

NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting** of the Members of **Orient Tradelink Limited** (CIN L65910GJ1994PLC022833) will be held on **Monday, 23rd December, 2024 at 03:00 PM IST** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following Special businesses;

SPECIAL BUSINESS(ES):

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 5,00,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH AT AN ISSUE PRICE OF RS 16/- EACH TO NON-PROMOTER(S) OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Sections 23(1)(b), 39 & 42, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the Preferential Issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot up to 5,00,00,000 (Five Crore) Convertible warrants into Equity Shares of face value of Rs. 10/- (Rupees Ten) per Equity Share the Company to Non Promoters at an issue price of Rs. 16/- (Rupees Sixteen Only) each including a premium of Rs. 6/- (Rupees Six Only) per convertible warrants into equity share of face value of Rs 10/- each, aggregating to Rs. 80,00,00,000/- (Rupees Eighty Crore only), the price determined in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to Non-promoters in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 5,00,00,000 (Five Crore) Convertible warrants into Equity Shares of face value of Rs. 10/- (Rupees Ten) per Equity Share would 22nd November 2024 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 16/- (Rupees Sixteen only).”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 5,00,00,000 (Five Crore) Convertible warrants into Equity Shares of face value of Rs. 10/- (Rupees Ten) per Equity Share (“Equity Shares”), fully paid up, for cash, at an issue price of Rs. 16/- per share (including premium of Rs. 6/-) as recomputed under the said Regulation to the person belongs to Non - Promoter group in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

SR NO	NAME	Category	Proposed no of convertible Warrants into Equity Shares	Issue Price Rs 16/- (Rs. Sixteen) per Convertible Warrants into share of Face value of Rs.10/- each	Total Amount (Rs.)
1	UMESH BAJRANG JADHAV	Non-Promoter	885000	16	14160000
2	SARITA SUNIL MANE	Non-Promoter	875000	16	14000000
3	VISHAKHA UMESH JADHAV	Non-Promoter	870000	16	13920000
4	SUJATA DEEPAK MANE	Non-Promoter	875000	16	14000000
5	HUSSAIN AYYUB ATTAR	Non-Promoter	865000	16	13840000
6	JYOTI MUKESH NALAWADE	Non-Promoter	870000	16	13920000
7	CHAITALI AMIT MANJAREKAR	Non-Promoter	860000	16	13760000
8	LATA RAJESH THAKKER	Non-Promoter	890000	16	14240000
9	RAJU YALLAPA MANE	Non-Promoter	805000	16	12880000
10	SARIKA RAJU MANE	Non-Promoter	870000	16	13920000
11	JAMEER AYUB ATAR	Non-Promoter	775000	16	12400000
12	DEEPAK YALLAPPA MANE	Non-Promoter	730000	16	11680000

13	GANESH MADHUKAR SONAVANE	Non-Promoter	870000	16	13920000
14	DARSHAK SHANTILAL SHAH	Non-Promoter	100000	16	1600000
15	NANDINI GOSWAMI	Non-Promoter	50000	16	800000
16	SULAKASHANA TRIKHA	Non-Promoter	150000	16	2400000
17	RAMAN TRIKHA	Non-Promoter	100000	16	1600000
18	ROHAN NARENDRA CHAPHEKAR	Non-Promoter	50000	16	800000
19	NITIN DARA	Non-Promoter	50000	16	800000
20	SANCHIT MEHRA	Non-Promoter	50000	16	800000
21	SAURABH	Non-Promoter	35000	16	560000
22	MANISH AMBALAL PATEL	Non-Promoter	350000	16	5600000
23	BHARATKUMAR MISHRILAL SHAH	Non-Promoter	100000	16	1600000
24	THAKOR RAJNIBEN RAKESHBHAI	Non-Promoter	100000	16	1600000
25	HASMUKHBHAI DAHAYABHAI PATEL	Non-Promoter	150000	16	2400000
26	PARTH HASMUKHBHAI PATEL	Non-Promoter	450000	16	7200000
27	JAIMIN PATEL	Non-Promoter	550000	16	8800000
28	RAMAN MAFATLAL SOLANKI	Non-Promoter	150000	16	2400000
29	KAILASH CHANDANMAL JAIN	Non-Promoter	300000	16	4800000
30	P JAYCHAND	Non-Promoter	50000	16	800000
31	ELAN CAPITAL ADVISORS PRIVATE LIMITED	Non-Promoter	1000000	16	16000000
32	TRIPTI BHATTACHARYA	Non-Promoter	800000	16	12800000
33	SNEHA BHATTACHARYA	Non-Promoter	800000	16	12800000
34	NEHA BANERJEE	Non-Promoter	600000	16	9600000
35	MOLAY BHATTACHARYA	Non-Promoter	800000	16	12800000
36	KALYAN SHUKLA	Non-Promoter	500000	16	8000000
37	RICHFIELD MARKETING & CREDIT PVT. LTD.	Non-Promoter	500000	16	8000000
38	HONEY SHARMA	Non-Promoter	450000	16	7200000

39	KAPIL SHARMA	Non-Promoter	450000	16	7200000
40	ASHA SHARMA	Non-Promoter	450000	16	7200000
41	ARVIND AGARWAL	Non-Promoter	1025000	16	16400000
42	KUSHNEET KUMAR VIJRAY	Non-Promoter	1000000	16	16000000
44	KUNAL ASHOK NAHAR	Non-Promoter	400000	16	6400000
45	NAMITA SANJAY SINHA	Non-Promoter	1300000	16	20800000
46	CHATTAR SINGH	Non-Promoter	1100000	16	17600000
47	SUMEET PAL SINGH	Non-Promoter	750000	16	12000000
48	MEENAKSHI	Non-Promoter	100000	16	1600000
49	JASVINDER SINGH	Non-Promoter	1000000	16	16000000
50	PRAKASH CHANDRA SRIVASTAVA	Non-Promoter	200000	16	3200000
51	SACHIN SHANKAR AGNIHOTRI	Non-Promoter	584000	16	9344000
52	POOJA SACHIN AGNIHOTRI	Non-Promoter	395000	16	6320000
53	SHIVKUMARI SHANKARPRASAD AGNIHOTRI	Non-Promoter	313000	16	5008000
54	SHANKARPRASAD BABULALJI AGNIHOTRI	Non-Promoter	313000	16	5008000
55	ABHIJIT RANASINGH RAGHUWANSHI	Non-Promoter	597000	16	9522000
56	ASHWIN ASHOK KUMAR SANKLECHA	Non-Promoter	170000	16	2720000
57	ARVIND CHAMPALAL BHANSALI HUF	Non-Promoter	1055000	16	16880000
58	ANUP MADANLAL SOMANI	Non-Promoter	815000	16	13040000
59	SHUBHRA ANUP SOMANI	Non-Promoter	235000	16	3760000
60	RAGHAV ANUP SOMANI-1	Non-Promoter	499000	16	7984000
	SHUBHRA ANUP SOMANI-2				
61	ALOK LADDHA	Non-Promoter	133000	16	2128000
62	C S GANDHI HUF	Non-Promoter	437000	16	6992000
63	MOSAM CHANDRAKANT GANDH	Non-Promoter	437000	16	6992000
	CHANDRAKANT SHAMJI GANDHI				

