

ORIENT TRADELINK LIMITED

(Regd. Off.: 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik,
Cross Roads Navrangpura Ahmedabad GJ 380009)

CIN No. L65910GJ1994PLC022833

Email: orienttradelink@gmail.com

BOARD OF DIRECTORS

Mr. Aushim Parshottam Khetarpal	Managing Director
Mr. Harshad Chimanlal Shah	Director
Ms. Anita Khetarpal	Director
Mr. Sunil Arora	Director
Mr. Gulshan Kumar Mehndiratta	Director
Mr. Deepak Kumar	Company Secretary

AUDITORS

Mittal Nirbhay & Co. Chartered Accountants
36, 2nd Floor, Gola Market, Behind Golcha Cinema,
Daryaganj, New Delhi-110002

SECRETARIAL AUDITORS

Sudhaker & Co.

Company Secretaries
EMCO Complex, 59 Vijay Block
2nd Floor, Office No. 203, Laxmi Nagar,
Delhi-110092
Mail: cssudhaker1@gmail.com

REGISTRAR AND TRANSFER AGENT

Skyline Financial Services Pvt. Ltd
D-153, 1st Floor,
Okhla Industrial Area, Phase-I,
New Delhi - 110020

BANKERS

HDFC Bank Limited B-40,
Amar Colony, Lajpat Nagar
IV New Delhi-110024

REGISTERED OFFICE

801-A, 8th Floor, Mahalay Building,
Behind Fairdeal House, Off: C.G.
Road, Swastik Cross Roads Navrangpura
Ahmedabad Gujarat 380009
E-mail: orienttradelink@gmail.com

Phone no - 011- 46563468/67

CORPORATE OFFICE

80A, DDA Flats, Shahpur Jat, New Delhi-110016

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Shareholders of M/s Orient Tradelink Limited will be held at 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C.G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009 on Wednesday, September 27, 2017 at 02.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet of the Company as on 31st March, 2017 and Profit and Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.
2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 Read with rules under the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation to the Audit Committee M/s Mittal Nirbhay & Co, Chartered Accountants, having office at 36, 2nd Floor, Gola Market, Behind Golcha Cinema, Daryaganj, New Delhi-110002, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next consecutive AGM of the Company to be held in the year 2018 subject to ratification by members at Annual General Meeting, at such remuneration plus service tax, out-of pocket, other expenses, etc., as may be approved by the Board of Directors of the Company.”

Date- 22/08/2017

Place- New Delhi

**By Order of the Board of Directors
FOR Orient Tradelink Limited**

**Sd/-
Aushim Parshottam Khetarpal
Managing Director
DIN: 00060319
Address: House No.5/4,
Sarvapriya Vihar, Hauz Khas,
New Delhi- 110016**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THIS ANNUAL GENERAL MEETING.**
2. Corporate members intending to send their authorized representatives to attend the meetings are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting; Proxies should fill in the attendance slip for attending the meeting.
4. Members desirous of obtaining any information concerning accounts and operations of the company are requested to address their questions to the company secretary, at least 10 days before the meeting to enable the information required to be made available at the meeting to the best extent possible.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday 19th September, 2017 to Thursday 21st September, 2017 (both days inclusive).
7. The Board of Directors has appointed Mr. Vivek Kumar, Company Secretary in Practice, having Membership No. 8976 and COP No. 10438 and office 15/18, Basement, Patel Park, West Patel Nagar, New Delhi-110008 as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 along with rules there under and as per the regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

PROCESS FOR E-VOTING:

The voting period begins on Sunday 24th September, 2017 at 10.00 AM and ends on Tuesday 26th September, 2017 at 5.00 PM. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 22nd September, 2017 may cast their vote electronically.

The instructions for remote e-voting are as under:

1. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
2. Click on "Shareholder - Login"
3. Put your existing User ID and password.
4. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" Orient Tradelink Limited.
6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned

copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in.

9. The results shall be declared within 48 hours of the conclusion of the Annual General Meeting. The result alongwith the Scrutinizers Report shall also be placed on the Company's Website.

In addition to the facility of remote e-voting, the company shall also be providing the facility for voting at the Venue of the Annual General Meeting, either through ballot or polling paper and Members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting. However, in case a shareholder exercises his voting right by casting his vote at the general meeting in addition to remote e-voting, then voting done through remote e-voting shall prevail and voting done at the general meeting will be treated as invalid.

Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. Tuesday 26th September, 2017, 5:00 P.M.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to 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 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

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 at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID: evoting@nsdl.co.in

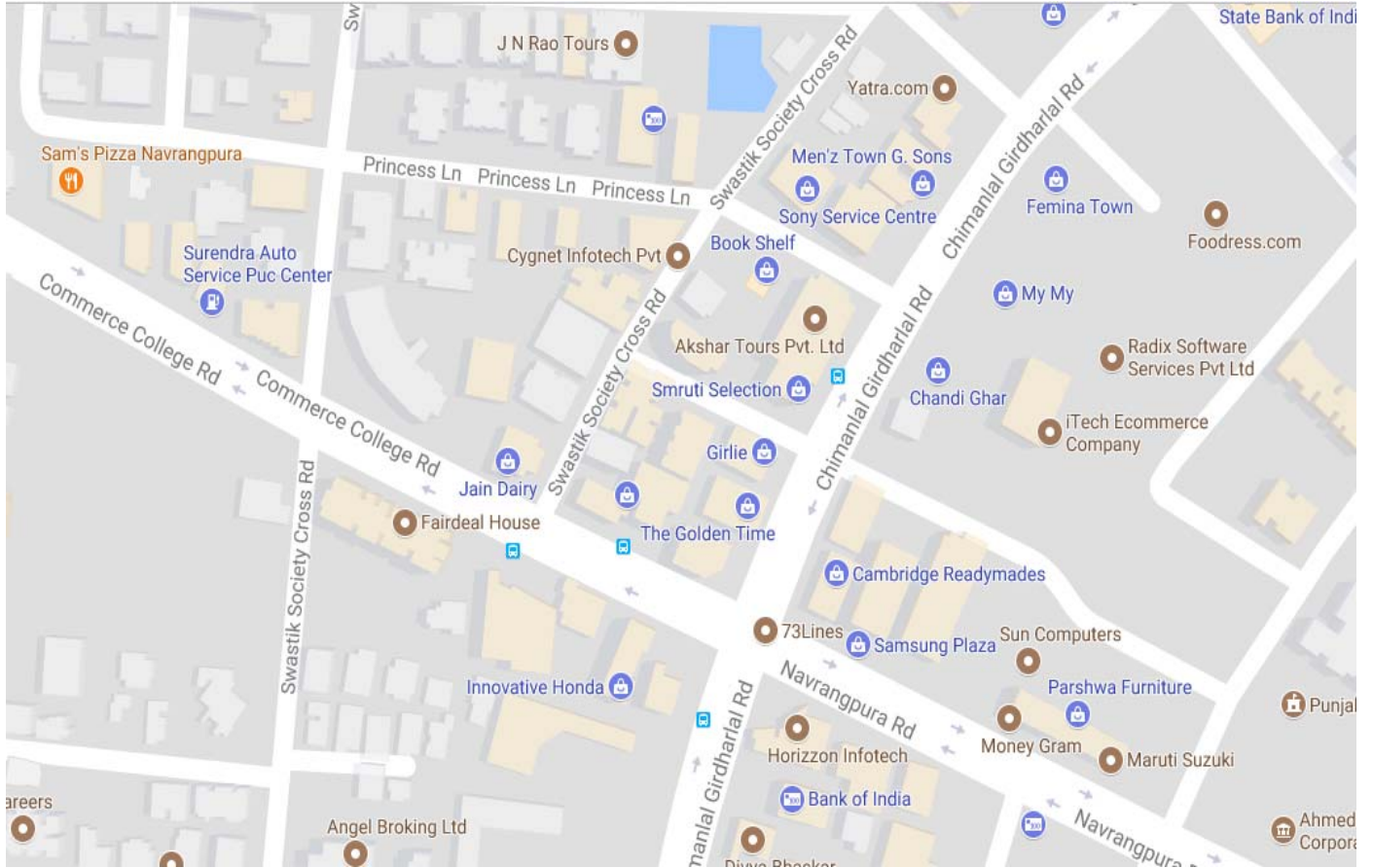
The result of voting will be announced at 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009 by the Chairperson of the AGM on Wednesday, 27th September, 2017. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Date- 22/08/2017
Place- New Delhi

By order of the Board
For For Orient Tradelink Limited
Sd/-
Aushim Parshottam Khetarpal
Managing Director
DIN: 00060319
Address: House No.5/4
Sarvapriya Vihar, Hauz Khas,
New Delhi- 110016

The map route for the venue of Annual General Meeting:

(Address: 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C.G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009)



DIRECTOR'S REPORT

Dear Members,

Your directors take pleasure in presenting the 23rd Annual Report of your company together with the Audited Balance Sheet as on 31st March, 2017 and the statement of Profit & Loss for the year ended on that date.

FINANCIAL RESULTS

The performance of the Company for the Financial Year ended 31st March, 2017 is summarized below:

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Income (Gross)	88,037,253	77,834,230
Expenses during the year excluding depreciation and interest	83,338,582	92,910,261
Profit/Loss before depreciation and interest	4,698,671	(15,076,031)
Less: Depreciation Interest	25,790	39,100 -
Profit before Taxes	4,672,881	(15,115,131)
Less: Provision for Taxation - Current Tax/MAT - Deferred Tax - MAT Credit Entitlements	1,448,593 (24,112)	- - -
Profit/(Loss) After Tax	3,248,400	(15,115,131)

DIVIDEND

Your Directors intend to plough back available resources for financial requirements and express their inability to recommend any dividend for the Financial Year 2016-2017.

