



FORM B

| | | |
|----|---|---|
| 1. | Name of the Company: | Oriental Trimex Limited |
| 2. | Annual financial statements for the year ended | 31 st March, 2014 |
| 3. | Type of Audit observation | Refer Annexure attached |
| 4. | Frequency of qualification | Refer Annexure attached |
| 5. | Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report: | Refer Annexure attached |
| 6. | Additional comments from the board/audit committee chair: | Refer Annexure attached |
| 7. | To be signed by- | |
| | Rajesh Punia (Managing Director) | <p align="center">For ORIENTAL TRIMEX LTD.  Rajesh Punia Managing Director</p> |
| | For Ravish Agrawal & Associates (Auditor of the company) |   |
| | Mr. Rakesh Takyar (Audit committee Chairman) |  |

ANNEXURE TO THE FORM-B

| Sl. No. | Audit Qualification | Frequency of Qualification | Draw attention to relevant notes in the annual financial statements and management response to the qualification in the director's report | Additional comments from the board/audit committee chair |
|---------|---|--|---|--|
| 1. | The Company is generally not regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth-tax, Custom Duty, Excise Duty, cess and other statutory dues, whichever are applicable, with the appropriate authorities. | FY 2012-13 FY 2011-12 FY 2013-14 | Refer point no. 9 of the Auditor Report | In earlier years, company was regular in making payment of such dues in time. However, delay in depositing such dues in last two years is because of negative growth of overall business of the company. Company is in process of making such payments at the end of the financial year. |
| 2. | The Company has incurred cash losses during the financial year. However, accumulated losses at the end of the financial year are less than fifty percent of its net worth. The Company had not incurred any cash loss in the immediately preceding financial year. | FY 2012-13 FY 2013-14 | Refer point no. 10 of the Auditor Report | Cash losses incurred because of increase of financial expenditure like interest cost, charge of panel interest by the banks due to defaults, slow down of economy. |
| 3. | The Company has defaulted in repayment of dues to banks and financial institution. | FY 2011-12 FY 2012-13 FY 2013-14 | Refer point no. 11 of the Auditor Report | Same as referred in Sl. No. 1 and company also approached to the banks for revision of interest rates including rescheduling the payments |

For ORIENTAL TIMEX LTD:

 Rajesh Punia Rajesh Punia
 (Managing Director) (Auditor of the company)

Date: 26.05.2014



ORIENTAL TRIMEX LIMITED

BOARD OF DIRECTORS

Mr. Rajesh Punia,
Managing Director

Mrs. Savita Punia,
Whole Time Director

Mr. Sunil Kumar,
Non-Executive Director

Mr. Vivek Seth
Non-Executive Director Independent Director

Mr. Rakesh Takyar
Non-Executive Director Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Anuj Kumar Giri

STATUTORY AUDITORS

M/s Ravish Aggarwal & Associates,
Chartered Accountants,
C-70, Alpha-1, Greater Noida,
Gautambudh Nagar, Uttar Pradesh-201306

REGISTRAR & SHARE TRANSFER AGENT

M/S 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
State Bank of India
IDBI Bank Limited
ICICI Bank Limited

WORKS OF THE COMPANY

Marble Processing Units

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,

Granite Processing Unit

S-2/6, Industrial Estate, Asanbani, Rairangpur,
Distt.Mayurbhanj, Orissa.

REGISTERED & CORPORATE OFFICE

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

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ORIENTAL TRIMEX LIMITED

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Members of **ORIENTAL TRIMEX LIMITED** will be held on Saturday, September 27 at 9:30 A.M at Mithas Motel & Resort, (Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036 to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- To appoint Directors in place of Mr. Sunil Kumar (DIN 00010322), who retires by rotation, and being eligible, offers, himself for re-appointment.
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded to re-appoint M/S Ravish Agarwal & Associates Chartered Accountants (Membership No. 094700) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting".

"FURTHER RESOLVED THAT they may be paid the remuneration which may be decided by the Board of Directors of the Company or committee thereof."

SPECIAL RESOLUTION

- 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 applicable provisions of Sections 149, 150 (2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vivek Ramesh Seth (DIN 00014054), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, i.e. up to 26th September 2019".

- 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 applicable provisions of Sections 149, 150 (2), 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rakesh Takyar (DIN 02271890), Director of the Company in respect of whom the Company has received a notice from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, i.e. up to 26th September 2019".

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

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on September 25, 2009 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not any time exceed the limit of Rupees 100 Crores (Rupees One Hundred Crores)".

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

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Extra-Ordinary General Meeting of the Company held on September 25, 2009 and pursuant to the provisions of

Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to mortgage or charge all or any part of the immovable or movable properties of the Company, wherever situated, both present and future, and whole or part of the undertakings of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any immovable properties of the Company to or in favour of banks, financial institutions or any other lender to secure the amount borrowed / to be borrowed by the Company from time to time for the due payment of the principal monies with the interest payable by the Company in respect of such borrowings"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the documents for creating the aforesaid mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolutions."

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

Sd/=
Rajesh Punia,
Managing Director
(DIN No.00010289)

Place: New Delhi
Date: 14th August 2014

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

A proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.

- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September 2014 to Saturday, 27th September 2014 (both days inclusive).
- 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.
- Members are requested to notify any change of address:
 - To their depository participants (DP) in respect of shares held in dematerialized form, and
 - To Registrar and Share Transfer Agent of the Company- Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3 Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harusukhdas Mandir, New Delhi, Delhi, 110062, in respect of shares in physical form, to notify their change of address/ residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
- Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
- 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.
- Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
- Kindly bring your copies of the Annual Report to the meeting.
- The Company is implementing the "Green Initiative" as per Circular Nos. 17/ 2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically

ORIENTAL TRIMEX LIMITED

downloaded from NSDL/ CDSL will be deemed to be your registered email address for serving notices/ documents including those covered under Section 219 of the Companies Act, 1956. The Notice of AGM and the copies of audited financial statements, directors' report, auditors report etc. will also be displayed on the website of the Company and the other requirements of the aforesaid MCA circular will be duly complied with.

Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participant(s). Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company quoting their folio number(s).

Copies of the Annual Report 2014 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2014 including Attendance Slip and Proxy Form are being sent by the permitted mode.

11. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 18th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Oriental Trimex Limited" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

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

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant business of Oriental Trimex Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on Friday 19th September 2014 (9:00 A.M) and ends on Saturday 20th September 2014 (6:00 P.M). 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 Friday, 29th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II.
- a. Mr. Pankaj Nigam, FCS, Practicing Company Secretary (CP No.7979) 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 e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - c. The Results shall be declared on or after the AGM of the Company. 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.
12. 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 Saturdays, up to and including the date of the Annual General Meeting of the Company.
 13. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 18th Annual General Meeting are given separately in the notice.
 14. The investors may contact the Company Secretary 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 Secretary at the following e-mail address: investors@orientaltrimex.com

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

Sd/=
Rajesh Punia,
Managing Director
(DIN No.00010289)

Place: New Delhi
Date: 14th August 2014

ORIENTAL TRIMEX LIMITED

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

Mr. Vivek Ramesh Seth is a Non-Executive (Independent) Director of the Company. Mr. Seth joined the Board of Oriental Trimex Limited on October 06, 2005 and was re-appointed in the Annual General Meeting of the Company held on September 28, 2013.

Mr. Seth is an Engineering Graduate from Indian Institute of Technology, Chennai and holds post graduate diploma in International Trade from Indian Institute of Foreign Trade (IIFT), New Delhi. He has over 35 years of work experience in the exports industry. Mr. Seth is also on the Boards of Gram Vaani Community Media Private Limited.

Mr. Seth is a member of the Audit Committee, Remuneration Committee and Shareholders'/Investor Grievances Committee of the Board of Directors of Oriental Trimex Limited.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1 Lac proposing candidature of Mr. Seth for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. Seth:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Vivek Ramaeh Seth as an Independent Director of the Company up to 26th September 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Vivek Ramesh Seth, Independent Director proposed to be appointed, fulfills the conditions specified in the Act and Rules made thereunder, is a person of integrity, possesses relevant expertise & experience and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Seth as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Seth as an Independent Director.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Seth does not hold any shares in the Company and is not related with any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 6 of the accompanying Notice as an Ordinary Resolution. Except Mr. Seth, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 5:

Mr. Rakesh Takyar is a Non-Executive (Independent) Director of the Company. Mr. Takyar joined the Board of Oriental Trimex Limited on July 30, 2008 and was re-appointed in the Annual General Meeting of the Company to held on September 28, 2012.

Mr. Takyar is Commerce Graduate and Fellow Member of The Institute of Chartered Accountants of India. He is a practicing Chartered Accountant. He has more than 20 years of experience in the field of Corporate Financial Consultancy and Business Advisory.

Mr. Takyar is a member of the Audit Committee, Remuneration Committee and Shareholders'/Investor Grievances Committee of the Board of Directors of Oriental Trimex Limited.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1 Lac proposing

candidature of Mr. Takyar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. Takyar:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Rakesh Takyar as an Independent Director of the Company up to 26th September 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Rakesh Takyar, Independent Director proposed to be appointed fulfills the conditions specified in the Act and Rules made thereunder, is a person of integrity, possesses relevant expertise & experience and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Takyar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Takyar as an Independent Director.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Takyar does not hold any shares in the Company and is not related with any other Director of the Company.

The Shareholders' approval is solicited for the resolution at Item No. 7 of the accompanying Notice as an Ordinary Resolution. Except Mr. Takyar, no other Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 6 & 7

At the Annual General Meeting of the Company held on September 25, 2009, the Members had, by way of Ordinary Resolutions and in pursuance of the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, approved of:

- (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rupees 100 Crores (Rupees One Hundred Crores) at any point of time; and
- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed i.e. upto Rupees 100 Crores (Rupees One Hundred Crores), including interest, charges, etc. payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events.

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors commend the Resolutions at Item Nos. 8 and 9 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 8 and 9.

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

Sd/=

**Rajesh Punia,
Managing Director
(DIN No.00010289)**

Place: New Delhi
Date: 14th August 2014

ORIENTAL TRIMEX LIMITED

DIRECTOR'S REPORT

To,
The Members,

Your Directors have great pleasure in presenting the 18th Annual Report together with audited statements of accounts for the Financial Year ended 31st March 2014.

The performance of the Company for the financial year ended 31st March 2014 is summarized below:

(Rs. In Lakhs)

| Particulars | Year ending 31 st March 2014 | Year ending 31 st March 2013 |
|------------------------------------|--|--|
| Net Income | 4831.57 | 5660.36 |
| EBIDTA | (309.35) | (190.05) |
| Less: Interest | 1145.20 | 1092.89 |
| Less: Depreciation | 133.38 | 135.78 |
| Profit before Tax | (1587.93) | (1418.73) |
| Provisions for Tax | (249.23) | 16.67 |
| Profit After Tax | (1338.70) | (1436.50) |
| Less: Income Tax for Earlier Years | | |
| Add: Excess Provisions for Tax | | |
| Written Back | 0.00 | 00.00 |
| Profit Available for Appropriation | (1338.70) | (1436.50) |
| Appropriations | | |
| - General Reserves | 00.00 | 00.00 |
| Balance Carried Forward to | | |
| Balance Sheet | (1338.70) | (1436.50) |

PERFORMANCE

The Net Income of the Company for the year was Rs.48.32 Crores., registering a negative growth of 14.61% over the corresponding previous year since the real-estate and housing sector has been facing a severe slow down during past two-three years now due to which several real-estate and housing projects were either stalled or deferred for indefinite period. The trading activities of the Company also did not pick up during the year due to sluggishness in the market. The manufacturing expenses increase by around 79% due to expenses incurred on stores and spares and repairs and maintenance of machinery. Personnel expenses decreased by approx.20% in view of the reduction of excess factory workers at different location due to mechanization of manual work earlier undertaken manually. Financial expenses increased by 5% mainly due to increase in interest rates and Bank charges by the Banks. The strict monitoring of the administrative and selling costs resulted in reduction of the same by around 10% during the year under review. Due to sizeable reduction in the operations and turnover of the Company, the loss before tax for the year is Rs. 15.89 Crores in comparison to Rs. 14.19 Crores during the FY 2012-2013 and EPS is negative 9.04 as compared to 9.70 for FY 2012-2013.

