

Orient Tradelink Limited

CIN: L65910GJ1994PLC022833

Regd. Office: 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House Off: C. G. Road, Swastik Cross Roads Navrangpura, Ahemdabad, Gujarat - 380009

Phone: 079-30025866 Email Id: orienttradelink@gmail.com

Notice of Postal Ballot pursuant to Section 110 of The Companies Act, 2013 read with the Companies (Management and Administration Rules), 2014

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, the Company seeks approval of the members, via Postal Ballot through voting by post or through electronic means for the following items of business:

S. No	Agenda
1.	To approve shifting of registered office of the Company from the "State of Gujarat" to "NCT of Delhi".
2.	To approve for sub-division of 01 Equity Shares of Rs. 10 each fully paid up into 05 Equity Shares of Rs. 2 each fully paid up.

The Explanatory Statement pertaining to the said Resolutions pursuant to Section 102, 110 and other applicable provisions, if any, of the Companies Act, 2013 setting out the material facts and related particulars concerning each item and the reasons thereof is annexed hereto for your kind consideration, along with the Postal Ballot Form ("**Postal Ballot Form**").

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link "<https://www.evoting.nsdl.com/>" or www.orienttradelink.in.

As per Rule 22(5) of the Rules, the Board of Directors of the Company has appointed M/s Vikas Verma & Associates, Company Secretary in Practice, Delhi (**C.P No. 10786 & Membership No. F9192**) as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

Shareholders desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent or dissent and return the form duly completed, in the attached self-addressed pre-paid postage envelope not later than 17:00 p.m. on Saturday, April 6th 2019. Postage will be paid and borne by the Company. The Postal Ballot Form(s), if sent at the expense of the member(s) will also be accepted. The postal ballot Form(s) may also be deposited personally at the address given on the business reply envelope. Ballot form received thereafter will not be considered.

E-Voting Option

Further, the Company, as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide to the members, the facility to exercise their right to vote on the matters included in the Postal Ballot notice by electronic means i.e, through e-voting services provided by Skyline Financial Services Private Limited (SFSPL). The e-voting period will commence on Friday, March 8th 2019 at 9:00 a.m. and will end on Saturday, April 6th, 2019 at 5:00 p.m. Before exercising their right to vote through e-voting, members are requested to read the instructions provided in 'Instructions for e-voting' in notes to notice.

The scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him after the completion of the scrutiny of the postal ballots received in physical form and through e-voting process and the results thereof will be announced on or before 17:00 Hours IST on Monday, April 8th, 2019 by the Chairman or any other person authorized by him at the registered office of the Company. The results along with the scrutinizer report will be displayed at registered office of the Company. The results shall be communicated to the stock exchange where shares of the Company are listed and the same along with the scrutinizer report will be displayed on the Company's website www.orienttradelink.in.

ITEM NO 1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE NCT OF DELHI AND MATTERS RELATED THERETO:

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 (*including any statutory modification(s) or re-enactment thereof, for the time being in force*), and subject to the approval of Statutory Authorities including inter-alia or Ministry of Corporate Affairs/Regional Director and such other approvals, permissions and sanctions, as may be required from time to time, consent of the shareholders of the Company be and are hereby accorded for shifting of Registered office of the Company from the State of Gujarat to the NCT of Delhi and consequently Clause II of the Memorandum of Association of the Company be substituted and replaced as under:

“II. The Registered office of the Company will be situated in the NCT of Delhi.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (*hereinafter referred to as “the Board” which term shall be deemed to include any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution*) or any officer so authorised by the Board, be and are hereby authorised on behalf of the Company to do all acts, deeds and things, necessary and/or incidental in this regard, including filing of necessary application(s) with the concerned statutory authorities, including inter-alia Regional Director, jurisdictional Registrar, Ministry of Corporate Affairs, to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the Shareholders of the Company.

FURTHER RESOLVED THAT upon confirmation from the Regional Director, the registered office of the Company will be shifted from **801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad, Gujarat -380009** to **141-A, Ground Floor, Shahpur Jat, New Delhi – 110049**.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to agree and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsel and advisors, file applications/petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper for the purpose of giving effect to the above resolution.”