RESERVES

The Company has transferred **Rs.3,248,400/-** from the statement of profit and loss to general reserve during the year under review.

BUSINESS OPERATIONS

The Fiscal Year 2017 was a period of relative stability. During the year under review, your Company achieved a profit of **Rs.4,672,881/-** before tax as against Loss of **Rs.15,115,131/-** in the preceding Financial Year.

DIRECTORS

There is no change in the directorship of the Company during the current Financial Year.

BOARD MEETINGS

The Board met 10 (Ten) times during the financial year 2016-17 on 30.04.2016, 30.05.2016, 02.11.2016, 12.08.2016, 30.08.2016, 15.10.2016, 12.11.2016, 22.12.2016, 30.01.2017, 13.02.2017.

BOARD COMMITTEES

The Board has re-constituted all the three functioning committees in accordance with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 namely Audit Committee, Share Holders/Investors, Grievance Committee and the Nomination and Remuneration Committee. The members of each committee are highly educated and well experienced. The Role of each committee is given in the Report of Corporate Governance.

COMPANY SECRETARY

Mr. Deepak Kumar, the Company Secretary of the Company has resigned from his office with effect from 30th April, 2016.

The Company has appointed Mr. Tushar Rai Sharma as the Company Secretary with effect from 9th May, 2017 and authorized him to sign the Financials and other related documents of the Company as required.

However, during the period between the resignation of former Company Secretary and appointment of the later one, the Company was in search of eligible candidate for the office of Company Secretary.

AUDITORS

The Auditors of the Company, M/s. Mittal Nirbhay & Co. retire at the conclusion of the ensuing Annual General Meeting and being eligible has sought re-appointment. The Auditors have confirmed that they satisfy the criteria provided under section 141 of the Companies Act, 2013 (The Act) and their re-appointment, if made, would be in compliance with the conditions prescribed under the Act.

The Audit Committee and the Board of Directors recommended the appointment of M/s. Mittal Nirbhay & Co., as an Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next consecutive AGM of the Company to be held in the year 2018 of the Company.

AUDITORS' REPORT

The Auditors report does not contain any reservation, qualification or adverse remark.

SECRETARIAL AUDITOR

The Secretarial Audit of the Company has been conducted by Sudhaker & Co., Company Secretaries and their report on the Secretarial Audit for the year under review is annexed hereto.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report does not contain any reservation, qualification or adverse remark, which is attached as **ANNEXURE-4**

PUBLIC DEPOSITS

The Company has not accepted any fixed deposits during the Financial Year under review.

DETAILS REGARDING REMUNERATION TO THE EMPLOYEES

In terms of rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The name and other particulars of the employees, whose remuneration falls within the purview of the said rule, are required to be set out in the Annexure to the Directors Report. However during the year under review or any part thereof, The Company did not employ any person with remuneration falling within the purview as prescribed under the rule.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3) (m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption are not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There has been no expenditure and/or earning in foreign exchange.

NOTES ON TAXATION

In the opinion of Directors, the provision for income tax is sufficient to meet Income Tax Demand, Shortfall, if any will be met, if necessary, out of reserves.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATES.

There have been no material changes and commitments occurred between the periods affecting the financial position of the Company.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANY

The Company has no subsidiary, Associate Companies and joint venture Company.

EXTRACT OF THE ANNUAL RETURN

The details forming part of extract of Annual Return as on the financial year ended March 31, 2017 pursuant to section 92(3) of the Companies Act, 2013 in Form MGT-9 is attached as **ANNEXURE-3**

LOAN AND INVESTMENT BY COMPANY

The Company has neither given any loan to any persons or body corporate nor given any guarantee or provided security in connection with a loan to other body corporate or Persons under Section-186 of the Companies Act, 2013. The Company has not made any investment in the purchase of shares of any associate Company during the year under review.

RELATED PARTY TRANSACTIONS

All the Related Party Transactions that were entered into during the financial year were in the ordinary

course of Company's business and on the arm's length basis. There are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large.

Related Party Disclosure as required as per Accounting Standard (AS-18) on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India (ICAI) is as below:

The Company's Related Party Transactions during the year are as follows:

Nature of Transaction	As at 31 st March, 2017	As at 31 st March, 2016
	Rs.	Rs.
<u>Unsecured Loan from Related Parties</u>		
Aushim Khetarpal	12,681,209	18,410,841
Umang Khetarpal	1,223,565	1,223,565
Shirdi Sai Baba Foundation	43,763,531	2,257,235

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

The Company has adequate internal financial control system commensurate with the size of the Company and the nature of its business with regards to purchase of Fixed Assets. The activities of the Company do not involve purchase of inventories and sale of goods and services.

The Internal financial control system is periodically reviewed by the Directors who are highly educated and well experienced.

To ensure adequacy of internal financial controls, the procedures adopted by the Company are based on the following parameters:

(a) Familiarity with Policies and Procedures – the related policies and procedures and the changes thereto, if any, are communicated to the employees at the time of joining and it is ensured that such person understands the policies or procedures correctly.

(b) Accountability of Transactions – There is a proper delegation of authorities and responsibilities so as to ensure accountability of any transaction.

(c) Accuracy & Completeness of Financial Statements/ Reports – For accuracy and completeness of information, reconciliation procedure and multiple checking at different level have been adopted. To avoid human error, computer softwares are extensively used.

(d) Retention and Filing of Base Documents – All the source documents are properly filed and stored in a safe manner. Further, important documents, depending upon their significance are also digitized.

(e) Segregation of Duties – It is ensured that no person handles all the aspects of a transaction. To avoid any conflict of interest and to ensure propriety, the duties have been distributed at different levels.

(f) Timeliness – It is also ensured that all the transactions are recorded and reported in a timely manner.

The procedures are also reviewed by the Statutory Auditors and the Directors of the Company from time to time. There has also been proper reporting mechanism implemented in the organization for reporting any deviation from the procedures.

SEGMENT

The Company is engaged in the business of television channels, news, Films, music, serials and trading in

fabrics which are governed by the same set of risks and returns and as such are in the same segment.

SHARE CAPITAL

(A) Issue of Equity shares with deferential rights	:	NIL
(B) Issue of Sweat Equity shares	:	NIL
(C) Issue of employees stock options	:	NIL
(D) Provision of Money by Company for purchase of its own share by employees or trustee for the Benefit of employees	:	NIL

RISK MANAGEMENT POLICY

At present, the Company has not identified any element of risk which may threaten the existence of the Company.

COPRORATE SOCIAL RESPONSIBILITY

The provisions of Section 135(1) of the Companies Act, 2013 are not applicable to the Company and therefore the Company has no corporate Social Responsibility Committee of the Board.

ANNUAL EVALUTION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND UNINDIVIDUAL DIRECTOR

The Board of Directors have complied with the provisions of Sec. 134(3)(p) of the Companies Act, 2013 and Regulation 17(10) of SEBI(LODR) Regulation, 2015 regarding Annual Evaluation of performance of the Board, the Committees and the individual Directors. Such evaluation was made on the parameters such as the level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance of the Board, its committees and the individual Directors is satisfactory.

CODE OF CONDUCT

The chairman of the Board Meetings has given a declaration that all Directors and senior Management Personnel concerned affirmed compliance with the code of conduct with reference to the year ended March 31, 2017. Declaration is annexed with the Annual Report.

CORPORATE GOVERNANCE

In compliance with the requirements of SEBI (LODR) Regulation, 2015 entered into with the Stock Exchange, a separate report on Corporate Governance along with Auditors Certificate confirming its compliance is annexed and form part of this report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to section 134(3)(m) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed that :-

- (i) In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts on a going concern basis.
- (v) The Directors, in the case of a listed Company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels.

Date: 22/08/2017

Place: New Delhi

**For and on behalf of the Board of Directors
Orient Tradelink Limited**

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

**Sd/-
Anita Khetarpal
DIN: 02909051
Director**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was good. Net Profit for the year 2016-17 stood at Rs. 3,248,400 as against Net loss of Rs. 15,115,131 in the year 2015-16. Furthermore the total Revenue from operation for the year ended March 31st, 2017 stood at Rs. 88,037,253/- as compared to Rs. 77,834,230 revenue for the year 2015-16.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian film industry is witnessing increased corporatization and several companies, especially those in film distribution and exhibition. The country is today producing some of the finest films based on varied subjects and winning accolades on all counts.

3. OPPORTUNITY

- i. The television industry is witnessing the mushrooming of more niche channels. Here again, emerging technologies such as broadband, OTH, IP and digitalization will bring about more growth.
- ii. Technology is changing the rules of the film industry just as it did for the music industry. With the growing interest from consumers to get movies and video content in different ways with different options, filmmakers and distributors are turning to technology to meet their demands. New technology like Windows Media 9 Series strives to achieve higher quality, greater efficiency, and greater audience reach all while driving down costs. All of these benefits open up new distribution opportunities to the film industry.

