of ordinary shares for diluted EPS (in lacs)	285.15	285.15		
f) Basic EPS (a/c) (Annualised) (Before Exceptional Items)	0.57	7.18		
g) Basic EPS (b/c) (Annualised) (After Exceptional Items)	0.29	4.86		
h) Diluted EPS (a/e) (Annualised) (Before Exceptional Items)	0.57	3.98		
i) Diluted EPS (b/e) (Annualised) (After Exceptional Items)	0.29	2.69		
8) Segment Information				
The Company operates in single segment "flooring products segment".				
9) Additional Information as required under Schedule III of the Companies Act, 2013				
a) Raw Materials Consumption				
Indigenous				
- Value	129.74	272.15		
- Percentage	100.00%	100.00%		
Imported				
- Value in Rupees	-	-		
- Percentage	0.00%	0.00%		
b) Stores and Spares				
Indigenous				
- Value in Rupees	33.44	65.33		
- Percentage	100.00%	100.00%		
Imported				
- Value in Rupees	-	-		
- Percentage	0.00%	0.00%		
c) Value of imports on CIF basis				
- Traded Goods	-	-		
- Raw Materials	32.56	-		
d) Expenditure in foreign currency				
- Travelling	0.40	0.75		
e) Earnings in foreign exchange				
- FOB Value of Exports	Nil	Nil		
10) Figures of previous year have been regrouped and reclassified wherever necessary to make them comparable.				
11) As per Indian Accounting Standard (Ind AS 19) "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below:				
	Year ended 31.03.2019	Year ended <u>31.03.2018</u>		
Defined Contribution Plan	(Rs. in lacs)	(Rs. in lacs)		
Contribution to Defined Contribution Plan, recognised as expense :				
Employer's Contribution to Provident Fund	1.78	1.53		
Employer's Contribution to Pension Scheme	3.56	3.47		
Defined Benefit Plan				
The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.				
1) Changes in Defined Benefit Obligation (DBO)				
a. DBO at the beginning of the period			17.21	15.10
b. Interest cost on DBO			1.35	1.19
c. Net current service cost			2.02	1.86
d. Actual plan participants' contributions			-	-
e. Benefits paid			(1.96)	(0.97)
f. Past service cost			-	-
g. Changes in foreign currency exchange rates			-	-
h. Acquisition / business combination / divestiture			-	-
i. Losses / (Gains) on curtailments / settlements			-	-
j. Actuarial (Gain) / Loss on obligation			(1.38)	0.03
k. DBO at the end of the period			17.24	17.21
2) Change in Fair Value of Plan Assets				
a. Fair value of plan assets at the beginning of the period			-	-
b. Expected return on plan assets			-	-
c. Employer contributions			-	-
d. Actual plan participants' contributions			-	-
e. Actual taxes paid			-	-
f. Actual administrative expenses paid			-	-
g. Changes in foreign currency exchange rates			-	-
h. Benefits paid			-	-
i. Changes in foreign currency exchange rates			-	-
j. Acquisition / business combination / divestiture			-	-
k. Assets extinguished on curtailments / settlements			-	-
l. Actuarial Gain / (Loss) on plan assets			-	-
m. Fair value of plan assets at the end of the period			-	-
3) Net defined benefit cost (income) included in the statement of profit and loss at period end				
a. Service cost			2.02	1.86
b. Net Interest cost			1.35	1.19
c. Past service cost			-	-
d. Remeasurements			-	-
e. Administrative expenses			-	-
f. (Gain) Loss due to settlements/ curtailments/ terminations/ divestitures			-	-
g. Total Defined Benefit Cost (Income) included in the statement of profit and loss			3.37	3.05
4) Analysis of amount recognized in Other Comprehensive (Income) Loss at period end				
a. Amount recognized in OCI, (Gain)/Loss at beginning of period			0.03	-
b. Remeasurements due to :				
- Effect of change in financial assumptions			0.20	(0.69)
- Effect of change in demographic assumptions			-	-
- Effect of experience adjustments			(1.58)	0.72
- (Gain)/Loss on curtailments/ settlements			-	-
- Return on plan assets (excluding interest)			-	-
- Changes in asset ceiling			-	-
c. Total remeasurements recognized in OCI (Gain) / Loss			(1.38)	0.03
d. Amount recognized in OCI (Gain)/Loss at end of period			(1.35)	0.03