DIVIDEND

Considering the accumulated losses of the Company, the Directors are unable to recommend any dividend for the financial year ended 31st March 2014.

DIRECTORS

As per the provisions of section 149 (10) of the Companies Act, 2013, the Independent Directors are required to be appointed for a term of 5 consecutive year and can be re-appointed for a maximum of 2 terms. They shall not be liable to retire by rotation, accordingly resolutions proposing appointment of Independent Directors form part of the notice of AGM.

Mr. Vivek Ramesh Seth and Mr. Rakesh Takyar are being appointed as an Independent Director for a period of 5 years term.

Mr. Sunil Kumar, Director retires by rotation and being eligible, offers himself for reappointment

DIRECTORS RESPONSIBILITIES-STATEMENT

According to section 217(2AA) of the Companies Act, 1956, your Directors confirm:

- That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- That 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 or loss of the Company for that period;
- That 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;
- That the Directors have prepared the annual accounts for the financial year ended 31st March 2014 on a going concern basis.

AUDITORS

The retiring auditors of the Company, M/S Ravish Agarwal & Associates, Chartered Accountants, Noida being eligible, offer themselves for reappointment.

The Company has received communication from the Statutory Auditors confirming that their re-appointment, if made, would be within the limits prescribed under the Companies Act, 2013 and they satisfy the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules 2014. Your Board is of the opinion that continuation of Ravish Agarwal & Associates as Statutory Auditors during Financial Year 2014-15 will be in the best interest of the Company and therefore the members are requested to consider their re-appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting at a remuneration as may be decided by the Board.

AUDITORS REPORT

The observations of Auditors in their reports on financials are self explanatory and therefore do not call for any further comments.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN-EXCHANGE.

The required information under Section 217(1) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 with respect to Conservation of Energy, Technology Absorption and Foreign Exchange is annexed as Annexure 'A' and forms part of this report.

PARTICULARS OF PERSONNEL AS PER SECTION 217(2A) OF THE COMPANIES, 1956

Your Directors are pleased to place on record their appreciation for contribution made by the employees at all levels in achieving the objectives of the Company. The information under section 217(2A) of the Companies Act 1956 is enclosed as per Annexure 'B' and forms part of this report.

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.

FIXED-DEPOSIT

During the year, your Company has not accepted any fixed deposit from the public or otherwise in terms of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits), Rules 1975.

CORPORATE GOVERNANCE

The Company adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance Practices and have implemented all the stipulations prescribed. As per clause 49 of the Listing Agreements of the Stock Exchange a separate section of Corporate Governance together with certificate of auditors confirming compliance with the requirements of corporate governance form part of the Annual Report.

LISTING OF SHARES

The shares of the Company are listed on National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE).

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)

Place: New Delhi
Date: 14th August 2014

ORIENTAL TRIMEX LIMITED

ANNEXURE 'A'

ANNEXURE TO THE DIRECTORS REPORT

Statement of particulars under the Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988.

CONSERVATION OF ENERGY

The Company's operations involve low energy consumption and there are no major areas where energy conservation measures could be considered. However, efforts to conserve and optimize the use of energy and improved operational methods will continue. Training programs are conducted to increase awareness of conservation of energy among the workforce.

Disclosure of particulars with respect to energy conservation.

| A. | Power and fuel consumption | 2013-2014 | 2012-2013 |
|----|---|---------------------|---------------------|
| 1. | Electricity | | |
| | a) Purchased Units | 548,044 | 592,269 |
| | Total Amount | 7,254,549 | 6,731,402 |
| | Rate per Unit | 13.24 | 11.37 |
| | b) Own generation | | |
| | i) Units (through diesel generator) | - | 1,236 |
| | Units per liters of diesel oil | - | 2.47 |
| | Cost per unit(*) | - | 17.79 |
| | (ii) Through steam turbine/generator | | |
| 2. | Coal | N.A. | N.A. |
| 3. | Furnace Oil | N.A. | N.A. |
| 4. | Others/Internal generation | N.A. | N.A. |
| B. | Consumption per unit of production -Marble processing | 0.52 Unit/per sq.ft | 0.52 Unit/per sq.ft |

TECHNOLOGY ABSORPTION

The Company has not imported any technology. Effective pollution control system has already been installed in the factory. Total quality management system has already implemented. Due to consistent efforts, the Company could achieve improvement and development in the quality of the product. It has also achieved process development, cost reduction etc.

FOREIGN EXCHANGE EARNING AND OUTGO

The details regarding foreign exchange earnings and outgo are given in Note to Profit and Loss Account and Balance sheet.

ANNEXURE 'B'

Statement pursuant to section 217(2A) of the Companies Act 1956 and Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report

NIL

Note: 1) Gross remuneration comprises basic salary, allowances, monetary value of perquisites as per the rules under the Income Tax, 1961

2) The nature of employment is contractual.

By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED

Sd/=

Sd/=

Rajesh Punia

Savita Punia

Place: New Delhi

Managing Director

Whole Time Director

Date: 14th August 2014

(DIN No.00010289)

(DIN No.00010311)

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development simultaneously

India has major resources of marble, granite, sandstone, Kota stone, quartzite & slate. Granite resources are largely in South India and Marble deposits are largely in Western India (Rajasthan & Gujarat).

The Indian stone industry has evolved into the production and manufacturing of blocks, flooring slabs, structural slabs, calibrated - ready to fix tiles, monuments, tomb stones, sculptures, artifacts, cobbles, cubes, kerbs, pebbles and landscape garden stones

The constant growth of Indian marble industry is because of the reason that they are highly acclaimed and possess characters like low cost, beautiful looks and longevity. The industry is also equipped with state of the art resource of machinery and tool manufacturers who cater very well to the rising demands of this sector.

Opportunity and Threats

Factors affecting the demand & supply of marble in India- The studies indicate that the demand and supply of marble both have an increasing trend. But at present the demand of marble is growing faster than the supplies. The reasons which affect the demand and supply of marble in the country are explained here:

- Increase in Usage of Imported Marble
- Decrease in growth rate of construction activities.
- Global Recession
- International Disturbances
- Other Marble Producing Nations
- Impact Of Government Policies On Industry
- Removal of Excise duty:
- Manufacturing Status to Marble Industry
- New marble policy

Performance of the Company

The Company has grown significantly during last five years as follows:

| Year | Turnover (₹ in Millions) | Increase in % |
|---------|--------------------------|---------------|
| 2009-10 | 1322 | 19% |
| 2010-11 | 1422 | 8% |
| 2011-12 | 1035 | -27% |
| 2012-13 | 566 | -33% |
| 2013-14 | 483 | -15% |

As evident from the above figures, it is evident that the Company has registered negative growth of about 15% due to some unavoidable internal and external reasons like cancellation of sales order/ letter of intent, blockage of working capital leads to non execution of order, increase in holding period of finished goods and debtors. For more financial performance please refer directors report.

Risk and Concerns

The recession in the international trade during three years hugely affected the construction and real-estate sector in India which affected the flooring industry in a big way. With its major markets including the US and Europe badly hit by recession, the stone industry in the developing countries is clueless on its survival other than seeking government assistance.

Risk impact

Recent global meltdown in reality and housing sector and Industry downturns might impede infrastructure development in user industries like real estate, SEZs, industrial, urban and marine 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 as the housing and construction sectors has gained considerable momentum in the year under review.

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, Eastern and Southern India.

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 adopted right from selection of rough blocks to final inspection. The Company

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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 is concentrating on continual improvement through implementation of ISO 9001:2000 Quality Standards and also total productive maintenance activities, thereby achieving higher productivity and reduced costs.

The scope and authority of the Corporate Audit department is derived from the Audit Charter approved by the Audit Committee. The Charter is designed in a manner that the Audit Plan is focused on the following objectives:

- Review of the identification and management of Risks
- All operational and related activities are performed efficiently and effectively.
- Significant financial, managerial and operating information is relevant, accurate and reliable and is provided timely.
- Resources are acquired economically, used efficiently and safeguarded adequately.
- Employees' actions are in accordance with the Company's policies, procedures, Code of Conduct and applicable laws and regulations.
- Significant legislative and regulatory provisions impacting the organization are recognized and addressed appropriately.
- Opportunities identified during audits for improving management control, business targets and profit-ability, process efficiency and the organization's image are communicated to the appropriate level of management.
- Shareholders' and other Stakeholders' wealth and welfare are preserved, protected and enhanced

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 Listing Agreement. 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 23 of 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 industrial 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, changes in the Government regulations, tax laws and other statutes and incidental factors.

Annexure 'C'

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, Remuneration Committee, Shareholders'/Investors Grievance cum Share Transfer Committee.

2. Board of Directors

(a) The present composition of the Board of Directors is as follows

| Name of Director | Designation | Status |
|-------------------|---------------------|-------------------------------|
| Mr. Rajesh Punia, | Managing Director | Promoter & Executive |
| Mrs. Savita Punia | Whole Time Director | Promoter & Executive |
| Mr. Sunil Kumar | Director | Non-Executive Non-Independent |
| Mr. Vivek Seth | Director | Independent Non Executive |
| Mr. Rakesh Takyar | Director | Independent Non Executive |

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 | Board Meeting | Attendance Particulars | | No. of Outside Directorship held | | |
|-------------------|---------------|------------------------|-----|----------------------------------|----------------------|--------------|
| | | AGM | EGM | Directorship | Committee Membership | Chairmanship |
| Mr. Rajesh Punia, | 09 | Yes | - | 4 | - | - |
| Mrs. Savita Punia | 09 | No. | - | 4 | - | - |
| Mr. Sunil Kumar | 09 | No. | - | 3 | - | - |
| Mr. Vivek Seth | 09 | Yes | - | 1 | - | - |
| Mr. Rakesh Takyar | 09 | No | - | - | - | - |

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(c) Board Committees

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

| Name of Director | Name of Committee | | |
|-------------------|-------------------|--------------|--|
| | Audit | Remuneration | Investors' Grievances & Share Transfer |
| Mr. Rajesh Punia, | Yes | No. | Yes |
| Mrs. Savita Punia | No. | No. | No. |
| Mr. Sunil Kumar | No. | No. | No. |
| Mr. Vivek Seth | Yes | Yes. | Yes |
| Mr. Rakesh Takyar | Yes | Yes. | Yes |

(d) Details of Board Meetings

Nine Board Meetings were held during the year, as against the minimum requirement of four meetings. The dates on which meetings were held are 02.05.2013, 30.05.2013, 01.07.2013, 14.08.2013, 14.09.2013, 17.09.2013, 14.11.2013, 20.12.2013, 14.02.2014

3. Audit Committee

The terms of reference to the Audit Committee inter-alia, cover the matters specified under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956. The Audit Committee consists of three independent Directors and one executive Director.

| Name of Director | Designation | Nature of Directorship | Attendance |
|-------------------|-------------|---------------------------|------------|
| Mr. Rakesh Takyar | Chairman | Independent Non Executive | 4 |
| Mr. Vivek Seth | Member | Independent Non Executive | 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 main function of the audit committee is to provide the Board of Directors with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems. It acts as a link between the management, statutory auditors and the Board of Directors.