4. THREATS

- i. With the increase in business segment, the competition has increased from Domestic and other developed countries.
- ii. Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

5. PROSPECT & OUTLOOK

The management is of the view that the future prospects of your company are bright and the performance in the current year is expected to be very well. The committed customers of the company are expected to place more orders, which ultimately affect the top line of the company, positively.

6. RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

7. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit

Committee for guidance and proper control of affairs of the Company.

8. HUMAN RESOURCES

Human Resources are highly valued assets at Orient Tradelink Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

Date: 22/08/2017

Place: New Delhi

**For and on behalf of the Board of Directors
Orient Tradelink Limited**

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

**Sd/-
Anita Khetarpal
DIN: 02909051
Director**

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

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

“Senior Managerial Personnel” means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVE

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced

- by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's requirements.
- (b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.
- (c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

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

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior

Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company.

RETIREMENT

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

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

(1) Remuneration to Managing Director/ Whole-time Directors:

- (a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

(2) Remuneration to Non- Executive/ Independent Directors:

- (a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- (d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

(3) Remuneration to Key Managerial Personnel and Senior Management:

- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013.

- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.

Date: 22/08/2017

Place: New Delhi

**For and on behalf of the Board of Directors
Orient Tradelink Limited**

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

**Sd/-
Anita Khetarpal
DIN: 02909051
Director**

Form AOC-1

{Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014}

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

1. Sl. No.	N.A.
2. Name of the subsidiary	N.A.
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
5. Share Capital	N.A.
6. Reserve & Surplus	N.A.
7. Total Assets	N.A.
8. Total Liabilities	N.A.
9. Investments	N.A.
10. Turnover	N.A.
11. Profit before taxation	N.A.
12. Provision for taxation	N.A.
13. Profit after taxation	N.A.
14. Proposed Dividend	N.A.
15. % of Shareholding	N.A.

Part “B”: Associates and Joint Ventures

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	.
1. Latest audited Balance Sheet Date	N.A.
2. Shares of Associate/Joint Ventures held by the company on the year end 31/03/2017	N.A.
No.	N.A.
Amount of Investment in Associates/Joint Venture	N.A.
Extent of Holding%	N.A.
3. Description of how there is significant influence	N.A.
4. Reason why the associate /joint venture is not consolidated	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	N.A.
6. Profit/Loss for the year	
i. Considered in consolidation	N.A.
ii. Not Considered in Consolidation	N.A.

ANNEXURE-2

FORM NO. AOC -2

{Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014}

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A. [there is no contracts or arrangements or transactions which is not at Arm's length basis]
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Aushim Khetarpal (Director)
		Umang khetarpal (Directors' Relative)
		Shirdi Sai Baba Foundation (Associate Trust)

2	Nature of contracts/ arrangements/ transaction	Unsecured Loans from related parties.
3	Duration of the contracts/ arrangements/ transaction	NA
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
5	Justification for entering into such contracts or arrangements or transactions'	NA
6	Date of approval by the Board	NA
7	Amount paid as advances, if any	NA
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

Required Details are as below:

Nature of Transaction	As at 31 st March, 2017	As at 31 st March, 2016
	Rs.	Rs.
<u>Unsecured Loan from Related Parties</u>		
Aushim Khetarpal	12,681,209	18,410,841
Umang Khetarpal	1,223,565	1,223,565
Shirdi Sai Baba Foundation	43,763,531	2,257,235

Date: 22/08/2017

Place: New Delhi

**For and on behalf of the Board of Directors
Orient Tradelink Limited**

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

**Sd/-
Anita Khetarpal
DIN: 02909051
Director**

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS

- i. **CIN:** L65910GJ1994PLC022833
- ii. **Registration Date:-** 22/08/1994
- iii. **Name of the Company:-** Orient Tradelink Limited
- iv. **Category / Sub-Category of the Company:-** Company limited by shares
- v. **Address of the Registered office and contact details:-** 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009
- vi. **Whether listed company:-** Yes
- vii. **Name, Address and Contact details of Registrar and Transfer Agent, if any:-** Skyline Financial Services Private Limited, D153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110 020
Phone: 011- 64732681/82, Contact Person: Mr. Virender Rana
Mobile No: 9818456709

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

S. No	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Creative, arts and entertainment activities	90	99.5%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
	N.A	N.A	N.A.	N.A	N.A

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

i) Category-wise Share Holding

Category Code	Category of Shareholders	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(A)	Shareholding of Promoters and Promoter					
(1)	Indian					
(a)	Individual / Hindu Undivided	1	7,73,857	7,73,857	7.06	7.06
(b)	Central Govt. / State Govt.(s)	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0
(d)	Financial Institutions / Banks	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(1)	1	7,73,857	7,73,857	7.06	7.06
(2)	Foreign					
(a)	Individual (Non-Resident Indian / Foreign	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0
(c)	Institutions	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1	7,73,857	7,73,857	7.06	7.06
(B)	Public Shareholding					
(1)	Institutions	0	0	0	0	0
(a)	Mutual Funds / UTI	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0

(c)	Central Government / State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0
	Sub-Total (B) (1)	0	0	0	0	0
(2)	Non-Institutions					
(a)	Bodies Corporate	11	8,77,064	8,77,064	8.00	8.00
(b)	Individuals -					
i.	Individual shareholders holding nominal share capital upto Rs. 2 lakh.	78	2,33,244	2,33,244	2.13	2.13
ii.	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	67	90,75,835	90,75,835	82.77	82.77
(c)	Any Other(specify) Clearing Member NRI	1	5000	5000	0.04	0.04
(d)	Hindu Undivided Family	10	0	0	0	0
	Sub-Total (B) (2)	167	1,01,91,143	1,01,91,143	92.94	92.94
	Total Public Shareholding B=	167	1,01,91,143	1,01,91,143	92.94	92.94
	TOTAL (A)+(B)	168	10,965,000	10,965,000	100.00	100.00
(C)	Shares held by custodians and against which Depository Receipts have	0	0	0	0	0

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year		Share holding at the end of the year				
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	% change in share holding during the year
1	Mr. Aushim Parshottam Khetarpal	773,857	7.06	0	773,857	7.06	0	0

(ii) Change in Promoter's shareholding (please specify if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	7,73,857	7.06	7,73,857	7.06
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer /bonus/sweat /Equity etc.	0	0	0	0
	At the end of the Year	7,73,857	7.06	7,73,857	7.06

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

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	At the beginning of the Year	3926451	35.80	3926451	35.80

	Date wise Increase / Decrease in (other than Directors, Promoters and Holders of GDRs and ADRs) Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/bonus/sweat equity etc.	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	3926451	35.80	3926451	35.80

(V) Shareholding of Directors and Key Managerial Personnel

Sl. No.		Shareholding at the beginning of the year 1 st April, 2016		Shareholding at the end of the year 31 st March, 2017	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the
1	Aushim Parshottam Khetarpal	7,73,857	7.06	7,73,857	7.06
2	Harshad Chimanlal	0	0	0	0
3	Anita Khetarpal	0	0	0	0
4	Sunil Arora	0	0	0	0
5	Gulshan Kumar Mehndiratta	0	0	0	0

V. INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year I) Principal Amount II) Interest due but not paid III) Interest accrued but not due	NIL	27931341	NIL	27931341
Total (I+II+III)	NIL	27931341	NIL	27931341
Change in Indebtedness during the financial year • Addition • Reduction	NIL	25776664	NIL	25776664
Net Change	NIL	25776664	NIL	25776664
Indebtedness at the end of the financial year I) Principal Amount II) Interest due but not paid III) Interest accrued but not due	NIL	63708005	NIL	63708005
Total (I+II+III)	NIL	63708005	NIL	63708005

VI. Remuneration of Directors and Key Managerial Personnel
Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. no	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary	3,60,000	3,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
	Stock Option	NIL	NIL
	Sweat Equity	NIL	NIL
	Commission	NIL	NIL
	- as % of profit		
	- others, specify		
	Others, please specify	NIL	NIL
	Total (A)	3,60,000	3,60,000
	Ceiling as per the Act	NIL	NIL

A. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Name of Directors	Total amount
	1. Independent Directors	NIL	NIL
	· Fee for attending board committee meetings		
	· Commission		
	-Others, please specify		
	Total (1)	NIL	NIL
	Other Non-Executive Directors	NIL	NIL
	· Fee for attending board committee meetings		
	· Commission		
	· Others, please specify		

	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section	NIL	10,000	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	10,000	NIL	NIL

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

Date: 22/08/2017

Place: New Delhi

**For and on behalf of the Board of Directors
Orient Tradelink Limited**

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

**Sd/-
Anita Khetarpal
DIN: 02909051
Director**

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

(A)	CONSERVATION OF ENERGY		
(i)	the steps taken or impact on conservation of energy:	NIL	
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL	
(iii)	the capital investment on energy conservation equipments	NIL	
(B)	TECHNOLOGY ABSORPTION-		
(i)	the efforts made towards technology absorption: NIL	NIL	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution.	NIL	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NIL	
	(a) the details of technology imported		
	(b) the year of import		
	(c) whether the technology been fully absorbed		
	(d) if not fully absorbed, areas where absorption has N.A. not taken place, and the reasons thereof; and		
(iv)	the expenditure incurred on Research and Development	NIL	
(C)	FOREIGN EXCHANGE EARNINGS AND OUTGO	2016-17	2015-16
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	NIL	NIL

(ii)	The Foreign Exchange outgo during the year in terms of actual outflows.	NIL	NIL
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Date: 22/08/2017

Place: New Delhi

**For and on behalf of the Board of Directors
Orient Tradelink Limited**

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

**Sd/-
Anita Khetarpal
DIN: 02909051
Director**

**ANNEXURE TO THE DIRECTOR'S
REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, and shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the Board in managing the Company in a transparent manner for maximizing long-term value of the Company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving Company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the Company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to Company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee' Independent Directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANDATORY REQUIREMENTS

A. BOARD OF DIRECTORS:

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the Company.

i) CATEGORY AND COMPOSITION

In compliance with the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has a balanced mix of executive, non- executive and Independent Directors. As on date of this report, the Board of Directors consists of 5 (Five) Directors, out of which 2 are Executive Directors, and 3 are Non- Executive Independent Directors. Except the Managing Director and Whole-Time Director, all other Directors are liable to retire by rotation as per provisions of the Companies Act, 2013. In compliance with Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, one third of the Board comprises of independent directors since Mr. Sunil Arora is Non-Executive Chairperson of the Board.

