

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER
FOR ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY**

This is an Abridged Letter of Offer containing the salient features of the Letter of Offer dated September 5, 2024 (Letter of Offer) which is available on the websites of the Registrar, our Company, and the stock exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (BSE) and National Stock Exchange (NSE). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 13 PAGES. PLEASE ENSURE THAT YOU RECEIVED ALL THE PAGES.

Our Company has made available on the Registrar's website at www.beetalfinancial.com and our Company's website at www.orientaltrimex.com, this Abridged Letter of Offer along with the Rights Entitlement Letter and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of SEBI, the Stock Exchanges and the Company i.e., at www.sebi.gov.in; www.bseindia.com; www.nseindia.com and www.orientaltrimex.com respectively.

Oriental

ORIENTAL TRIMEX LIMITED

Corporate Identity Number: L74899DL1996PLC078339

Registered Office: 26/25 Bazar Marg, Old Rajinder Nagar, New Delhi, India, 110060

Telephone: 011-45048612 | **E-mail id:** info@orientaltrimex.com | **Website:** www.orientaltrimex.com

Contact Person: Ms. Purva Mirajkar, Company Secretary and Compliance Officer

OUR PROMOTERS

MR. RAJESH KUMAR PUNIA, MRS. SAVITA PUNIA, MR. SUNIL KUMAR, ORIENTAL BUILDMAT EXPORTS PVT LTD AND ORIENTAL TILES LIMITED

ISSUE DETAILS AND LISTING

ISSUE OF UP TO 4,41,04,359* FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹11 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹1 PER EQUITY SHARE) AGREEGATING TO ₹4851.48 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 3 EQUITY SHARES FOR EVERY 2 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS SEPTEMBER 5, 2024 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 151 OF THE LETTER OF OFFER.

**Assuming full subscription*

PAYMENT SCHEDULE FOR THE ISSUE SHARES

Amount Payable per Issue Share*	Face Value (₹)	Premium (₹)	Total (₹)
On Application	10	1	11

*For further details on Payment Schedule, please refer to the chapter entitled 'Terms of the Issue' beginning on page 151 of the Letter of Offer.

Our Company has received in-principle approval dated August 21, 2024 from BSE, and dated August 12, 2024 from NSE where the Equity Shares of the Company are listed, for listing of the Issue Shares offered in this Issue. For the purposes of this Issue, the designated stock exchange is BSE.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE and NSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clause 3(b) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

MINIMUM SUBSCRIPTION

The Promoter and Promoter Group may renounce their Rights Entitlement within the Promoter and Promoter Group and/or to the third party (ies) in the open market. Therefore, the non-applicability of minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is not met. Minimum subscription is thus applicable for the proposed Rights Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

INDICATIVE TIMETABLE*

Issue Opening Date	September 19, 2024	Date of Allotment / Initiation of Refunds (on or about)	October 03, 2024
Last Date for On Market Renunciation of the Rights Entitlements **	September 24, 2024	Date of credit of Rights Equity Shares to demat accounts of Allotees (on or about)	October 09, 2024
Issue Closing Date #	September 27, 2024	Date of listing / commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)	October 11, 2024
Finalisation of basis of Allotment (on or about)	October 01, 2024		

*The above timetable is indicative and does not constitute any obligation on our Company.

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

#Our Board or the Rights Issue Committee thereof will have the right to extend the Issue period as it may determine from time to time, but not exceeding thirty days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of the Company and will dispatch the Letter of Offer, the Abridged Letter of Offer, the CAF, the Rights Entitlement Letter and any other issue material only to such Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address the Letter of Offer, the Abridged Letter of Offer, CAF, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer, the Abridged Letter of Offer, CAF, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Letter of Offer, the Abridged Letter of Offer, the CAF and the Rights Entitlement Letter shall not be sent the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and CAF.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address, on a reasonable effort basis.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Issue Shares have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (United States or U.S.) or to, or for the account or benefit of, 'U.S. persons' (as defined in Regulation S under the Securities Act). The offering to which this Letter of Offer relates is

not, and under no circumstances is to be construed as, an offering of any Issue Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Issue Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of the investors is invited to "Risk Factors" beginning on page 24 of this Letter of Offer before making an investment in this Issue.