NOTE - 22 : OTHER NOTES ON ACCOUNTS ...3

5) Total Defined Benefit Cost (Income) included in profit and loss and Other comprehensive income		
a. Amount recognized in profit and loss at end of period	3.37	3.05
b. Amount recognized in OCI at end of period	(1.38)	0.03
c. Total Net Defined Benefit Cost (Income) recognized at end of period	1.99	3.08
6) Reconciliation of balance sheet amount		
a. Balance sheet (asset)/ liability at beginning of period	17.21	15.10
b. True-up	-	-
c. Total charge (credit) recognized in profit & loss	3.37	3.05
d. Total remeasurements recognized in OC (Income) Loss	(1.38)	0.03
Acquisition / business combination / divestiture	-	-
Employer contribution	-	-
Benefits paid	(1.96)	(0.97)
e. Other events	-	-
f. Balance sheet (asset)/ liability at end of period	17.24	17.21
7) Actual return on plan assets		
a. Expected return on plan assets	-	-
b. Remeasurements on plan assets	-	-
c. Actual return on plan assets	-	-
8) Current / Non current bifurcation		
a. Current liability	0.93	4.29
b. Non current liability	16.31	12.91
c. Net Liability	17.24	17.20
9) Defined Benefit Obligation by participant status		
a. Active	17.24	17.20
b. Vested Deferred	-	-
c. Retired	-	-
d. Total Defined Benefit Obligation	17.24	17.20
10) Sensitivity Analysis		
a. Defined Benefit Obligation - Discount Rate + 100 Basis Points	(1.46)	(1.19)

b. Defined Benefit Obligation - Discount Rate - 100 Basis Points	1.67	1.37
c. Defined Benefit Obligation - Salary Escalation Rate + 100 Basis Points	1.69	1.39
d. Defined Benefit Obligation - Salary Escalation Rate - 100 Basis Points	(1.50)	(1.22)

Year ended	Year ended
31.03.2019	31.03.2018
(Rs. in lacs)	(Rs. in lacs)

11) Expected Cash flows for next 10 years

a. Year 2019		4.45
b. Year 2020	Year 2020	0.95
c. Year 2021	Year 2021	1.31
d. Year 2022	Year 2022	0.65
e. Year 2023	Year 2023	0.36
f. Year 2024		2.36
g. Year 2025-2029	Year 2024-2028	33.90
		32.23

Actuarial Valuation Assumptions

1 Mortality Table	IALM 2006-08	IALM 2006-08
2 Discounting Rate	7.72%	7.85%
3 Expected Rate of Return on Assets	0.00%	0.00%
4 Salary Escalation Rate	5.50%	5.50%

Economic Assumptions

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities & the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Signatures to Notes 1 to 22

As per our report of even date.	For and on behalf of the Board of Directors	
For MEHRA WADHWA & CO.	SD/-	SD/-
Chartered Accountants	Rajesh Punia	Savita Punia
(FRN : 004749N)	DIN00010289	DIN00010311
SD/-	Managing Director	Director
ROHIT WADHWA, F.C.A.,		
(Partner)		
Mem. No.: 083100		SD/-
NEW DELHI		Om Prakash Sharma
May 30, 2019		CFO

ORIENTAL TRIMEX LIMITED**CIN: L74899DL1996PLC078339****Regd. Office:** 26/25, Bazar Marg, Old Rajendra Nagar, New Delhi-110060**Tel:** 011-25769567/68 **Fax:** 011-25752007**Website:** http://www.orientaltrimex.com **Email:** info@orientaltrimex.com**FORM NO. MGT-11****PROXY FORM**

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd ANNUAL GENERAL MEETING of the Company to be held on Saturday, September 28, 2019 at 09:30 A.M. at **Godavari Auditorium**- Andhra Association, Delhi (Registered) 24-25, Lodhi Institutional Area, New Delhi - 110003 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Item No.	ORDINARY BUSINESS	For	Against	Abstain
1.	To receive, consider and adopt the Audited Financial Statement for the Financial Year ended on March 31, 2019, and Reports of the Board of Directors of the company and Auditors thereon.			
2.	To appoint Directors in place of Mr. Baldev Kumar Lakhanpal, who retires by rotation, and being eligible, offers, himself for re-appointment.			
3.	Appointment of M/s. S. Agarwal & Co. , Chartered Accountants, New Delhi (Firm Registration No. 000808N) as Independent Auditors of the Company and to fix their Remuneration.			
	SPECIAL BUSINESS			
4.	Re-appointment of Mr. Vivek Ramesh Seth as an independent director of the company.			
5.	Approval for borrowing of money in excess of paid-up share capital, free reserves and securities premium.			
6.	Approval to create charge on the assets of the company.			
7.	Appointment of Mr. Aditya Gupta as a Non-Executive Independent Director.			