The composition of Board during the year as follows:

Name of the Director	Designation	Category
Mr. Aushim Parsottam Khetrpal	Managing Director	Executive Director
Mr. Harshad Chimanlal Shah	Director	Non-Executive & Independent Director
Ms. Anita Khetarpal	Director	Executive Director
Mr. Sunil Arora	Director	Non-Executive & Independent Director
Mr. Gulshan Kumar Mehndiratta	Director	Non-Executive & Independent Director

ii) BOARD MEETING

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board meeting are also held whenever required. To conduct a Board meeting the Directors are informed by giving a notice in advance and the agenda of Board meeting is also dispatched with the notice. The members of Board discussed each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The Board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of Company.

During the year Ten (10) Board Meetings have taken place on 30.04.2016, 30.05.2016, 12.08.2016, 30.08.2016, 15.10.2016, 02.11.2016, 12.11.2016, 22.12.2016, 30.01.2017, 13.02.2017.

Details of attendance of each Director at various meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Board Meetings Attended	Last AGM Attended
Mr. Aushim Parsottam Khetrpal	Managing Director	Executive Director	10	Yes

Mr. Harshad Chimanlal Shah	Director	Non-Executive & Independent Director	10	Yes
Ms. Anita Khetarpal	Director	Executive Director	8	Yes
Mr. Sunil Arora	Director	Non-Executive & Independent Director	9	Yes
Mr. Gulshan Kumar Mehndiratta	Director	Non-Executive & Independent Director	9	Yes

B. COMMITTEE OF DIRECTORS:

AUDIT COMMITTEE:

An Audit committee is a key element in corporate governance process of any Company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the Company to best serve the interest of all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

i) BOARD TERMS OF REFERENCE

The composition of audit committee meets the requirements of Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The terms of reference of this Committee covers the matters specified for Audit Committee under Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The terms of the reference of Audit Committee include inter alia the following:

Powers of Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key Responsibilities of Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual/Quarterly financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the

Board's report in terms of clause (3) sub clause (c) of section 134 of the Companies Act, 2013

- b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
 - h. The quality and acceptability of:
 - i) The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and
 - ii) Financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;
 - i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any disclosable guarantees, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;
 - j. the policies and process for identifying and assessing business risks and the management of these risks;
 - k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;
 - l. possible impairments of the Group's assets;
 - m. compliance with financial reporting standards and relevant financial and governance reporting requirements;
5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Mandatory reviews the following information:
 - i. Management discussion and analysis of financial condition and results of operations;
 - ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses; and
 - v. The appointment, removal and terms of remuneration of the Chief internal auditor
14. Overseeing the relationships with the external auditors as follows:
 - i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;
 - ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co- ordination if more than one audit firm is involved;
 - iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;
 - iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to

be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;

v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and

vi. To ensure that there are no restrictions on the scope of the statutory audit;

15. Such other function, as may be assigned by the Board of Directors from time to time or as may be stipulated under any law, rule or regulation including the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

THE COMPOSITION AND MEETING OF AUDIT COMMITTEE

The Audit Committee of the Company has been constituted as per the requirements of SEBI (LODR) Regulations, 2015. Audit Committee consists of three Directors, namely Mr. Sunil Arora, Independent Director having Media & Entertainment Sector knowledge, Mr. Gulshan Kumar Mehndiratta, Independent Director and Mr. Aushim Parshottam Khetarpal, Managing Director of the Company. The Constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The Chairman of the Committee is Mr. Sunil Arora a Non Executive Independent Director nominated by the Board. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company. The Statutory Auditors and Internal Auditors are also the invitee to the meetings.

During the year under review, the Committee met Five times on 30.05.2016, 30.08.2016, 02.11.2016, 12.11.2016, 30.01.2017

The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31st March 2017 are as under:

Name of the Director	Designation	Category
Mr. Sunil Arora	Director	Non-Executive & Independent Director
Mr. Gulshan Kumar Mehndiratta	Director	Non-Executive & Independent Director
Mr. Aushim Parshottam Khetarpal	Managing Director	Executive Director

Details of attendance of each member of Audit Committee meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Committee Meetings attended	Last AGM attended
Mr. Sunil Arora	Director	Non-Executive & Independent Director	5	Yes
Mr. Gulshan Kumar Mehndiratta	Director	Non-Executive & Independent Director	5	Yes

Mr.Aushim Parshottam Khetarpal	Managing Director	Executive Director	5	Yes
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SHAREHOLDER'S/INVESTORS' GRIEVANCE COMMITTEE:

Terms of Reference

The broad terms of reference includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc., and
- Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

Composition, meetings and attendance

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requirements and provisions of the Companies Act, 2013, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive & Independent Directors. As on 31st March 2017, Committee consists of three members comprising of Mr. Sunil Arora, Mr. Aushim Parshottam Khetarpal and Mr. Gulshan Kumar Mehndiratta under the Chairmanship of an Independent & Non Executive Director viz Mr. Sunil Arora.

Name of the Director	Designation	Category
Mr. Sunil Arora	Director	Non-Executive & Independent Director
Mr. Gulshan Kumar Mehndiratta	Director	Non-Executive & Independent Director
Mr. Aushim Parsottam Khetarpal	Director	Executive Director

The Composition of Shareholders/ Investors Grievances Committee is as follows:

During the year under review, the Committee met Ten times on 30.05.2016, 30.08.2016, 15.10.2016, 12.11.2016, 22.12.2016, 14.07.2016, 12.08.2016, 30.09.2016, 10.11.2016, 30.01.2017.

Details of attendance of each member of Shareholders/ Investors Grievance Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings attended	Last AGM attended
Mr. Sunil Arora	Director	Non-Executive & Independent Director	10	Yes
Mr. Gulshan Kumar Mehndiratta	Director	Non-Executive & Independent Director	10	Yes
Mr. Aushim Parsottam Khetarpal	Director	Executive Director	10	Yes

Share Transfers are processed and duly approved by the committee. Shareholders/Investor's Grievances are placed before the committee. There were no Shareholder/investors complaints pending at the end of the financial year ended on 31.03.2017.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

Role and Responsibilities

The role of Shareholders/ Investors Grievances Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non receipt of declared dividend etc.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the Company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.
- Any other powers which are specifically delegated by the Board from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Board constitutes a Nomination and Remuneration Committee on pursuant to SEBI (LODR), Regulations, 2015. The role, term of reference, authority and powers of the Remuneration Committee are in conformity with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Composition, meetings and attendance

In compliance with the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 requirements and provisions of the Companies Act, 2013, the Company has constituted a Nomination and Remuneration Committee consisting of Non-Executive Independent Directors. As on 31st March 2017, Committee consists of three members Comprising of Mr. Sunil Arora, Mr. Harshad Chimanlal Shah and Mr. Gulshan Kumar Mehndiratta under the Chairmanship of an Independent & Non Executive Director viz Mr. Sunil Arora.

Name of the Director	Designation	Category
Mr. Sunil Arora	Director	Non-Executive & Independent
Mr. Harshad Chimanlal Shah	Director	Non-Executive & Independent
Mr. Gulshan Kumar Mehndiratta	Director	Non -Executive & Independent Director

The broad terms of reference of the Nomination and Remuneration Committee are:

- Determining remuneration packages payable to Executive/ Managing Director of the Company.
- Determining remuneration packages payable to key managerial personnel of the Company.

During the year under review, the Committee was not required to schedule any meeting.

The details of the Remuneration to Directors for the year ended March 31, 2017:

Managing Director

Amount in Rupees

Name	Salary
Mr. Aushim Parsottam Khetarpal	3,60,000

SUB-DELEGATION

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Services Private Limited as Share Transfer Agent and register of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investor Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by a Company Secretary in Practice and a certificate to that effect is issued by them.

CODE OF CONDUCT:

As per Regulation 27 (I) (D), the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website of the Company. Annual Compliance Report for the year ended **31st March, 2017** has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

MATERIAL NON-LISTED SUBSIDIARY COMPANIES:

SEBI(LODR), Regulation, 2015 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.