Name of Registrar to the Issue and contact details	Beetal Financial & Computer Services Private Limited Beetal House, 3 Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harusukhdas Mandir, New Delhi, 110062 Tel: 011 - 29961281 Email: beetal@beetalfinancial.com Investor grievance email: beetal@beetalfinancial.com Contact Person: Mr. Punit Mittal Website: www.beetalfinancial.com SEBI Registration No.: INR000000262
Name of the Statutory Auditor	M/s. S. Agarwal & Co. 123, Vinobapuri, Lajpat Nagar-II, New Delhi, 110024, India Firm Registration Number: 000808N Membership No.: 406200 Tel: 29830625 E-mail: bschaudharyca@gmail.com Peer Review Certificate Number: 013280
Self-Certified Syndicate Banks	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker to the Issue	Canara Bank 1/117-118, Shankar Road, Rajinder Nagar, Delhi - 110060 Tel: +91 9810446173 Contact person: Mr. Vishal Kashyap Website: www.canarabank.com E-mail: cb19026@canarabank.com SEBI Registration Number: INZ000279135

SUMMARY OF BUSINESS

Our company is engaged in the business of importing raw marble rocks, transforming them into finished products suitable for real estate use. Additionally, the company engages in trading these items and possesses granite quarries in Odisha State. For further details, please refer to the section titled 'Business Overview' on page no. 101 of the Letter of Offer.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from this Issue towards the following objects:

1. Working capital requirements of the Company
2. To repay, in full or in part, identified unsecured loan availed by our Company
3. Capital Expenditure for setting up additional Machinery for Marble Block in Tamilnadu
4. Development of quarry of 'JET BLACK' Granite in Odisha
5. Capital Expenditure for construction of Showroom-cum-warehouse
6. General corporate purposes

(Collectively, referred to hereinafter as the "**Objects**")

We intend to utilize the gross proceeds raised through the Issue (the "**Issue Proceeds**") after deducting the Issue related expenses ("**Net Proceeds**") for the abovementioned Objects.

(₹ in Lakhs)

PARTICULARS	AMOUNT
Gross Proceeds from the Issue [#]	4851.48
Less: Estimated Issue related Expenses	36.00
Net Proceeds from the Issue	4815.48

[#]Assuming full subscription and allotment

REQUIREMENT OF FUNDS AND UTILISATION OF PROCEEDS

The proposed use of the Net Proceeds of the Issue by our Company is set forth in the following table:

(₹ in Lakhs)

Sr · N o.	Particulars	Amount to be Deployed from Net Proceeds	Estimated Deployment of Net Proceeds for the Quarter Ended on			
			September 30, 2024	December 31, 2024	March 31, 2024	June 30, 2025
1.	Working capital requirements of the Company	3332.50	2050.00	1282.50	-	-
2.	To repay, in full or in part, identified unsecured loan availed by our Company	400.00	400.00	-	-	-
3.	Capital Expenditure for setting up Machinery for Marble Block in Tamilnadu	438.44	-	438.44	-	-
4.	Development of quarry of 'JET BLACK' Granite in Odisha	272.75	-	95.00	90.00	87.75
5.	Capital Expenditure for construction of Showroom-cum-warehouse	188.00	61.95	126.05	-	-
6.	Issue related expenses	36.00	36.00	-	-	-
6.	General corporate purposes [§]	183.79	-	183.79	-	-
	Total Net Proceeds**	4851.48	2547.95	2125.78	90.00	87.75

****Assuming full subscription in the Issue and subject to the finalization of the basis of Allotment and the allotment of the Rights Equity Shares.**

[§]The amount utilized for General Corporate Purposes shall not exceed 25% of the Gross Proceeds.

Means of Finance:

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Monitoring Agency: Not Applicable**EQUITY SHAREHOLDING PATTERN**

A summary of the equity shareholding pattern of our Company as on June 30, 2024 is set out below:

Category of shareholder	No. of share holders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B)	No. of Voting Rights	Total as a % Of Total Voting right	No. of equity shares held in dematerialized form
(A) Promoter & Promoter Group	5	80,08,206	80,08,206	27.24	80,08,206	27.24	80,08,206
(B) Public	22,352	2,13,94,700	2,13,94,700	72.76	2,13,94,700	72.76	2,13,93,803
Grand Total (A) + (B)	22,357	2,94,02,906	2,94,02,906	100.00	2,94,02,906	100.00	2,94,02,009

The details of the shareholding pattern of our Company as on June 30, 2024 can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/oriental-trimex-ltd/orientaltl/532817/shareholding-pattern/> and on website of NSE at <https://www.nseindia.com/get-quotes/equity?symbol=ORIENTALTL>