The Audit committee met four times during the year on 30.05.2013, 14.08.2013, 14.11.2013, 14.02.2014

4. Remuneration Committee

The remuneration committee comprises of the following members.

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

The remuneration committee of the company is constituted pursuant to the provisions of the Companies Act, 1956 and the Listing Agreement with the Stock Exchange. All the Member of the Committee are the Non-executive Directors. The terms of the reference of the remuneration committee recommend/review remuneration of the whole time director, executive director etc. based on their performance, practices followed by the companies of similar size in the industries and defined assessment criteria.

During the year the meeting of the remuneration committee was held on 14th August 2014, which was attended by all the members.

Remuneration to Directors

The remuneration paid to Directors for the year ended 31st March 2014 is as follows:-

Non-Executive/Independent Directors:

| Name of Director | Designation | Relationship with other Directors if any | Sitting fees | Commission | Total |
|-------------------|-------------------------------|--|--------------|------------|--------|
| Mr. Sunil Kumar | Non Executive Non-Independent | Relative of Managing and Whole time Director | - | - | - |
| Mr. Vivek Seth | Independent Non Executive | - | 25,000 | - | 25,000 |
| Mr. Rakesh Takyar | Independent Non Executive | - | 25,000 | - | 25,000 |

Managing Director and Whole-time Director

(Rs. in Lakhs)

| Name of Director | Designation | Relationship with other Directors if any | Salary | Commission | Perquisites and other benefit | Total |
|-------------------|---------------------|--|--------|------------|-------------------------------|-------|
| Mr. Rajesh Punia | Managing Director | Relative of Sunil Kumar and husband of Mrs. Savita Punia | 36.00 | 0.00 | 00.00 | 36.00 |
| Mrs. Savita Punia | Whole-time Director | Relative of Sunil Kumar and wife of Mr.Rajesh Punia | 24.00 | 00.00 | 00.00 | 24.00 |

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5. Shareholders' /Investors' Grievance & Share Transfer Committee

As part of the Corporate Governance initiatives, the Company has constituted the Shareholders/Investors Grievance & Share Transfer Committee to specifically look into the unresolved shareholders grievance with regard to transfer/transmission/demat/remat of shares, issue of duplicate, split up, consolidation, renewal of share certificate, non receipt of Annual Report, non receipt of application money and other issues concerning the shareholders/investors.

The Committee comprises of the following persons:

| Name of Director | Designation | Nature of Directorship |
|-------------------|-------------|---------------------------|
| Mr. Vivek Seth | Chairman | Independent Non Executive |
| Mr. Rakesh Takyar | Member | Independent Non Executive |
| Mr. Rajesh Punia, | Member | Managing Director |

Mr. Anuj Kumar Giri, the Company Secretary & Compliance Officer of the Company is nominated for this purpose under clause 47(a) of the Listing Agreement. He looks into the investors' grievances and supervises and co-ordinates with M/s Beetal Financial & Computer Services Private Limited, Registrar & Transfer Agent of the Company for redressal of investor's grievances. Every quarter the Company publishes the status of the complaint received and their respective redressal.

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 2014 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.

a) Compliance Officer

Mr. Anuj Kumar Giri, Company Secretary, is the Compliance Officer of the Company.

6. Board/ Committees Meetings and procedure

a) Institutionalized decision making process:

With a view to institutionalize all corporate affairs and setting up system and procedure for advance planning for matters requiring decisions by the Board, the Company has placed in a defined procedure for meetings of the Board of Directors and Committees thereof in an informed and efficient manner.

b) Scheduling and selection of agenda items for Board/ Committee Meetings:

- i) The meetings are convened by giving appropriate notice, preferably seven days, to the concerned Directors, auditors (statutory as well as internal), stock exchange(s) and other invitees. Detailed agenda, management report and other explanatory statements are circulated in advance amongst members to facilitate meaningful, informed and focused decisions at the meeting.
- ii) The agenda papers are prepared by the corporate secretarial department, headed by the Company Secretary and circulated amongst the Board Members and other invitees to the meeting by the Company Secretary.
- iii) Where it is not practicable to attach any document or the agenda is of sensitive nature, the same is circulated at the meeting with the approval of the Chair. In special and exceptional circumstances, additional or supplemental item(s) on the agenda are taken up for discussion with the permission of the Chair and after a consensus is formed. Sensitive/confidential subject matters are discussed at the meeting even without written material being circulated.
- iv) The meetings are usually held at the Company's Registered Office or Corporate Office at New Delhi.
- v) The members of the Board have complete access to all information of the Company.

c) Briefing by the Managing Director:

At the beginning of each meeting of the Board, the Managing Director briefs the Board members about the key developments relating to the Company in diverse areas.

d) Recording minutes of proceedings at the Board:

Minutes of proceedings of each Board/committee meeting are recorded and entered in the minutes book. The minutes of each Board Meeting are submitted for confirmation at its next meeting and are signed by the Chairman/Chairperson. The minutes of committees of the Board are also placed before the Board of Directors for its information.

e) Compliance:

The Company Secretary ensures compliance of all applicable provisions of the Companies Act, 1956/2013, SEBI Guidelines, Listing Agreements and other statutory requirements pertaining to capital market.

Information, placed, before the Board of Directors, inter alia includes:

- ❖ Capital budgets and any updates
- ❖ Annual operating plans and budgets and any updates
- ❖ Annual Accounts, Directors' Report etc.
- ❖ Quarterly Results of the Company
- ❖ Minutes of meetings of Board and other Committees of the Board.
- ❖ Presentation by the marketing team with regard to marketing plans of the Company.
- ❖ Fatal or serious accidents, dangerous occurrences etc.
- ❖ Operational highlights and substantial non-payment for goods sold by the Company.
- ❖ Show cause, demand, prosecution, notices and penalty notices which are materially important.

ORIENTAL TRIMEX LIMITED

- ❖ Major investments, formation of subsidiaries and joint ventures, strategic alliance etc.
- ❖ Award of contracts.
- ❖ Disclosure of interest by Directors about Directorship and committee positions occupied by them in other Companies.
- ❖ Any significant development in human resources/industrial relations front.
- ❖ Compliance certificate of any regulatory, statutory nature.
- ❖ Short term investment of surplus funds.
- ❖ Information relating to major legal disputes.
- ❖ All other significant events/information.

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 |
|---------|---|---------------------------------|----------|
| 2010-11 | Surya Garden, Pall Baktawarpur Road, Village alipur, Delhi-110036 | 28 th September 2011 | 9:30 A.M |
| 2011-12 | Surya Garden, Pall Baktawarpur Road, Village alipur, Delhi-110036 | 28 th September 2012 | 9.30 A.M |
| 2012-13 | Surya Garden, Pall Baktawarpur Road, Village alipur, Delhi-110036 | 28 th September 2013 | 9.30 A.M |

The following special resolutions were passed by the members during the previous Three Annual General Meeting.

Annual General Meeting held on 28th September 2011

- No special resolution was passed

Annual General Meeting held on 28th September 2012

- One Special Resolution was passed u/s 81(1A)
- No special resolution was put through postal ballot in previous 3 Annual General Meeting
- No resolution include in Agenda of the ensuing AGM requires approval by postal ballot

Annual General Meeting held on 28th September 2013

No special resolution was passed

B. Extra Ordinary General Meetings

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

8. Disclosure

- (a) Disclosure on materially significant related party transactions, i.e. transaction of the Company of material nature, with its promoters, Directors or management, their relatives, or group Companies etc, that they may have potential conflict with the interests of the Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosures of transactions with related parties set out in Notes of Accounts-Schedule 22 forming part of the Annual Report. The Company's related party transactions are generally with its Associates. The related party transactions are entered into based on consideration of various business exigencies such as synergy in operations. Company's long term strategy for investments, optimization of market share and profitability, legal requirements, liquidity and capital resources of associates. All related party transactions are negotiated on arms length basis and are solely intended to further the interests of the Company.

- (b) The Company has complied with all the requirements of the listing agreement with stock exchange as well as regulators and guidelines prescribed by SEBI. There were no penalties or strictures imposed on the Company by any statutory authorities for non-compliance of any matter related to capital markets, during the last three years.
- (c) The whistle blower policy forms a part of the code of conduct and ethics for Board of Directors and senior management personnel. No personnel have been denied access to the audit committee.
- (d) All the mandatory requirements of clause 49 are complied with. In respect of the non-mandatory requirements the Board has set up a remuneration committee consisting of three non-executive Directors.

9. CEO Certification:

Mr. Rajesh Punia, Managing Director and Mrs. Savita Punia, Whole Time Directors of the Company have certified to the Board that:

- (a) They have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and that to the best of their knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - i) 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 their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditors and the Audit committee

ORIENTAL TRIMEX LIMITED

- i) significant changes in internal control over financial reporting during the year;
- ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) Instances of significant fraud of which they 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

11. Means of Communication

- (a) The quarterly, half yearly and annual financial results of the Company are sent to the BSE and NSE by means of facsimile transmission and letter by courier immediately after they have been taken on record by the Board. Yearly reports of the Company are sent to the shareholders of the Company.
- (b) The Quarterly Un-audited Financial Results and Annual Financial Results are published in leading national newspapers i.e. Financial Express, Business Standard & Jansatta etc.
- (c) The Company has its own web site <http://www.orientaltrimex.com> where other information about the Company is available.
- (d) 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.
- (e) 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 | : | 27 th September, 2014 |
| Time | : | 9.30 a.m. |
| Venue | : | Mithas Motel & Resorts, (Shri Balaji Motels Pvt. Ltd.), 92/16, G.T. Karnal Road, Alipur, New Delhi-110036 |

(b) Financial Calendar

| | | |
|---|---|---|
| -Financial Year | : | 1 st April to 31 st March |
| -Financial Reporting for First Quarter Result | : | 2 nd Week of August |
| -Financial Reporting for Second Quarter Result | : | 2 nd Week of November |
| -Financial Reporting for Third Quarter Result | : | 2 nd Week of February |
| -Financial Reporting for Fourth Quarter results | : | 4 th Week of April/May |
| -Financial Reporting for the year ended March 31 st 2014 | : | 4 th Week of May 2014 |
| -Annual General Meeting for the year ending March 31, 2014 | : | September 2014 |

- (c) **Book Closure Period** : Tuesday, 23rd September 2014 to Saturday, 27th September, 2014 (Both days inclusive) for the purpose of AGM.

(d) Stock Exchange

The equity shares of the Company are listed with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

| 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 | ORIENTAL/ 532817 | INE998H01012 |
| 2. | National Stock Exchange of India Limited, Mumbai | ORIENTALTL/ 14346 | |

(e) Market Price Data

The Equity Shares of the Company are listed on Bombay Stock Exchange 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 2014.

(Price in ₹ 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-13 | 3.45 | 2.51 | 3.55 | 3.10 |
| May-13 | 4.30 | 3.15 | 3.35 | 3.35 |
| June-13 | 4.78 | 3.50 | 3.35 | 3.20 |
| July-13 | 4.55 | 4.55 | 3.35 | 3.20 |
| Aug-13 | 4.33 | 3.92 | 3.05 | 3.05 |
| Sept-13 | 3.90 | 2.65 | 3.05 | 3.05 |
| Oct-13 | 2.52 | 2.07 | 2.60 | 2.60 |
| Nov-13 | 2.24 | 1.72 | 2.40 | 2.40 |
| Dec-13 | 2.02 | 1.68 | 2.10 | 2.10 |
| Jan-14 | 2.43 | 1.80 | 2.20 | 2.00 |
| Feb-14 | 2.40 | 1.71 | 1.95 | 1.95 |
| Mar-14 | 2.05 | 1.57 | 1.65 | 1.60 |

*Source: BSE and NSE Website

ORIENTAL TRIMEX LIMITED

(f) 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.