COMPLIANCE OFFICER OF THE COMPANY

Mr. Aushim Parshottam Khetarpal, Managing Director is the Compliance Officer for complying with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & SEBI (LODR), Regulation, 2015 and is responsible for complying with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The Compliance Officer can be contacted at:

Orient Tradelink Limited

Registered Office:

801-A, 8th Floor, Mahalay Building,
Behind Fairdeal House,
Off: C. G. Road, Swastik Cross Roads Navrangpura
Ahmedabad GJ 380009 IN
E-Mail: orient.tradelink@gmail.com,
Website: www.orienttradelink.in

Corporate Office:

141, 3rd Floor, Near D.D.A Flats
Shahpur Jat, New Delhi-17
Tel. No: 9999313918
Fax No: 011-46563468

GENERAL MEETING:-

Location and time for the last 3 AGMs were as follows:-

Particulars	F.Y 2013-2014	F.Y 2014-2015	F.Y 2015-2016
Date and time	30 th September, 2014, 3:30 P.M.	30 th September, 2015,	30 th September, 2016, 2:00 P.M
Venue	2 nd Moonlight Complex, 4 th Floor, Opposite Gurukul, Drive-In- Road, Ahmedabad, Gujrat- 380052	2 nd Moonlight Complex, 4 th Floor, Opposite Gurukul, Drive-In- Road, Ahmedabad, Gujrat- 380052	801-A, 8th Floor, Mahalay Building, Behind Fairdeal Hou A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, e, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009
Special Resolutions	Two	No	No

POSTAL BALLOT

During the year under review, we have not conducted any postal ballot in pursuance of Section 108 of the Companies Act, 2013 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

STATUTORY DISCLOSURES

No transactions of material nature have been entered into by the Company with any of the promoters, Directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company. The Company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI etc.

MEANS OF COMMUNICATIONS

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports and latest presentation have been made to the institutional investors.

The notice of the AGM along with Annual Report will be sent to the shareholders well in advance of the AGM.

DISCLOSURES

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the Company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The details of the Related Party Transactions are placed before the audit committee as well as to the Board of Directors in terms of applicable laws for approval.

RISK MANAGEMENT

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

ANNUAL GENERAL MEETING

Date: 27th September, 2017

Time: 2:00 P.M

Venue: 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009

FINANCIAL CALENDAR (tentative)

Financial Year- 1st April to 31st March

Financial Reporting for the First Quarter ending 30th June 2016: 6.08.2016

Financial Reporting for the Half Year ending 30th September 2016: 16.11.2016

Financial Reporting for the Third Quarter ending 31st December 2016: 13.02.2017

Financial Reporting for the Quarter & Year ending 31st March 2017: 30.05.2017

DATE OF BOOK CLOSURE:

Tuesday 19th September, 2017 to Thursday 21st September, 2017 (both days inclusive)

LISTING ON STOCK EXCHANGE:

1) **Bombay Stock Exchange Limited**,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

2) Ahmedabad Stock Exchange Limited

A-2, Kamdhenu Complex, Opposite Sahajanand College 120 Feet Ring Rd, Panjara Pol, Ambawadi, Ahmedabad, Gujarat-380015

CORPORATE IDENTIFICATION NUMBER: L65910GJ1994PLC022833

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2016 TO 31.03.2017

Complaint received from the shareholders of the Company during the year was duly resolved up-to the satisfaction of our shareholders & no complaint was pending at the end of financial year.

SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2017

Category	Total no. of shares	Percentage
Promoter		
a) Indian	1506800	13.74
b) Foreign	-	-
Public		
a) Institutional Shareholding	-	-
b) General Public	9458200	86.26

DEMATERIALISATION OF SHARES AND LIQUIDITY

The company shares are traded in dematerialized form and have to be delivered in the dematerialized form to the stock exchange. To enable that shareholders have an easy access to the Demat system, the company has executed agreements with both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The company has appointed M/s Skyline Financial Services Private Limited, Registrar for the purpose of electronic connectivity as well as for physical mode of transfer of shares.

ISIN for Demat: INE681D01013.

ADDRESS FOR CORRESPONDENCE

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

Website:

www.orienttradlink.in

Corporate Office:

80A, DDA Flats, Shahpur Jat, New Delhi-110016

ADDRESS OF THE REGISTRAR AND SHARE TRANSFER AGENT:

Skyline Financial Services Private Limited D-
153, 1st Floor, Okhla Industrial Area, ` Phase -
1, New Delhi - 110 020
Telephone: 011-64732681-88
Fax: 011-26812682
E-mail: viren@skylinert.com

DECLARATION

None of the Director of the Company is a Director (including any alternate directorship) of more than 20 Companies as per the provisions of Section 165 of the Companies Act, 2013 and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital, A Reconciliation of Share Capital Audit Report under Regulation 55A of Depository Participants Act, is carried out by a Company Secretary in Practice on Quarterly basis.

AUDITOR'S CERTIFICATE OF CORPORATE GOVERNANCE

To
The Members of
Orient Tradelink Limited
801-A, 8th Floor, Mahalay Building, Behind Fairdeal House,
C. G. Road, Swastik Cross Roads, Navrangpura, Ahmedabad, GJ 380009

We have examined the compliance of the conditions of Corporate Governance by Orient Tradelink Limited for the year ended **31st March, 2017** as stipulated in SEBI (LODR) Regulations, 2015 of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that in respect of Investor Grievances received during the year ended **31st March 2017**, no investor grievances are pending against the Company as per the record maintained by the companies which are presented to Investor Grievance Committee.

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

Place: New Delhi
Date: 22/08/2017

Sd/-
For Mittal Nirbhay & Co,
Chartered Accountants,

Sd/-
(Kamal Kumar)
Partner
Membership No. 502549

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, **Mr. MUKESH BHATNAGAR**, CEO, of **Orient Tradelink Limited**, (“the Company”) to the best of my knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statements for the year and that to the best of my knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference;
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board of Directors
For Orient Tradelink Limited**

**Place: New Delhi
Date: 22/08/2017**

**Sd/-
Signature
Mukesh Bhatnagar
CEO**

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2017, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Presidents, Sr. Vice Presidents and Vice President Cadre as on March 31, 2017.

**By Order of the Board of Directors
For Orient Tradelink Limited**

**Place: New Delhi
Date: 22/08/2017**

**Sd/-
Aushim Parshottam Khetarpal
Managing Director
DIN: 00060319
Address: House No.5/4, Sarvapriya Vihar,
Hauz Khas, Delhi- 110016**

ANNEXURE-4

Form No. MR-3

**SECRETARIAL AUDIT REPORT*
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

**To,
The Members,**

**Orient Tradelink Limited
801-A, 8th Floor, Mahalay
Building, Behind Fairdeal House,
Off: C. G. Road, Swastik Cross
Roads Navrangpura Ahmedabad
GJ 380009**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Orient Tradelink Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Orient Tradelink Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Orient Tradelink Limited** ("the Company") for the financial year ended on **31st March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) No other Law is applicable on this Company (Mention the other laws as may be applicable specifically to the Company)

We have also examined compliance with the applicable clauses of the following:

(i) The SEBI (LODR), Regulations, 2015 entered into by the Company with Bombay Stock Exchange Limited & Ahmadabad Stock Exchange Limited.

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

- The Company has not made publication of quarterly financial result in the newspaper during the current financial year as per Regulation 33 of SEBI (LODR), Regulation, 2015.
- The Company has not made annual filling of forms of financial year 2015-16 within the time period prescribed by the Companies Act, 2013. It has made annual filling of forms with additional fees.

We further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period the Company has not been involved in any major activities in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Date: -22.08.2017
Place: -New Delhi

For and on Behalf of
Sudhakar & Co.

Sd/-
Sudhakar Jha
ACS No: - 7537
CP No: - 10737

*This report is to be read with our letter of even date which is annexed as **Annexure-A** forming part of an integral part of this report.

Annexure-A

To,
The Members,

Orient Tradelink Limited
801-A, 8th Floor, Mahalay
Building, Behind Fairdeal House, Off: C.
G. Road, Swastik Cross Roads
Navrangpura Ahmedabad GJ 380009

Our report of even date is to be read along with this letter.
Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.

We have the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.

Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc

The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: - 22/08/2017
Place: -New Delhi

For and on Behalf of
Sudhakar & Co.

Sd/-
Sudhakar Jha
ACS No: - 7537
CP No: - 10737

INDEPENDENT AUDITOR'S REPORT

To,
THE MEMBERS OF ORIENT TRADELINK LIMITED
Report on the Financial Statements

We have audited the accompanying financial statements of **Orient Tradelink Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its **profit** and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure – "A" statement on the matters specified in paragraphs 3 of the Order.

1. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31 March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For MITTAL NIRBHAY & CO.

FRN 013097C

CHARTERED ACCOUNTANTS

SD/-

CA KAMAL KUMAR

PARTNER

MEMBERSHIP NO. 502549

ANNEXURE – “A”
Orient Tradelink Limited
Annexure to Independent Auditors’ Report for the period ended March 2017
(Referred to in Paragraph 1 under the Heading of “Report on Other Legal and Regulatory
Requirements of our Report of even date)

(i) Fixed Assets

The Company has no fixed assets, hence reporting under clause 3 (i) (a), (b) and (c) does not arise.

(ii) Inventories

As explained to us, inventories of traded good were physically verified during the year by the Management. In our opinion and according to the information and explanations given to us, the inventories have been verified by the management at reasonable intervals in relation to size of the Company and nature of business and no material discrepancies were noticed on physical verification.

(iii) Loans given

The Company has not granted any Secured or unsecured loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence reporting under clause 3 (iii) (a),(b) and (c) does not arise.