64	CHANDRAKANT SHAMJI GANDHI	Non-Promoter	437000	16	6992000
65	PRADEEP DHIRAJLAL SHAH-1	Non-Promoter	437000	16	6992000
	DEENA PRADEEP SHAH-2				
66	DEENA PRADEEP SHAH	Non-Promoter	437000	16	6992000
	PRADEEP DHIRAJLAL SHAH				
67	MEHUL R. DOSHI HUF	Non-Promoter	437000	16	6992000
68	JIGNESH PRAVINCHANDRA SHAH HUF	Non-Promoter	437000	16	6992000
69	JIGNESH PRAVINCHANDRA SHAH	Non-Promoter	437000	16	6992000
70	PRIYA JIGAR CHUDGAR	First Holder	437000	16	6992000
	JIGAR NITIN CHUDGAR	Second Holder			
71	KAUSHIK PRANLAL DOSHI HUF	Non-Promoter	437000	16	6992000
72	RAMESH NARANDAS RUGHANI	Non-Promoter	423000	16	6768000
73	MILIND PRAVINCHANDRA SHAH	Non-Promoter	46000	16	736000
74	CHINTAN U JOSHI	Non-Promoter	40000	16	640000
75	ZEENAT ALNASIR GILANI	Non-Promoter	800000	16	12800000
76	ANEES ALNASIR GILANI	Non-Promoter	800000	16	12800000
77	SHIVANSHU PANDEY	Non-Promoter	100000	16	1600000
78	MANOJ NAVIN SHAH	Non-Promoter	75000	16	1200000
79	PARESH NAVIN SHAH	Non-Promoter	75000	16	1200000
80	SHANMUKH NAVIN SHAH	Non-Promoter	75000	16	1200000
81	WHAMIA TRADERS LLP	Non-Promoter	1062000	16	16992000
82	AVANTIKA COMMOALES LLP	Non-Promoter	1075000	16	17200000
83	GITANJALI COMMOALES LLP	Non-Promoter	1065000	16	17040000
84	PARAG MULTI TRADE LLP	Non-Promoter	500000	16	8000000
85	PARINITA GUPTA	Non-Promoter	150000	16	2400000
86	YASEEN NANDEDWALA	Non-Promoter	500000	16	8000000
87	AKARSHIKA TRADERS LLP	Non-Promoter	900000	16	14400000

88	GAJRAJ COMMOALES LLP	Non-Promoter	900000	16	14400000
89	JOYDEEP COMMOALES LLP	Non-Promoter	985000	16	15760000
90	KARAMVIRSINGH HEMANTSINGH JHALA	Non-Promoter	250000	16	4000000
91	HEMANTSINGH NAHARSINGH JHALA	Non-Promoter	300000	16	4800000
92	NAVRATNADEVI NAHARSINH JHALA	Non-Promoter	250000	16	4000000
93	NANVI HEMANTSINGH JHALA	Non-Promoter	350000	16	5600000
94	REKHA HEMANTBHAI JHALA	Non-Promoter	250000	16	4000000
95	AVANCE VENTURES PRIVATE LIMITED	Non-Promoter	300000	16	4800000
96	NICOLE MANAGEMENT SERVICES PVT LTD	Non-Promoter	300000	16	4800000
97	EMPOWER TRADEX PRIVATE LIMITED	Non-Promoter	400000	16	6400000
98	RITU CHOPRA	Non-Promoter	250000	16	4000000
99	SUPREET KAUR	Non-Promoter	150000	16	2400000
100	ALKA	Non-Promoter	200000	16	3200000
101	JATINDER SINGH	Non-Promoter	200000	16	3200000
102	MANJIT SINGH	Non-Promoter	200000	16	3200000
103	NAVIN KESHAVJI NISHAR	Non-Promoter	75000	16	1200000
104	PRITI NAVIN NISHAR	Non-Promoter	75000	16	1200000
105	NIMISH RASIKLAL PAREKH	Non-Promoter	50000	16	800000
106	JASMIN RASIKLAL PAREKH	Non-Promoter	50000	16	800000
107	DHARAMES MANHARLAL GANDAANI	Non-Promoter	50000	16	800000
108	MANOJ JAYANTILAL GANDANI	Non-Promoter	50000	16	800000
109	DHARMESH OMPRAKASH JOUKANI	Non-Promoter	50000	16	800000
110	GAYATHRI RAMAMURTHY	Non-Promoter	100000	16	1600000
	Total		50000000		800000000

“RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned

equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT the members be and hereby approved and take on record Pricing / valuation report Certificate from **Mr. Ramesh Chandra Mishra (Practicing Company Secretary, Membership No.: FCS 5477 & COP No.: 3987)** as per Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as per the valuation report dated 27th November 2024 of Mr. Ramesh Chandra Mishra (Practicing Company Secretary, Membership No.: FCS 5477 & COP No.: 3987) at the issue price to be of Rs. 16 /- per convertible warrants into each equity share of face value of Rs 10/- each.”

“RESOLVED FURTHER THAT in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) 25% of the subscription amount of the Convertible warrants into equity shares shall be paid on or before the date of allotment of the Convertible warrants into equity shares and the 100% of the preferential allotment of the equity shares (on conversion of the convertible warrants into equity shares) consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Convertible warrants into equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The Convertible warrants into equity shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Convertible warrants into equity shares and on the conversion of warrants into equity shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- e) The Convertible warrants into equity shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g) The Equity Shares on allotment shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“RESOLVED FURTHER THAT the Board be and hereby authorised till the utilisation of the funds as per the object of this issue may utilise/deploy the un-utilised funds with any NBFC/Bank or with any Body Corporate at an interest not less than the 8% p.a.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form to be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” shall be **22nd November, 2024** being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder, if any, be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any

questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS 62,50,00,000/- (RUPEES SIXTY - TWO CRORE FIFTY LACS) CONSISTING OF 6,25,00,000 (SIX CRORE TWENTY - FIVE LACS) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EQUITY SHARES OF FACE VALUE OF RS.10/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from authorized capital of the company from Rs. 2,60,000,000/- (Rupees Twenty- Six Crore only) consists of 2,60,00,000 (Two crore Sixty Lacs) equity shares of Rs 10/- each to Rs 62,50,00,000/- (Rupees Sixty -Two crore Fifty Lacs) consisting of 6,25,00,000 (Six Crore Twenty five Lacs) equity shares of face value of Rs. 10/- (Rupees Ten only) equity shares of face value of Rs.10/- and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs 62,50,00,000/- (Rupees Sixty -Two crore Fifty Lacs) consisting of 6,25,00,000 (Six Crore Twenty -five Lacs) equity shares of face value of Rs. 10/- (Rupees Ten only) and the company shall always have the power to divide the share capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company and as permitted by the Companies Act, 2013 and rules framed thereunder.