Signed this _____ day of _____, 2019

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

Affix
 Rupee 1/-
 Revenue
 Stamp

Notes:

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

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ORIENTAL TRIMEX LIMITED

CIN: L74899DL1996PLC078339

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

Tel: 011-43100200/202/205/206

Website: <http://www.orientaltrimex.com> **Email:** info@orientaltrimex.com

ATTENDANCE SLIP

23rd ANNUAL GENERAL MEETING

Time : 09:30 A.M., 28th day of September, 2019

Place : Royal Godavari Auditorium- Andhra Association, Delhi (Registered)24-25, Lodhi Institutional Area, New Delhi - 110003

FULL NAME OF THE FIRST SHAREHOLDER

Joint Shareholders, if any.....

Father's/Husband's Name

Address in full

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

.....

I/We hereby record my/our presence at the 23rd Annual General Meeting held on Saturday, 28th day of September, 2019 at 09:30 A.M. at Godavari Auditorium- Andhra Association, Delhi (Registered)24-25, Lodhi Institutional Area, New Delhi – 110003

Folio No. / DP-Id :

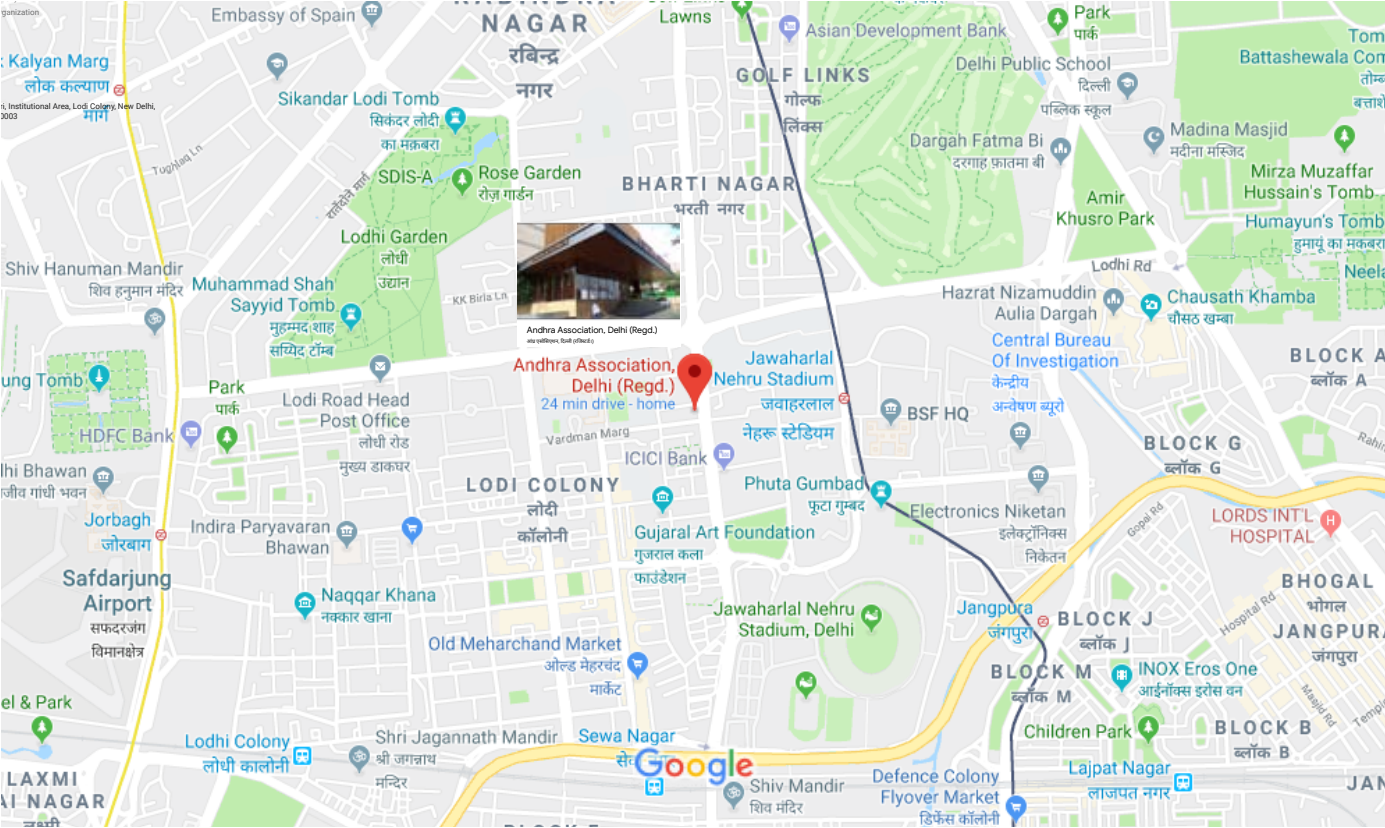
Client-Id :