(iv) Compliance of Sec. 185 & 186

The Company has not entered into any transaction in respect of loans, investments, guarantee and security which attracts compliance to provisions of section 185 & 186 of the Companies Act, 2013, therefore, paragraph 3 (iv) of the order is not applicable to the company.

(v) Public Deposit

During the year, the company has not accepted any deposits from the public, therefore, paragraph 3 (v) of the order is not applicable.

(vi) Cost Records

In our opinion and according to information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, for the sales made and services provided by the company.

(vii) Statutory Dues

- a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing its undisputed statutory dues applicable to it with the appropriate authorities.
- b) There are no undisputed dues payable dues applicable to it with the appropriate authorities, outstanding as on 31st March, 2017 for a period of more than six months from the date they became payable.

- c) According to the information and explanations given to us, there are no amounts in respect of statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- (viii)** According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken any loans or borrowings from any financial institutions & banks.
- (ix)** According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not raised money by way of initial public offer or further public offer (including debt instrument) any term loans during the period under audit therefore, paragraph 3 (ix) of the order is not applicable to the company.
- (x)** Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- (xi)** In our opinion and according to the information and explanations given to us, the Company is has not paid manegrial remuneration during the year under audit. Therefore paragraph 3 (xi) of the order regarding paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013 is not applicable to the company.
- (xii)** As explained, the company is not a Nidhi Company. Therefore paragraph 3 (xii) of the order is not applicable to the company.
- (xiii)** As per the information and explanations given by the management, company has no related party transaction during the year under audit Hence reporting under clause 3(xiii) doesnot arise.
- (xiv)** As per the information and explanations given by the management, company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore paragraph 3 (xiv) of the order is not applicable to the company.
- (xv)** As per the information and explanations given by the management, the company has not entered into any non-cash transaction with directors or persons connected with him. Therefore paragraph 3 (xv) of the order is not applicable to the company.
- (xvi)** As per the information and explanations given by the management, company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore paragraph 3 (xvi) of the order is not applicable to the company.

For MITTAL NIRBHAY & CO.
FRN 013097C
CHARTERED ACCOUNTANTS
CA KAMAL KUMAR
PARTNER
MEMBERSHIP NO. 502549
NEW DELHI, MAY 30, 2017

ORIENT TRADELINK LIMITED

BALANCE SHEET AS AT 31ST MARCH 2017

(in Rs.)

Particulars		Note No.	As At 31.03.2017	As At 31.03.2016
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	109,650,000	109,650,000
	(b) Reserves and surplus	3	(38,783,919)	(41,799,878)
2	Share application money pending allotment		-	-
3	Non-current liabilities			
	(a) Long Term Borrowing	4	63,708,005	27,931,341
	(b) Deferred tax liabilities (Net)		29,095	53,207
4	Current liabilities			
	(a) Trade payables (Short Term)	5	202,251,067	155,656,157
	(b) Other current liabilities	6	22,081,705	12,837,291
	(c) Short-term provisions	7	1,448,593	532,079
	TOTAL		360,384,547	264,860,198
II.	ASSETS			
	Non-current assets			
1	(a) Fixed assets			
	(i) Tangible assets	8	429,142	171,934
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress	21	100,002,735	70,002,735
			100,431,877	70,174,669
	(b) Non-current investments	9	11,058,812	11,058,812
	(c) Long-term loans and advances		-	-
	(d) Other non-current assets		-	-
2	Current assets			
	(a) Current investments		-	-
	(b) Inventories	10	96,781,691	26,963,496
	(c) Trade receivables	11	33,466,405	34,408,460
	(d) Cash and cash equivalents	12	5,231,129	183,315
	(e) Short-term loans and advances	13	50,000	1,122,000

(f) Other current assets	14	113,364,634	120,949,446
TOTAL		360,384,547	264,860,198
Significant Accounting Policies	1		-

See accompanying notes 1 to 21 which form an integral part of the financial statements

**AS PER OUR REPORT OF EVEN DATE
For Mittal Nirbhay & Co.
(Firm Registration Number 013097C)
Chartered Accountants**

Sd/-

**CA Kamal Kumar
Partner
Membership No.: 502549**

Sd/-

**Aushim Khetarpal
DIN: 00060319
Managing Director**

Sd/-

**Anita Khetarpal
DIN: 02909051
Director**

Sd/-

**Tushar Rai Sharma
Company Secretary**

**PLACE: NEW DELHI
DATE: 30TH MAY 2017**

ORIENT TRADELINK LIMITED
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH 2017

Particulars		Refer Note No.	For the year ended 31.03.2017	For the year ended 31.03.2016
1.	Revenue from operations			
	(a) Net sales/income from operations (inclusive of excise duty)	15	87,687,253	72,310,926
	(b) Other Operating Income			
	Total Revenue from Operations (inclusive of excise duty)		87687253	72310926
2.	Other Income			
	(a) Foreign Exchange Gain			
	(b) Others		3,50,000	5,523,304
	Total Other Income	16	3,50,000	5,523,304
	Total Revenue (1 + 2)		88037253	77,834,230
3.	Expenses:			
	(a) Cost of Material Consumed		-	-
	(b) Purchase of Stock-in-Trade		80,404,803	27,586,496
	(c) Changes in inventories of finished goods work-in-progress and Stock-in-Trade	17	-69,818,195	-23,112,979
	(d) Employee benefits expense	18	1,930,858	1,716,781
	(e) Finance costs	19	98,349	15,659
	(f) Foreign Exchange Loss		-	-
	Depreciation and amortization expense	8	25,790	39,100
	Other expenses	20	70,722,766	86,704,303
	Total expenses		83,364,372	92,949,361
4.	Profit before tax (1+2+3)		4,672,881	-15,115,131
5.	Tax expense:		1,424,481	
	Current Tax		1,448,593	-
	Deferred Tax		-24,112	-
6.	Profit (Loss) for the period		3,248,400	-15,115,131
7.	Other Comprehensive income/(expense)-items that will not be reclassified to profit or loss (net of tax)		-	-
8.	Total Comprehensive income for the		-	-

	period (6+7)		
9.	Paid up Equity Share Capital (Face Value of Rs. 10/- per Share)	10,965,000	10,965,000
XVI	Earnings per equity share:		
	(1) Basic	0.30	-1
	(2) Diluted	0.30	-1

See accompanying notes 1 to 21 which form an integral part of the financial statements

AS PER OUR REPORT OF EVEN DATE

**FOR MITTAL NIRBHAY & CO.
CHARTERED ACCOUNTANT**

**Sd/-
CA Kamal Kumar
PARTNER
M No.: 502549**

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

**Sd/-
Anita Khetarpal
DIN: 02909051
Director**

**Sd/-
Tushar Rai Sharma
Company Secretary**

**PLACE: NEW DELHI
DATE: 30TH May, 2017**

ORIENT TRADELINK LIMITED

Cash Flow Statement for the year ended March 31, 2017

Particulars	For the year ended 31.03.2017 Rs.	For the year ended 31.03.2016 Rs.
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	4,672,881	-15,115,131
<u>Non-cash adjustment to reconcile profit before tax to net cash flows</u>		
Depreciation/ amortization	25,790	39,100
<u>Non-Operating adjustments</u>		
Interest expense	98,349	15,659
Operating profit before working capital changes	4,797,020	-15,060,372
Movements in working capital :		
Increase/ (decrease) in trade payables	46,594,911	108,373,559
Decrease / (increase) in trade receivables	942,055	-5,941,337
Decrease / (increase) in current loans and advances	-	-
Decrease / (increase) in Current Provision	916514	-
Decrease / (increase) in inventories	-69,818,195	-23,112,979
Decrease / (increase) in other current Liabilities	9,244,414	-9,338,698
Decrease / (increase) in Short Term Loan & Advances	1,072,000	500,980
Decrease / (increase) in other current assets	7,584,812	-67,067,004
Cash generated from / (used in) operations	1,333,533	7,031,545
Net cash flow from/ (used in) operating activities	1,333,533	7,031,545
CASH FLOWS FROM INVESTING ACTIVITIES		
Increase in Capital Work In Progress	-30,000,000	-
Increase in Fixed Asset	-283,000	-
Net cash flow from/ (used in) investing activities	-30,283,000	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Receipt/(Payment) of Long Term Borrowing	35,776,664	6,860,537

Increase/(Decrease) in Deferred Tax Liability	-24,112	-
Income Tax Paid	-1,656,922	-
Finance Cost	-98,349	-15,659
Net cash flow from/ (used in) in financing activities	33,997,281	-6,876,196
Net increase/(decrease) in cash and cash equivalents (A + B + C)	5,047,814	155,349
Cash and cash equivalents at the beginning of the period	183,315	27,966
Cash and cash equivalents at the end of the period	5,231,129	183,315
Components of cash and cash equivalents		
Cash on hand	5,231,072	183,315
With banks- on current account	57	-
With others	-	-
With banks- on deposit accounts	-	-
Total cash and cash equivalents (note 12)	5,231,129	183,315

Notes:

1. The Cash flow statement has been prepared under the indirect method as set out in Accounting Standard 3 on Cash Flow Statements notified by Companies Accounting Standard Rules, 2006 (as amended).
2. Negative figures have been shown in brackets.