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

ITEM NO. 3: MODIFICATION OF T&C OF REMUNERATION OF MD OF THE COMPANY:

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

“RESOLVED THAT pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings held on 20th

November 2024, be and is hereby accorded to increase the remuneration payable to the said Managing Director (along with Whole-time Director and Manager, if any) up to 6,00,000 p.m. with effect from 1st December, 2024, computed in the manner laid down in Section 198 of the Act, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Personnel, subject to the limit, as may be decided by the Board from time to time and within the limit of remuneration as aforesaid, all other terms and conditions of the aforesaid re-appointment of the Managing Director shall remain unchanged.

“RESOLVED FURTHER THAT the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorised to increase, alter, vary and modify the remuneration of the Managing Director during his existing tenure within the overall limit of maximum remuneration as aforesaid and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

ITEM NO. 4: SHIFTING REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF UNION TERRITORY OF DELHI & HARYANA.

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

“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director, the registered office of the Company be shifted from the State of Gujarat to the Union Territory of Delhi, within the jurisdiction of the Registrar of Companies, Delhi and Haryana and accordingly the Clause II of the Memorandum of Association of the Company be altered by substituting the following Clause:

II. The Registered Office of the Company will be situated in the Union territory of Delhi. i.e. within the jurisdiction of the Registrar of Companies, Delhi and Haryana.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, deeds, petitions, affidavits and writings and filing the same with the Registrar of Companies, Regional Director, State Government and any other Authority as may be necessary.”

ITEM NO. 5 : TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may

be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.50,00,00,000/- (Rupees Fifty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

“RESOLVED FURTHER THAT pursuant to Section 180(1) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.50,00,00,000/- (Rupees Fifty Crores Only).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 6: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.50 Crores (Rupees Fifty Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary eforms, if any, with the Registrar of Companies, Ahmedabad Gujarat.”

ITEM NO. 7: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

- (a)** give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 50 Crores (Rupees Fifty Crore);
- (b)** Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 50 Crores (Rupees Fifty Crore);

“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint ant professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies, Ahmedabad, Gujarat.”

ITEM NO. 8: CREATION OF CHARGES:TO MORTGAGE AND/OR CHARGE ALL OR ANY PART OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY AS SECURITY FOR BORROWING.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded its consent to the Board of Directors of the Company ("the Board") to hypothecate/mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company, in certain events of default, in favour of the Company's Bankers/Financial Institutions/ other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Loans, Od facilities, Guarantee, Performance Guarantee, Letter of Credit/Letter of Credit and/or any issue of Non – Convertible Debentures, within the overall ceiling of Rs.50 crores prescribed by the members of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By or on behalf of Orient Tradelink Limited,

**Sd/-
Managing Director
Aushim Khetarpal
DIN: 00060319**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018”), AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 5,00,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH AT AN ISSUE PRICE OF RS 16/- TO NON-PROMOTER(S) OF THE COMPANY:

As required by Section 102 of the Companies Act, 2013 (the “Act’), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 to 8 (Special Business) of the accompanying Notice dated **20th November, 2024**.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

- A. The Company based on the declaration of the proposed subscribers belongs to Non-Promoter Group and funds belongs to public category and the available documents confirm that none of the proposed allottees:
1. has sold or transferred any equity shares of the company during the 90 trading days preceding the relevant date;
 2. the promoter(s) or the promoter group has not previously subscribed to any warrants of the company and has failed to exercise the warrants and are not participating in this issue; and
 3. the promoters or directors of the company is/ are not a fugitive economic offender.

Further the Issuer Company confirms that:

4. the company as per the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Bombay Stock Exchange.
5. the company has obtained the Permanent Account Numbers of the proposed allottees, except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board before an application seeking in-principle approval is made by the issuer to the stock exchange(s) where its equity shares are listed.
6. all proposed equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
7. all equity shares held by the proposed allottees in the Company are in dematerialized form.

8. The Proposed resolution to be considered by the shareholders/ members at their forthcoming meeting is a special resolution and the company has made an application seeking in-principle approval to the stock exchange(s), **on the same day i.e. on 30th November 2024**, when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
9. The Management of the Company lies with Mr. Aushim Khetarpal who are the Promoter of the Company. Even after this presential offer of convertible warrants into equity shares there will be no change of Management of the Company.

B. Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is **Friday 22nd November, 2024**, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting (Monday, 23rd December 2024).

a) Objects of the Preferential Issue:

The Company Orient tradelink Limited is into the business of Film Production, Distribution & Exhibition.

The main object of this issue :Business expansion, working capital, Bank Guarantee, Corporate Guarantee and General Corporate purposes needs funds.

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, return of any kind of Loans, tax obligations and/or general corporate purposes;
2. Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
3. Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
4. To Invest in the securities market and give Loans, ICDS, Bill Discounting and Loan and advances of all description;
5. For settlement of any demand/dues, working capital, Bank Guarantee, performance guarantee;
6. To return of Loan and advances to the lenders;
7. Invest in Subsidiaries existing and to be acquired in due course;
8. Acquisition of Companies to enlarge the Businesses of the Company; and
9. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

Accordingly, in terms of the companies Act, 2013 read with the SEBI Act, 1992 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating upto Rs. 80,00,00,000/- (Rupees Eighty Crore Only) by way of issue and allotment of 5,00,00,000 (Five Crore) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs.16/- aggregating to Rs 80,00,00,000/- (Rupees Eighty crore) to the following proposed allottees belongs to the Non-Promoter and Public also the percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue. There will be no change of status of any proposed allottees. They will remain in the public category.

SR NO	NAME	Category	Proposed no of convertible Warrants into Equity Shares	Total Amount (Rs.) (considering Issue Price Rs 16/- (Rs. Sixteen) per Convertible Warrants into share of Face value of Rs.10/- each)	Pre-holding (% of Holding)	Post-holding (% of Holding) considering full conversion
1	UMESH BAJRANG JADHAV	Non-Promoter	885000	14160000	-	1.42
2	SARITA SUNIL MANE	Non-Promoter	875000	14000000	-	1.41
3	VISHAKHA UMESH JADHAV	Non-Promoter	870000	13920000	-	1.40
4	SUJATA DEEPAK MANE	Non-Promoter	875000	14000000	-	1.41
5	HUSSAIN AYYUB ATTAR	Non-Promoter	865000	13840000	-	1.39
6	JYOTI MUKESH NALAWADE	Non-Promoter	870000	13920000	-	1.40
7	CHAITALI AMIT MANJAREKAR	Non-Promoter	860000	13760000	-	1.38
8	LATA RAJESH THAKKER	Non-Promoter	890000	14240000	-	1.43
9	RAJU YALLAPA MANE	Non-Promoter	805000	12880000	-	1.29
10	SARIKA RAJU MANE	Non-Promoter	870000	13920000	-	1.40
11	JAMEER AYUB ATAR	Non-Promoter	775000	12400000	-	1.24
12	DEEPAK YALLAPPA MANE	Non-Promoter	730000	11680000	-	1.17
13	GANESH MADHUKAR SONAVANE	Non-Promoter	870000	13920000	-	1.40