ITEM NO 2. TO APPROVE SUB-DIVISION OF 01 (ONE) EQUITY SHARE OF RS. 10 EACH FULLY PAID UP INTO 05 (FIVE) EQUITY SHARES OF RS. 2 EACH FULLY PAID UP

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

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Rules made there under (*including any statutory modifications or re-enactment thereof for the time being in force*) and in accordance to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies) or bodies, approval of shareholders of the Company be and is hereby accorded for sub-division of each Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf*) for this purpose (*hereinafter referred to as “Record Date”*).

FURTHER RESOLVED THAT pursuant to sub-division of Equity Shares of the Company, the authorized, issued, subscribed and paid-up Equity Share Capital of face value of Rs. 10/- (Rupees Ten only) each, shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two only) each from the Record Date and shall rank *pari-passu* in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs. 10/- (Rupees Ten only) each of the Company and Clause V of the Memorandum of Association of the Company relating to Capital be substituted and replaced as under:

V. The Authorized Share Capital of the Company is Rs 12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs 2/- each.

FURTHER RESOLVED THAT upon sub-division of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of Rs. 10/- (Rupees Ten only) each held in both electronic and/ or physical form shall be deemed to have been automatically stand cancelled and to be of no effect on and from the Record Date of sub-division and the Company may without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) within the prescribed time period as per the applicable provisions of the Company Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

FURTHER RESOLVED THAT the Board, be and is hereby authorized to, to take such steps as may be necessary including fixation of Record Date, the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company 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 execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolutions.”

**For and on Behalf of
Orient Tradelink Limited
Sd/-**

**Mahesh Kumar Verma
Director
DIN: 07892196**

Date: 28th February, 2019
Place: Ahmedabad

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts and reasons for the proposed Special Business is annexed hereto.
2. The Board of Directors has appointed M/s Vikas Verma & Associates, Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners as received from NSDL and CDSL as on 22nd February, 2019 (**Cut-off Date**). The postal ballot notice is being sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/ the company's registrar and share transfer agents (in case of physical shareholding). For members whose email ids are not registered, physical copies of the Postal ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business reply envelope.
4. This Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (in respect of shares held in dematerialized form) and made available to the Company by the respective Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.

Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.orienttradelink.in or www.evoting.nsdl.com or seek duplicate Postal Ballot Form from Skyline Financial Services Private Limited, Address: D 153, 1st Floor, Okhla Industrial Area, Phase I, New Delhi- 110020, fill in the details and send the same to the Scrutinizer.

5. Members, whose names appear on the register of members / list of beneficial owners as on 22nd February, 2019 will be considered for the purpose of voting (including e voting).
6. The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the attached self – addressed business reply envelope, so as to reach the scrutinizer –Orient Tradelink Limited, not later than the close of the working hours on Saturday, April 6th, 2019. The Postal Ballot Form received after Saturday, April 6th, 2019 shall be treated as not having been received and will not be valid. The postage will be borne by the Company. Members who have not received postal ballot forms may apply to the company and obtain a duplicate form from the registered office of the Company and send to the company, India, addressed to the scrutinizer.
7. Kindly note that the Members can opt for only one mode of voting i.e., either by physical Postal Ballot Form or remote e-voting. If the Members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case Members cast their vote both via physical postal ballot and e-voting, then voting done through e-voting shall prevail and vote cast through physical postal ballot will be treated as invalid.
8. The resolution(s), if passed by the requisite majority shall be deemed to have been passed on April 6th 2019, the last date specified for receipt of duly completed Postal Ballot Forms or remote e-voting.
9. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided E-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Skyline Financial Services Private Limited (SFSPL) for facilitating e-voting facility and to enable the Members to cast their votes electronically.
10. Members who have registered their e-mail address either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post. Members who have requested for a particular mode of dispatch, shall be sent in the mode opted for subject to payment of fees remitted by the members. The Members can also seek duplicate Postal Ballot Form from Registered Office of the Company i.e. 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad, Gujarat -380009 or email at orient.tradelink@gmail.com.
11. The result of the Postal Ballot will be declared on or before end of business hours of Monday, April 8th 2019 at the registered office of the Company by the Chairman or any Director of the Company or Company Secretary of the Company. The said date of the declaration shall be the date of passing of the said Resolution(s).
12. All documents, if any, referred in the above Postal Ballot Notice and accompanying Explanatory Statement are open for inspection by Members at the Registered Office of the Company on all working days between 10.00 A.M to 3.00 P.M (time) up to the last date of receipt of Postal Ballot.
13. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Vernacular language newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and will also be displayed on the Company Website www.orienttradelink.in.