See accompanying notes 1 to 21 which form an integral part of the financial statements
As per our attached report of even date

For Mittal Nirbhay & Co.
CHARTERED ACCOUNTANTS

Sd/-	Sd/-	Sd/-
Kamal Kumar	Aushim Khetarpal	Anita Khetarpal
Partner	DIN: 00060319	DIN: 02909051
M No.: 502549	Managing Director	Director

Sd/-
Tushar Raj Sharma
Company Secretary
PLACE: NEW DELHI
DATE: 30th May, 2017

Note 2 : Share Capital

<u>Share Capital</u>	As at 31 March 2017		As at 31 March 2016	
	Number of Shares	Rs.	Number of Shares	Rs.
Authorised				
Equity Shares of Rs. 10 each	12,000,000	120,000,000	12000000	120,000,000
Issued, Subscribed & Paid up				
Equity Shares of Rs. 10 each	10,965,000	109,650,000	10,965,000	109,650,000
Total	10,965,000	109,650,000	10,965,000	109,650,000

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Aushim Parsotam Khetarpal	1506800	13.742%	1506800	13.742%

Reconciliation statement of share:

Equity Shares	As at 31 March 2017	As at 31 March 2016
(a) Opening	10,965,000	10,965,000
(b) Addition: Fresh issue of share Capital		-
(c) Deletion: Share Buy Back		-
(D) Closing Number of shares	10,965,000	10,965,000

Note 3 : Reserves & Surplus

<u>Reserves & Surplus</u>	As at 31 st March 2017	As at 31 st March 2016
	Rs.	Rs.

a. General Reserves		
Opening Balance	(41799878)	(26684747)
(+) Current Year Transfer	3,248,400	-15,115,131
(+) TDS Adjustment	-232,441	-
(-) Written Back in Current Year	-	-
Closing Balance	(38,783,919)	(41,799,878)
Total	(38,783,919)	(41,799,878)

Note 4 :Long Term Borrowing

<u>Other Long Term Liabilities</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Unsecured Loan		
(a) From Related Parties		
Aushim Khetrapal	12681209	18,410,841
Umang Khetrapal	1223565	1,223,565
Shirdi Sai Baba Foundation	43763531	2,257,235
(b) From Others-		
Madhu Singh	900000	900000
Look Salon Pvt Ltd	1000000	1000000
Rich Capital & Financial Services Limited	4139700	4139700
Total	63708005	27931341

Note 5 : Trade Payable

Trade Payable	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Trade Payable		
Ashu Sports Ind	-	169,000.00
Avisha International Ltd.	15,369,932.00	15,369,932.00
Aum sportainment pvt Ltd baba ramesh peer	21,493,000.00	-
Aum Sportainment limited	31,092,000.00	-
Aum Sportainment Pvt Ltd	91,605,350.00	81,846,590.00
BBX India Pvt Ltd	4,448,010.00	4,448,010.00
Ganpati Traxim Pvt. Ltd.	18,166,020.00	18,166,020.00
BD Mahajan & Sons Pvt Ltd	59,125.00	-
Kusum Arora	257,000.00	-
Parvesh Saini	67,600.00	-
Gulguncha Arts	343,950.00	-
Gurcharan Singh	44,622.00	44,622.00
Gurukul Ayurved Pharmacy	23,002.65	-
Arora Book Stall	53,501.00	-
Mail Today News Paper	37,500.00	37,500.00
Media Network	424,867.00	424,867.00
Milange Perfumes	332,000.00	365,000.00
Neeta Mehta Publishers	130,450.00	118,000.00
Nirmal Gupta	-	450,000.00
Srijan	111,065.00	-
National Securities Depository Ltd.	64,645.00	165,445.00
Pawas Sales Agency.	1,399,480.00	1,399,480.00
Pradeep Kumar	33,100.00	-
Pushpak Press Pvt. Ltd.	310,367.00	-
Pride Trade Agency.	1,129,000.00	1,129,000.00
Sahil	6,000.00	-
Sai Baba Foundation	7,500,000.00	-
Shakti Kumar	441,550.00	441,550.00
Shemaroo Entertainment Pvt Ltd	892,590.00	892,590.00
Sidh Trading Co.	1,236,850.00	1,236,850.00
S R Jain Jewellers	65,335.00	65,335.00
Sterling Publisher	107,500.00	107,500.00
SS PRINTER	361,700.00	-
Zee Media Corporation Limited	199,902.00	-
Sudhakar & Co	10,000.00	-
Sunita Caterers	150,450.00	150,450.00
Sai Items Infomatives P. Ltd.	467,243.00	-
Universal Films Equipment.	-	-2,200.00
Sujatha Biotech	2,261,644.02	-
Value Barter Pvt Ltd	2,765.80	27,502,765.80
Uppal Chadha Hi-Tech Developers	508,900.00	496,850.00
Zybronix Ltd	460,000.00	460,000.00
VJM Media Pvt. Ltd.	171,000.00	171,000.00
Ved Prakash	14,000.00	-
Gulshan	100,950.00	-
Zee Entertainment	297,101.00	-
Total	202,251,067.47	155,656,157

Note 6 : Other Current Liabilities

<u>Other Current Liabilities</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
<u>Statutory Dues</u>		
Service Tax@ 12.36%	2,719,200	3,982,700
Service Tax @14%	12,903,033	8,268,706
Krishi Kalyan Cess Payable	163,582	-
TDS on Director Remuneration	36,000	-
TDS PAYABLE	636,145	-
<u>Other Liabilities</u>		
Audit Fees Payable	25,000	-
Ankit sharma	5,000	-
Karanbhami tv pvt.ltd	1,517,168	-
Bombay Stock Exchange	3,875,792	261,000
CDSL Charges Due	145,303	31,000
Aushim Khetarpal Reimbursement	-	212,233
Complete Cinema	56,000	56,000
Credit card	-	6,170
HDFC Credit card	-518	19,482
		-
Total	22,081,705	12,837,291

Note 7 : Short Term Provision

<u>Short Term Provision</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Provision for Taxation	1,448,593	532,079
Total	1,448,593	532,079

Note 21 : Capital Work in Progress

<u>Short Term Provision</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
MEDIA LIABRARY		
Film Serial Movies	100,002,735	70,002,735
Total	100,002,735	70,002,735

Note 10 : Inventories

<u>Inventories</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
(as taken valued and certified by management)		
a. Finished goods (Valued at Cost)	96,781,691	26,963,496
Total	96,781,691	26,963,496

Note 11 : Trade Receivables

<u>Trade Receivables</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured (considered good)		
Shashvat Advertising Pvt Ltd	-	3,700,000
Epic Tv Network Pvt. Ltd.	24,318	-
Jain Gift Emporium	31,586	-
Tycoon Events	-	11,250,000
	55,904	14,950,000
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured considered good		
O.M.X Impex Pvt Ltd	3,573,906	3,573,906
Gomti Exim Pvt Ltd	6,361,040	6,361,040
MRY Telecom	9,523,514	9,523,514
Network 4 Barter Private Limited	13,952,041	-
	-	-
	33,410,501	19,458,460
Total	33,466,405	34,408,460

Note 12 : Cash and cash equivalents

<u>Cash and cash equivalents</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
a. Balances with banks	57	-
b. Cash on hand	5,231,072	183,315
	5,231,129	183,315

Note 13 : Short-term loans and advances

<u>Short-term loans and advances</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
a. Others		
(Unsecured, considered good)		
Advance against (Film Sanghat)	-	887,000
Arthur Stone Capital Market Ltd.	-	185,000
Vindra Buildcon Pvt. Ltd.	50,000	50,000
	50,000	1,122,000

Note 14 : Other current assets

<u>Other current assets</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Statutory Receivables		
TDS Receivable	1,534,562	3,078,417
TDS	-	20,623
TDS 15-16	-	306,676
CST@2%	1,216,782	1,167,857
DVAT-12.5%	3,045,691	1,648,465
DVAT-4%	4,193	410,969
DVAT-5%	84,773	-
Service Tax Receivable @14.5%	4,466,000	12,121,924
Service Tax Receivable @14%	8,480,029	
Swachh Bharat Cess @ 0.5%	-	246,300
Service Tax Receivable @12%	3,096,380	6,380
Higher education cess	-	
Barter Asset	91,436,225	101,936,225
Income Tax	-	5,610
Education cess	-	-
Total	113,364,634	120,949,446

Note 15 : Revenue from Operations

<u>Revenue from operations</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Sale of Stock	13,489,581	3,850,515
Sale of Services		
(A) Commission Income	0	74,782
(B) Advertisement Income	56,317,800	57,643,754
(C) AMC Income	0	10,000,000
(D) Sponsorship Fees	-	741,875
Total	69,807,381	72,310,926

Note 16 : Other Income

<u>Other Income</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Liability Writen off	-	5,523,304
Misc Receipts	350,000	-
	-	-
Total	350,000	5,523,304

Note 17 : Change In Inventory

<u>Other Income</u>	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Opening Stock of Seeds	26,963,496	3,850,517
Closing Stock of Seeds	96,781,691	26,963,496
Total	-69,818,195	-23,112,979

Note 18 : Employee Benefits Expense

Employee Benefits Expense	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
(a) Salaries	1,476,000	756,000
(b) Staff Welfare	94,858	781
(c) Director Remuneration	360,000	960,000
Total	1,930,858	1,716,781

Note 19 : Finance Costs

Finance Costs	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Bank Charges	57,904	15,659
Interest Charges	40,445	
Total	98,349	15,659