14	DARSHAK SHANTILAL SHAH	Non-Promoter	100000	1600000	-	0.16
15	NANDINI GOSWAMI	Non-Promoter	50000	800000	-	0.08
16	SULAKASHANA TRIKHA	Non-Promoter	150000	2400000	-	0.24
17	RAMAN TRIKHA	Non-Promoter	100000	1600000	-	0.16
18	ROHAN NARENDRA CHAPHEKAR	Non-Promoter	50000	800000	-	0.08
19	NITIN DARA	Non-Promoter	50000	800000	-	0.08
20	SANCHIT MEHRA	Non-Promoter	50000	800000	-	0.08
21	SAURABH	Non-Promoter	35000	560000	-	0.06
22	MANISH AMBALAL PATEL	Non-Promoter	350000	5600000	-	0.56
23	BHARATKUMAR MISHRILAL SHAH	Non-Promoter	100000	1600000	-	0.16
24	THAKOR RAJNIBEN RAKESHBHAI	Non-Promoter	100000	1600000	-	0.16
25	HASMUKHBHAI DAHYABHAI PATEL	Non-Promoter	150000	2400000	-	0.24
26	PARTH HASMUKHBHAI PATEL	Non-Promoter	450000	7200000	-	0.72
27	JAIMIN PATEL	Non-Promoter	550000	8800000	-	0.88
28	RAMAN MAFATLAL SOLANKI	Non-Promoter	150000	2400000	-	0.24
29	KAILASH CHANDANMAL JAIN	Non-Promoter	300000	4800000	-	0.48
30	P JAYCHAND	Non-Promoter	50000	800000	-	0.08
31	ELAN CAPITAL ADVISORS PRIVATE LIMITED	Non-Promoter	1000000	16000000	-	1.61
32	TRIPTI BHATTACHARYA	Non-Promoter	800000	12800000	-	1.28
33	SNEHA BHATTACHARYA	Non-Promoter	800000	12800000	-	1.28
34	NEHA BANERJEE	Non-Promoter	600000	9600000	-	0.96
35	MOLAY BHATTACHARYA	Non-Promoter	800000	12800000	-	1.28
36	KALYAN SHUKLA	Non-Promoter	500000	8000000	-	0.80
37	RICHFIELD MARKETING & CREDIT PVT. LTD.	Non-Promoter	500000	8000000	-	0.80
38	HONEY SHARMA	Non-Promoter	450000	7200000	-	0.72

39	KAPIL SHARMA	Non-Promoter	450000	7200000	-	0.72
40	ASHA SHARMA	Non-Promoter	450000	7200000	-	0.72
41	ARVIND AGARWAL	Non-Promoter	1025000	16400000	-	1.65
42	KUSHNEET KUMAR VIJRAY	Non-Promoter	1000000	16000000	-	1.61
44	KUNAL ASHOK NAHAR	Non-Promoter	400000	6400000	-	0.64
45	NAMITA SANJAY SINHA	Non-Promoter	1300000	20800000	-	2.09
46	CHATTAR SINGH	Non-Promoter	1100000	17600000	-	1.77
47	SUMEET PAL SINGH	Non-Promoter	750000	12000000	-	1.20
48	MEENAKSHI	Non-Promoter	100000	1600000	-	0.16
49	JASVINDER SINGH	Non-Promoter	1000000	16000000	-	1.61
50	PRAKASH CHANDRA SRIVASTAVA	Non-Promoter	200000	3200000	-	0.32
51	SACHIN SHANKAR AGNIHOTRI	Non-Promoter	584000	9344000	-	0.94
52	POOJA SACHIN AGNIHOTRI	Non-Promoter	395000	6320000	-	0.63
53	SHIVKUMARI SHANKARPRASAD AGNIHOTRI	Non-Promoter	313000	5008000	-	0.50
54	SHANKARPRASAD BABULALJI AGNIHOTRI	Non-Promoter	313000	5008000	-	0.50
55	ABHIJIT RANASINGH RAGHUWANSHI	Non-Promoter	597000	9552000	-	0.96
56	ASHWIN ASHOK KUMAR SANKLECHA	Non-Promoter	170000	2720000	-	0.27
57	ARVIND CHAMPALAL BHANSALI HUF	Non-Promoter	1055000	16880000	-	1.69
58	ANUP MADANLAL SOMANI	Non-Promoter	815000	13040000	-	1.31
59	SHUBHRA ANUP SOMANI	Non-Promoter	235000	3760000	-	0.38
60	RAGHAV ANUP SOMANI-1	Non-Promoter	499000	7984000	-	0.80
	SHUBHRA ANUP SOMANI-2					
61	ALOK LADDHA	Non-Promoter	133000	2128000	-	0.21
62	C S GANDHI HUF	Non-Promoter	437000	6992000	-	0.70

63	MOSAM CHANDRAKANT GANDH	Non- Promoter	437000	6992000	-	0.70
	CHANDRAKANT SHAMJI GANDHI					
64	CHANDRAKANT SHAMJI GANDHI	Non- Promoter	437000	6992000	-	0.70
65	PRADEEP DHIRAJLAL SHAH-1	Non- Promoter	437000	6992000	-	0.70
	DEENA PRADEEP SHAH-2					
66	DEENA PRADEEP SHAH -1	Non- Promoter	437000	6992000		0.70
	PRADEEP DHIRAJLAL SHAH-2					
67	MEHUL R. DOSHI HUF	Non- Promoter	437000	6992000	-	0.70
68	JIGNESH PRAVINCHANDRA SHAH HUF	Non- Promoter	437000	6992000	-	0.70
69	JIGNESH PRAVINCHANDRA SHAH	Non- Promoter	437000	6992000	-	0.70
70	PRIYA JIGAR CHUDGAR	FIRST HOLDER SECOND HOLDER	437000	6992000	-	0.70
	JIGAR NITIN CHUDGAR					
71	KAUSHIK PRANLAL DOSHI HUF	Non- Promoter	437000	6992000	-	0.70
72	RAMESH NARANDAS RUGHANI	Non- Promoter	423000	6768000	-	0.68
73	MILIND PRAVINCHANDRA SHAH	Non- Promoter	46000	736000	-	0.07
74	CHINTAN U JOSHI	Non- Promoter	40000	640000	-	0.06
75	ZEENAT ALNASIR GILANI	Non- Promoter	800000	12800000	-	1.28
76	ANEES ALNASIR GILANI	Non- Promoter	800000	12800000	-	1.28
77	SHIVANSHU PANDEY	Non- Promoter	100000	1600000	-	0.16
78	MANOJ NAVIN SHAH	Non- Promoter	75000	1200000	-	0.12
79	PARESH NAVIN SHAH	Non- Promoter	75000	1200000	-	0.12
80	SHANMUKH NAVIN SHAH	Non- Promoter	75000	1200000	-	0.12
81	WHAMIA TRADERS LLP	Non- Promoter	1062000	16992000	-	1.71
82	AVANTIKA COMMOALES LLP	Non- Promoter	1075000	17200000	-	1.73