(g) 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 14815208 Equity Shares of the Company 14814018 (99.99%) Equity Shares are in dematerialized form as on 31.03.2014

(h) 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.

(i) Shareholding Pattern as on 31.03.2014

| S.No. | Type of Shareholders | No. of Share-holders | No. of Shares % |
|-------|---|----------------------|-----------------|
| 1 | Promoter Group(Directors &their relatives, Group Companies) | 6708206 | 45.28% |
| 2 | Financial Institutions/Banks | 320000 | 2.16% |
| 3 | Body Corporates | 774895 | 5.23% |
| 4 | NRIs/Others | 818676 | 5.52% |
| 5 | General Public | 6193431 | 41.81% |
| | Total | 14815208 | 100.00% |

(j) Distribution of Shareholding (As on 31-03-2014)

| No. of Equity Shares | No. of Shareholders | No. of Shares | % of shareholdings |
|----------------------|---------------------|---------------|--------------------|
| UP to 5000 | 6,791 | 12,50,717 | 8.4421 |
| 5001 to 10000 | 980 | 8,56,290 | 5.7798 |
| 10001 to 20000 | 492 | 8,20,186 | 5.5361 |
| 20001 to 30000 | 118 | 3,07,125 | 2.0730 |
| 30001 to 40000 | 63 | 2,32,547 | 1.5697 |
| 40001 to 50000 | 61 | 2,86,584 | 1.9344 |
| 50001 to 100000 | 67 | 5,03,684 | 3.3998 |
| 100001 & Above | 96 | 1,05,58,075 | 71.2651 |

(k) Office/Plant Locations

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

Tele:011-43100200, 41536970, Fax- 011-25752007, 25816910,

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.

2. Granite Processing Unit:

➤ S-2/6, Industrial Estate, Asanbani, Rairangpur, District Mayurbhanj, Orissa.

(l) 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:

Mr. Anuj Kumar Giri, Company Secretary and Compliance Officer

Oriental Trimex Limited, 26/25, Bazar Marg, Old Rajinder Nagar, New Delhi-110060 Ph# 011 – 43100200, Fax# 011-25752007/25816910,

Email: investors@orientaltrimex.com

NON-MANDATORY REQUIREMENTS

a) Chairman of the Board

The Company has an executive Chairman and hence, the requirement pertaining to re-imburement of expenses to non-executive Chairman does not arise.

b) Remuneration Committee

A remuneration committee comprising all non-executive and independent Directors is functioning in the Company.

c) Shareholder Rights

The financial performance of the Company is well published and also displayed on the Company's website. In view of this, individual communication of quarterly/half yearly results is not sent to the shareholders.

d) Audit Qualifications

The Auditors Report does not contain any qualifications to the accounts.

ORIENTAL TRIMEX LIMITED

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [PERSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT]

Mr. Sunil Kumar (DIN 00010322), aged about 37 years is commerce Graduate form Delhi University and MBA from Institute of Marketing and Management. He has more than 10 years of experience in the field of EXIM Matter.

The details of other appointees are mentioned in Explanatory Statement forming part of Notice

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, 2014, 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, 2014.

**By order of the Board of Directors
For ORIENTAL TRIMEX LIMITED
Sd/=**
**Rajesh Punia,
Managing Director
(DIN No.00010289)**

Place: New Delhi
Date: 14th August 2014

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,

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

We have examined the compliance of conditions of Corporate Governance by Oriental Trimex Limited, for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and 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 our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We 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 Pankaj Nigam & Associates
Company Secretaries**

**Pankaj Kumar Nigam
Proprietor
CP NO.7979**

PLACE : Ghaziabad
DATE : 14th August, 2014

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF ORIENTAL TRIMEX LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of ORIENTAL TRIMEX LIMITED which comprise the Balance Sheet as at 31st March, 2014 and the statement of Profit and Loss for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards notified under the Companies Act and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014 and
- in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date
- in the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

EMPHASIS OF MATTER

We draw attention to Note 8.4 regarding non-provision for slow moving stocks and Note 9.2 regarding insufficient provision for doubtful debts, of the financial statements, as per management. Our opinion is not qualified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- As required by Section 227(3) of the Act, we report that:
 - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - 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;
 - The Balance Sheet and the Statement of Profit and Loss dealt with in this report are in agreement with the books of account;
 - In our opinion, the said Balance Sheet and Profit and Loss Account comply with the accounting standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, to the extent applicable.
 - On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For Ravish Agrawal & Associates
Chartered Accountants**

Place: New Delhi
Date: May 26, 2014

**RAVISH AGRAWAL F.C.A.,
(Proprietor)
MEMBERSHIP No. 094700
FRN 014924N**

ORIENTAL TRIMEX LIMITED

ANNEXURE TO THE AUDITORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014

- 1) a) The Company is maintaining 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 in respect of updated records.
- c) No disposal of a substantial part of fixed assets of the Company has taken place during the year.
- 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 explanation given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and 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) The company has not granted any secured or unsecured loans to parties listed in the register maintained under section 301 of the Companies Act, 1956.
- b) The question of interest rate and other terms and conditions being prejudicial does not arise.
- c) The question of regularity of receipt of the principal amount and interest does not arise.
- d) The question of overdue amount in respect of these loans does not arise.
- e) The company has taken unsecured loans from parties listed in the register maintained under section 301 of the Companies Act, 1956 as follows:

| Loans Taken (Interest Bearing) | YE 31.03.14 | YE 31.03.13 |
|------------------------------------|-------------|-------------|
| No. of Parties | Nil | Nil |
| Amount (Rs. In lacs) | Nil | Nil |
| Loans Taken (Interest Free) | | |
| No. of Parties | 3 | 2 |
| Amount (Rs. In lacs) | 137.67 | 38.18 |

- f) No other terms and conditions are stipulated.
- g) Payment of the principal amount and interest, wherever applicable are regular.
- h) The question of interest rate and other terms and conditions being prejudicial does not arise.
- 4) In our opinion, the Company has adequate internal control procedures commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. We have not come across any major weakness in internal control procedures.
- 5) a) To the best of our information and according to information and explanation given to us, the contracts and arrangements that need to be entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956, have been so entered.
- b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- 6) In our opinion and according to the information and explanation given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there-under, with regard to the deposits accepted from the public.
- 7) The Company has in-house internal audit arrangement. However, the same does not seem to be adequate and should be assigned to a separate outside agency.
- 8) 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 209(1)(d) of the Companies Act, 1956, related to the manufacture of marble slabs and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 9) a) According to the records of the Company, the Company is generally not regular in depositing undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth-tax, Custom Duty, Excise Duty, cess and other statutory dues, whichever are applicable, with the appropriate authorities.

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

| Nature of Statutory Dues | Amount (Rs.) YEAR ENDED 31.03.2014 | Amount (Rs.) YEAR ENDED 31.03.2013 |
|--------------------------|------------------------------------|------------------------------------|
| A PROVIDENT FUND | 17,19,282 | 26,46,673 |
| B ESIC PAYABLE | 61,881 | 1,27,432 |
| C INCOME TAX | 74,18,283 | 70,38,617 |
| D SALES TAX PAYABLE | 2,48,25,503 | 1,79,14,820 |
| E OTHER STATUTORY DUES | 68,78,275 | 1,18,73,831 |
| TOTAL | 4, 09,03,223 | 3,96,01,373 |

- b) As informed to us, except for the dues stated hereunder, there are no other disputed dues of sales tax, income tax, custom duty, wealth tax, excise duty or cess lying un-deposited as at the year end:

| Particulars | Amount (Rs.) | Forum where pending |
|-------------|--------------|---|
| CST/VAT | 1,10,000 | Commissioner Appeals, Bangalore |
| CST/VAT | 1,29,250 | Deputy Commissioner Appeals, New Delhi |
| CST/VAT | 1,11,565 | DVATO, Delhi |
| CST/VAT | 27,55,116 | Deputy Commissioner Appeals, Noida. |
| CST/VAT | 7,09,946 | Deputy Commissioner Appeals, New Delhi. |
| CST/VAT | 2,25,356 | Asstt. Comm. Tax Officer, Chennai |
| CST/VAT | 1,35,280 | Asstt. Comm. Tax Officer, Chennai |
| CST/VAT | 34,47,999 | Deputy Commissioner Appeals, Noida. |
| CST/VAT | 3,44,847 | Deputy Commissioner Appeals, Noida. |
| CST/VAT | 11,76,954 | Deputy Commissioner Appeals, Noida. |
| Custom Duty | 9,35,556 | CESTAT, Chennai |
| Custom Duty | 6,42,000 | High Court, Kolkata |

- 10) The Company has incurred cash losses during the financial year. However, accumulated losses at the end of the financial year are less than fifty percent of its net worth. The Company had not incurred any cash loss in the immediately preceding financial year.
- 11) The Company has defaulted in repayment of dues to banks and financial institution as detailed hereunder:

Period and amount of continuing default as on the balance sheet date in repayment of loans and interest.

| SECURED LONG-TERM BORROWINGS | 31.03.14 (Rs.) | 31.03.13 (Rs.) |
|------------------------------|----------------|----------------|
| a) <u>Term Loans</u> | | |
| From Banks | 29,021,480 | 8,968,356 |
| Period of Default | 30 to 120 Days | 30 to 150 Days |
| From Others | 85,562 | - |
| | 30 to 150 Days | |

| UNSECURED LONG-TERM BORROWINGS | 31.03.14 (Rs.) | 31.03.13 (Rs.) |
|--------------------------------|----------------|----------------|
| a) <u>Term Loans</u> | | |
| From Banks | - | - |
| From Others | 5,630,631 | 6,145,456 |
| Period of Default | Above 365 Days | 30 to 210 Days |

| SECURED SHORT-TERM BORROWINGS | 31.03.14 (Rs.) | 31.03.13 (Rs.) |
|-------------------------------|----------------|----------------|
| Loans Repayable on Demand | | |
| Working Capital Loans | - | 22,175,638 |
| Period of Default | | 30 to 60 Days |

- 12) The Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- 13) The provisions of any special statute applicable to Chit Fund/Nidhi/Mutual Benefit Fund/Societies are not applicable to the Company.
- 14) The Company is not dealing in or trading in shares, securities, debentures or other investments. Hence, paragraph 4(xiv) does not call for comments.
- 15) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- 16) In our opinion and according to the information and explanation given to us, the Company has applied the term loans raised during the year for the purpose for which they were obtained.
- 17) According to the records examined by us and on the basis of information and explanation given to us, on an overall basis, funds raised on short term basis, prima facie, have not been used for long term purposes during the year and vice versa.
- 18) The Company has not issued and allotted any preferential shares during the year.
- 19) The Company does not have any debentures. Hence, the question of creation of securities for debentures does not arise.
- 20) The Company has not made any public issue during the year.
- 21) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For Ravish Agrawal & Associates
Chartered Accountants