Instructions for e-voting

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide e-voting facility to its members, to enable them to cast their votes electronically instead of dispatching the physical Ballot form by post. The Company has engaged the services of Skyline Financial Services Private Limited for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (vikasverma@vvanda.com) to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

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

ITEM NO. 1

The Registered Office of the Company is presently situated in the State of Gujrat at 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off. C. G. Road, Swastik Cross Roads, Navrangpura, Ahmedabad, Gujrat- 380009. With a view to improve the overall operational efficiency, streamline document management system and achieve overall effectiveness, the Board of Directors consider it important to alter/change the registered office of the Company. Further, as the Corporate/Head Office of the Company is situated in Delhi, the shifting of registered office to the same location shall increase the effectiveness in corporate functioning of the Company, as all the Board of Directors of the Company, work from the Corporate/Head Office of the Company.

After obtaining of approval from the shareholders by way of Special Resolution, filing of necessary application(s) with the concerned statutory authorities, including inter-alia Central Government/ Ministry of Corporate Affairs, jurisdictional Registrar of Companies, shall be made.

After obtaining of permission/approval of change of registered office from the Central Government (Power delegated to the Hon'ble Regional Director), the registered office of the Company shall be shifted from "801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off. C. G. Road, Swastik Cross Roads, Navrangpura, Ahmedabad, Gujrat- 380009" to "141-A, Ground Floor, Shahpur Jat, New Delhi - 110049", which is presently the head/corporate office of the Company.

In accordance with the provisions of Sections 12 and 13 of the Companies Act, 2013 and pursuant to the shifting of the Registered Office of the Company from one state to another, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of Shareholders in General Meeting by way of Special Resolution.

If the Shareholders so approve the registered office of the Company may be shifted from "801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off. C. G. Road, Swastik Cross Roads, Navrangpura, Ahmedabad, Gujrat- 380009" to "141-A, Ground Floor, Shahpur Jat, New Delhi - 110049" and therefore requires approval of the Members by way of special resolution.

The proposed change will in no way be detrimental to the interest of any member of public, employees or any other person in any manner whatsoever. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a Special Resolution.

Your approval is sought by way of Special Resolution for shifting the Registered Office of the Company from the State of Gujarat to the NCT of Delhi and for altering Clause II of the Memorandum of Association of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the proposed resolution as set out in item No. 1 of the Notice.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business hours on all working up to the date of the Extra-Ordinary General Meeting.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

ITEM NO. 2

The Equity Shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage wider participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on February 28, 2019 considered and approved the sub-division of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed by the Company.

Presently, the Authorised Share Capital of your Company is Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10 (Rupees Ten only) each and the paid-up share capital of the Company is Rs. 10,96,50,000 divided into 1,09,65,000 (One Crore Nine Lakh Sixty Five Thousand) Equity Shares of Rs. 10 (Rupees Ten only) each fully paid up. There will not be any change in the amount of authorized and paid-up share capital on account of sub-division of Equity Shares, but the number of Equity shares will change to 6,00,00,000 and 5,48,25,000 equity Shares in the Authorised and Paid up equity share capital of the Company, respectively.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 2 of the Postal Ballot Notice to reflect the change in face value of each Equity Share of the Company from existing Rs. 10 (Rupees Ten only) each to proposed Rs. 2 (Rupees Two only) each. As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Special Resolution.

Your Board of Directors, therefore, recommend the resolutions at item No. 2 of this Notice seeking approval of shareholders by way of Special Resolutions for sub-division of equity shares of the Company and consequential amendment to the Capital Clause of the MOA of the Company in pursuance of the provisions of the Companies Act, 2013 and other applicable rules, regulations and laws.

Save and except as above, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the proposed resolution as set out in item no. 3 of the Notice.

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business hours on all working up to the last date of receipt of postal ballot.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

**For and on Behalf of
Orient Tradelink Limited
Sd/-**

**Mahesh Kumar Verma
Director
DIN: 07892196**

Date: 28th February, 2019
Place: Ahmedabad