83	GITANJALI COMMOALES LLP	Non- Promoter	1065000	17040000	-	1.71
84	PARAG MULTI TRADE LLP	Non- Promoter	500000	8000000	-	0.80
85	PARINITA GUPTA	Non- Promoter	150000	2400000	-	0.24
86	YASEEN NANDEDWALA	Non- Promoter	500000	8000000	-	0.80
87	AKARSHIKA TRADERS LLP	Non- Promoter	900000	14400000	-	1.45
88	GAJRAJ COMMOALES LLP	Non- Promoter	900000	14400000	-	1.45
89	JOYDEEP COMMOALES LLP	Non- Promoter	985000	15760000	-	1.58
90	KARAMVIRSINGH HEMANTSINGH JHALA	Non- Promoter	250000	4000000	-	0.40
91	HEMANTSINGH NAHARSINGH JHALA	Non- Promoter	300000	4800000	-	0.48
92	NAVRATNADEVI NAHARSINH JHALA	Non- Promoter	250000	4000000	-	0.40
93	NANVI HEMANTSINGH JHALA	Non- Promoter	350000	5600000	-	0.56
94	REKHA HEMANTBHAI JHALA	Non- Promoter	250000	4000000	-	0.40
95	AVANCE VENTURES PRIVATE LIMITED	Non- Promoter	300000	4800000	-	0.48
96	NICOLE MANAGEMENT SERVICES PVT LTD	Non- Promoter	300000	4800000	-	0.48
97	EMPOWER TRADEX PRIVATE LIMITED	Non- Promoter	400000	6400000	-	0.64
98	RITU CHOPRA	Non- Promoter	250000	4000000	-	0.40
99	SUPREET KAUR	Non- Promoter	150000	2400000	-	0.24
100	ALKA	Non- Promoter	200000	3200000	-	0.32
101	JATINDER SINGH	Non- Promoter	200000	3200000	-	0.32
102	MANJIT SINGH	Non- Promoter	200000	3200000	-	0.32
103	NAVIN KESHAVJI NISHAR	Non- Promoter	75000	1200000	-	0.12
104	PRITI NAVIN NISHAR	Non- Promoter	75000	1200000	-	0.12
105	NIMISH RASIKLAL PAREKH	Non- Promoter	50000	800000	-	0.08
106	JASMIN RASIKLAL PAREKH	Non- Promoter	50000	800000	-	0.08

107	DHARAMES MANHARLAL GANDAANI	Non- Promoter	50000	800000	-	0.08
108	MANOJ JAYANTILAL GANDANI	Non- Promoter	50000	800000	-	0.08
109	DHARMESH OMPRAKASH JOUKANI	Non- Promoter	50000	800000	-	0.08
110	GAYATHRI RAMAMURTHY	Non- Promoter	100000	1600000	-	0.16
	Total		50000000	800000000		

b) Intent of the promoters, directors, key managerial personnel or senior management] of the issuer to subscribe to the offer:

The Promoters are not subscribing in this preferential issue of Company. Consequent to the proposed Preferential issue (Post-Preferential), there will be no change in control of the Company or in the management. Post allotment the Promoters holding will be 14.79%

(i) Basis or justification for the price (including the premium, if any) has been arrived at:

As per Regulation 164 of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named Mr. Ramesh Chandra Mishra (Practicing Company Secretary, Membership No.: FCS 5477 & COP No.: 3987) dated November 25th, 2024 is Rs 16/- per convertible warrants of face value of Rs10/- each and same is available at the website of the company at www.orienttradelink.in in and also available at the registered office of the company.

(*The shares of the company it is frequently traded. The Valuer considered the open offer price of Rs.16/- each while finalising the valuation report).

(ii) Pricing:

The Valuation is Rs. 16/- per convertible warrants into equity share of face value of Rs. 10/- each is as per regulation 164 of the ICDR Regulation, 2018. Presently the shares of the company fall into the frequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not Applicable

Regulation 166A (1): Other conditions for pricing: Not Applicable

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to

allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price: **Not Applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso. – Not Applicable

However, the post % of the allotment considering the fully allotted shares capital, the allottees is subscribing more than 5% and as a group their diluted shareholding post allotment is exceeding 5% of the enhanced capital. Hence, valuation report from an independent registered valuer is required. Not Applicable

We hereby confirm and certify that the valuation Report prepare as per Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 should be treated as valuation Report prepared under Regulation 166A (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable**

**** None of the subscribers are subscribing more than 5% of the enhanced capital of the company (considering full conversion of the proposed 5,00,00,000 convertible warrants into equity shares of face value of Rs 10/- each.**

b) Maximum Number of Specified Securities to be issued:

The Company propose to issue 5,00,00,000 (Five Crore) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. 16/- per convertible warrant into equity share (it includes premium of Rs.6/- each per share) aggregating to Rs 80,00,00,000/- (Rupees Eighty Crore) as fully paid-up shares on conversion of the convertible warrants into equity shares as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018.

This issue can be made in one or more tranches, on preferential basis to the allottees as mentioned in the resolution within 15-days from the date approval of the resolution by the shareholders or any statutory permissions of in-principle approval from BSE whichever is later.

The price can be modified as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, if required. Presently the issue price for the issue of 5,00,00,000 (Five Crore) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. 16/- per convertible warrant into equity share each to be issued on a preferential basis.

c) AUTHORISED CAPITAL:

The Present Authorized Capital of the Company Rs. 2,60,00,000/- (Rupees Two Six Crore only) consists of 2,60,00,000 (Two crore Sixty Lacs). And the paid -up capital of the Company consist of 1,22,65,000 equity shares of face value of Rs 10/- each aggregating Rs. 122,650,000/- . To accommodate the fresh allotment the company proposed to increase its Authorized Capital.

It is proposed to increase the Authorised Share Capital of the Company from Rs. 2,60,000,000/- (Rupees Two Six Crore only) consists of 2,60,00,000 (Two crore Sixty Lacs) equity shares of Rs 10/- each to Rs 62,50,00,000/- (Rupees SixtyTwo crore Fifty Lacs) consisting of 6,25,00,000 (Six Crore Twenty five Lacs) equity shares of face value of Rs. 10/- (Rupees Ten only) equity shares of face value of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. The Company pursuant to section 61 read with section 61, 64 and 13 will take appropriate approval from the members under companies Act, 2013.

d) BOARD RESOLUTION:

The Board of Directors of the Company in their meeting held on 20th November 2024, approved raising of funds aggregating up to Rs. 80,00,00,000/- (Rupees Eighty Crore Only) by way of issue and allotment of 5,00,00,000 (Five Crore) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. 16/- per convertible warrant into equity share to the above said proposed allottees of the Company (referred to as “the Proposed Allottees”), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).By this issue of new shares, the wealth of the Shareholders and other stake holders will increase.

In accordance with Sections 23(1)(b), 39 & 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended from time to time, approval of the Members of the Company *by way of special resolution* is required to issue securities by way of private placement on a preferential basis.

f) The Company confirms the compliance of Regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 :

- i. all the convertible warrants into equity shares to be allotted by way of preferential issue shall be made:
- ii. 25% at the time of allotment of Convertible warrants
- iii. Balance 75% in one or multiple tranches on or before the allotment of shares and within 18-months from the date of allotment of the Convertible warrants into equity shares;
- iv. the Proposed resolution to be passed as a special resolution;
- v. There were no Pre-holdings of the subscribers.
- vi. The equity shares (pre-holdings) held by the below proposed non-promoter allottee is in dematerialized form:

Name	Pre-Holding No of Share
NOT APPLICABLE	

- vii. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).