RAVISH AGRAWAL F.C.A.,
(Proprietor)
MEMBERSHIP No. 094700
FRN 014924N

Place: New Delhi
Date: May 26, 2014

ORIENTAL TRIMEX LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

| | NOTE NO. | AS AT 31.03.14 Rupees | AS AT 31.03.13 Rupees |
|-------------------------------------|----------|-----------------------------|-----------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| Share Capital | 1 | 148,152,080 | 148,152,080 |
| Reserves and Surplus | 2 | 201,995,202 | 335,865,208 |
| | | <u>350,147,282</u> | <u>484,017,288</u> |
| (2) Non-current Liabilities | | | |
| Long-term Borrowings | 3 | 168,317,151 | 24,015,713 |
| Deferred Tax Liabilities (Net) | | - | 24,923,080 |
| Other Long-term Liabilities | | - | - |
| Long-term Provisions | | 1,562,443 | 1,835,795 |
| | | <u>169,879,594</u> | <u>50,774,588</u> |
| (3) Current Liabilities | | | |
| Short-term Borrowings | 4 | 147,932,895 | 562,368,418 |
| Trade Payables | | 57,798,308 | 7,525,556 |
| Other Current Liabilities | | 663,145,115 | 309,124,622 |
| Short-term Provisions | | 187,192 | 178,714 |
| | | <u>869,063,510</u> | <u>879,197,310</u> |
| TOTAL | | <u>1,389,090,386</u> | <u>1,413,989,186</u> |
| II. ASSETS | | | |
| (1) Non-current Assets | | | |
| (a) Fixed Assets | | | |
| Tangible Assets | 5 | 356,286,762 | 371,615,491 |
| Intangible Assets | 5 | - | - |
| Capital Work-in-progress | | 567,700 | 567,700 |
| Intangible Assets under Development | | - | - |
| | | <u>356,854,462</u> | <u>372,183,191</u> |
| (b) Non-current Investments | | - | - |
| (c) Deferred Tax Assets (Net) | | - | - |
| (d) Long-term Loans and Advances | 6 | 4,707,865 | 4,345,089 |
| (e) Other Non-current Assets | 7 | 8,319,592 | 12,479,388 |
| | | <u>369,881,919</u> | <u>389,007,668</u> |
| (2) Current Assets | | | |
| Current Investments | | - | - |
| Inventories | 8 | 550,826,782 | 549,401,213 |
| Trade Receivables | 9 | 328,787,323 | 341,343,674 |
| Cash and Cash Equivalents | 10 | 17,056,608 | 22,173,609 |
| Short-term Loans and Advances | 11 | 120,044,523 | 109,824,342 |
| Other Current Assets | 12 | 2,493,232 | 2,238,680 |
| | | <u>1,019,208,468</u> | <u>1,024,981,518</u> |
| TOTAL | | <u>1,389,090,386</u> | <u>1,413,989,186</u> |

For and on behalf of the Board

As per our report of even date
For Ravish Agrawal & Associates

Rajesh Punia
Managing Director
DIN00010289

Savita Punia
Director
DIN00010311

RAVISH AGRAWAL F.C.A.,
Chartered Accountants
(Proprietor)
M No. 094700
FRN 014924N

Rajesh Punia
Managing Director
DIN00010289

Savita Punia
Director
DIN00010311

RAVISH AGRAWAL F.C.A.,
Chartered Accountants
(Proprietor)
M No. 094700
FRN 014924N

Anuj Kumar Giri
Company Secretary
ACS28926

NEW DELHI
MAY 26, 2014

Anuj Kumar Giri
Company Secretary
ACS28926

NEW DELHI
MAY 26, 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

| PARTICULARS | NOTE NO. | PERIOD ENDED 31.03.14 Rupees | YEAR ENDED 31.03.13 Rupees |
|--|----------|------------------------------------|----------------------------------|
| I Revenue from Operations | 13 | 483,157,467 | 566,036,308 |
| II Other Income | 14 | 5,628,883 | 34,201,311 |
| III Total Revenue | | <u>488,786,350</u> | <u>600,237,619</u> |
| IV Expenses | | | |
| Cost of Materials Consumed | 15 | 160,406,715 | 195,933,278 |
| Purchases of Stock-in-Trade | | 256,773,726 | 324,958,280 |
| Change in Inventories of FG-WIP and Stock in Trade | 16 | 5,938,370 | 6,578,961 |
| Manufacturing Expenses | 17 | 33,829,682 | 18,881,792 |
| Employee Benefit Expense | 18 | 23,344,310 | 29,117,729 |
| Finance Cost | 19 | 114,520,222 | 109,288,158 |
| Other Expenses | 20 | 39,428,261 | 43,773,409 |
| Depreciation and Amortisation Expense | 5 | 13,338,150 | 13,578,521 |
| Total Expenses | | <u>647,579,436</u> | <u>742,110,128</u> |
| V Profit before Exceptional and Extraordinary items and Tax (III-IV) | | (158,793,086) | (141,872,509) |
| VI Exceptional Items | | - | - |
| VII Profit before Extraordinary items and Tax (V - VI) | | (158,793,086) | (141,872,509) |
| VIII Extraordinary Items | | - | - |
| IX Profit before items and Tax (VII - VIII) | | (158,793,086) | (141,872,509) |
| X Tax Expense | | - | - |
| - Current Tax | | - | 0 |
| - Deferred Tax | | (24,923,080) | 1,666,000 |
| - Income Tax for earlier years | | - | 111,706 |
| - Excess Provision for tax written back | | - | - |
| XI Profit (Loss) for the year from Continuing Operations (IX - X) | | (133,870,006) | (143,650,215) |
| XII Profit (Loss) for the year from Discontinuing Operations | | - | - |
| XIII Tax Expenses of Discontinuing Operations | | - | - |
| XIV Profit (Loss) from Discontinuing Operations (after tax) | | - | - |
| XV Profit (Loss) for the year (XI + XIV) | | (133,870,006) | (143,650,215) |
| XVI Earning Per Equity Share (Face Value Rs. 10 Each) | | | |
| (1) Basic | | (9.0360) | (9.6961) |
| (2) Diluted | | (9.0360) | (9.6961) |

For and on behalf of the Board

As per our report of even date
For Ravish Agrawal & Associates

ORIENTAL TRIMEX LIMITED

CASH FLOW STATEMENT

| Particulars | FY - 2013-14 Rs. | FY - 2012-13 Rs. |
|---|----------------------|----------------------|
| A) Cash Flow from Operating Activities : | | |
| Net Profit before tax and extraordinary items | (158,793,086) | (141,872,509) |
| Adjustments for : | | |
| a) Depreciation | 13,338,150 | 13,578,521 |
| b) Loss on sale of fixed assets | 627,284 | 716,690 |
| c) Profit on sale of fixed assets | - | - |
| d) Write Offs | 4,159,796 | 4,396,140 |
| e) Provision for Gratuity | (108,426) | 47,696 |
| f) Gratuity Paid | (156,448) | (380,292) |
| g) Provision for Doubtful Debts | 479,310 | 8,770,016 |
| h) Interest Income | (1,737,204) | (1,923,793) |
| i) Exchange Gain | 3,466,964 | (3,796,063) |
| j) Exchange Loss | - | - |
| k) Interest Expense | 109,117,338 | 107,391,818 |
| | <u>129,186,764</u> | <u>128,800,733</u> |
| Operating Profit before Working Capital Change | (29,606,322) | (13,071,776) |
| Adjustments for : | | |
| a) Trade & Other Receivables | 1,355,007 | (2,593,933) |
| b) Inventories | (1,425,569) | (7,677,123) |
| c) Trade Payables and Other Liabilities | 404,293,245 | 151,076,359 |
| | <u>404,222,683</u> | <u>140,805,303</u> |
| Cash generated from Operations | 374,616,361 | 127,733,527 |
| Net Prior year adjustments | - | - |
| Taxes Paid | (115,474) | (1,302,143) |
| Net Cash used in Operating Activities | <u>374,500,887</u> | <u>126,431,384</u> |
| B) Cash Flow from Investing Activities : | | |
| a) Purchase of Fixed Assets/Exp on CWIP | (36,705) | (312,388) |
| b) Sale of Fixed Assets | 1,400,000 | 1,345,000 |
| c) Interest Received | 1,737,204 | 1,923,793 |
| d) Preliminary Expenses for Mines Development | - | - |
| Net Cash used in Investing Activities | <u>3,100,499</u> | <u>2,956,405</u> |
| C) Cash flow from Financing Activities : | | |
| a) Interest Paid | (109,117,338) | (107,391,818) |
| b) Dividend Paid | - | - |
| c) Exchange Gain | (3,466,964) | 3,796,063 |
| d) Exchange Loss | - | - |
| e) Proceeds from Long Term Borrowings (Net) | 144,301,438 | (2,084,372) |
| f) Proceeds from Short Term Borrowings (Net) | (414,435,523) | (23,924,528) |
| g) Proceeds from Issue of Equity Shares | - | - |
| h) Proceeds from share application money | - | - |
| i) Proceeds from securities premium | - | - |
| j) Preliminary Expenses | - | - |
| Net Cash generated from Investing Activities | <u>(382,718,387)</u> | <u>(129,604,655)</u> |
| Net increase in Cash & Cash Equivalents (A+B+C) | (5,117,001) | (216,866) |
| Opening balance of Cash and Cash equivalent | 22,173,609 | 22,390,475 |
| Closing balance of Cash and Cash equivalent | 17,056,608 | 22,173,609 |

For and on behalf of the Board As per our report of even date
For Ravish Agrawal & Associates

Rajesh Punia Managing Director
DIN00010289

Savita Punia Director
DIN00010311

RAVISH AGRAWAL F.C.A.,
Chartered Accountants
(Proprietor)
M No. 094700
FRN 014924N

Anuj Kumar Giri
Company Secretary
ACS28926

NEW DELHI
MAY 26, 2014

NOTES ANNEXED TO AND FORMING A PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

| | AS AT 31.03.14 Rupees | AS AT 31.03.13 Rupees |
|--|-----------------------------|-----------------------------|
|--|-----------------------------|-----------------------------|

NOTE - 1

SHARE CAPITAL

| | AS AT 31.03.14 Rupees | AS AT 31.03.13 Rupees |
|--|-----------------------------|-----------------------------|
| Authorised 1,60,00,000 Equity Shares of Rs.10 each (Last year 1,60,00,000 Equity Shares of Rs. 10 each) | 160,000,000 | 160,000,000 |

| | | |
|---|-------------|-------------|
| Issued, Subscribed and Paid-up 1,48,15,208 Equity Shares of Rs. 10 each fully paid up (Last year 1,48,15,208 Equity Shares of Rs. 10 each) | 148,152,080 | 148,152,080 |
|---|-------------|-------------|

1.1 The reconciliation of the number of shares outstanding is set out below :

| | AS AT 31.03.14 | AS AT 31.03.13 |
|--|-------------------|-------------------|
| Equity Shares at the beginning of the year | 14,815,208 | 14,815,208 |
| Equity Shares at the end of the year | 14,815,208 | 14,815,208 |

1.2 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.