No. of Shares : Signature(s)

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

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ROUTE MAP



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ORIENTAL TRIMEX LIMITED

CIN: L74899DL1996PLC078339

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

Tel: 011-43100200/202/205/206

ORIENTAL TRIMEX LIMITED

Regd. Office: 26/25, Bazar Marg, Old Rajinder Nagar

New Delhi-110060

CIN: L75899DL1996LC078339

Statement on Impact of Audit Qualifications for the financial year ended March 31st, 2019 (Rs. In Lacs)

Sl. No.	Particulars	Audit figures (as reported before adjusting for qualification)	Audit figures (as reported after adjusting for qualification)
1.	Turnover/ Total income	7514.77	7514.77
2.	Total expenditure	7275.19	7275.19
3.	Net Profit/ (Loss) after exceptional items	156.54	156.54
4.	Earnings per share after exceptional		
	Basic	0.57	0.57
	Diluted	0.29	0.29
5.	Total Assets	12973.57	12973.57
6.	Total liabilities	4298.30	4298.30
7.	Net Worth	7825.96	7825.96
8.	Any other financial items(s) (as felt appropriate by the management)	NIL	NIL

Audit Qualification (each audit qualification separately):	
a.	Details of Audit Qualification: <i>The company has not made adequate provision for Doubtful Receivables since the provision has been made at full value of doubtful receivables in case of certain parties and at nil value in case of other parties, according to management perception.</i>
b.	Type of Audit Qualification : Qualified Opinion
c.	Frequency of qualification: Repetitive Since F.Y. 2014-15
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NA
e.	For Audit Qualification(s) where the impact is not quantified by the auditor: (i) Management's estimation on the impact of audit qualification: Not ascertainable (ii) If management is unable to estimate the impact, reasons for the same: No impact is estimated since the amounts may yet be recovered. (iii) Auditors' Comments on (i) or (ii) above: None

Audit Qualification (each audit qualification separately):	
a.	Details of Audit Qualification: <i>The company has not made adequate provision for Doubtful Advances since the provision has been made at full value of doubtful Advances in case of certain parties and at nil value in case of other parties, according to management perception.</i>
b.	Type of Audit Qualification : Qualified Opinion

c.	Frequency of qualification: Repetitive since F.Y. 2014-15
d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NA
e.	For Audit Qualification(s) where the impact is not quantified by the auditor: (i) Management's estimation on the impact of audit qualification: Not ascertainable (ii) If management is unable to estimate the impact, reasons for the same: No impact is estimated since the amounts may yet be recovered. (iii) Auditors' Comments on (i) or (ii) above: None

Signature:

For ORIENTAL TRIMEX LTD,

Rajesh Puni
Rajesh Puni
(Managing Director)



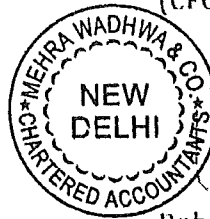
For ORIENTAL TRIMEX LTD,

Om Parkash Sharma
Om Parkash Sharma
(CFO)

Om Parkash Sharma
(CFO)

Jitendra Gupta

Jitendra Gupta
(Audit Committee Chairman)



Rohit Wadhwa
Rohit Wadhwa
Statutory Auditor

Place: New Delhi

Dated: 30th May, 2019