- viii. The company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts (both warrants and equity shares); and
- ix. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and also not wilful defaulters or their any prohibition to subscribe the shares
- (iii) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Company has not made any preferential allotment during the current financial year 2023 24.

- (iv) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 5,00,00,000 (Five Crore) convertible warrants into equity shares of face value of Re. 10/- each.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 5,00,00,000 (Five Crore) convertible warrants into equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company or any of its Promoters or Directors is/are now not a wilful defaulter. The Acquirer/ proposed allottee is also not a wilful defaulter. None of the allottees are prohibited to participate in this issue or wilful defaulter.

- (v) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

The Preferential issue of shares is being made to the Specified Allottees who are belongs to Non - Promoter public category of the Company.

None of Promoter Group of the Company or key Managerial Person or Director are participating this present preferential issue.

None of the proposed Allottees connected with the Promoters of the Company or KMP the Company.

- (vi) **Proposed Allottee's:**

The Name, Category and PAN No. of the proposed allottees as under:

SR. NO.	NAME OF ALLOTTEES	PAN	NO. OF PROPOSED SUBSCRIPTI ON OF WARRANTS	PERCENTAGE (%)
1.	UMESH BAJRANG JADHAV	AKQPJ6441C	885000	1.42
2.	SARITA SUNIL MANE	CGNPM3099J	875000	1.41
3.	VISHAKHA UMESH JADHAV	BEPPJ4414P	870000	1.40
4.	SUJATA DEEPAK MANE	CGNPM3080R	875000	1.41
5.	HUSSAIN AYYUB ATTAR	BFTPA7714L	865000	1.39
6.	JYOTI MUKESH NALAWADE	CTYPN7394F	870000	1.40
7.	CHAITALI AMIT MANJAREKAR	CCKPM9708H	860000	1.38
8.	LATA RAJESH THAKKER	BAGPT9488J	890000	1.43
9.	RAJU YALLAPA MANE	ARCPM4422F	805000	1.29
10.	SARIKA RAJU MANE	EHUPM1512G	870000	1.40
11.	JAMEER AYUB ATAR	BGXPA8266J	775000	1.24
12.	DEEPAK YALLAPPA MANE	CSJPM8702N	730000	1.17
13.	GANESH MADHUKAR SONAVANE	KWWPS7148B	870000	1.40
14.	DARSHAK SHANTILAL SHAH	BCRPS1072C	100000	0.16
15.	NANDINI GOSWAMI	EFKPG7706E	50000	0.08
16.	SULAKASHANA TRIKHA	AAEPT7318J	150000	0.24
17.	RAMAN TRIKHA	AABPT7266L	100000	0.16
18.	ROHAN NARENDRA CHAPHEKAR	AQFPC2990N	50000	0.08
19.	NITIN DARA	ADHPD1983F	50000	0.08
20.	SANCHIT MEHRA	BYKPM5228H	50000	0.08
21.	SHUBHANG GOSWAMI	CKOPG3511Q	35000	0.06
22.	MANISH AMBALAL PATEL	ARZPP7916Q	350000	0.56
23.	BHARATKUMAR MISHRILAL SHAH	ACPPS1313M	100000	0.16
24.	THAKOR RAJNIBEN RAKESHBHAI	AFYPT4477R	100000	0.16

25.	HASMUKHBHAI DAHABHAI PATEL	ACDPP4617P	150000	0.24
26.	PARTH HASMUKHBHAI PATEL	CPDPP9889L	450000	0.72
27.	JAIMIN PATEL	AGZPP0539Q	550000	0.88
28.	RAMAN MAFATLAL SOLANKI	AXVPS2569L	150000	0.24
29.	KAILASH CHANDANMAL JAIN	AADPJ9261B	300000	0.48
30.	P JAYCHAND	ABNPJ2660B	50000	0.08
31.	ELAN CAPITAL ADVISORS PRIVATE LIMITED		1000000	1.61
32.	TRIPTI BHATTACHARYA	AKPPB3475R	800000	1.28
33.	SNEHA BHATTACHARYA	GJEPB3121G	800000	1.28
34.	NEHA BANERJEE	GLAPB5525E	600000	0.96
35.	MOLAY BHATTACHARYA	AJWPB7841B	800000	1.28
36.	KALYAN SHUKLA	AWYPS4449M	500000	0.80
37.	RICHFIELD MARKETING & CREDIT PVT. LTD.	AABCR4614D	500000	0.80
38.	HONEY SHARMA	NNDPS2522E	450000	0.72
39.	KAPIL SHARMA	HCKPS2702E	450000	0.72
40.	ASHA SHARMA	BDEPS2989G	450000	0.72
41.	ARVIND AGARWAL	AGYPA4439M	1025000	1.65
42.	KUSHNEET KUMAR VIJRAY	ADJPV0671L	1000000	1.61
43.	KUNAL ASHOK NAHAR	ACRPN9682J	400000	0.64
44.	NAMITA SANJAY SINHA	BDKPS7969G	1300000	2.09
45.	CHATTAR SINGH	APBPS3403H	1100000	1.77
46.	SUMEET PAL SINGH	DUDPS2956F	750000	1.20
47.	MEENAKSHI	BMCPM7236B	100000	0.16
48.	JASVINDER SINGH	BMUPS3786A	1000000	1.61
49.	PRAKASH CHANDRA SRIVASTAVA	BAIPS2023N	200000	0.32
50.	SACHIN SHANKAR AGNIHOTRI	AEUPA4206N	584000	0.94
51.	POOJA SACHIN AGNIHOTRI	AGAPT0055G	395000	0.63
52.	SHIVKUMARI SHANKARPRASAD	AYNPA3417A	313000	0.50

	AGNIHOTRI			
53.	SHANKARPRASAD BABULALJI AGNIHOTRI	AKFPA5032K	313000	0.50
54.	ABHIJIT RANASINGH RAGHUWANSHI	ASBPR8681D	597000	0.96
55.	ASHWIN ASHOK KUMAR SANKLECHA	AZZPS0771N	170000	0.27
56.	ARVIND CHAMPALAL BHANSALI HUF	AAJHA2224H	1055000	1.69
57.	ANUP MADANLAL SOMANI	AAQPS5773C	815000	1.31
58.	SHUBHRA ANUP SOMANI	AXEPS6120N	235000	0.38
59.	RAGHAV ANUP SOMANI- First Holder	KZBPS3557Q	499000	0.80
	SHUBHRA ANUP SOMANI- Second Holder	AXEPS6120N		0.00
60.	ALOK LADDHA	ABIP1447R	133000	0.21
61.	C S GANDHI HUF	AADHG0064P	437000	0.70
62.	MOSAM CHANDRAKANT GANDHI - FIRST HOLDER	AJGPG9848R	437000	0.70
	CHANDRAKANT SHAMJI GANDHI- Second Holder	AADPG7628K		0.00
63.	CHANDRAKANT SHAMJI GANDHI	AADPG7628K	437000	0.70
64.	PRADEEP DHIRAJLAL SHAH- First Holder	AAKPS6820L	437000	0.70
	DEENA PRADEEP SHAH - Second Holder	ABHPS1391J		0.00
65.	ANKEET PRADEEP SHAH- 1 st Holder	ABHPS1391J	437000	0.70
	PRADEEP DHIRAJLAL SHAH- Second Holder DEENA PRADEEP SHAH- 3 rd Holder	AOSPS5999N		0.00
66.	MEHUL R. DOSHI HUF	AAKPS6820L	437000	0.70
67.	JIGNESH PRAVINCHANDRA SHAH HUF	AANHM7524C	437000	0.70
68.	JIGNESH PRAVINCHANDRA SHAH	AAEHJ8952L	437000	0.70
69.	PRIYA JIGAR CHUDGAR -	ACIPS8027R	437000	0.70