Note 20 : Other Expenses

Other Expenses	As at 31 March 2017	As at 31 March 2016
	Rs	Rs
Auditors' Remuneration		
Audit Fee	25,000	-
Auditor expenses	-	-
Accounting Charges	205,000	480,000
Anchoring Fees	2,600,000	-
Advertisement Charges	21,045,504	-
Royalty Expenses	12,020,296	-
Media & Entertainment	5,158,956	-
Bad Debts	5,762,500	490,000
Business Welfare Exp	1,149,128	2,198
CSR Activities Expenses	214,000	-
Discount	788	-
Broadcasting Charges	819,710	-
Consultancy Charges	395,370	6,400
Conveyance	142,699	-
Freight Charges	32,050	-
Depository Charges	-	97,500
Editing Fees	776,704	780,350
Hotel Expenses	198,773	-
Office Expenses	305,000	-
Office Maintenance	414,077	-
Postage Charges	41,600	-
Prior Period Expenses	30,000	-
Refreshment Expenses	108,123	-
Procurement of Adhyapika Exps.	16,080	-
Professional Fees	193,290	-
Swachh Bharat Cess	-203,448	-
Round Off	9	-
Event Exp	566,822	1,161,573
BSE Filling Fees	3,745,183	227,000
Misc Expences	588,367	1,147,593
Professional Charges	51,000	25,000
Rent	202,500	699,000
Printing & Stationery	7,716,908	7,500
Administration Expences	162,865	-
Telephone Expences	67,863	15,193
Tour & Travel	680,249	123,380
AD Film shooting charges	71,800	-
Hording Expences	4,400,000	25,000,000
Purchase of Distribution Right- Baba Ramsa Peer	-	20,000,000
Purchase of Distribution Right of Movie Cum Decembe	-	36,000,000
Sponser Ship Exp	850,000	441,620
Electricity Charges	96,000	-
Parking Charges	72,000	-
Total	70,722,766	86,704,305

ORIENT TRADELINK LIMITED

Notes forming part of Financial Statements

Note 8 : Fixed Assets

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2016	Additions during the year	Disposals during the year	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year*	On disposals	Balance as at 31 March 2017	Balance as at 31 March 2017	Balance as at 31 March 2016
		Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs	Rs
a	Tangible Assets										
	BUILDING(1.63%) Office Premises	200,000	-	-	200,000	55,420	3,260	-	58,680	141,320	144,580
	COMPUTERS(16.21%) Computer	549,318	-	-	549,318	549,317	-	-	549,317	1	1
	VEHICLES(9.50%) Car Honda City	-	268,000	-	268,000	-	12,730	-	12,730	255,270	-
	FURNITURE AND FIXTURES(6.33%) Furniture and Fixtures	125,575	15,000	-	140,575	104,657	9,373	-	114,030	26,545	20,918
	OFFICE EQUIPMENTS(4.75%) Mobiles	9,000	-	-	9,000	2,567	428	-	2,995	6,006	6,433
	Total (a)	883,893	283,000	-	1,166,893	711,961	25,790	-	737,752	429,142	171,932
	Previous Year (i)	883,893	-	-	883,893	672,859	39,100	-	711,959	171,934	211,034
b	Intangible Assets	-	-	-	-	-	-	-	-	-	-
	Total (b)	-	-	-	-	-	-	-	-	-	-
	Previous Year (ii)	-	-	-	-	-	-	-	-	-	-
c	Capital Work In Progress	70,002,735.00	-	-	70,002,735.00	-	-	-	-	70,002,735.00	-
	Total (c)	70,002,735.00	-	-	70,002,735.00	-	-	-	-	70,002,735.00	-
	Previous Year (iii)	70,002,735.00	-	-	70,002,735.00	-	-	-	-	-	-
	Current Year Total (a+b+c)	70,886,628.00	283,000.00	-	71,169,628.00	711,961.00	25,789.65	-	737,751.65	70,431,877.35	171,932.00
	Previous Year Total (i+ii+iii)	70,886,628.00	-	-	70,886,628.00	672,859.00	39,100.00	-	711,959.00	171,934.00	211,034.00

Note 9 : Non Current Investments

	Particulars	As at 31 March 2017	As at 31 March 2016
		Rs.	Rs.
A	Trade Investments	-	-
B	Other Investments (Refer B below)		
	<u>Quoted Investment</u>	-	-
	Wellworth Overseas Limited(3963000 Shares)	3,998,812.00	3,998,812.00
	<u>UnQuoted Investment</u>		
	Pecifi Marine Pvt Ltd (240000 Shares)	2400000	2,400,000.00
	Sannag International(466000 Shares)	4,660,000.00	4,660,000.00
	Total (A + B)	11,058,812.00	11,058,812.00
	Less : Provision for dimunition in the value of Investments	-	-
	Total	11,058,812.00	11,058,812.00
	Grand Total Investments Non Current	11,058,812.00	11,058,812.00

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. : 1

A. Significant Accounting Policies

1. Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on accrual basis.

2. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

3. Fixed Assets :-

Fixed assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

4. Depreciation :-

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method/SLM method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

5. Investments :-

Investments are stated at cost.

6. Inventories :-

Inventories are valued as under:-

1. Inventories : Lower of cost or net realizable value
2. Scrap : At net realizable value.

7. Miscellaneous Expenditure:-

Miscellaneous Expenditure comprises of Preliminary expenses that are amortized over a period of five years.

8. Retirement Benefits:-

The retirement benefits are accounted for as and when liability becomes due for payment.

9. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

10. Provisions, Contingent Liabilities and Contingent Assets:- (AS-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

11. Notes:

1. The Company has adopted Indian Accounting Standards (IND AS) prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued there under from April 1st, 2016. The date of transition to IND AS is from April 1st, 2015 and accordingly these financial results have been prepared in accordance with the recognition and management principle laid down, and other accounting principle laid down, and other accounting principle generally accepted in India.
2. The above standalone financial results as reviewed by the Audit Committee have been approved by the Board of Directors at its Meeting dated 30th May, 2017.
3. The figures of quarter ended March 31, 2017 and March 31, 2016 are the balancing figures in respect of the full financial year up to March 31, 2017 and March 31, 2016 respectively and the unaudited published year to date figures up to December 31, 2016 being the date of the end of the third quarter of the Financial Year. The stand alone results for the nine months ended December 31, 2016 have been subjected to the limited review by the

Statutory Auditors.

(B) Notes on Financial Statements

1. The SSI status of the creditors is not known to the Company; hence the information is not given.
2. Salaries includes directors remuneration on account of salary Rs. 3,60,000/- (Previous Year Rs. 9,60,000/-)
3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.
4. Payments to Auditors:

Auditors Remuneration	2017	2016
Audit Fees	25,000	Nil
Tax Audit Fees	Nil	Nil
Company Law Matters	Nil	Nil
Service Tax	Nil	Nil
Total	25,000	Nil

5. The Company has invested in stock as Sai Kalyan Kendra is opening in the next fiscal year.
6. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
7. No provision for retirement benefits has been made. The impact of the same on Profit & Loss is not determined.
8. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil
9. Expenditure in Foreign Currency
10. Earning in Foreign Exchange
11. All assets and liabilities are presented as Current or Non-current as per criteria set out in Revised Schedule VI to the Company's Act, 1956 Notified by the Ministry of Corporate affairs vide Notification No. S0447 (E) Dated 28th February, 2011 and S0653 (E) Dated 30th March, 2011. Based on the nature

of operation of the company and realization from the trade receivable, the company has ascertained its operating cycle of less than 12 months. Accordingly 12 months period has been considered for the purpose of Current /Non-current classification of assets & liabilities.

12. Previous year figures have been regrouped /rearranged wherever necessary.

Signature to notes 1 to 21

In terms of Our Separate Audit Report of Even Date Attached.

*For Mittal Nirbhay & Co.
Chartered Accountants*

For Orient Tradelink Limited

*Sd/-
CA Kamal Kumar
Partner
Membership No : 502549*

*Sd/-
Aushim Khetarpal
Director*

*Sd/-
Anita Khetarpal
Director*

*Place:-New Delhi
Date: - 30/05/2017*

DIN : 00060319

DIN : 02909051

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ORIENT TRADELINK LIMITED

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

CIN: L65910GJ1994PLC022833, E-Mail: orienttradelink@gmail.com

ATTENDANCE SLIP

Name of the Shareholder (in Block Letter): _____

Regd. Folio No. /DP. Id/ Client Id : _____

Name of the Proxy (s) (in Block Letter) : _____

(to be filled in, if a proxy attends instead of a member)

No. of Shares held : _____

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company at 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009 at 2:00 P.M. on 27th September 2017.

Shareholder /Proxy Signature

Note:

- 1) You are requested to sign and hand over this slip at the entrance of the Meeting venue.
- 2) If you intend to appoint a proxy to attend the meeting instead of yourself, the Form of Proxy must be deposited at the Registered Office of the Company not later than 48 Hours before the time for holding the meeting.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

I/We of being a member / members of
the above named Company, hereby appoint Mr. of
.....

..... as my /our proxy to vote for me/ us on my/ our behalf at the 23rd Annual General Meeting of the
Company to be held on 27th September, 2017 at Regd. Office at 801-A, 8th Floor, Mahalay Building,
Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009 at 2:00
P.M. and at any adjournment thereof.

Signed this Day of, 2017

Regd. Folio No. /DP. Id/ Client Id:

No. of Share held:

Affix Revenue Stamp

Note:

- 1.The proxy, to be effective, should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the aforesaid meeting.
- 2.A Proxy need not to be a Member of the Company.