BOARD OF DIRECTORS

S. No.	Name	Designation	Age	Other Directorships
1.	Mr. Rajesh Kumar Punia	Managing Director	63	<ul style="list-style-type: none"> • Oriental Tiles Limited • Oriental Buildmat Exports Private Limited • Rajasthan Shipping Agency Private Limited
2.	Mrs. Savita Punia	Whole Time Director	58	<ul style="list-style-type: none"> • Oriental Tiles Limited • Oriental Buildmat Exports Private Limited • Deepali Granites LLP
3.	Mr. Vivek Ramesh Seth	Independent Director	73	<ul style="list-style-type: none"> • Gram Vaani Community Media Private Limited
4.	Mr. Aditya Gupta	Independent Director	51	Nil
5.	Mr. Jayant Kumar	Independent Director	44	<ul style="list-style-type: none"> • Rockcrystal Livestock & Farms Private Limited
6.	Mr. Baldev Kumar Lakhanpal	Non-Executive Director	65	Nil
7.	Mr. Jitendra Surendra Gupta	Independent Director	46	<ul style="list-style-type: none"> • Omnico Logistics Solutions Private Limited

For more details, see the chapter titled “Our Management” on page 111 of the Letter of Offer.

NEITHER OUR COMPANY NOR ANY OF OUR DIRECTORS OR PROMOTERS HAVE BEEN CATEGORIZED AS A ‘WILFUL DEFAULTER’ OR A ‘FRAUDULENT BORROWER’

FINANCIAL INFORMATION

FINANCIAL STATEMENT SUMMARY

Following are the details as per the Restated Audited Financial Statements as at and for the Fiscal ended March 31, 2022, 2023 and 2024.

Particular	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	364.63	871.46	1853.23
Net profit / (Loss) from ordinary activities before tax and exceptional items	(779.19)	(524.43)	(537.10)
Profit / (Loss) after tax and extraordinary items	(650.18)	(431.90)	(586.59)
Equity share capital	2940.29	2940.29	2851.52
Reserves and Surplus	3165.73	3889.32	4203.71
Net worth	6106.02	6829.61	7055.23
Basic earnings per share*	(2.65)	(1.78)	(1.88)
Diluted earnings per share*	(2.65)	(1.65)	(1.88)
Net asset value per share**	2.08	2.32	2.47
Return on net worth (RONW)***	(0.11)	(0.06)	(0.08)

*Basic and diluted earnings per share: Profit attributable to shareholder / Total number of weighted average number of shares.

**Net asset value per share: Net worth / Number of shares as at the end of the relevant period.

***RONW: Profit of the year / Net worth

For further details, please refer the section titled “Financial Information” on page no. 125 of the Letter of Offer.

INTERNAL RISK FACTORS

Set out below are the top 5 risk factors, as disclosed in the Letter of Offer:

1. We engage in highly competitive businesses and any failure to effectively compete could have a material adverse effect on us.
2. Promoter holding in our Company is low, and it poses significant risk of takeover.
3. Our business is dependent on certain key customers and Suppliers, the loss of any of these customers or Suppliers, will result in loss of revenue and non-delivery of order on time and could have a material adverse effect on our business, financial condition, results of operations and cash flows.
4. City / state specific sales concentration by our Company.
5. Our Intellectual Property – Trademark (Wordmark) is in name of Promoter Group Company and the trademark validity is expired, any infringement of third-party intellectual property rights or failure to protect our intellectual property rights may adversely affect our business.

For further details, see the section ‘Risk Factors’ on page 24 of the Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATION

Nature of Cases	Number of outstanding cases	Amount Involved
<i>Litigation involving our Company</i>		
Criminal proceedings against our Company	NIL	NA
Criminal proceedings by our Company	2	628.92
Material civil litigation against Company	1	12.33
Material civil litigation by our Company	NIL	NA

Direct and indirect tax proceedings	57	1600.73
Litigation involving our Directors		
Criminal proceedings against our Directors	NIL	NA
Criminal proceedings by our Directors	NIL	NA
Material civil litigation against our Directors	NIL	NA
Material civil litigation by our Directors	NIL	NA
Direct and indirect tax proceedings	NIL	NA
Litigation involving our Promoter		
Criminal proceedings against our Promoter	NIL	NA
Criminal proceedings by our Promoter	1	10.00
Material civil litigation against our Promoter	NIL	NA
Material civil litigation by our Promoter	NIL	NA
Direct and indirect tax proceedings	37	419.82

For details, please refer to chapter titled "Outstanding Litigations and Defaults" on page 137 of the Letter of Offer.

TERMS OF THE ISSUE

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI – Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please refer to the Paragraph titled ‘Procedure for Application through the ASBA Process’ on page 153 of the Letter of Offer.