	First Holder			
70.	JIGAR NITIN CHUDGAR- Second Holder	GKBPS7473A		0.00
71.	KAUSHIK PRANLAL DOSHI HUF	AOMPC2687R	437000	0.70
72.	RAMESH NARANDAS RUGHANI	AAMHK9560R	423000	0.68
73.	MILIND PRAVINCHANDRA SHAH	ACBPR7688E	46000	0.07
74.	CHINTAN U JOSHI	AHUPS1915R	40000	0.06
75.	ZEENAT ALNASIR GILANI	ACXPJ8325L	800000	1.28
76.	ANEES ALNASIR GILANI	AHCPG8299G	800000	1.28
77.	SHIVANSHU PANDEY	AMWPG8535A	100000	0.16
78.	MANOJ NAVIN SHAH	BJJPP4422L	75000	0.12
79.	PARESH NAVIN SHAH	AFNPM2334R	75000	0.12
80.	SHANMUKH NAVIN SHAH	AMVPS9539H	75000	0.12
81.	WHAMIA TRADERS LLP	ABWPN3245P	1062000	1.71
82.	AVANTIKA COMMOALES LLP	AACFW0940P	1075000	1.73
83.	GITANJALI COMMOALES LLP	ABAF44943P	1065000	1.71
84.	PARAG MULTI TRADE LLP	AANFG4154E	500000	0.80
85.	PARINITA GUPTA	AAQFP2466F	150000	0.24
86.	YASEEN NANDEDWALA	AMQPG1338M	500000	0.80
87.	AKARSHIKA TRADERS LLP	ACFPN2303J	900000	1.45
88.	GAJRAJ COMMOALES LLP	ABBFA7737J	900000	1.45
89.	JOYDEEP COMMOALES LLP	AANFG4056F	985000	1.58
90.	KARAMVIRSINGH HEMANTSINGH JHALA	AAKFJ5196L	250000	0.40
91.	HEMANTSINGH NAHARSINGH JHALA	BOXPJ9085E	300000	0.48
92.	NAVRATNADEVI NAHARSINH JHALA	AAQPJ7906E	250000	0.40
93.	NANVI HEMANTSINGH JHALA	AHTPJ2055Q	350000	0.56
94.	REKHA HEMANTBHAI	BOXPJ9086H	250000	0.40

	JHALA			
95.	AVANCE VENTURES PRIVATE LIMITED	ACPPJ6452L	300000	0.48
96.	NICOLE MANAGEMENT SERVICES PVT LTD	AAECA5648R	300000	0.48
97.	EMPOWER TRADEX PRIVATE LIMITED	AAICN4771A	400000	0.64
98.	RITU CHOPRA	AAECE2009E	250000	0.40
99.	SUPREET KAUR	AFCPC3660H	150000	0.24
100.	ALKA	ADYPK2847E	200000	0.32
101.	JATINDER SINGH	AIVPA4688H	200000	0.32
102.	MANJIT SINGH	BFQPS0924B	200000	0.32
103.	NAVIN KESHAVJI NISHAR	EBVPS6840G	75000	0.12
104.	PRITI NAVIN NISHAR	AAAPN4040P	75000	0.12
105.	NIMISH RASIKLAL PAREKH	ADHPN9784G	50000	0.08
106.	JASMIN RASIKLAL PAREKH	AACPP3292K	50000	0.08
107.	DHARAMES MANHARLAL GANDAANI	AACPP3293J	50000	0.08
108.	MANOJ JAYANTILAL GANDANI	AADPG6211E	50000	0.08
109.	DHARMESH OMPRAKASH JOUKANI	AAEPG0099F	50000	0.08
110.	GAYATHRI RAMAMURTHY	BBCPJ4038H	100000	0.16
	Total		50000000	

(vii) **(i) Pre-Holdings of proposed allottee's:**

As on date the following allottee's have pre-holdings:

Name	Pre-Holding No of Share
NOT APPLICABLE	

(viii) **Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Category	Pre - Holding		Post - Holding	
		No. of Shares	%	No. of Shares	%
(A)	PROMOTERS				
1.1	(a) Individuals/Hindu undivided Family	3,11,137	2.54	3,11,137	0.50
1.2	(b) Body Corporates	-	-	-	-
	TOTAL = (A)	3,11,137	2.54	3,11,137	0.50
(B)	PUBLIC				
2.1	Banks	-	-	-	-
2.2	Individuals	8507716	69.36	58507716	93.96
2.3	HUF	-	-	-	
2.4	Clearing Members	-	-	-	
2.5	Trust	-	-	-	
2.6	NRI	224560	1.83	224560	0.36
2.7	Firm	-	-	-	
2.8	Body Corporates	1191039	9.71	1191039	1.91
2.9	Any Others	2030548	16.56	2030548	3.27
	TOTAL = (B)	11953863	97.46	61953863	99.50
	TOTAL (A)+ (B)= (C)	1,22,65,000	100%	62265000	100%

(ix) **Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the

allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(x) **Identity of the natural persons who are the ultimate beneficial owners (UBO) of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

(1) As per regulation 162 of the SEBI ICDR Regulations, 2018, the tenure of the convertible securities of the issuer shall not exceed eighteen months from the date of their allotment.

(2) Ultimate beneficial owners of the Body Corporates complied as per Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.

Sr. No.	Name of the Allottees	Ultimate Beneficial Owners (UBO)	Pan / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners
1.	Whamia Traders LLP	Priya Ayodhya Shah	ECWPS5266Q
2.	Avantika Commosales LLP	Hussain Ayub Atar	BFTPA7714L
3.	Gittanjali Commosales LLP	Dnyaneshwar Baburao Bhoir	BWIPB8405R
4.	Parag Multi Trade LLP	Puja Anil Nikam	BOVFN3570E
5.	Akarshika Traders LLP	Sushma Bhimsen Sawant	DEDPS8595L
6.	Gajraj Commosales LLP	Ganpat Kashinath Shinde	CRXPS0881D
7.	Joydeep Commosales LLP	Sanjay Atmaram Devlekar	AKZPD6109N
8.	Empower Tradex Private Limited	Rajgopalan Iyengar	AADPI0884P
9.	Avance Ventures Private Limited	Srikrishna Bhamidipati	NFBPS7601C
10.	Nicole Management Services Private Limited	Arun Karangutkar/ Umesh Parmeswar Dhangare	ANTPK8359G/ HJNPD8027D
11.	Richfield Marketing & Credit Private Limited	Omprakash Sharma	ALSPS6111K
12.	Elan Capital Advisors Private Limited	Naresh Jain	AACPJ9811A

(xi) **Undertaking:**

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per applicable the ICDR Regulations. It would re-compute the price of the equity shares specified above, in terms of the provisions of the ICDR Regulations, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xii) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") the increase of the holding in any individual allottees will not result into any open offer.