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

| Name of the Shareholder | AS AT 31.03.14 | | AS AT 31.03.13 | |
|---------------------------------------|----------------|--------|----------------|--------|
| | No. of shares | % held | No. of shares | % held |
| Mr. Rajesh Kumar Punia | 2,416,314 | 16.31% | 2,416,314 | 16.31% |
| M/s Oriental Buildmat Exports Pvt Ltd | 2,254,391 | 15.22% | 2,254,391 | 15.22% |
| Mrs. Savita Punia | 1,014,999 | 6.85% | 1,014,999 | 6.85% |
| M/s Oriental Tiles Ltd | 929,917 | 6.28% | 929,917 | 6.28% |

| | AS AT 31.03.14 Rupees | AS AT 31.03.13 Rupees |
|--|-----------------------------|-----------------------------|
|--|-----------------------------|-----------------------------|

NOTE - 2

RESERVES AND SURPLUS

| | | |
|---|--------------------|--------------------|
| Securities Premium Reserve As per last Balance Sheet | 312,032,184 | 312,032,184 |
| Add: Addition during the year | - | - |
| | <u>312,032,184</u> | <u>312,032,184</u> |

| | | |
|---|-------------------|-------------------|
| General Reserve As per last Balance Sheet | 66,136,106 | 66,136,106 |
| Add: Transfer from Statement of Profit and Loss | - | - |
| | <u>66,136,106</u> | <u>66,136,106</u> |

| | | |
|---|---------------|---------------|
| Surplus-Statement of Profit and Loss As per last Balance Sheet | (42,303,082) | 101,347,133 |
| Add: Net Profit (Loss) transferred from Statement of Profit and Loss | (133,870,006) | (143,650,215) |

| | | |
|---|---------------|--------------|
| Amount available for appropriation | (176,173,088) | (42,303,082) |
| Appropriations: | | |
| Amount Transferred to General Reserve | - | - |
| Balance in Statement of Profit and Loss | (176,173,088) | (42,303,082) |

| | | |
|--------------|--------------------|--------------------|
| TOTAL | <u>201,995,202</u> | <u>335,865,208</u> |
|--------------|--------------------|--------------------|

NOTE - 3

NON-CURRENT LIABILITIES

(A) LONG-TERM BORROWINGS

SECURED LONG-TERM BORROWINGS

| | | |
|---------------|--------------------|-------------------|
| a) Term Loans | | |
| From Banks | 168,317,151 | 24,015,713 |
| From Others | - | - |
| SUB-TOTAL | <u>168,317,151</u> | <u>24,015,713</u> |

ORIENTAL TRIMEX LIMITED

UNSECURED LONG-TERM BORROWINGS

| | | |
|--|--------------------|-------------------|
| a) Term Loans | | |
| From Banks | - | - |
| From Others | - | - |
| SUB-TOTAL | - | - |
| b) Loans and Advances from Related Parties | - | - |
| TOTAL (A) | 168,317,151 | 24,015,713 |
| (B) DEFERRED TAX LIABILITIES (NET) | - | 24,923,080 |
| TOTAL (B) | - | 24,923,080 |
| (C) OTHER LONG-TERM LIABILITIES | - | - |
| TOTAL (C) | - | - |
| (D) LONG-TERM PROVISIONS | | |
| Provision for Employee Benefits | | |
| -Provision for Gratuity | 1,562,443 | 1,835,795 |
| TOTAL (D) | 1,562,443 | 1,835,795 |
| TOTAL NON-CURRENT LIABILITIES | 169,879,594 | 50,774,588 |

3.1 Note on Restructuring

During the year, one of the bankers has restructured the working capital facility as follows:-

- Working Capital Term Loan of Rs. 15 Crores, repayable during March, 2014 -290.00 lacs, repayable during March, 2016 - 490 lacs by sale of non-core asset. and remaining WC TL to be repaid in 26 quarterly structured instalments commencing from quarter ending Dec., 2014 and ending on Mar., 2021.
- Funded Interest Term Loan of Rs. 490.00 lacs to fund interest on working capital and working capital term loan for a period of 18 months i.e. from proposed Cut Off Date (01.06.2013) to till November, 2014 as Funded Interest Term Loan.

- Term Loans secured by exclusive charge on the assets financed by Term Loans. Also secured by pari passu charge on both present and future immovable and movable fixed assets of the company. And further secured by personal guarantee of promoter directors of the company.
- Working Capital Term Loans secured by pari passu charge over the current assets of the Company. Also collaterally secured by pari passu charge over fixed assets of the Company, which are held on pari-passu basis under multiple banking arrangements.

- Maturity Profile of Secured and Unsecured Loans are set out below :

SECURED LONG-TERM BORROWINGS

a) Term Loans

| | 2015-16 | 2016-17 | 2017-18 | 2018-19 | 2019-20 | 2020-21 |
|------------|------------|------------|------------|------------|------------|------------|
| From Banks | 64,563,202 | 17,800,000 | 20,537,461 | 19,416,477 | 20,000,000 | 26,000,000 |

- Period and amount of continuing default as on the balance sheet date in repayment of loans and interest..

SECURED LONG-TERM BORROWINGS

a) Term Loans

| | | |
|-------------------|----------------|----------------|
| From Banks | 29,021,480 | 8,968,356 |
| Period of Default | 30 to 120 Days | 30 to 150 Days |
| From Others | 85,562 | - |
| Period of Default | 30 to 150 Days | |

UNSECURED LONG-TERM BORROWINGS

a) Term Loans

| | | |
|-------------------|----------------|----------------|
| From Banks | - | - |
| From Others | 5,630,631 | 6,145,456 |
| Period of Default | Above 365 Days | 30 to 210 Days |

AS AT

31.03.14

Rupees

AS AT

31.03.13

Rupees

NOTE - 4

CURRENT LIABILITIES

(A) SHORT-TERM BORROWINGS

SECURED SHORT-TERM BORROWINGS

| | | |
|---|--------------------|--------------------|
| (a) Loans Repayable on Demand | | |
| From Banks | | |
| Working Capital Loans (*) | 99,988,616 | 526,302,446 |
| Buyer's Credit (in Foreign Currency) (**) | 15,060,103 | 18,892,630 |
| | 115,048,719 | 545,195,076 |

| | | |
|---|--------------------|--------------------|
| From Others | | |
| Life Insurance Corporation of India (***) | 8,247,490 | 7,503,894 |
| Others | - | - |
| | 8,247,490 | 7,503,894 |
| | 123,296,209 | 552,698,970 |

| | | |
|---|--------------------|--------------------|
| (b) Loans and Advances from Related Parties | - | - |
| (c) Other Loans and Advances | - | - |
| SUB TOTAL | 123,296,209 | 552,698,970 |

UNSECURED SHORT-TERM BORROWINGS

| | | |
|---|--------------------|--------------------|
| (a) Loans Repayable on Demand | | |
| From Banks | - | - |
| From Others | 10,869,776 | 5,851,798 |
| | 10,869,776 | 5,851,798 |
| (b) Loans and Advances from Related Parties | 13,766,910 | 3,817,650 |
| SUB TOTAL | 24,636,686 | 9,669,448 |
| TOTAL (A) | 147,932,895 | 562,368,418 |
| (B) TRADE PAYABLES | | |
| Sundry Creditors (Goods) | 57,798,308 | 7,525,556 |
| TOTAL (B) | 57,798,308 | 7,525,556 |

(C) OTHER CURRENT LIABILITIES

| | | |
|--|--------------------|--------------------|
| Current Maturities of Long-Term Debt | 48,361,237 | 53,797,246 |
| Recalled Long Term Debt | 53,529,768 | - |
| Recalled Short-Term Debt | 335,724,705 | - |
| Interest Accrued But Not Due on Borrowings | 22,477 | 73,189 |
| Interest Accrued and Due on Borrowings | 4,333,613 | 33,089,831 |
| Customers at Credit | 118,984,476 | 129,231,522 |
| Security Deposits | 2,950,000 | 3,051,000 |
| Sundry Creditors (Other than goods) | 24,903,114 | 20,177,963 |
| Book Overdraft- Banks | 50,343 | - |
| Due to Directors in Current Accounts | 11,710,208 | 8,855,557 |
| Expenses Payable | 8,001,708 | 7,363,106 |
| Statutory Liabilities | 53,573,466 | 51,485,208 |
| Advance against Sale of Assets | 1,000,000 | 2,000,000 |
| TOTAL (C) | 663,145,115 | 309,124,622 |

NOTE - 4

(D) SHORT TERM PROVISIONS

| | | |
|---------------------------------|----------------|----------------|
| Provision for Employee Benefits | | |
| -Provision for Gratuity | 187,192 | 178,714 |
| Provision for Income Tax | - | - |
| TOTAL (D) | 187,192 | 178,714 |

TOTAL CURRENT LIABILITIES

| | | |
|--|--------------------|--------------------|
| | 869,063,510 | 879,197,310 |
|--|--------------------|--------------------|

- * Working Capital Loans secured by hypothecation of all kinds of stocks of raw materials, stock-in-process and finished goods, assignment of book debts, title of goods covered under letter of credit against FLC and additionally secured by personal guarantee of promoter directors of the company.

** Buyer's Credit secured by letter of undertaking by the bankers.

*** Demand Loan from LIC secured against keyman insurance policy.

- Period and amount of continuing default as on the balance sheet date in repayment of loans and interest.

SECURED SHORT-TERM BORROWINGS

31.03.14 **31.03.13**

| | | |
|---------------------------|---|---------------|
| Loans Repayable on Demand | | |
| From Banks | | |
| Working Capital Loans | - | 22,175,638 |
| Period of Default | | 30 to 60 Days |

- Recalled Long Term Debt
One of the bankers have recalled the term loan amounting to Rs. 230.95 lacs on 01.05.2013

ORIENTAL TRIMEX LIMITED

One of the bankers have recalled the term loan amounting to Rs. 233.31 lacs on 01.08.2013

Recalled Long Term Debt includes interest payable after the date of recall of Rs. interest has been calculated on average balance at the then prevailing rate, in the absence of bank statements. 7,103,895

4.4 Recalled Short-Term Debt

During the year, two banks have recalled the working capital limits (including devolved letters of credit) amounting to Rs. 2,846.89 lacs.

Recalled Short Term Debt includes interest payable after the date of recall of Rs. The interest has been calculated on average balance at the then prevailing rate, in the absence of bank statements. 51,035,569

NOTE - 5 : FIXED ASSETS

| DESCRIPTION | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|--|--------------------------|------------------------|----------------------------|--------------------------|--------------------------|-------------------------|------------------------|--------------------------|--------------------------|--------------------------|
| | AS AT 31.03.13 Rs. | OF ADDITIONS Rs. | OF DEDU- -CTIONS Rs. | AS AT 31.03.14 Rs. | AS AT 31.03.13 Rs. | FOR THE YEAR .Rs. | WRITTEN BACK Rs. | AS AT 31.03.14 Rs. | AS AT 31.03.13 Rs. | AS AT 31.03.14 Rs. |
| I. TANGIBLE ASSETS | | | | | | | | | | |
| (A) TANGIBLE ASSETS NOT UNDER LEASE | | | | | | | | | | |
| Land | 113,375,297 | - | 2,027,284 | 111,348,013 | - | - | - | - | 113,375,297 | 111,348,013 |
| Buildings (inc roads) | 7,470,823 | - | - | 7,470,823 | 357,248 | 120,032 | - | 477,280 | 7,113,575 | 6,993,543 |
| Buildings-Factory | 86,156,539 | - | - | 86,156,539 | 15,806,842 | 2,804,559 | - | 18,611,401 | 70,349,697 | 67,545,138 |
| Purely Temporary Erections | 1,871,584 | - | - | 1,871,584 | 1,871,584 | - | - | 1,871,584 | - | - |
| Plant and Equipment | 212,565,466 | - | - | 212,565,466 | 40,546,263 | 8,994,616 | - | 49,540,879 | 172,019,203 | 163,024,587 |
| Furniture and Fixtures | 1,986,090 | - | - | 1,986,090 | 687,030 | 120,128 | - | 807,158 | 1,299,060 | 1,178,932 |
| Cars | 10,029,780 | - | - | 10,029,780 | 5,669,998 | 952,829 | - | 6,622,827 | 4,359,782 | 3,406,953 |
| Truck | 1,069,209 | - | - | 1,069,209 | 823,347 | 50,895 | - | 874,242 | 245,862 | 194,967 |
| Office Equipment | 3,755,685 | 11,705 | - | 3,767,390 | 1,128,504 | 175,818 | - | 1,304,322 | 2,627,181 | 2,463,068 |
| Computer | 2,157,298 | 25,000 | - | 2,182,298 | 1,931,464 | 119,273 | - | 2,050,737 | 225,834 | 131,561 |
| TOTAL | 440,437,771 | 36,705 | 2,027,284 | 438,447,192 | 68,822,280 | 13,338,150 | - | 82,160,430 | 371,615,491 | 356,286,762 |
| Previous Year Figures | 441,904,414 | 312,388 | 1,779,031 | 440,437,771 | 56,124,756 | 13,578,521 | 880,997 | 68,822,280 | 385,779,658 | 371,615,491 |