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, refer “Procedure for Application through the ASBA Process”.

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, Paragraph titled ‘Procedure for Application through the ASBA Process’.

Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number CIR/CFD/ DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details refer “Grounds for Technical Rejection” on page 158. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their

Rights Entitlements. For details, see ‘Application on Plain Paper under ASBA processes on page 154 of the Letter of Offer.

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Alternatively, Eligible Equity Shareholders may also use the Application Form available online on the websites of our Company, the Registrar to the Issue, the Stock Exchanges, to provide requisite details.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently make an Application to subscribe to the Issue on plain paper, along with an account payee cheque or demand drawn at par, net of bank and postal charges, payable at Delhi and the Investor should send such plain paper

Application by registered post directly to the Registrar to the Issue. For details of the mode of payment, refer Chapter “Terms of the Issue” on page 151.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Oriental Trimex Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number/ DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of ₹ 11 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- Additionally, all such Applicants are deemed to have accepted the following:

“I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (“US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (“United States”) or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act (“Regulation S”). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States “U.S. Person” (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

“I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.beetalfinancial.com. Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

Options available to the Eligible Equity Shareholders

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at www.beetalfinancial.com and link of the same would also be available on the website of our Company at (www.orientaltrimex.com). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);

- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 3 Rights Equity Share(s) for every 2 Equity Share(s) held on the Record Date.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 3 Rights Equity Share(s) for every 2 Equity Share(s) held on the Record Date. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 2 (two) Equity Share(s) or not in the multiple of 2, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement, if any. For example, if an Eligible Equity Shareholder holds 2 (two) Equity Shares, such Shareholder will be entitled to 1 Rights Equity Shares and will also be given a preferential consideration for the Allotment of one additional Equity Share if such Eligible Equity Shareholder has applied for additional Equity Shares, over and above his/ her Rights Entitlements, subject to availability of Equity Shares in the Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 2 Equity Shares shall have 'Zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the Allotment of 1 (One) additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favor of third parties and the application forms shall be non-negotiable.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off - market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one working day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stockbroker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investor.

OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES, AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS. PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE998H01012 subject to requisite approvals.

The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from September 19, 2024 to September 24, 2024 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stockbrokers by quoting the ISIN (For Rights Entitlement) and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE998H01012, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "Basis of Allotment" beginning on page 172 of Letter of Offer.

Intention and extent of participation by our Promoters

The Promoters and Promoter Group of our Company through its letters dated June 14, 2024, have confirmed that they intend to subscribe in part or to the full extent of its Rights Entitlement in this Issue and to the extent of unsubscribed portion (if any) of this Issue. The Promoter and Promoter Group may renounce their Rights Entitlement their Rights Entitlement within the Promoter and Promoter Group and/or to the third party (ies) in the open market. Therefore, the non-applicability of minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is not met. Minimum subscription is thus applicable for the proposed Rights Issue.

Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue. The acquisition of Rights Equity Shares by our Promoters and other members of our Promoter Group in this Issue shall be in compliance with the SEBI SAST Regulations, and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

OTHER INFORMATION

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit / credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/ reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. Our Company had applied for a separate ISIN for the Rights Entitlements and have been allotted ISIN i.e. INE998H20012. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by September 25, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one working day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

Availability of Letter of offer of the immediately preceding rights issue for inspection

A copy of the Letter of Offer dated September 5, 2024, in respect of the Rights Issue of Equity Shares of face value of Re. 10/- each are available for inspection on the website of our Company at www.orientaltrimex.com until the Issue Closing Date and it is also available for inspection for our material shareholders.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and guidelines/regulations issued by the Government of India, or the guidelines/ regulations issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Letter of Offer are true and correct.

We further certify that all the disclosures made in the Letter of Offer and the Abridged Letter of Offer are true and correct.

Name	Signature
Rajesh Kumar Punia (Managing Director)	Sd/-
Savita Punia (Whole-time director)	Sd/-
Vivek Ramesh Seth (Non-Executive Independent Director)	Sd/-
Aditya Gupta (Non-Executive Independent Director)	Sd/-
Jayant Kumar (Non-Executive Independent Director)	Sd/-
Baldev Kumar Lakhanpal (Non-Executive Non-Independent Director)	Sd/-
Jitendra Surendra Gupta (Non-Executive Independent Director)	Sd/-
Purva Mirajkar (Company Secretary and Compliance Officer)	Sd/-
Om Prakash Sharma (Chief Financial Officer)	Sd/-