(xiii) **Lock-in period:**

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The specified securities allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of six months from the date of trading approval. Provided that in case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

As per regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company and the subscribers to the convertible warrants into equity shares have jointly and severally undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees or forfeited as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(xiv) The Proposed time within which the allotment shall be completed :

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and Allotment of convertible warrants into equity shares or /and convertible warrants into equity shares which would require any approval(s) from any regulatory authority including Stock Exchange, Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities as the case may be.

(xv) **Practicing Company Secretary's Certificate:**

A certificate from M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice dated 25th November 2024 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed at www.orienttradelink.in and shall be placed before the Extra-ordinary general meeting of the shareholders and the same is also available for inspection of the members during 11 a.m to 1 p.m Monday to Friday till the date of the EOGM at the Registered office of the company.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

None of the Directors/KMP other than Promoter are concerned or interested financially or otherwise in the resolutions.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as a Special resolution respectively.

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS 62,50,00,000/- (RUPEES SIXTY -TWO CRORE FIFTY LACS) CONSISTING OF 6,25,00,000 (SIX CRORE TWENTY -FIVE LACS) EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EQUITY SHARES OF FACE VALUE OF RS.10/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013:

The Present Authorized Capital of the Company is Rs. 2,60,00,000/- (Rupees Twenty-Six Crore only) consists of 2,60,00,000 (Two crore Sixty Lacs) equity shares of Rs 10/- each. To accommodate the fresh issue of the capital by way of preferential issue, the company needs to increase its authorized capital. It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 2,60,00,000/- (Rupees Twenty-Six Crore only) consists of 2,60,00,000 (Two crore Sixty Lacs) equity shares of Rs 10/- each to Rs 62,50,00,000/- (Rupees Sixty-Two crore Fifty Lacs only) consisting of 6,25,00,000 (Six Crore Twenty five Lacs) equity shares of face value of Rs. 10/- (Rupees Ten only) ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. The Company pursuant to section 61 read with section 61, 64 and 13 will take appropriate approval from the members under companies Act, 2013.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 2,60,00,000/- (Rupees Twenty-Six Crore only) consists of 2,60,00,000 (Two crore Sixty Lacs) equity shares of Rs 10/- each to Rs 62,50,00,000/- (Rupees Sixty Two crore Fifty Lacs) consisting of 6,25,00,000 (Six Crore Twenty -five Lacs) equity shares of face value of Rs. 10/- (Rupees Ten only) ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, **Clause V** of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting as a special resolution.

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

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as a Special resolution respectively.

ITEM NO.3 : Modification in the Terms & Conditions of Managing Director

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder:

A. To Managing Director / Whole-time Director / Manager: -

Condition	Maximum Remuneration in any financial year
Company with one Managing Director (MD)/ Whole-time Director (WTD)/ Manager	5% of the net profits of the company.

Company with more than one MD/WTD/ Manager	10% of the net profits of the company.
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B. To Managing Director / Whole-time Director / Manager: -

Condition	Maximum Remuneration in any financial year
If there is a MD/WTD/Manager	1% of the net profits of the company.
If there is no MD/WTD/Manager	3% of the net profits of the company.

The proposed increase in the limit of remuneration payable to Managing Director of the Company is only to provide the Board of Directors to pay remuneration is within the limit as specified in the relevant resolutions during challenging times and not with a view to give any additional remuneration to the Managerial Personnel. All Directors of the Company and their relatives are interested or concerned, financially or otherwise, in the Ordinary Resolution set out at item No.3 of the accompanying Notice. Except above, no other Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the Ordinary Resolutions set out at Item No. 3 of the accompanying Notice. The Board recommends the resolutions set out at Item No. 3 of the accompanying Notice to the members for passing as Ordinary Resolution.

ITEM NO.4 : CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM STATE OF GUJARAT TO UNION TERRITORY OF DELHI

The Management are operating from New Delhi in the jurisdiction of Union Territory of Delhi. Presently, the Company's Registered Office is located in Ahmedabad, Gujarat. The Board of Directors of your Company at their meeting held on 20th November, 2024 has proposed to shift the Registered Office of the Company from the State of Gujarat to the Union Territory of Delhi, within the jurisdiction of the Registrar of Companies, Delhi and Haryana to carry on the business of the Company more economically and efficiently and with better operational convenience. As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company from one state to another state requires approval of the Members by way of Special Resolution.

Therefore, the Board recommends the Resolution as set out in Item No. 4 for approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5: To consider and approve the increase in Borrowing limit and creation of Security on the assets of the Company under Section 180 of the Companies Act, 2013

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Considering the current business plan and growing fund requirement for expansion of Business, the company may cross anytime limit of borrowing as specified under Section 180 (1) (c) of the Companies Act, 2013. So, to comply provision of Section 180 (1) (c) of the Act, company need to obtain approval of members by way of special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserve i.e. Up to Rs. 50 Crores.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group or any other companies/Body Corporates.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Company or any group up to an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores Only).

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly

under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors recommends the resolution as set out at Item No. 6 for approval of the members as Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7: To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013

As a part of its business strategy, the company may be required to invest the funds of the Company or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations as per defined policies and guidelines.

The said investment/ Loan/ securities and/or guarantee taken together may at any time exceed the limits defined under Section 186 of the Companies Act, 2013. In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e.

- i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or
- ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution.

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 50 Crores; and

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 50 Crores; which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

The Board of Directors recommends the resolution as set out at Item No. 7 for approval of the members as Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 8: TO MORTGAGE AND/OR CHARGE ALL OR ANY PART OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY AS SECURITY FOR BORROWING:

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

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees, with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) of the Companies Act, 2013. Hence it is necessary to obtain approval for the same from the Shareholders by way of Special Resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

DOCUMENTS AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE:

The following documents would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of General Meeting of the members:

1. Pricing certificate of Mr. Ramesh Chandra Mishra (Practicing Company Secretary, Membership No.: FCS 5477 & COP No.: 3987) dated 25th November, 2024 under regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. Balance Sheet/Annual report of M/s. Orient Trade Link Limited for the financial year ended 31st March, 2024 and Un-audited Quarterly results for the quarter ended 30th September 2024.
3. Memorandum and Article of Association of M/s. Orient Trade Link Limited.
4. Practicing Company Secretary's Certificate As per Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
5. Consent Letter of Subscribers.
6. Extracts of Minutes of Board Meeting dated 20th November 2024 of M/s. Orient Trade Link Limited.
7. The Above Documents are available at the Company website: www.orienttradelink.in

By Order of Board for Orient Tradelink Limited,

Sd/-
Managing Director
Aushim Khetarpal
DIN: 00060319

NOTES

- (i) The voting period begins on **Thursday, 19th December 2024 at 9:00 a.m.** and ends on **Sunday, 22nd December, 2024 at 5:00 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 **Monday, 16th December, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; orienttradelink@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

By Order of Board for Orient Tradelink Limited,

**Sd/-
Managing Director
Aushim Khetarpal
DIN: 00060319**