AS AT
31.03.14
Rupees

AS AT
31.03.13
Rupees

Goods in transit At lower of cost or net realisable value

Stores and spares At lower of cost or net realisable value

NOTE - 6

LONG-TERM LOANS AND ADVANCES

(Unsecured; Considered good unless otherwise stated)

| | | |
|-------------------|------------------|------------------|
| Security Deposits | 4,707,865 | 4,345,089 |
| | <u>4,707,865</u> | <u>4,345,089</u> |

NOTE - 7

OTHER NON-CURRENT ASSETS

Miscellaneous Expenditure
(To the extent not written off or adjusted)
Mines Development Expenditure
(net of recoveries)

| | | |
|--|------------------|-------------------|
| | 8,319,592 | 12,479,388 |
| | <u>8,319,592</u> | <u>12,479,388</u> |

NOTE - 8

INVENTORIES

(As taken, valued and certified by the management)

| | | |
|--|--------------------|--------------------|
| Raw Materials | 56,194,347 | 66,837,420 |
| Raw Materials in Transit | 67,903,959 | 48,410,937 |
| Work-in-Process | - | - |
| Finished Goods (including in transit) | 425,679,926 | 431,618,296 |
| Stock-in-Trade (in respect of goods acquired for trading) | - | - |
| Stores and Spares | 1,048,550 | 2,534,560 |
| | <u>550,826,782</u> | <u>549,401,213</u> |

8.1 Mode of Valuation

Inventories are valued as under:-

| | |
|---------------|--|
| Raw Materials | At lower of weighted average cost or net realisable value |
| Semi-finished | At lower of cost or net realisable value |
| Finished | At lower of production/landed cost or net realisable value. Appropriate overheads are loaded on absorption costing basis. |

8.2 Raw Material in Transit includes many shipments of marble block and slab received from time to time lying with Customs Authorities. Custom duty and other clearance charges including demurrage have not been paid till date. The management has certified that none of the above shipments have been auctioned during the year and the title of the goods is with the company at the balance sheet date.

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

8.4 Inventories include Slow Moving Stocks amounting to Rs. 21.92 lacs, However, provision for depletion in the value of such stocks has not been ascertained and made.

AS AT
31.03.14
Rupees

AS AT
31.03.13
Rupees

NOTE - 9

TRADE RECEIVABLES

(Unsecured; Considered good unless otherwise stated)

| | | |
|---|---------------------------|---------------------------|
| Exceeding Six Months | | |
| -Considered Good | 21,842,514 | 311,233,029 |
| -Considered Doubtful | 312,443,726 | 19,288,176 |
| Less : Allowance for Doubtful Receivables | 19,767,486 | 19,288,176 |
| | <u>292,676,240</u> | <u>-</u> |
| SUB-TOTAL | <u>314,518,754</u> | <u>311,233,029</u> |
| Other Debts | | |
| -Considered Good | 13,633,089 | 30,110,645 |
| -Considered Doubtful | 635,480 | - |
| Less : Allowance for Doubtful Receivables | - | - |
| | <u>635,480</u> | <u>-</u> |
| SUB-TOTAL | <u>14,268,569</u> | <u>30,110,645</u> |
| TOTAL | <u>328,787,323</u> | <u>341,343,674</u> |

9.1 Due by Officers of the Company - -

9.2 Allowance for Doubtful Receivables had 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.

ORIENTAL TRIMEX LIMITED

| | AS AT 31.03.14 Rupees | AS AT 31.03.13 Rupees |
|--|-----------------------------|-----------------------------|
| NOTE - 19 | | |
| FINANCE COST | | |
| Interest Paid-Term Loans | 33,502,321 | 12,214,191 |
| Interest Paid-Working Capital | 67,805,851 | 81,842,221 |
| Interest Paid-Others | 5,600,403 | 9,826,555 |
| Bank Charges | 2,208,763 | 3,508,851 |
| Net Gain (Loss) on Foreign Currency Transactions and Translation | 5,402,884 | 1,896,340 |
| | 114,520,222 | 109,288,158 |

NOTE-20

OTHER EXPENSES

| | | |
|---|------------|------------|
| Electricity and Water Charges | 671,045 | 946,967 |
| Rent | 2,573,324 | 3,235,614 |
| Rates & Taxes | 161,064 | 159,900 |
| Printing and Stationery | 269,181 | 292,605 |
| Communication Expenses | 1,046,909 | 1,143,300 |
| Vehicles Running and Maintenance | 960,491 | 1,518,222 |
| Travelling and Conveyance | 1,914,074 | 1,015,789 |
| Legal & Professional charges | 2,475,560 | 2,517,523 |
| Auditors' Remuneration | 674,160 | 608,990 |
| Insurance | 1,898,398 | 1,865,490 |
| Fees & Subscription | 493,880 | 420,049 |
| Repairs & Maintenance | 420,324 | 518,219 |
| Miscellaneous Expenses | 1,446,782 | 1,314,443 |
| Loss of Goods | 7,219,363 | 843,542 |
| Loss on Sale of Assets | 627,284 | 716,690 |
| Donation | 93,950 | 77,136 |
| Fines and Penalties | 21,637 | 16,665 |
| Advertisement and Publicity | 93,966 | 126,788 |
| Business Promotion and Entertainment | 553,482 | 609,445 |
| Rebates and Discount | 45,738 | 164,458 |
| Sales Tax Paid | 685,863 | 23,666 |
| Excise Duty Paid | - | 20,555 |
| Service Tax Paid | - | 1,638 |
| Transportation & Handling Charges (Net of Recoveries) | 364,510 | 786,477 |
| Irrecoverables Written Off | 1,846,777 | 4,804,030 |
| Allowance for Doubtful Debts and Advances | 479,310 | 8,770,016 |
| Mines Development Expenses Written off | 4,159,796 | 4,159,796 |
| Fixed Assets Written off | - | 236,344 |
| Stocks Written Off | 6,660,810 | - |
| Prior Period Expenses | 1,570,583 | 6,859,052 |
| | 39,428,261 | 43,773,409 |

NOTE - 21 : NOTES ON ACCOUNTS

I. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles as adopted consistently by the Company and the provisions of the Companies Act, 1956. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

b) Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognised in the period in which the results are known/materialized.

c) Fixed Assets :

Fixed assets are stated at historical cost including directly attributable costs of bringing the assets to their working condition and are net of credit under the CENVAT/VAT scheme where applicable.

Fixed assets under construction is categorised as capital work-in-progress. 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.

d) Depreciation :

Depreciation on Fixed Assets is provided on the straight line method in accordance with the rates prescribed in Schedule XIV of the Companies Act, 1956 on pro-rata basis.

e) 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 in Other Expenses under Note-20 of the Balance Sheet.

f) Revenue Recognition :

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

(iv) Premium / discount on forward exchange contracts (including options), which are not intended for trading or speculation purposes, are amortised 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 recognised as income or expense of the year.

h) Excise Duty

Excise Duty is accounted for as and when paid on the clearance of the goods from the factory.

i) 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.

Provision for unutilised leave benefits is 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.

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

j) Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets prior to commencement of commercial production are capitalised 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.

k) Miscellaneous Expenditure (to the extent not written off or adjusted)

Mines Development Expenses are being amortised over a period of five years from the year of the commencement of commercial production.

ORIENTAL TRIMEX LIMITED

NOTE - 21 : NOTES ON ACCOUNTS

l) Events occurring after Balance Sheet date :

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

m) Taxes on Income

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

Deferred tax is recognised, 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 recognised as an assets only when and to the extent 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 recognised 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.

n) Impairment of Fixed Assets

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India.

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 recognised in prior accounting periods is reversed, if there has been a change in the estimate of recoverable amount.

o) 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 :

- 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;
- present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation ;
- present obligation, where a reliable estimate cannot be made.

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 national capital region, 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 from SEI, Italy, one of the pioneers and leaders in manufacturing machineries for the marble industry, 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 Malkangiri which are under development. The Company has its own marketing outlets at New Delhi, Chennai, Kolkata, Greater Noida & Khushkhera apart from franchisees spread across India. Oriental Trimex Limited is one of the highly spread and expanded marble processing Company 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).

II. Contingent Liabilities and Commitments

(A) Contingent Liabilities

a) Claims against the company not acknowledged as debts

| | | |
|--|-------|--------|
| Sales Tax | 91.46 | 40.41 |
| Income Tax | - | - |
| Custom Duty | 9.36 | 9.36 |
| Excise Duty | - | - |
| b) Bank Guarantees | 97.44 | 108.78 |
| c) Guarantee issued to Customs Authorities | 6.42 | 6.42 |
| d) Letters of credit | - | 88.85 |
| e) Custom duty payable against exprot obligation | 48.69 | 48.69 |

Note:

In case of recalled working capital limits and term loans, interest after the date of recall has been calculated on estimated basis at then prevailing rate of interest, in the absence of bank statements. Actual liability of interest may vary from the amount shown in the balance sheet. To that extent, the company may be liable for higher amount of interest liability.

(B) Commitments

- Estimated amount of contracts remaining to be executed on capital account and not provided for. - -
- The Company is under obligation to export goods within a period of eight years from the date of issue of EPCG licences 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 Rs. 496.15 lacs (previous year Rs. 496.15 lacs) within the stipulated time as specified in the respective licenses. Out of the said amount, the Company has fulfilled the export obligation of Rs. 57.08 lacs (previous year 57.08 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.

| | YEAR ENDED 31.03.14 (Rs. in lacs) | YEAR ENDED 31.03.13 (Rs. in lacs) |
|-------------------------------------|--|--|
| III. OTHER NOTES ON ACCOUNTS | | |
| 1) Deferred Tax | | |

The provision for deferred tax liability comprise of the following

| | | |
|--|------------|---------|
| a) Deferred Tax Liability | | |
| Related to fixed assets | Note below | 29.51 |
| Related to mines development expenditure | | (12.85) |
| b) Deferred Tax Assets | Note below | |
| Disallowance under the Income Tax Act | - | |
| c) Provision for deferred tax (net) | | 16.66 |

In view of uncertainty as to claim of unabsorbed losses and unabsorbed depreciation as per calculation under the Income Tax Act, 1956, against future taxable income, the management has decided to not account for the deferred tax asset (net after deduction of deferred tax liability in respect of fixed assets).

- Letters of confirmation of balances appearing under the heads Sundry Debtors, Other Current Assets, Sundry Creditors, Customers at credit, have not been received till the date of balance sheet, from most of the parties.
- Taxes paid in advance under the head "SHORT TERM LOAN AND ADVANCES" consists of:-
i)Rs. 1.15 lacs on account of interest received (previous year Rs. 1.76 lacs)
- The management has decided to write off stocks amounting to Rs. 66,60,810/- being damaged and unsaleable.
- Odissa Industrial Infrastructure Development Corporation vide their letter dated 20.11.2013 has cancelled the ownership of Plot No. 4, Somnathpur, Balasore, Odissa. The Management has already initiated efforts for revocation of the cancellation order.

ORIENTAL TRIMEX LIMITED

6) Prior Period Expenses

| | | |
|---|--------------|--------------|
| Salaries, Wages, Bonus, Leave Encashment and Allowances | 4.07 | - |
| Clearance Expenses (including detention/demurrage) | 2.39 | 56.40 |
| Telephone Expenses | 0.41 | 0.03 |
| Electricity and Water Charges | 0.06 | 0.52 |
| Professional Expenses | 1.55 | 0.17 |
| Insurance Expenses | - | 0.97 |
| Coveyance Expenses | 0.08 | 0.15 |
| Printing and Stationery Expenses | - | 0.01 |
| Entertainment Expenses | 1.70 | - |
| Rebate and Discoung | 0.37 | - |
| Rent | - | 0.04 |
| Repair and Maintenance-Building | - | 0.02 |
| Repair and Maintenance-Others | 0.38 | 0.09 |
| Freight Outward | 4.53 | 0.15 |
| Consumables | 0.17 | 0.03 |
| Tour and Travelling Expenses | - | 1.50 |
| Unclaimed Excise | - | 8.18 |
| Rates and Taxes | - | 0.32 |
| | <u>15.71</u> | <u>68.58</u> |

7) 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.

8) Auditors' Remuneration

| | | |
|----------------------|------|------|
| As auditor | 2.25 | 1.97 |
| For taxation matters | 0.70 | 0.70 |
| For other services | 3.79 | 3.79 |

9) TRANSACTIONS WITH RELATED PARTIES

A) RELATIONSHIPS

i) Shareholders (inc. controlled enterprises)

- a) Oriental Tiles Limited
b) Oriental Buildmat Exports Private Limited

ii) Subsidiary Companies

None

iii) Other Parties

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

iv) Directors and their Relatives

Mr. Rajesh Kumar Punia, Mrs. Savita Punia, Mr. Sunil Kumar, Mr. Vivek Seth, Mr. Rakesh K Takyar, Mr. Rakesh Punia, Mr. Dinesh Punia

B) TRANSACTIONS WITH RELATED PARTIES

i) Details relating to parties referred to items A)(i)

| Nature of Transaction | Shareholders | Shareholders |
|--|---------------|---------------|
| Sale of Goods and Services | - | - |
| Purchase of Goods & Services | - | - |
| Loans Repaid | 7.42 | 16.19 |
| Loans Taken | - | 36.97 |
| Balance at the year end-Cr (Dr) | 39.99 | 47.41 |
| ii) Details relating to parties referred to items A) (iii) | | |
| Nature of Transaction | Other Parties | Other Parties |
| Sales of Goods & Services | - | - |
| Purchase of Goods & Services | 135.25 | 48.55 |
| Purchase of Fixed Assets | - | - |

| | | |
|---|---------------|---------------|
| Rent Paid | - | - |
| Loans Taken | 104.75 | - |
| Loans Repaid | 5.25 | - |
| Balance at the year end-Cr (Dr) | 100.77 | 1.66 |
| iii) Details relating to parties referred to items A)(iv) | Directors etc | Directors etc |
| Nature of Transaction | | |
| Remuneration | 60.00 | 60.00 |
| Sitting Fees | 0.50 | 0.70 |
| Rent | 13.20 | 13.20 |
| Balance at the year end-Cr (Dr) | 117.10 | 88.56 |

10) Earnings Per Share (EPS)

| | | |
|---|---------------|---------------|
| a) Profit after tax (Rs.) | (133,870,006) | (143,650,215) |
| b) Weighted average number of ordinary shares for basic EPS | 14,815,208 | 14,815,208 |
| c) Effect of potential ordinary shares | - | - |
| d) Weighted average number of ordinary shares for diluted EPS | 14,815,208 | 14,815,208 |
| e) Basic EPS (a/b) (Annualised) | (9.04) | (9.70) |
| Diluted EPS (a/d) (Annualised) | (9.04) | (9.70) |

11) Segment Information

The Company operates in single segment "flooring products segment".

12) Additional Information as required under Schedule VI of the Companies Act, 1956.

a) Raw Materials Consumption

Indigenous

| | | |
|--------------|-------|--------|
| - Value | 19.73 | 244.21 |
| - Percentage | 1.23 | 12.46 |

Imported

| | | |
|-------------------|----------|----------|
| - Value in Rupees | 1,584.34 | 1,715.12 |
| - Percentage | 98.77 | 87.54 |

b) Stores and Spares

Indigenous

| | | |
|-------------------|--------|-------|
| - Value in Rupees | 136.09 | 97.50 |
| - Percentage | 100.00 | 98.75 |

Imported

| | | |
|-------------------|---|------|
| - Value in Rupees | - | 1.23 |
| - Percentage | - | 1.25 |

c) Value of imports on CIF basis

| | | |
|---------------------|----------|----------|
| - Traded Goods | 2,188.29 | 2,786.06 |
| - Materials | 1,218.61 | 1,629.97 |
| - Stores and Spares | - | 1.23 |

d) Expenditure in foreign currency

| | | |
|------------------------------|-------|-------|
| - Travelling | - | 0.37 |
| - Interest on Buyer's Credit | 11.79 | 32.23 |

e) Earnings in foreign exchange

| | | |
|------------------------|-----|--------|
| - FOB Value of Exports | NIL | NIL |
| - Consultation Fees | NIL | 221.01 |

13) Figures of previous year have been regrouped and reclassified wherever necessary to make them comparable.

14) During the year, the company has restarted mining operations in one of the mines in Orissa, inspite of social unrest and sporadic violence. Moreover, the management is initiating efforts to start operations in other mines also.

ORIENTAL TRIMEX LIMITED

15) As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in the Accounting Standard are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised as expense for the year are as under:

| | 31.03.14 (RS.) | 31.03.13 (RS.) |
|---|-------------------|-------------------|
| Employer's Contribution to Provident Fund | 195,780 | 259,358 |
| Employer's Contribution to Pension Scheme | 444,756 | 588,518 |

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.

Change in present value of obligation (reconciliation of opening and closing balances of defined benefits obligation)

| | | |
|---|-----------|-----------|
| a. Present value of obligation as at the beginning of the period 01.04.13 | 2,014,509 | 2,347,105 |
| b. Acquisition adjustment | - | - |
| c. Interest cost | 161,161 | 187,768 |
| d. Past service cost | - | - |
| e. Current service cost | 220,386 | 302,071 |
| f. Curtailment cost / (Credit) | - | - |
| g. Settlement cost / (Credit) | - | - |
| h. Benefits paid | (156,448) | (380,292) |
| i. Actuarial (gain) / loss on obligation | (489,973) | (442,143) |
| j. Present value of obligation as at the end of the period 31.03.14 | 1,749,635 | 2,014,509 |

Change in present value of plan assets

| | | |
|---|---|---|
| a. Fair value of plan assets at the beginning of the period | - | - |
| b. Acquisition Adjustments | - | - |
| c. Expected return on plan assets | - | - |
| d. Contributions | - | - |
| e. Benefits paid | - | - |
| f. Actuarial gain / (loss) on plan assets | - | - |
| g. Fair value of plan assets at the end of the period | - | - |

Fair value of plan assets

| | | |
|---|-------------|-------------|
| a. Fair value of plan assets at the beginning of the period | - | - |
| b. Acquisition Adjustments | - | - |
| c. Expected return on plan assets | - | - |
| d. Contributions | - | - |
| e. Benefits paid | - | - |
| f. Actuarial gain / (loss) on plan assets | - | - |
| g. Fair value of plan assets at the end of the period | - | - |
| h. Funded status | (1,749,635) | (2,014,509) |
| i. Excess of actual over estimated return on plan assets | - | - |

Actuarial gain / (loss) recognized

| | | |
|---|-----------|-----------|
| a. Actuarial gain / (loss) for the period obligation | 489,973 | 442,143 |
| b. Actuarial gain / (loss) for the period plan assets | - | - |
| c. Total gain / (loss) for the period | (489,973) | (442,143) |
| d. Actuarial gain / (loss) recognized in the period | (489,973) | (442,143) |
| e. Unrecognized actuarial (gains) / loss at the end of period | - | - |

The amounts recognized in balance sheet

| | | |
|--|-------------|-------------|
| a. Present value of obligation as at the end of the period | 1,749,635 | 2,014,509 |
| b. Fair value of plan assets as at the end of the period | - | - |
| c. Funded status | (1,749,635) | (2,014,509) |
| d. Excess of actual over estimated | - | - |
| e. Unrecognized actuarial (gains) / losses | - | - |
| f. Net assets / (liability) recognized in balance sheet | (1,749,635) | (2,014,509) |

Expenses recognized in the statement of profit and loss

| | | |
|--|-----------|-----------|
| a. Current service cost | 220,386 | 302,071 |
| b. Past Service cost | - | - |
| c. Interest cost | 161,161 | 187,768 |
| d. Expected return on plan assets | - | - |
| e. Curtailment cost / (Credit) | - | - |
| f. Settlement cost / (Credit) | - | - |
| g. Net actuarial (gain) / loss recognized in the period | (489,973) | (442,143) |
| h. Expenses recognized in the statement of profit & losses | (108,426) | 47,696 |

Actuarial Assumptions

| | | |
|--|-----------------|-----------------|
| 1 Mortality Table | 2006-08 IALM | 2006-08 IALM |
| 2 Discount Rate | 8.50% | 8.00% |
| 3 Expected Rate of return on plan assets | 0.00% | 0.00% |
| 4 Future salary increase | 6.00% | 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 21

For and on behalf of the Board

As per our report of even date
For Ravish Agrawal & Associates

Rajesh Punia
Managing Director
DIN00010289

Savita Punia
Director
DIN00010311

RAVISH AGRAWAL F.C.A.,
Chartered Accountants
(Proprietor)
M No. 094700
FRN 014924N

Anuj Kumar Giri
Company Secretary
ACS28926

NEW DELHI
MAY 26, 2014

ORIENTAL TRIMEX LIMITED

ORIENTAL TRIMEX LIMITED

FORM NO. MGT-11

PROXY FORM

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

CIN : L74899DL1996PLC078339
Name of the Company : ORIENTAL TRIMEX LIMITED
Regd. Office : 26/25, Bazar Marg, Old Rajendra Nagar, New Delhi-110060
Name of the Member(s) :
Registered Address :
Email Id :
Folio No./Client Id :
DP Id :

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th ANNUAL GENERAL MEETING of the Company to be held on Saturday, September 27, 2014 at 09.30 A.M. at Mithas Motel & Resort, (Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2014.
- Appointment of a director in place of Mr. Sunil Kumar, who retires by rotation and being eligible, seeks re-appointment
- Appointment of M/S Ravish Agarwal & Associates Chartered Accountants, as Statutory Auditors.

Special Business:

- Appointment of Mr. Vivek Ramesh Seth as an Independent Director.
- Appointment of Mr. Rakesh Takyar as an Independent Director.
- Authorisation to Board of Director for borrowing to an amount not exceeding Rs. 100 Crores
- Authorisation to Board of Director to create mortgage/charges/ hypothecation in favor of lenders up to an amount not exceeding Rs. 100 Crores

Affix
Rupee 1/-
Revenue Stamp

Signed this day of 2014

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

Notes:

- 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.

ORIENTAL TRIMEX LIMITED

ORIENTAL TRIMEX LIMITED

ATTENDANCE SLIP

18th ANNUAL GENERAL MEETING

Time : 9.30 A.M., 27th day of September, 2014

Place : Mithas Motel & Resort, (Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036

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 18TH Annual General Meeting held on Saturday, 27th day of September, 2014 at 09.30 A.M. at Mithas Motel & Resort, (Shri Balaji Motels Pvt Ltd), 92/16, G.T. Karnal Road, Alipur, New Delhi 110036

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.

BOOK POST

If Undelivered please return to :
ORIENTAL TRIMEX LIMITED
26/25, Bazar Marg, Old Rajinder Nagar,
New Delhi-110060